

WASHINGTON STATE BAR ASSOCIATION

Governance Committee

Meeting Minutes

January 14, 2026

Present: Governors Kevin Fay (chair), Parvin Price, Francis Adewale, Kari Petrusek, Nam Nguyen staff liaisons Cate Schur, Darlene Neumann. **Absent:** Sunitha Anjilvel, Todd Bloom. **Interested parties:** Governors Alain Villeneuve and Emily Arneson.

The Zoom meeting was called to order at 3:34 p.m. by the chair.

Minutes

The minutes of December 3, 2025, were approved.

Conflict of Interest Policy

The committee discussed feedback on the conflict of interest policy from the last BOG meeting, particularly the definition “financial or other material interest.”

Members discussed processes for resolving disputes regarding whether a conflict exists by Board majority vote, voting procedures for covered persons, recommending seeking guidance from the President and Executive Director (ED) if a person is uncertain a conflict exists; duty to promptly inform the President, BOG, and ED if a conflict is discovered later following BOG action.

The committee reviewed the current disclosure form and discussed whether the intent is to capture known conflicts proactively, retroactively, or as a snapshot in time. Minor language tweaks to improve clarity on the form were suggested.

Nam Nguyen moved to adopt revisions to the conflict of interest language and process. Parvin Price seconded. The motion passed unanimously (4-0).

Clean-Up Bylaws Amendments

The committee reviewed suggestions for clean-up amendments to the WSBA Bylaws. Throughout, committee members discussed whether suggested amendments fit within the “clean-up” scope. The chair noted definitions were consolidated and placed upfront in alphabetical order. The members reviewed and discussed amendments to:

Section 1: Legal holidays observed by the Bar, added definitions for APRs, Bar group, New Member, and removing unused definitions.

Section 2: Adding APR reference for LLLT and LPO members, Emeritus status (years criteria), judicial membership and retired status, in-state address requirements and notification deadlines for updating member information, military fee waivers, license fees, and late payment penalties.

The committee noted vague language in the voluntary resignation if disciplinary action is pending provision and suggested the need for clarification from the Regulatory Services department. Other issues flagged for future review: judicial membership and quorum requirements for executive committees and sections. The chair noted conforming changes and cross referencing were also needed.

Next Steps:

- Conflict of Interest Policy—staff will clean up the language and submit to BOG as late materials for the January meeting.
- Bylaws amendments—the chair will apply conforming edits to the bylaws draft, circulate quorum proposals and identify bylaw sections for discussion at the next meeting.

Adjournment:

The meeting adjourned at 4:55 p.m. The next meeting will be held on February 11, 2026.