

MEMO

TO: BOARD OF GOVERNORS
FROM: BOG GOVERNANCE WORK GROUP
RE: MEETING OF JULY 9, 2014.

The BOG Governance Work Group was formed by motion of the BOG at the June 2014 meeting for the purpose of preparing the BOG response to the Governance Task Force report. As directed by the motion, the work group would schedule portions of the task force report and recommendations for review by the entire BOG, act as a scrivener and organizer of the thoughts of the BOG that emerged from their discussion of the recommendations, solicit input from the WSBA membership at appropriate times and develop a final response of the BOG to the Task Force report by the September 2015 BOG meeting.

President Palace formulated the work group thereafter in June, to be chaired by Governor Vern Harkins. The work group is additionally comprised of Past President Michele Radosevich, President Elect Anthony Gipe, Governors Brad Furlong, Robin Haynes, K.D. Wilson, Ken Masters, James Armstrong, and President Elect-Elect Bill Hyslop.

President Palace asked the work group to meet initially before the next BOG meeting in July. Accordingly, the work group met for the first time on July 9, 2014. The work group spent considerable time discussing the process to be followed within the time constraints available for the BOG to complete its final report by September 2015. The work group also discussed the materials necessary to be presented to the BOG to focus BOG discussion on this subject at each meeting. In that regard a number of materials are being attached to this memo for use by the BOG as these discussions begin in the July meeting.

Consistent with the motion passed in June as to the sequence of discussion of the Governance Task Force recommendations, and looking at the schedule of BOG meetings through 2014- 2015, the work group suggests the priority sequence for Board discussion at board meetings as follows:

- The Task Force recommendations dealing with the Board of Governors and the WSBA and the organization and selection of Board of Governor members will be

the focus of board discussion at BOG meetings in July, September and November 2014, and January 2015.

- WSBA membership input will be requested on these subject areas to be submitted by the November 2014 meeting.
- The task force recommendations dealing with the Supreme Court and the WSBA will be the subject for discussion by the BOG at the March 2015 meeting, followed by additional discussion as necessary in April 2015.
- WSBA membership input on this subject should be submitted by the March meeting
- The task force recommendations dealing with the State Bar Act will be the subject for discussion by the BOG in June 2015
- WSBA membership on this subject should be submitted by the June meeting.
- It is anticipated that the first reading of the BOG response to the task force recommendations will be done in July 2015 with the final report submitted in September 2015.

Also attached to this memo for initial discussion at the July 2014 meeting is a document to focus the discussion on the Task Force Report subject of the Board of Governors and the WSBA, p.13-15 and a discussion of the task force recommendations in this subject area. An additional attachment is research data pulled from the member survey conducted in the spring as a part of WSBA's rebranding process. Some of the questions posed and the responses collected may provide insight into the member's opinions and prove useful in the BOG's discussions.

GOVERNANCE TASK FORCE RECOMMENDATION DISCUSSION POINTS

The purpose of these discussion points is to help us focus our discussion at a policy level. They are not intended to limit discussion in any way.

Provisions in *italics* are taken directly from the final Governance Task Force Report, stated as questions. Governors should consider the entire context of the Final Report in addressing this recommendation.

GENERAL TOPIC: THE BOARD OF GOVERNORS AND THE WSBA

Recommendation 1: *Clarify the duties of the Board and Governors in the WSBA Bylaws and other relevant materials.*

1. *Should the WSBA Bylaws be amended to eliminate characterization of the Board as a representative body whose members represent a constituency of the WSBA?*
 - a. Are we a representative body? If not, are we the voice of the bar in Washington? Put another way, can we speak for lawyers without representing them?
 - b. Is it true, as the Task Force asserts, that local bars actually serve this function? Are they, or are we, ideally suited to speak for the bar to the Supreme Court, the Legislature, and the public?
 - c. How will our members react to these proposed amendments? Should we even consider their reaction if we do not represent them?
2. *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?*
 - a. What is the upside to doing these things?
 - b. Is there any downside to expressing our duty to protect the public?
 - c. Is there any downside to specifying the Board's responsibilities in this regard?
 - d. Is there any downside to expressing our fiduciary duties to the organization under the common law?
3. *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?*
 - a. Is there any question that this is correct? Is it too broad?
 - b. Is there any downside to expressly stating this in the Bylaws?