

WASHINGTON STATE
B A R A S S O C I A T I O N

Board of Governors Meeting
Late Meeting Materials

September 23-25, 2021
Hilton Vancouver Washington, Vancouver, WA
Zoom and Teleconference

| BOARD OF GOVERNORS MEETING Late Materials September 23-25, 2021 Hilton Vancouver Washington, Vancouver, WA Zoom and Teleconference | |
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WASHINGTON STATE BAR ASSOCIATION
BOARD OF GOVERNORS
RESOLUTION IN MEMORIAM AND THANKS

WHEREAS, the Washington State Bar Association (“WSBA”) strives to promote the independence of the judiciary and the legal profession, and promote an effective legal system, accessible to all; and

WHEREAS, the WSBA comprises over 40,000 members across a wide variety of different political beliefs, backgrounds, and viewpoints; and

WHEREAS, WSBA members and the American public witnessed the horrific terrorist attacks on September 11, 2001 in New York City, Washington, DC, and Shanksville, PA; and

WHEREAS, over the next twenty years, WSBA members served in Afghanistan with the United States military in support of Operation Enduring Freedom and Operation Freedom’s Sentinel; and

WHEREAS, WSBA members often served in harsh conditions, away from family and loved ones, in support of the rule of law and United States military operations; and

WHEREAS, United States military personnel withdrew from Afghanistan on or about August 30, 2021;

Now therefore,

BE IT RESOLVED by the Board of Governors of the WSBA that we remember and honor the innocent people who lost their lives on September 11, 2001, and recognize the 20th anniversary of their deaths; and

BE IT FURTHER RESOLVED by the Board of Governors of the WSBA that we thank all WSBA members who served in Afghanistan with the United States military at any point in time from September 11, 2001 until August 30, 2021; and

BE IT FURTHER RESOLVED by the Board of Governors of the WSBA that we thank all WSBA members who served in Afghanistan in a civilian capacity with any United States federal agency at any point in time from September 11, 2001 until August 30, 2021; and

BE IT FURTHER RESOLVED by the Board of Governors of the WSBA that we thank the families and loved ones of WSBA members who served in Afghanistan, in either a military or civilian capacity, at any point from September 11, 2001 until August 30, 2021, and recognize the heavy burden that fell on their shoulders; and

BE IT FURTHER RESOLVED that the Board of Governors hereby directs that the Executive Director of the WSBA convey this resolution in memoriam and thanks to the leadership of the WSBA Legal Assistance for Military Personnel (LAMP) Section and the Washington State Veterans Bar Association for distribution as those organizations deem appropriate.

TO: WSBA Board of Governors
CC: Terra Nevitt, Executive Director
FROM: Governor Alec Stephens, Chair of the Personnel Committee
DATE: September 15, 2021
RE: Climate and Culture Survey Recommendation # 1

DISCUSSION & ACTION: Have a general discussion about, and possibly take action on, the recommendation to clarify the roles and responsibilities of WSBA Staff and the Board of Governors.

At the August 2021 Board Meeting, in response to the Climate Survey Recommendation # 1 (“BOG commits to clarify its governance operating model”), the Personnel Committee presented the Board with two documents that delineate the roles and responsibilities of the of the Board of Governors and Executive Director.

Summarize the problem and the proposed solution:

The Personnel Committee submits to the BOG to develop a practical document as a restatement that delineates and defines the roles and responsibilities of the BOG, Individual Governors, the Officers, and the Executive Director. This document will be presented to the BOG for revision/approval. Upon approval by the BOG, further work may be done to further define the roles and responsibilities of the Executive Leadership Team and the staff in relation to the BOG, its Officers and individual Governors.

What is the problem we are trying to solve?

