

Recommendation: Increase Governor terms to four years and permit former Governors to serve a second term at a later date.

Increasing the term length from three to four years would improve institutional knowledge and continuity. Adjusting the election cycle accordingly (so only one-fourth of the members are elected or appointed in a given year) would result in a smaller portion of the Board of Governors being “in training” in any given year. The WSBA would benefit from the additional experience and maturity of the Board. This change would require reducing the burden on Governors (see recommendation to reduce Governor workload in Section VI.B below) to encourage and enable persons to serve the longer term.

In addition, the Board of Governors would benefit from the experience of individuals who have served in the past. We recommend, however, that the second term not be in succession, *i.e.*, that individuals be allowed to serve a second term after a break of at least four years (assuming a four-year term). Requiring a break ensures that control of the Board is not vested in a closed group and that membership of the Board does not stagnate.

Recommendation: The WSBA President should be selected from the Board of Governors and continue to serve as a voting member of the Board.

Aside from being an “Active” attorney member of the WSBA, there are no minimum requirements to serve as President of the Board of Governors. Some individuals have served in that role without any previous experience on the Board. In addition, because the President is usually selected outside the current Board membership, he or she comes to the position fresh, without any connection to the work of the Board over the most recent years. This unique status makes the President almost a separate entity from the Board. It also creates difficulties when that person has his or her own agenda and projects to be pursued during his or her tenure.

We recommend that the President be selected from the pool of existing Governors. In the year selected, the President would hold the position of President-Elect. Then, he or she would serve as President in the next year of his or her term. This would ensure that the President has appropriate experience, institutional knowledge, and continuity with the current work of the Board of Governors.

We believe that geographic diversity in the office of President is important. We recommend that the Board of Governors make provisions in the WSBA Bylaws to preserve this diversity given the new selection system.

Recommendation: Two public, non-attorney members and one LPO / LLLT member should be added to the Board of Governors. These three members should be appointed by the Supreme Court.

The Board of Governors is composed entirely of attorneys. Although the WSBA is charged with protection of the public, non-lawyer public members may not serve on the Board. This is in marked contrast to other bar associations, such as The California State Bar and the Oregon State Bar as well as other Washington State regulatory agencies and associations that include public members. Although the WSBA also supervises and regulates Limited Practice Officers (LPOs) and Limited License Legal Technicians (LLLTs), neither LPOs nor LLLTs are eligible to serve on the Board.

Given that the WSBA must operate for the benefit and protection of the public, the inclusion of public members on the Board of Governors is essential. As other bar associations have discovered already, such members bring a unique perspective, and their relative lack of legal expertise helps to keep a board focused on monitoring, oversight, and providing direction as opposed to management.

Adding one public member, however, is not sufficient. There is a real danger that he or she would find him- or herself quickly outnumbered and isolated. At least two public members are necessary to provide a respectable counterweight to those members who are attorneys or other legal professionals.

The WSBA is also charged with the regulation of LPOs and LLLTs. Their inclusion on the Board is appropriate; one Governor should be appointed from the pool of LPO and LLLT members. However, the Limited Practice Board indicated little interest in participation on the Board of Governors at this time. And LLLTs will not begin to be licensed until 2015. Until there is a sufficient pool from which to select a Governor, the LPO / LLLT “slot” should be filled with a public member.

The Supreme Court should appoint both the public and LPO / LLLT members. Nominations for those members may be made by the Search Committee, provided for below.

Recommendation: To accommodate the additional Governors, the number of elected positions should be reduced to nine. The three current “at-large” positions should be retained to ensure participation by a “young lawyer” and members that reflect historically under-represented groups. This would provide for a Board of 15 persons, one of which would be the President.

Accommodating the two public and one LPO / LLLT members on the Board of Governors could be done by adding more seats. But that is not ideal.² With the President, there are currently 15 members on the Board. Increasing the size of the Board will lead to reduced accountability and participation by members. Indeed governance best practices typically recommend smaller boards between 10 and 15 members. *See, e.g., Daniel Suhr, Right-Sizing Board Governance, Hasting Law Journal (2012).* As such, the number of attorney members on the Board should be reduced. That reduction should come from the member elected positions, rather than from the at-large positions. This can be accomplished by reducing the number of member-elected positions from eleven to nine. The at-large positions should not be reduced; those positions provide diversity that may not be achieved through the member election process.

Reducing the number of member-elected positions from eleven to nine will require that the historical connection to congressional districts be changed. This linkage originated in the State Bar Act, which provides for at least one governor from each congressional district. *See RCW*

² If the Supreme Court and the WSBA do not wish to reduce the number of electoral positions, we would still recommend adding two public and one LPO/LLLT members to the Board of Governors. In such circumstances, however, we would recommend that the Board consider steps that can be taken to ensure accountability and participation by members given the larger size of the Board.