

# WASHINGTON STATE BAR ASSOCIATION

## BOARD OF GOVERNORS MEETING MINUTES

Spokane, WA  
May 19-20, 2022

Call to Order and Welcome ([link](#))

The meeting of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Brian Tollefson on Thursday, May 19, 2022 at 9:01 AM. Governors in attendance were:

Hunter Abell  
Francis Adewale  
Sunitha Anjilvel  
Lauren Boyd  
Pres. Elect Daniel D. Clark  
Jordan Couch  
Matthew Dresden  
Carla Higginson  
Tom McBride  
Treas. Bryn Peterson  
Brett Purtzer  
Serena Sayani  
Alec Stephens  
Brent Williams-Ruth

Also in attendance were April Anderson, Janae Ball, Yvette Buckley, Meng Li Che (WA BIIA) Michael Cherry (Practice of Law Board), Rajeev Majumdar, Felicia Dixon, Gabe Galanda, PJ Grabicki, Nancy Hawkins (Family Law Section), Bill Hyslop, Andrea Jarmon, Amy Klosterman (MAMA) Section, Michelle Su (KABA), James E Macpherson (Washington Defense Trial Lawyers), Duaa-Rahemaah Williams, Coreen Wilson, Andrew Van Winkle, Aretha Sconiers, Carmen Pacheco Jones, Dory Reeves, Immediate Past President Kyle Sciuchetti, Parliamentarian G. Kim Risenmay, Gov. Elect Kevin Fay, Gov. Elect Kari Petrasek, Gov. Elect Nam Nguyen, Executive Director Terra Nevitt, Executive Administrator Shelly Bynum, Broadcast Services Manager Rex Nolte, Chief Disciplinary Counsel Doug Ende, Volunteer Engagement Advisor Paris Eriksen, Chief Regulatory Counsel Renata Garcia, Assistant General Counsel-Disciplinary Board Nicole Gustine, General Counsel Julie Shankland, Chief Communications & Outreach Officer Sara Niegowski, Communication Strategies Manager Jennifer Olegario, Community Outreach Specialist Mike Kroner Chief Equity & Justice Officer Diana Singleton, Equity and Justice Lead Imani Shannon, Director of Advancement Kevin Plachy, Member Services & Engagement Manager Julianne Unite, Member Engagement Specialist Curtiss Melvin, and Sections Programs Specialist Carolyn MacGregor.

A moment of silence was held for the victims of the mass shooting in Buffalo, New York.

### Consent Calendar ([link](#))

Pres. Tollefson inquired as to whether any governor wished to remove any item from the Consent Calendar. Gov. Peterson moved for approval. Motion passed unanimously. Gov. Clark abstained from the vote.

### Member & Public Comments ([link](#))

Gov. Adewale thanked the Board members for meeting in Spokane and expressed special appreciation to Pres. Tollefson for coming the week prior to meet with local judges and legislators and to the board for giving voice to judges. Gov. Stephens reported on his attendance at the second annual Charles Z. Smith Heritage Symposium honoring three law students from the three Washington state law schools for their commitment to justice and working for the public.

### President's Report ([link](#))

Pres. Tollefson is trying to attend as many committee meetings as possible. He and Immediate Past President Kyle Sciuchetti attended the Breakfast With Champions fundraiser for the King County Bar Association, which was very well attended with 700-800 people. They both also attended Volunteer Legal Services fundraiser held by the Spokane County Bar Association. While in Spokane, he and Gov. Adewale met with local Judiciary to discuss funding, security, and relationships with other branches of government. The conversation continued with a judicial lunch on May 18 in advance of the Board of Governors meeting.

### Executive Director's Report ([link](#))

Executive Director Terra Nevitt reminded everyone that the volunteer application deadline was extended to June 3. She noted that at the March Board meeting, Volunteer Engagement Advisor Paris Eriksen reported that volunteer engagement has been trending down at the WSBA, consistent with national trends. She encouraged members of the Board and others that are already engaged to consider reaching out to their colleagues to encourage them to also volunteer.

Executive Director Nevitt highlighted that The Practice of Law Board is bringing to fruition the first part of its Legal Check-Up project, which is intended to educate the public about how to receive competent legal assistance. The project is to include two parts: 1) a set of FAQs that will be published on the WSBA website and 2) they are hoping to produce an interactive-web based tool.