WSBA is a unique organization, created by both legislative action and court rule and subject to a multiplicity of bylaws, rules, policies and guidelines a well as a revolving Board of Governors. WSBA also is an organization that relies heavily on staff to fulfill its complex duties towards lawyers and the public across the state of Washington. The work of Staff is the lifeblood of the organization. One clear result of the climate survey was that staff feels that there is a lack of clarity around staff roles as well as the respective roles of the Executive Director, and the Board of Governors including the President and individual governors. Furthermore, it can be said that this issue goes beyond “perception;” lack of clarity on the issue of WSBA’s complex operational structure is to be expected given its unique structure. It is critical for the BOG to be responsive to staff on the issue of role clarification; it will make the organization function in a more positive and productive fashion. When roles and responsibilities are murky, it invites uncertainty and unease within the organization. Staff deserve clearly articulated descriptions of their functions, roles and responsibilities in relation to the BOG. The BOG should commit to provide this for the benefit of the entire organization.

What does success look like and how will we measure it?

The document that was created is in its formative stages; it is expected that the draft submitted to the Board will be subject to debate, dialogue and revisions by the Board. Success would be a final product approved by the Board and presented to all staff.

Discussion item:

Several bullet points in the attached documents state that the Officers and individual Governors should “avoid seeking to individually direct the implementation of policies or activities of the WSBA staff including the work of the Executive Director”. The Personnel Committee requests that the BOG discuss this item in particular.

Background

The BOG received four recommendations as a result of the 2020 Climate and Culture survey. The Board took action on three of the recommendations, leaving recommendation # 1 to be discussed at the September 2021 meeting.

Attachments

Attachment 1 – Roles and Responsibilities

Attachment 2 – Roles and Responsibilities & Delineation of duties - Annotations

Attachment 3 – Philosophy of Governance

Board and Officer Roles and Responsibilities

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.

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.
- 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.
- 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.

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:

| Roles and responsibilities of the Board of Governors | Reference |
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| 1. Electing the President-Elect and Treasurer. | Bylaws, IV.A and IV.B.6.a. (President-Elect); Bylaws, IV.B.7.a.4. (elect Treasurer upon removal or resignation); VI.D.2. (Treasurer election). |
| 2. Selecting, supporting, setting the compensation for, and evaluating the performance of the Executive Director. | Bylaws, IV.A.2.; Fiscal Policies and Proc 10/16/19, p.13 |
| 3. 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. | Bylaws, IV.A.; Fiscal Policies and Proc 10/16/19, p.13 |
| 4. Recommending license fees to the Supreme Court and approving other significant fees such as the Keller Deduction and MCLE fees. | Bylaws, III.I.1.a.1.(license fees); XV.A. (referencing Keller Deduction Policy); Fiscal Policies and Proc 10/16/19, p.11 (certain MCLE fees); Fiscal Policies and Proc 10/16/19, p.13 (Keller deduction) |
| 5. Approving unbudgeted expenditures and reallocation of budgeted expenditures that are outside of the Executive Director's authority. | Bylaws, V.A. and B. (Appropriations and Expenses); Fiscal Policies and Proc 10/16/19, p.13 |
| 6. Approving the expenditure of reserve funds, consistent with reserve policies. | Fiscal Policies and Proc 10/16/19, p.13 |
| 7. Approving gifts from the Client Protection Fund. | Fiscal Policies and Proc 10/16/19, pp.11-12 (BOG approves gifts over 25K per applicant) |
| 8. Selecting an independent auditor and reviewing of the annual audit report. | Fiscal Policies and Proc 10/16/19, pp.12-13 (BOG considers recommendation of Budget and Audit Committee; reviews auditor reports) |
| 9. Approving a facilities strategy, including approval of decisions to lease or purchase real estate. | Fiscal Policies and Proc 10/16/19, p.13 (approves/sets: long-term leases for WSBA office space or equipment) |
| 10. Developing strategic goals. Establishing, supporting, and evaluating progress toward strategic goals. | ED Job Specification |

