

WASHINGTON STATE BAR ASSOCIATION

Board of Governors and Board Officer Roles and Responsibilities

Approved by the Board of Governors March 10, 2022

The roles of the WSBA Board of Governors and Officers are set forth in the WSBA Bylaws, Art. IV Governance. (Details about their) Descriptions of specific roles and responsibilities are also (captured) elucidated in various other written WSBA policies and documents, including the Fiscal Policies & Procedures.

The intent of this document is to clarify and delineate the duties of the Board and its Officers.

Board of Governors

The Board of Governors is the governing body of the WSBA. Its primary function is to set the policies of the WSBA and to evaluate how well the Executive Director carries them out and accomplishes the mission. WSBA is subject to the plenary authority of the Washington Supreme Court and the Board of Governors authority over WSBA is restricted in some regulatory matters by court rule, order, case law, or statute. The Board exercises its authority through majority vote, except in some cases where a two-thirds majority is required per applicable bylaw.

Specific responsibilities include:

- Electing the President-Elect and Treasurer.
- Selecting, supporting, setting the compensation for, and evaluating the performance of the Executive Director.
- Approving the annual budget, monitoring WSBA's financial health, establishing reserves, and ensuring that the WSBA has adequate resources to achieve its strategic goals and fulfill its mission.
- Recommending license fees to the Supreme Court and approving other significant fees such as the Keller Deduction and MCLE fees.
- Approving unbudgeted expenditures and reallocation of budgeted expenditures that are outside of the Executive Director's authority.
- Approving the expenditure of reserve funds, consistent with reserve policies.
- Approving gifts from the Client Protection Fund.
- Selecting an independent auditor and reviewing of the annual audit report.
- Approving a facilities strategy, including approval of decisions to lease or purchase real estate.

- Developing strategic goals. Establishing, supporting, and evaluating progress toward strategic goals.
- Establishing and supporting significant organizational policies, including but not limited to the WSBA Bylaws, Fiscal Policies, and Compensation Plan.
- Establishing, supporting, and evaluating the work of WSBA entities that are not directly supervised by the Supreme Court or otherwise excluded by court rule or order.
- Establishing, supporting, and supervising WSBA volunteers not appointed by the Supreme Court.
- Filling vacancies on the Board of Governors.
- Ensuring WSBA entities, volunteers, and members of the Board of Governors comply with WSBA policy, applicable laws, regulations, court rules, orders, and case law in the course of their work with WSBA.
- Approving litigation decisions that involve a significant issue of policy.
- Hearing appeals of certain regulatory matters as provided by court rule or order.

Members of the Board of Governors, Individually

Members of the Board individually carry out the work of the Board of Governors by attending Board meetings, serving on Board committees, panels, or councils, by liaising to other WSBA and external entities, and by engaging with WSBA members. Although members are elected by specific constituencies, as governors they have a duty to act in the best interests of all members of the Bar and the public.

Individually, specific responsibilities of each Governor include:

- Attending all meetings of the Board of Governors and staying informed about Board matters by reading relevant materials, seeking additional information as needed, and preparing for discussion.
- Attending all Board committee meetings to which the member is appointed to and staying informed about committee matters by reading relevant materials, seeking additional information as needed, and preparing for discussion.
- Engaging with WSBA members and the communities they serve as well as the public as an ambassador of WSBA and providing information about issues that are or will come before the Board and conveying member viewpoints to the Board.
- Actively serving as a liaison and acting as a resource to WSBA and external entities as appointed by the President and conveying viewpoints and information to the Board.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid seeking to individually direct the implementation of policies or activities of the WSBA staff including the work of the Executive Director.
- Avoid seeking to direct the speech or actions of another governor or officer.

President

The President is the chief spokesperson of WSBA and presides over meetings of the Board of Governors. The President leads the Board in effectively carrying out its roles and responsibilities by establishing a healthy Board culture and working closely with each Board member to make the best use of their strengths and interests.

Specific responsibilities include:

- Setting the agenda for Board meetings and presiding over meetings to ensure constructive, high quality debate.
- Chairing the BOG Executive Committee.
- Leading the Board in establishing strategic goals.
- Facilitating communication between the Board and the Executive Director, including ensuring clear communication of the Board's goals and expectations, and notice of anticipated actions with sufficient time to provide sufficient information to support high-quality decision-making.
- Educating the Board about its procedures, strategic goals, responsibilities, and culture.
- Cultivating a culture of direct communication, healthy conflict, respect for all viewpoints, and professionalism.
- Facilitating the resolution of conflict among Board members.
- Acting, in collaboration with the Executive Director, to carry out policies established by the Board of Governors.
- Acting as a liaison between the Board of Governors and the Supreme Court of Washington.
- Presiding over the APEX Awards, 50-Year Lunch and similar events.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid seeking to individually direct the implementation of policies or activities by WSBA staff, including the work of the Executive Director.

President-elect

The President-elect's primary function is to perform the duties of the President at their request or when the President is otherwise unable to do so. The President-elect may also be assigned other duties by the President.

Specific responsibilities include:

- Setting the meeting BOG meeting schedule for the year they will serve as President.
- Appointing the chairperson for certain WSBA entities for the year they will serve as President.
- Appointing Governors to BOG committees, including appointing the chairs (people), for the year they will serve as President.
- Assigning Governors liaison responsibilities with WSBA and external entities for the year they will serve as President.
- Setting the agenda for the BOG's annual retreat.

- Avoid seeking to individually direct the implementation of policies or activities by WSBA staff, including the work of the Executive Director.