Executive Director Nevitt highlighted that the organization is continuing to work towards fully paperless licensing for 2023, and that the change should save on direct costs (paper, postage, etc.) as well as indirect costs, including the decrease in staff time spent on printing and mailing packets and processing paper returns. She noted that of the 14,000 packets mailed out, only one-third of them are returned, and the rest of the members renew online. She surmised that one possible reason for the low rate of return is that some members like to get the paper packet as a physical reminder but prefer the efficiency of renewing online. For that reason, the WSBA intends to send out reminder postcards to those who have not opted for paperless renewal in the past. She noted that payment by check for licensing fees will still be allowed; with recent upgrades, however, the online system is the most secure form of payment.

Gov. Williams-Ruth asked if there has been any examination of whether the savings from moving to paperless licensing could be used to eliminate the credit card processing fees members pay for online

licensing renewal. Executive Director Nevitt explained that the Bar has explored absorbing those credit card fees.

Finally, Executive Director Nevitt provided an update on the ETHOS (bar structure study) process and reviewed the draft agendas for the remaining meetings. Discussion followed about how to submit proposals.

#### Election of the 2022-2023 President-elect ([link](#))

Two candidates applied for the position of President-elect, Gov. Hunter Abell and Gov. Lauren Boyd. Each candidate was interviewed by the Board. General Counsel Shankland presented the research conducted by her team and the rationale for concluding that the President should vote in the election of WSBA President. Discussion followed about whether the President-elect and Past President would benefit from the same analysis; the interaction of the WSBA Bylaws and Roberts Rules of Order; historical interpretation of the Bylaws; principles of Bylaw interpretation; a perspective that neither past practice nor the current interpretation seems to be clearly correct; that under this interpretation the result would be the opposite for the election of treasurer; a perspective that the State Bar Act is clear that the President is a member of the body; and a suggestion that the Board revise the Bylaws to have the Treasurer election mirror the Presidential election, including timing. Gov. Stephens moved to accept the interpretation of General Counsel that the president participates in the election of President-elect. Motion passed unanimously. Gov. Abell and Gov. Boyd abstained from the vote.

Discussion followed about whether it was appropriate to conduct the ballot electronically and the process to review the results. Discussion followed about reporting vote totals and confidentiality. A vote was held by secret electronic ballot. The votes were tallied by three persons designated by the President, one of which was the Executive Director and also included Russell Knight and G. Kim Risenmay. G. Kim Risenmay announced that Hunter Abell was elected President-elect by a majority of the votes.

#### Reports of Standing or Ongoing BOG Committees ([link](#))

*Executive Committee.* Pres. Tollefson noted that the committee met and an agenda item for this meeting arose out of that discussion.

*APEX Awards Committee.* Gov. Abell reported that the committee met and selected this year's honorees.

*Personnel Committee.* No report.

*Legislative Committee.* No report.

*Nominations Committee.* Gov. Boyd noted that the committee met on Tuesday and took action on three appointments.

*Diversity Committee.* Gov. Anjilvel reported on the committee's work to reexamine its structure; revising WSBA's diversity and inclusion plan; and on pipeline programming and collaboration with the law schools.

*Long-Range Strategic Planning Council.* No report.

*Member Engagement Workgroup.* No report.

*Budget & Audit Committee.* Treas. Peterson noted that the Board will be taking up the reforecast of the FY22 budget later in the meeting.

*Equity & Disparity Workgroup.* Gov. Stephens reported on the work of the workgroup and noted that he expects a report to come back to the Board in July.

*Supreme Court Bar Licensure Task Force.* Gov. Williams-Ruth reported on the work of the task force and noted that his co-chair, Justice Montoya-Lewis, is taking a medical leave from the Court.

*TAXICAB.* Imm. Past Pres. Sciuchetti reported on the goal of this workgroup and that he expects the group to report back in July.

#### Governor Roundtable ([link](#))

Gov. Stephens shared his intent to bring forward several proposals, including one to involve the membership in the WSBA presidential election; one to not count abstentions for any purpose; and one to require committees to bring work back to the Board before taking action. Gov. Williams-Ruth commented on the recent passing of Slade Gordon and his perspective on the importance of challenging the status quo in our systems and structures.

#### First Read: Proposed Amendments to WSBA Bylaws Art. IV Re Scope of BOG Legislative Committee ([link](#))

Gov. Williams-Ruth presented his proposed amendment to the Bylaws, which would permit the Legislative Committee to approve comments on court rules under certain circumstances. Discussion followed including the need for the amendment and the process to follow.