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| 11. Establishing and supporting significant organizational policies, including but not limited to the WSBA Bylaws, Fiscal Policies, and Compensation Plan. | Bylaws IV.A. (BOG determines Bar policies), XVI. (Amendments); Bylaws, Fiscal Policies and Proc 10/16/19, pp.12-13 |
| 12. 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. Does the Board do this ? | Bylaws IV.A.2.e (Board liaisons to entities); Bylaws, IX.A.2 (entities require active and continuing attention of Board); Bylaws IX.B.3.a (carry out duties as requested by BOG) |
| 13. Establishing, supporting, and supervising WSBA volunteers not appointed by the Supreme Court. Does the Board do this? | Bylaws, IV.A, Bylaws, IX.A.2 (entities require active and continuing attention of Board); Board Policy 1002: Committees and Boards Policy Sept. 2015 |
| 14. Filling certain vacancies on the Board of Governors. define when this happens | Bylaws, IV.A.4. |
| 15. 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. | Bylaws, IX.A.2 (entities require active and continuing attention of Board)); Board Policy 1002: Committees and Boards Policy Sept. 2015 |
| 16. Approving litigation decisions that involve a significant issue of policy. | See Bylaws, VII.B.7.a.4. |
| 17. Hearing appeals of certain regulatory matters as provided by court rule or order. | Cite Relevant Court Rules |
| Delineation of Duties | Reference |
| 18. Establish new programs and determine when to sunset programs. | Bylaws IV.A, GR 12.2(b) (WSBA may maintain various programs) |
| 19. Establish committees, councils, task forces, and work groups to carry out the work of WSBA. Sunset such entities. | Bylaws, IX.B.1 (Committees are created and authorized by the BOG); IX.A.3. (Committee termination by BOG); IX.B.2 (BOG task forces, workgroups, etc.); IX.C. (Councils) |
| 20. Sunset sections. | Bylaws, XI.L. (Termination Sections) |
| 21. Approves changes to WSBA Bylaws, subject to Court review. | Bylaws, XVI. (Amendments) |
| 22. Revises, adopts, and sunsets significant organizational policies – not operational policies. | Fiscal Policies and Proc 10/16/19, p.6 (BOG approves or sets all significant fiscal policies); |
| 23. Establishes volunteer reimbursement policies. | Fiscal Policies and Proc 10/16/19, pp.6-7 |
| 24. Provides support and guidance to WSBA entities carrying out the work of WSBA by reviewing annual reports and engaging in dialogue. | Bylaws, IX.C.5 (Councils) |

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| 25. Approve amicus requests, upon recommendation of Exec Cmte. | Board Policy 1001: Amicus Policy 9/2017 |
| 26. Approve Budget, upon recommendation of the Budget & Audit Cmte. | Bylaws, IV.A.; Fiscal Policies and Proc 10/16/19, p.12 |
| 27. Approve unbudgeted expenses. | Bylaws, V.A. and B. (Appropriations and Expenses); Fiscal Policies and Proc 10/16/19, p.13 |
| 28. Affirms President-Elect's chair appointments to WSBA entities. | Bylaws, IX.B.1.c. (committees); IX.B.2.b. (other bar entities) |
| 29. Removes WSBA volunteers. | Bylaws, IV.B.7. (BOG may remove with 75% vote: President, President-Elect, Immediate Past President, and Treasurer) |
| 30. Appoints former governors to investigate allegations against a president, president-elect, or governor that implicate fitness to serve and decides what action to take after receiving a report from the appointed group. | Board Policy 301: Complaints About Governors, President, or the President-Elect |
| 31. Establish the Compensation Philosophy for WSBA employees, to be executed by the ED. | Fiscal Policies and Proc 10/16/19, pp.12, 14 |
| 32. Advise the ED on litigation and settlement strategy in cases that threaten a significant fiscal impact and/or implicate a matter of organizational of policy. | See Bylaws, VII.B.7.a.4. |
| 33. Can refer legislation to WSBA entities for consideration. | BOG Policy 1501: WSBA Legislation and Court Rule Comment Policy (paragraph 6) |
| 34. Approves comment on federal legislation/court rules by WSBA entities. | BOG Policy 1501: WSBA Legislation and Court Rule Comment Policy (paragraph 6) |
| 35. Can direct entities to cease public comment. | BOG Policy 1501: WSBA Legislation and Court Rule Comment Policy (paragraph 6) |
| 36. Establish the license fee, subject to Court's review for reasonableness. | Fiscal Policies and Proc 10/16/19, p.13 |
| 37. Sets law clerk program fees | Fiscal Policies and Proc 10/16/19, p.13 |
| 38. Approves MCLE fees | Fiscal Policies and Proc 10/16/19, pp.11-12 (certain MCLE fees) |
| 39. Hears appeals of denial of late fees. | Guidelines for Appeals Relating to Annual License and Reinstatement Fees (Approved by the Board of Governors on July 23, 2010) |
| 40. Hears appeals from Law Clerk Board decisions. | APR 6(d)(4), APR 6 LAW CLERK BOARD REGULATIONS 2-5 |
| 41. Sets MCLE requirements for status changes through WSBA Bylaws. | Bylaws, III.B.2.b, III.B.3.h, III.D.1.a.1.b, III.D.1.a.2, III.D.1.b.1.b, III.K.4.d, III.N.1.c.a. |

