

### **Appoint Members to WSBF Board of Trustees**

Governor Brady moved to approve the slate of WSBA Board of Trustee members as contained in the meeting materials. Motion passed unanimously.

WSBF President Massong adjourned the meeting of the Washington State Bar Foundation at 1:40 p.m. and passed the gavel back to Board President Gipe.

### **ADOPT BOG RESPONSES TO GOVERNANCE TASK FORCE RECOMMENDATIONS – Governor Ken Masters, BOG Governance Work Group Member**

Governor Masters moved to approve the recommendations in the BOG Governance Work Group Report as contained in the meeting materials. Governor Furlong moved to amend the portion of the Work Group report related to the dismissal of the Executive Director and the Chief Disciplinary Counsel and to replace the language in the current report with his proposed language on page 133 of the meeting materials. Governor Masters spoke against the motion by stating that Governor Furlong's proposed language does not reflect the actual relationship between the Executive Director, the Board, and the Washington Supreme Court, which is that the Court already has the authority to do so and the recommended response reflects this reality. Discussion ensued regarding the Board's job to inform the Court on its position regarding the Task Force recommendations; Governor Furlong's amendment not going far enough; inadvisability of taking away the ability of the Board to hire and fire the Executive Director; and the necessity for the Board to be an independent voice for itself, the members, and the State of Washington. Governor Bastine explained that it was the intent of the Task Force to give the Supreme Court the veto power over the firing of the Executive Director and the Chief Disciplinary Counsel, not to take away from the Board any aspects of its duties regarding hiring, firing, or evaluating. He reminded the Board that the Court already has this power. Motion to amend by Governor Furlong passed 10-4.

Governor Rhoads-Weaver moved to amend the recommended response on page 44 of the meeting materials, Section B, first sentence, to read: The BOG agrees that an amendment to the WSBA Bylaws and other relevant materials would be helpful to clarify the duties of the BOG

and the Executive Director, and their relationship. Motion passed 12-0. Governors Bastine and Masters abstained. Governor Masters' main motion as amended passed unanimously.

#### **Proposed Bylaw Amendment re Duties of Immediate Past-President**

Governor Masters moved to approve the Bylaw amendment regarding the duties of the Immediate Past-President as contained in the meeting materials. Motion passed unanimously.

#### **Proposed Bylaw Amendment re Executive Committee and Charter**

Governor Masters moved to approve the Bylaw amendment regarding the Executive Committee and Charter as contained in the meeting materials. Motion passed unanimously.

#### **Proposed Executive Committee Tasks**

Governor Masters moved to approve the list of tasks that can be delegated to the Executive Committee as contained in the meeting materials, subject to the Board implementing an effective mechanism for the nomination/appointment process. Concern was expressed about decisions regarding whether an item is substantive. Governor Masters amended his motion to delete "supermajority or" from item 2 under "Recommended Areas for Delegation to the Executive Committee," so the sentence would read: "...would require unanimity of the Executive Committee as to whether it is in fact 'non-substantive' housekeeping changes." It was the consensus of the Board that this language be made part of the amended requirement. In addition, it was the consensus of the Board to strike "by committees" in the first sentence of item 2, so the sentence would read: "Approval of non-substantive changes to rules for recommendation to the Supreme Court."

Governor Cava moved to amend the proposed delegation document to include "Minutes of the Executive Committee meetings" and that the Minutes be provided to the Board in Public Session materials. Governor Masters advised that this proposal would be an amendment to the Charter, not to the delegation document. Governor Cava withdrew his motion. Governor Moberg moved to edit the wording in item 2 from "could" to "shall" and to omit "supermajority

or,” so the sentence would read: “In order to safeguard the Board’s right to review these sorts of things, the Board shall require unanimity of the Executive Committee...” Motion passed 13-0. Governor Jarmon abstained.

**REVIEW OF COUNCIL ON PUBLIC DEFENSE (CPD) CHARTER IN LIGHT OF COMMITTEE ON MISSION AND PERFORMANCE REVIEW RECOMMENDATION – Brooks Holland, Chair, Eileen Farley, Vice-Chair (phone); Marc Boman, Member; and Terra Nevitt, Interim Associate Director of Advancement**

Chair Holland reviewed the background of CPD’s request that the Board approve \$10,000 in order for CPD to host a Mental Health and Criminal Justice Summit at Seattle University School of Law. He explained that CPD would not be responsible for programming on mental health and the criminal justice system, nor is the Summit a CLE being delivered to stakeholders; rather this event would be using the experience and credibility of the CPD to convene stakeholders to collaborate face to face in order to build consensus around the subject of mental health, and that participants in the Summit would be developing proposals. He advised that \$10,000 is needed in order to cover the cost of hosting the program at Seattle University, which would include physical space, staffing, and light food service. Mr. Boman explained the history and purpose of the CPD and noted that its successful programs include the 2008-2009 Criminal Justice Summit and the Standards in Public Defense in Cases for Indigent Defendants regarding case load limits. Chair Holland referred the Board to the memo in Late Materials and requested that the Board consider whether the type and scope of the Summit fall within CPD’s charter, and that the Board review and approve the \$10,000 budget and resources request.

Discussion ensued regarding the appropriateness of CPD undertaking this Summit; amount of staff time involved; and resulting business relationship with Seattle University School of Law. President-elect Hyslop explained that the Committee on Mission Performance and Review (CMPR) concluded that the CPD’s Charter was not broad enough to authorize the CPD to move forward on the proposal presented to the CMPR at its June 2015 meeting. In addition, he advised that timing was a significant concern at the Budget and Audit Committee meeting since the 2015-2016 budget had already been drafted and proposed to the Board. In addition, he