#### Court Rules and Procedures Committee Items ([link](#))

*Update and Request for Guidance Re USPS Mail Delays.* Coreen Wilson reported that the committee had been asked to review Court Rule 5, as a result of mail delays. The committee noted that changing the rule will not solve the problem and may create new challenges. As a result, the committee is seeking additional feedback from the Board.

*Proposal to Undertake a Review of the Superior Court Mental Proceedings Rules.* Andrew Van Winkle reported on an inquiry received as to whether these rules should be updated in light of new legislation. He reported that conflicts between the statute and the rules do exist, as well as new terminology, and his recommendation that the committee form a subcommittee to bring the rules into alignment.

Discussion followed regarding the issue of mail delivery, including how the issue can be resolved if an amendment to Court Rule 5 will not resolve the issue; a suggestion that the issue be explored further and that the committee develop a proposal; a question as to whether the proposal will need to be developed elsewhere if the solution goes beyond court rules; consideration of mandating electronic service; with regard to the Mental Proceedings Rules there was a suggestion to contact interested stakeholders to gather feedback; changes that have occurred in local rules; clarification that the committee is looking for guidance on whether to invest its time in the Mental Proceeding Rules outside of the regular schedule; new legislation relating to service; and clarification that the Court Rules Committee does have the capacity to continue exploring the mail delay issue. The Board took public comment from Nancy Hawkins, who suggested that the WSBA advocate for the US Postal Service to resolve the issue in addition to the work

being done to identify a solution in the court rules. Pres. Tollefson suggested that the Executive Committee discuss the issue further at its next meeting.

#### Proposed Conflict of Interest Policy ([link](#))

General Counsel Shankland presented the proposed revised Conflict of Interest Policy noting that the new policy would be broader by including professional and personal conflicts in addition to financial conflicts. The proposed policy would also revise the annual form to simply acknowledge the policy. She noted that "professional conflicts" is probably broad enough to cover the concerns raised by Gabe Galanda. She described some of the reasons that bar associations do not allow judges to serve on their boards. The Board took public comment from Gabe Galanda who spoke to the need to disclose the multiple roles they are playing, noting that he is suggesting a disclosure requirement in order to avoid compromising the integrity of the Bar and of the legal system.

Discussion followed, including support for disclosure; how a disclosure might have impacted the events that that triggered the suggestion; how disclosure would operate in the context of public appointments; the appropriate timing for the disclosure given the manner in which pro tem appointments occur; a perspective that the parties are best protected by a disclosure in connection with a hearing; a perspective the conversations that might occur following a disclosure could be problematic. Gov. Clark moved to approve the proposed policy drafted by General Counsel Shankland. General Counsel Shankland was asked to walk through the specific changes, which she did. Discussion followed about the originating event; whether the Code of Judicial Conduct combined with the policy before the Board resolves the concern; a perspective that this issue might be unique to tribal court where often the Code of Judicial Conduct does not apply; and a suggestion that we prohibit the WSBA president from serving as a tribal court pro tem. Mr. Galanda emphasized his focus on the reputation of WSBA. Discussion followed, including a concern that the issue is being discussed while litigation is pending. Gov. Adewale called the question. Motion to call the question failed to obtain a two-thirds majority. Gov. Sayani was not present for the vote.

Gov. Clark requested to withdraw his motion. There was an objection by Gov. Williams-Ruth so the motion was not withdrawn. Discussion continued, including a suggestion that a committee be set up to review our standing bylaws. Gov. Clark moved to table the discussion. Discussion followed, including a perspective that the multiple roles can reinforce each other; and additional background on the history of this issue and proposal and a perspective that the conflict of interest policy needs updating separate from the issues raised by Mr. Galanda. Motion to table passed 9 to 2. Govs. Abell and Adewale abstained from the vote. Gov. Sayani was not present for the vote. Discussion followed, including a perspective that the issues presented require further thought. Gov. Williams-Ruth noted that he will be requesting that the conflict of interest policy be put back on the agenda for the July meeting and discussion followed about what might come back at that time.