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| 42. Sets admission requirements for status changes through WBSA Bylaws. | APR 2(a)(4)(A); Bylaws III.D-H |
| 43. Sets admissions policy including defining “approved law school”. | APR 2(a); ADMISSIONS POLICIES OF THE WASHINGTON STATE BAR ASSOCIATION (Adopted July 1, 2012. Amended July 28, 2017, amendments effective September 1, 2017. Amended November 14, 2020, amendments effective December 1, 2020) |
| 44. Approves changes to Section Bylaws. | Bylaws, XI.E. |
| 45. Approve the per member charge to sections | Bylaws, XI.D.; Fiscal Policies and Proc 10/16/19, p.63 |
| 46. Decide investment policy | Fiscal Policies and Proc 10/16/19, p.12 |
| 47. Sets member data and contact information policy | Board Policy 601: Member Data and Contact Information Policy 7/23/2010 |
| 48. Approve non budgeted expenses and reallocated funds beyond the ED’s authority. | Fiscal Policies and Proc 10/16/19, p.12 |
| 49. Create reserve funds, establish the policies for them, and determine use of them. | Fiscal Policies and Proc 10/16/19, p.12 |
| 50. Choose outside auditor. | Fiscal Policies and Proc 10/16/19, p.12 (BOG considers recommendation of Budget and Audit Committee) |
| 51. Elect President-Elect and Treasurer | Bylaws, IV.A and IV.B.6.a. (President-Elect); Bylaws, IV.B.7.a.4. (elect Treasurer upon removal or resignation); VI.D.2. (Treasurer election) |
| 52. Select, support, set compensation for, and annually evaluate performance of ED. | Bylaws, IV.A.2.; Fiscal Policies and Proc 10/16/19, p.12 |
| 53. Approve certain Client Protection Fund gifts. | Fiscal Policies and Proc 10/16/19, p.12 |
| 54. Approves litigation decisions that have significant budget or policy impact. | See Bylaws, VII.B.7.a.4. |
| 55. Approves capital projects for facility improvements. | See Fiscal Policies and Proc 10/16/19, p.12 |
| 56. Approves long term leases for WSBA office space or equipment | Fiscal Policies and Proc 10/16/19, p.12 |
| 57. Act in the best interest of the Bar and the public. | Bylaws, IV.A.2.c. |
| 58. May direct retention of independent counsel. | Bylaws, IV.E.4. |
| 59. Approves or sets significant fiscal policies (includes Budget and Audit Committee Charter, Fiscal Responsibilities Matrix, budget policies and process, selection of independent auditors, investment policy, resolution | Fiscal Policies and Proc 10/16/19, pp.6-7; 19 (banking relationships) |

