

attorneys of diverse backgrounds, and that the WSBA Board of Governors approve a WSBA Mentorship Program as set forth at L-151–153 of Late Materials based on “Illustrative Option B” of the Mentorship Work Group’s Findings and Recommendations.

Discussion ensued regarding the details of the recommendations delving into operational details, which could constrain the operations of staff and be counterproductive to the proposed Program; the responsibility of the Board to set policy and direction, and of staff to work out the details; the proposed Program’s impact on the WSBA budget and, as a result, on license fees; the use of local communities and WSBA Sections to disseminate mentorship information; and the potential for Work Group Committee involvement as outlined in the proposal adding an additional bureaucratic layer of process. Governor Wilson amended her motion to remove #2, #3, and #8, along with all references to establishment of a Mentorship Committee, contained at L-152–153 of Late Materials. Governor Wilson clarified that the recommendations contained in the proposal are recommendations to be considered by staff, not requirements. Discussion ensued regarding whether the policy decision included just the decision to implement a statewide mentorship program, or whether it also included which route to take; e.g., Option A or Option B. It was the consensus of the Board that the policy decision included only whether to implement a statewide mentorship program, not which route to take. Executive Director Littlewood noted that the proposed cost of \$148,000 will be used as a placeholder in the budget, but that there will not be time to have an accurate figure in the budget by the September 18-19, 2014, Board meeting when the final budget is submitted to the Board for approval. Governor Kelly moved to call the question. Motion passed unanimously. Motion on the amendment to the underlying motion passed 12-0. Underlying motion as amended passed unanimously.

#### **GOVERNANCE DISCUSSION – Governor Vern Harkins, BOG Governance Work Group Chair**

Chair Harkins explained that the BOG Governance Work Group was formed in response to the Governance Task Force Report in order to direct the discussion of the Board in responding to the Task Force’s recommendations and to lead and/or generate discussions at Board meetings. The purpose of the Work Group was defined to be a scrivener of thoughts and opinions of the

entire Board, so as the Work Group meets, it will begin the process of putting down on paper what the Work Group understands the Board's response to be. He noted that it is important to respect the work of the Task Force and its Final Report, but that doesn't mean that it is necessary to agree with everything in the Report. He noted that the Report laid a framework in the Board's retreat to start focusing on some of the issues and recommendations set forth in the Report. He referred the Board to the information contained in the meeting materials and advised that the Work Group met in advance of this Board meeting to outline the structure to be followed.

He explained that the first topic of consideration is the Board of Governors and the WSBA, and questions to be addressed are: *whether the WSBA Bylaws should be amended to eliminate the characterization of the Board as a representative body whose members represent a constituency of the WSBA; and should provisions be added to highlight the responsibility that the WSBA bears to the public, the Board's responsibility to ensure that the organization fulfills that responsibility, and the fiduciary duties owed by Governors to the organization.* Discussion ensued regarding the Board's role; WSBA licensing people who are not attorneys and who have no representation on the Board; refining the definition of "membership;" the potential of representing a particular group rather than the whole organization controlling how a Governor votes; the inherent tension between representing individual constituents and representing the good of the whole; the Board's loss of authority in the Legislature if it is perceived that the Board does not represent the members; and placing the Governor's Oath in the Bylaws to inform how a Governor is to serve. Executive Director Littlewood reminded the Board that every governance consultant who has presented to the Board has explained that the Board's first and foremost obligation is to serve the organization. In addition, she iterated that it was a conscious decision by previous Boards to put the public before the members in the organization's Mission Statement to emphasize that the WSBA serves the public first. She stated that it is an omission that this perspective is not included in the Bylaws. Chair Harkins asked if it was the will of the Board to create a response that recognizes multiple responsibilities and to amend the Bylaws to reflect those responsibilities. The Board agreed 12-1.

Chair Harkins then explained that the next question to be addressed is: *should the WSBA Bylaws expressly state that, except for the purpose of inquiry, the Board and Governors should deal with WSBA staff solely through or with the approval of the Executive Director.* Discussion ensued regarding the concept being correct as a principle, but being too broad; inclusion in the Bylaws would not be helpful since this is a culture issue and should be addressed in training; the importance of including in the Bylaws, not only how the Board is elected, but also how the Board serves, and to clarify who does what and who directs the staff's work; and inclusion in the Bylaws that the Executive Director also has duties to the Supreme Court. Chair Harkins asked if it is the will of the Board to deal with this item through training and culture, or through inclusion in the Bylaws. It was the consensus of the Board to amend the Bylaws in order to address this item. The Board requested that Executive Director Littlewood and General Counsel McElroy draft Bylaw amendments for the Work Group to consider.

President Palace advised that the Board's direction to the BOG Governance Work Group needs to be clarified to decide whether the Work Group should make recommendations and work on implementation at the same time, or focus on recommendations and leave it to another body to implement. Governor Kelly moved that the BOG Governance Work Group duties be expanded and that it be charged with bringing forward suggestions for implementation. He clarified that the intent of his motion is for the Work Group to be given some work product as well so comments can be given as the Board proceeds, and that he does not intend that everything be rehashed at the end of the process. Motion passed 12-0.

## **ADJOURNMENT**

There being no further business, the Public Session portion of the meeting was adjourned at 12:05 p.m. on Friday, July 26, 2014.

Respectfully submitted,

*Paula C. Littlewood*

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WSBA Executive Director & Secretary