#### Proposed Structure of the WSBA Diversity Committee ([link](#))

Gov. Anjilvel moved that this proposal be considered for first read. The motion passed unanimously. Gov. Anjilvel presented the proposal noting that the WSBA Diversity Committee and the BOG Diversity Committee were merged in 2012 resulting in a structure that did not closely align the Bylaws or the Committees and Boards Policy. She outlined the proposal that the Diversity Committee be made a Council which will allow the entity to continue to operate in a manner similar to its current form and to expand its

membership to include judicial officers, law students, and members of the public. She highlighted the stakeholder input that had already been gathered with the intent to gather more. General Counsel Shankland highlighted the issue raised in the memo regarding the ability of judicial officers to vote.

Discussion followed including regarding any fiscal impact; whether the council's work would overlap with other entities; whether the committee should be a BOG committee rather than a council; a perspective that a uniform set of rules should apply to each committee and a contrary view that the issues of diversity, equity and inclusion are unique and should be handled differently; a perspective that it may not be appropriate to have judicial members vote given their time constraints and lessened ability to be engaged; support for the council model because it is inclusive of more voices; a perspective that this proposal will harmonize the intent of the Board of Governors when it amended combined the committees; whether the WSBA signing onto the REJI Commitments is appropriate under GR 12.2; a perspective that it would be preferable to amend the Bylaws to allow all committees to have members outside of the Board; support for the proposal as a straightforward solution to the issue raised; a perspective that a global fix is not likely to be simple and that the Board should focus on the issue at hand; and a suggestion that the committee consider whether there should be a majority of votes from the BOG and whether there should be numerical limits on the types of members. The Board took comment from Judge Andrea Jarmon who noted that she had been unable to continue as a co-chair of the committee due to her change of status to judicial and outlined the significance of the work of the committee in inspiring young people, including for judicial service. Discussion continued, including a suggestion that the Member eEngagement Council continue to discuss some of the issues raised during the discussion and that this specific proposal should move forward. Motion passed unanimously. Govs Higginson and Sayani were not present for the vote.

#### Overview and Update on the WSBA Insurance Marketplace ([link](#))

Advancement Director Kevin Plachy introduced Nick Trefry and John Kelly who presented the background and an overview of the WSBA Insurance Marketplace, highlighting the program's performance, marketing and program/product updates. Feedback was provided that it would be helpful for members that need to select group insurance to be pointed to the best plan available for their business. Mr. Trefry recommended utilizing the counselors as a solution.

#### Pro Bono and Public Service Committee Report ([link](#))

Co-Chairs Michael Addams and Bonnie Rosinbum presented the committee's report. Co-Chair Addams presented the committee's purpose, authority and composition and described how the committee's work furthers the mission of the bar. Co-Chair Addams and Co-Chair Rosinbum spoke to the committee's adoption of values and they both highlighted specific accomplishments of the committee.

#### Presentation and Discussion of Next Steps Regarding MBA Proposal to the Board of Governors ([link](#))

KABA Diversity and Outreach Chair Michelle Su presented the context and specific requests within the joint MBA proposal, calling upon the organization to take decisive action and focus on the intent of the proposal rather than getting bogged down in the details. Discussion followed including appreciation for the intentional and thoughtful proposal; and a statement that the Diversity Committee is in support of the bringing about the change the MBAs are seeking. MAMA President Amy Klosterman spoke in support of the proposal, noting that a significant number of attorneys are represented in the proposal. The Board took

public comment from Nancy Hawkins asked if the proponents had considered how the proposal might fit with entities within the bar, such as sections. Discussion followed, including the manner in which the MBAs would like to see the proposal worked through. The Board took public comment from Rajeev Majumdar who noted the relevance of Minority Bar Associations and how these issues impact volunteerism, and urged the Board to take action.

Gov. Williams-Ruth presented his proposal to create a work group that would bring proposals back to the Board in July. Gov. Williams-Ruth moved that the Board approve the creation of an ad hoc task force as set forth in the materials. Discussion followed, including a perspective that the work should not be rushed; support for the recommended appointments to the task force; a request that the Board truly engage in the issues raised by the proposal not avoid the conversation; and the rationale for creating a task force rather than delegating the work to the Diversity Committee. Motion passed unanimously. Govs. Adewale and Higginson were not present for the vote.