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| authorizing banking relationships, unrestricted and restricted fund balance policy, general expense reimbursement policy dollar limits for meals and lodging, purchase of alcohol at bar functions, expense policies for the WSBA Officers and Board of Governors, and Executive Director expense policies). | |
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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:

| Roles and responsibilities of the BOG Members | Reference |
|---|---|
| 1. 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. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(f); List of Governor responsibilities (Revised June 2016) |
| 2. 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. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(e); List of Governor responsibilities (Revised June 2016) |
| 3. 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. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(d); List of Governor responsibilities (Revised June 2016) |
| 4. 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. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(e); List of Governor responsibilities (Revised June 2016) |
| 5. Avoid speaking publicly in opposition to positions taken by the Board. | WSBA Bylaws, amended April 29, 2021 IV(D)(1) |
| 6. Avoiding seeking to individually direct the implementation of policies or activities of the WSBA staff including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |
| Delineation of Duties | Reference |
| 7. Chair a committee to recruit at least two candidates to succeed the governor. Report on this work at the January meeting. | WSBA Bylaws, amended April 29, 2021 VI(D)(3),(c); List of Governor responsibilities (Revised June 2016) |
| 8. Appoint volunteers to WSBA entities, upon recommendation of nomination teams. | List of Governor responsibilities (Revised June 2016) |
| 9. Nominate applicants for WSBA committees or Boards when there is not a continuing member from the Governor's district (latter requirement doesn't apply to at-large). | WSBA Bylaws IX.B.1.b |

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| 10. Notify President and ED of policy and program proposals with sufficient time for analysis to occur, taking into account the scope and novelty of the proposal. | WSBA Bylaws, amended April 29, 2021 VIII(A)(1) |
| 11. Attend all Board meetings. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(f); List of Governor responsibilities (Revised June 2016) |
| 12. Engage with WSBA members as WSBA ambassador, provide information about issues that are or will come before the Board, and convey the members' viewpoints and information to the Board. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(d) |
| 13. Primarily obligated to ensure that the Bar fulfills the mandate set forth in General Rule 12.2, carries out the mission of the Bar, and operates in accordance with the Bar's Guiding Principles. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(c) |
| 14. Bring to the BOG the perspective, values and circumstances of the Governor's district to be applied in the best interest of all members, the public, and the Board | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(d) |
| 15. Bring information to the members that promotes appreciate of actions and issues affecting the membership as a whole, the public, and the organization. | WSBA Bylaws, amended April 29, 2021 IV(A)(2)(d) |
| 16. Avoid speaking publicly in opposition to positions taken by the Board. | WSBA Bylaws, amended April 29, 2021 IV(D)(1) |
| 17. Avoid seeking to individually direct policies or activities of WSBA, including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |

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:

| Roles and responsibilities of the President | Reference |
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| 1. Setting the agenda for Board meetings and presiding over meetings (them) to ensure constructive, high-quality debate. | Bylaws, IV.B.1., VII.C.4. |
| 2. Chairing the BOG Executive Committee. | See Bylaws, VI.D, Charter of the BOG Executive Committee |
| 3. Leading the Board in establishing strategic goals. | See Bylaws, IV.B.1. |
| 4. 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. | See Bylaws, IV.B.1. |
| 5. Educating the Board about (its) procedures, strategic goals, responsibilities, and culture. | See Bylaws, IV.B.1. |