Treasurer

The Treasurer's primary function is to ensure that the Board and officers are informed about the finances of the Bar. The Treasurer will perform the duties of the President if the President-elect is unable to do so. The Treasurer may also be assigned other duties by the President.

Specific responsibilities include:

- Chairing the BOG Budget and Audit committee, including setting the agenda and presiding over committee meetings to ensure constructive, high-quality debate.
- Presenting the final proposed budget and other recommendations of the Budget and Audit Committee to the Board of Governors.
- Establishing deposit and credit relationships, withdrawing WSBA funds, and signing checks.
- Deciding appeals of the Executive Director's decisions with regard to rejecting or modifying an expense reimbursement.
- Reviewing WSBA financial reports and reporting to the Board of Governors about WSBA's financial health.
- Reviewing the Executive Director's expenses, payroll, and benefits reports.
- Approving supplement budget requests from sections that exceed 25% of the sections' annual expense budget or \$1,000, whichever is greater.
- Avoid seeking to individually direct the implementation of policies or activities by WSBA staff, including the work of the Executive Director.

Past President

The Past President supports the President and the Board of Governors by providing continuity and is responsible for the training and education of new BOG members and officers. The Past President will perform the duties of the President if the President, President-Elect, and Treasurer are unable to do so. The Past President may also be assigned other duties by the President

Specific responsibilities include:

- Setting the agenda for the annual New Governor Orientation and Team Building Retreat.
- Planning governance, diversity, equity, and inclusion, anti-harassment, and other appropriate training for the Board of Governors throughout the year.
- Avoid seeking to individually direct the implementation of policies or activities by WSBA staff, including the work of the Executive Director.

Executive Director

The Executive Director serves as Secretary of the Board of Governors, is the principal administrative officer of the bar, chief of staff, and is responsible for its day-to-day operations, including acting as a spokesperson. The Executive Director is responsible for executing the strategic goals and policies set forth by the Board of Governors. The Executive Director reports directly to the Supreme Court on all regulatory matters.

Specific responsibilities include:

- Attending Board of Governor meetings and board committee meetings and supporting decision making by participating in the discussion to provide information and recommendations.
- Supporting the Board of Governors to develop policy and strategic goals, by making recommendations, engaging stakeholders, and assessing fiscal, operational, and other impacts.
- As Secretary of the Board, preparing and memorializing official minutes of Board and Executive Committee meetings as required by the Bylaws; preparing and distributing Board and Executive Committee meeting materials; and providing notice of Board and Executive Committee meetings.
- Appointing a staff liaison for all WSBA entities to perform the delegated functions of Secretary: preparing and memorializing official minutes of entity meetings as required by the Bylaws; preparing and distributing entity meeting materials; and providing notice of entity meetings.
- Preparing an annual budget and implementing the approved budget.
- Recommending license and other significant fees and establishing other operational and administrative fees not established by the Supreme Court of Board of Governors.
- Establishing deposit and credit relationships, withdrawing WSBA funds, and signing checks.
- Approving and reporting to the Board of Governors about certain unbudgeted expenses, including, reallocations of budgeted expenditures where the intent is similar or varies slightly; unbudgeted expenditures that are fully offset by unbudgeted revenue or a reallocation of budgeted expenditures up to 5% of the approved operating budget to address operational, regulatory or programmatic needs; and necessary and prudent expenditures to implement WSBA's Disaster Recovery Plan or to maintain WSBA's operations.
- Ensuring the finances of the WSBA are managed in a manner consistent with generally accepted accounting principles and WSBA policy; directing the preparation and reporting of complete and accurate financial statements; and ensuring an annual audit is performed and that the results are made public.
- Taking action to accomplish WSBA's strategic goals and to carry out approved policies and programs.
- Establishing and modifying an organizational structure of staff to accomplish the approved goals, programs, and policies of the WSBA.
- Supervising WSBA Employees, including ensuring a healthy workplace culture, developing, and enforcing HR policies and procedures, hiring, firing, and approving compensation and job specifications within the limits of the approved budget.

- Facilitating communication between the Board and WSBA employees, including ensuring clear communication of the Board's goals and expectations to employees and conveying employee viewpoints to the Board.
- Overseeing the elections of the Board of Governors, including officers. Overseeing the recruitment, appointment, and onboarding process of WSBA volunteers. Monitoring volunteers and entities to ensure compliance with WSBA policy, applicable laws, regulations, court rules, orders, and case law in the course of their work with WSBA and reporting issues to the Board of Governors.
- Acting as an official spokesperson for the WSBA, including communicating with WSBA members, the judiciary, elected officials, and the community at large regarding WSBA matters.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid seeking to direct the speech or actions of another governor or officer.
- Ensuring the proper performance of all regulatory functions as set forth in the WSBA Bylaws, court rules, court orders, and case law, including the development of procedures to ensure the consistent application of those rules and policies.
- Reporting to the Supreme Court regarding regulatory matters and on other topics as requested by the Board of Governors, the Chief Justice, or the Supreme Court.
- Taking steps to ensure WSBA and its entities are in compliance with all applicable laws, regulations, court rules, orders, and case law.
- Directing litigation that involves the WSBA, including retention of outside counsel, except when a litigation decision raises a significant issue of policy, or the Executive Director has a conflict of interest.
- Overseeing the operations of the WSBA, including facilities, insurance, contracting, and developing and executing policies related to health and safety.
- Reporting to the Board of Governors regarding WSBA operations.