#### Approval of the Fiscal Year 2022 Reforecasted Budget ([link](#))

Budget & Finance Manager Liz Wick explained the purpose of the reforecast budget, noting that the practice began in 2020. Manager Wick reported that the overall net income is favorable relative to the original fiscal year budget in the general fund and the CLE fund. Manager Wick walked through the significant changes to the budget. Director Plachy presented on the updated compensation grid and procedures, noting that the Budget and Audit Committee received a detailed presentation and an had an opportunity to speak with Gallagher prior to approving the reforecast budget. Director Plachy noted that the new compensation approach stays true to WSBA's existing compensation policies and identified the key criteria that drove the decision making. Discussion followed regarding the rationale and effect of the cap on salaries; whether it is clear that market updates will occur; clarification that while movement through the steps is not discretionary, promotion upward through the grid will be discretionary; whether a cost of living increase is built into the system and how that is addressed in the budget; a perspective that this approach is customary; and whether the policy should be specific about when compensation studies should be conducted. Manager Wick provided presented the anticipated fund balances at the end of the fiscal year 2022 based on the reforecasted budget. Manager Wick noted that the detail budget information is in the materials. Gov. Williams-Ruth moved to approve the budget as reforecasted. Motion passed 12-1. Gov. Adewale was not present for the vote.

#### CLE Presentation: Race Equity and Justice Reform in the Spokane Regional Legal System ([link](#))

Chief Equity & Justice Officer Diana Singleton provided an introduction to the CLE and the speakers. Chair Janae Ball presented on the genesis and work of the Spokane County Bar Association's Systemic Racism Task Force and a surrounding controversy. Carmen Pacheco Jones shared her story and experience in the criminal justice and foster care systems and her work as the co-founder of the Health and Justice Recovery Alliance, which seeks to address trauma and provide skills and support to people going through the process of reentry. Jermaine Williams, Director Freedom Project East, presented on the work of that organization and his experience as a formerly incarcerated person. The panel was facilitated by Gov. Adewale, who shared his own experience as a public defender in Spokane County. Discussion followed about whether the data effected change; appreciation for the presenters; and a desire for the Board to be mindful of this presentation as it does the work related to the joint MBA proposal discussed previously in the meeting.

Review Proposals for the Annual Evaluation of the Executive Director ([link](#))

Human Resources Director and Chief Culture Officer Glynnis Klinefelter Sio reported on the request for proposals to facilitate the annual evaluation of the Executive Director, which she conducted at the direction of the Board. She noted that she did not have a recommended vendor, and following the Board's decision, she would enter into a contract with the chosen vendor. It was clarified that HR Director Klinefelter Sio does not have a recommendation because they are all similar in scope and cost. Gov. Clark moved to select the lowest bid of the four vendors for the evaluation of the Executive Director.

Discussion followed, including the extent to which the vendors have a demonstrated commitment to diversity, equity, and inclusion; the extent to which we can expect costs to overrun the bids; specific aspects of the proposals; and how to approach the Board's budget authorization. It was clarified that the lowest bid was provided by FIT and that this should be substituted into the motion, which was agreed to by the movant and seconder. Officer Klinefelter Sio recommended the Board authorize spending up to an additional \$2,000. Discussion continued including a perspective that the expenditure of money is unnecessary; clarification as to whether this will be an annual or one-time expense; a perspective that this is a good investment in a fair and unbiased process that can be used for many years; and a perspective that the evaluation is pro forma and therefore not a good use of resources.

Gov. Clark's motion was restated to select the lowest bid for the Executive Director review, submitted by Fully Integrated (FIT) HR, up to and not to exceed \$18,000 in cost without the written approval of the Board of Governors. Motion passed unanimously. Gov. Higginson abstained and Gov. Purtzer was not present for the vote.

Executive Session ([link](#))

President Tollefson announced that purpose of Executive Session was to discuss an appeal to the decision to terminate a participant in the Law Clerk program, with an anticipated end time of 2:15PM.

Upon return to public session, President Tollefson reported that the Board completed its review of the appeal and had concluded all agenda items.

Gov. Stephens acknowledged that former president Hyslop and former Gov. P.J. Grabicki were in attendance. He also recognized Paris Eriksen for her great work on Board elections. Immediate Past President Sciuchetti also acknowledged some notable attendees. Director Nevitt provided an overview of the May 21 Ethos meeting agenda.

**ADJOURNMENT** ([link](#))

There being no further business, Pres. Tollefson adjourned the meeting at 2:25PM on Friday, May 20, 2022.

Respectfully submitted,

*Terra Nevitt*

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Terra Nevitt, Executive Director & Secretary