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| 6. Cultivating a culture of direct communication, healthy conflict, respect for all viewpoints, and professionalism. | See Bylaws, IV.B.1. |
| 7. Facilitating the resolution of conflict among Board members. | See Bylaws, IV.B.1. |
| 8. Acting, in collaboration with the Executive Director, to carry out policies established by the Board of Governors. | See Bylaws, IV.E.1. |
| 9. Acting as a liaison between the Board of Governors and the Supreme Court of Washington. | Bylaws, IV.E.1. |
| 10. Presiding over the APEX Awards, 50-Year Lunch and similar events. | Bylaws, IV.E.1. |
| 11. Avoid speaking publicly in opposition to positions taken by the Board. | See Bylaws, IV.E.1. |
| 12. Avoid seeking to individually direct the implementation of policies or activities (of the) by WSBA staff, including the work of the Executive Director. | See Bylaws, IV.B.5; E |
| Delineation of Duties | Reference |
| 13. Decides when and where the BOG meetings are held. | Bylaws, VII.C.1. |
| 14. Acts generally as a non-voting member of the Board. Votes only when vote affects the result. | Bylaws, IV.B.1. |
| 15. (Decide what goes on) Sets the agenda for BOG meetings, subject to Board ability to take action on any issue raised and seconded by motion. | Bylaws, IV.B.1. (presides; sets agenda), VII.C.4. (agenda and order of business) |
| 16. Calls special and emergency meetings. | Bylaws, VII.C.2.a., VII.C.3.a. |
| 17. Presides over BOG meetings, including ruling on points of order, deciding the order of speakers, when to take public comment, and any limits on public comment. | Bylaws, IV.B.1. (presides; sets agenda), VII.C.4. (agenda and order of business) |
| 18. Excuses absences from Board of Governors meetings. | Bylaws, II.E.3. |
| 19. Takes action to execute the policies established by the BOG. | Bylaws, IV.B.1. |
| 20. May direct retention of independent counsel. | Bylaws, IV.E.4. |
| 21. Decides when the Executive Committee meetings are held. | Bylaws, VII.D.3. (Any member of Exec Co may call Exec Co meeting) |
| 22. Decide what goes on the agenda for Executive Committee meetings. | Bylaws, VII.C.4. ("For every BOG meeting, the President will establish the agenda") |
| 23. Presides over Executive Committee meetings. | See Bylaws, VII.D.2. |
| 24. Speaks (for the) on behalf of the organization (such as) to various entities including but not limited to the media, legislature, Supreme Court, and the members. | Bylaws, IV.E.1. |
| 25. Writes a column in Bar News | See Bylaws, IV.E.1. |
| 26. Provides an annual report to the membership. | Bylaws, IV.B.1. |
| 27. Represents the organization at legal community events and on external committees such as the Board of Judicial Appeals. | See Bylaws, IV.E.1. |
| 28. Represents the organization at internal events such as Section Leader Meetings and Chairs Orientations. | See Bylaws, IV.E.1. |

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| 29. Supports the Executive Director to ensure the Board is in compliance with the WSBA Bylaws and other policies governing the organization | See Bylaws, IV.B.1. |
| 30. Communicates Board action to the Court, to other WSBA entities, and to other external stakeholders. | See Bylaws, IV.E.1. |
| 31. Presides over ceremonial events such as local hero awards, APEX awards, professionalism in practice awards, and the 50 Year Lunch. | See Bylaws, IV.E.1. |
| 32. Supports and drives an effective, inclusive, and professional culture on the Board of Governors. | See Bylaws, IV.B.1. |
| 33. Advises the Executive Director on various matters at the ED's request. | See Bylaws, IV.B.1. |
| 34. Signs Board resolutions. | See Bylaws, IV.E.1. |
| 35. Facilitate conflict resolution among Board members and between Board members and staff members, when support is sought. | See Bylaws, IV.B.1.; CONFLICT RESOLUTION – PRACTICES & POLICY (adopted January 28, 2016) Section 3. |
| 36. Works with the ED to resolve conflicts among Board members or among board and staff that don't prove resolvable through facilitated dialogue. | See Bylaws, IV.B.1.; CONFLICT RESOLUTION – PRACTICES & POLICY (adopted January 28, 2016) Section 3. |
| 37. Participates (along with HR Director and Ombudsperson) to make a threshold determination about whether the facts in a complaint against a Board member, if true, would constitute harassment or discrimination. Upon receipt of a report substantiating discriminatory or harassing conduct by a member of the Board, decide by majority vote with the HR Director and Ombudsperson on corrective action. | See Bylaws, IV.B.1.; CONFLICT RESOLUTION – PRACTICES & POLICY (adopted January 28, 2016) Section 3, 4.; WSBA Board of Governors Anti-Harassment Policy and Procedure (Adopted by the Board of Governors January 2018; modified December 2019) |
| 38. Co-signs amicus briefs approved by WSBA, alongside author. | See Bylaws, IV.E.1. |
| 39. Acts as spokesperson for rule changes proposed to the Court by WSBA. | See Bylaws, IV.E.1. |
| 40. Receives notification of significant personnel actions. | See Bylaws, IV.B.1.; Personnel Committee Handbook 2019-2020 |
| 41. May direct entities to cease public comment. | See Bylaws, IV.B.1. |
| 42. Sets the seminar fee schedule, which acts as a ceiling. | See Bylaws, IV.B.1. |
| 43. Signs new admittee welcome letter with ED. | See Bylaws, IV.E.1. |
| 44. Signs law clerk program certificates with Law Clerk Board Chair. | See Bylaws, IV.E.1. |
| 45. Appoints election board for BOG member elections. | See Bylaws, VI.C.2.g. |
| 46. Sign pro bono commendation letters with ED. | See Bylaws, IV.E.1. |
| 47. Lobbies for legal aid funding at federal level with Legal Foundation of Washington. | See Bylaws, IV.E.1. |
| 48. Leads the Board in establishing strategic goals. | See Bylaws, IV.B.1. |

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| 49. Presents a report to the membership covering the principal activities of the Board during the President's term. | Bylaws, IV.B.1. |
| 50. Avoid speaking publicly in opposition to positions taken by the Board. | See Bylaws, IV.E.1. |
| 51. Avoid individually directing policies or WSBA activities, including the work of the Executive Director. | See Bylaws, IV.B.5; E |
| 52. Receives written request for review of Executive Director dismissal, along with the Supreme Court. | Bylaws, IV.B.7.b. |
| 53. Avoid publicly supporting or opposing in any election, any candidate for public office. | Bylaws, IV.B.2. |
| 54. Avoid taking a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain unless authorized and instructed to do so by the BOG on a matter relating to the function or purposes of the Bar. | Bylaws, IV.B.2. |

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:

| Roles and responsibilities of the President-Elect | Reference |
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| 1. Setting the meeting BOG meeting schedule for the year they will serve as President. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 2. Appointing the chairperson for certain WSBA entities for the year they will serve as President. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 3. Appointing Governors to BOG committees, including appointing the chairs (people), for the year they will serve as President. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 4. Assigning Governors liaison responsibilities with WSBA and external entities for the year they will serve as President. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 5. Setting the agenda for the BOG's annual retreat. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 6. Avoiding seeking to individually direct the implementation of policies or activities (of the) by WSBA staff, including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |
| Delineation of Duties | Reference |
| 7. Nominates chairs to WSBA entities for their year as president, subject to Board approval or rejection. | WSBA Bylaws, amended April 29, 2021 IX(B)(1),(c) |
| 8. Appoints members of BOG committees for year as president, with due consideration to Board members' requests. | WSBA Bylaws, amended April 29, 2021 IV (C) |
| 9. Appoints chairs of BOG committees for year as president. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |

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| 10. Appoints BOG members to liaison assignments for year as president. | WSBA Bylaws, amended April 29, 2021 IV(B)(1) |
| 11. Plans annual retreat in July prior to their year as president. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 12. Participates in onboarding and orientation activities for new members of the Board, including informational sessions for those interested in seeking a position on the Board. | WSBA Bylaws, amended April 29, 2021 VI(E) |
| 13. Sets Board meeting schedule for year as President. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 14. Avoid speaking publicly in opposition to positions taken by the Board. | WSBA Bylaws, amended April 29, 2021 IV(D)(2) |
| 15. Avoid individually directing policies or WSBA activities, including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |
| 16. Performs duties of the President at the request of the President, or in the absence, inability, recusal, or refusal of the President to perform the duties. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |
| 17. Not a voting member of the Board unless acting in the President's place at a meeting of the BOG and then only if the vote will affect the result. | WSBA Bylaws, amended April 29, 2021 IV(B)(2) |

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:

| Roles and responsibilities of the Treasurer | Reference |
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| 1. Chairing the BOG Budget and Audit committee, including setting the agenda and presiding over committee meetings to ensure constructive, high-quality debate. | WSBA Bylaws, amended April 29, 2021 IV(B)(4); Board of Governors Budget and Audit Committee Charter (10.16.19) In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 2. Presenting the final proposed budget and other recommendations of the Budget and Audit Committee to the Board of Governors. | WSBA Bylaws, amended April 29, 2021 V(A)(2) |
| 3. Establishing deposit and credit relationships, withdrawing WSBA funds, and signing checks. | Fiscal Responsibilities Matrix (10.16.19) In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 4. Deciding appeals of the Executive Director's decisions with regard to rejecting or modifying an expense reimbursement. | Fiscal Responsibilities Matrix (10.16.19); In: Washington State Bar Association, Fiscal Policies and |

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| | Procedures Manual, October 16, 2019 |
| 5. Reviewing WSBA financial reports and reporting to the Board of Governors about WSBA's financial health. | Board of Governors Budget and Audit Committee Charter (10.16.19) In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 6. Reviewing the Executive Director's expenses, payroll, and benefits reports. | Washington State Bar Association, Fiscal Policies and Procedures Manual, Chapter 6: Expenses (updated by the Board of Governors on July 23, 2016, V(E) EXPENSE POLICIES: WSBA EXECUTIVE DIRECTOR, October 16, 2019 |
| 7. Approving supplement budget requests from sections that exceed 25% of the sections' annual expense budget or \$1,000, whichever is greater. | Fiscal Responsibilities Matrix (10.16.19) and Chapter 10: Sections; In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 8. Avoid seeking to individually direct the implementation of policies or activities (of the) by WSBA staff, including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |
| Delineation of Duties | Reference |
| 9. Approve section budget requests that exceed the larger of 25% of budgeted amounts or \$1,000.00. | Fiscal Responsibilities Matrix (10.16.19); In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 10. Chair the Budget and Audit Committee, including setting the agenda and presiding over the committee meetings. | WSBA Bylaws, amended April 29, 2021 IV(B)(4). V(A)(1); Board of Governors Budget and Audit Committee Charter (10.16.19) |
| 11. Present the final proposed budget and other recommendations of the Budget and Audit Committee to the Board of Governors | WSBA Bylaws, amended April 29, 2021 V(A)(2) |
| 12. Reviews WSBA financial reports and reports to the Board of Governors about WSBA's financial health | WSBA Bylaws, amended April 29, 2021 IV(B)(4), V(A) |
| 13. Can establish deposit and credit relationships, withdraw funds, and sign checks. | Washington State Bar Association Fiscal Policies and Procedures Manual October 16, 2019, Chapter 1: Key fiscal policies, Board of Governors Budget and Audit Committee Charter; Financial reporting |
| 14. Reviews the Executive Director's expenses, payroll, and benefits reports. | Fiscal Responsibilities Matrix (10.16.19); In: Washington State Bar Association, Fiscal Policies and |

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| | Procedures Manual, October 16, 2019 |
| 15. Decides appeals of the Executive Director's decisions rejecting or modifying expense reimbursements. | Fiscal Responsibilities Matrix (10.16.19); In: Washington State Bar Association, Fiscal Policies and Procedures Manual, October 16, 2019 |
| 16. Avoids seeking to individually direct the policies of activities of the WSBA, including the work of the Executive Director. | WSBA Bylaws, amended April 29, 2021 IV(B)(5), (E) |
| 17. Performs the duties of the President in the absence, inability, recusal, or refusal of the President and the President-Elect. | WSBA Bylaws, amended April 29, 2021 IV(B)(4) |
| 18. Is a voting member of the Board. | WSBA Bylaws, amended April 29, 2021 IV(B) |

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:

| Roles and responsibilities of the Past President | Reference |
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| 1. Setting the agenda for the annual New Governor Orientation and Team Building Retreat. | Bylaws IV.B.3 |
| 2. Planning governance, diversity, equity, and inclusion, anti-harassment, and other appropriate training for the Board of Governors throughout the year. | Bylaws IV.B.3 |
| 3. Avoid seeking to individually direct the implementation of policies or activities (of the) by WSBA staff, including the work of the Executive Director. | Bylaw IV.2.b and IV.E.1 |
| Delineation of Duties | Reference |
| 4. Collaborates with ED to plan the annual New Governor Orientation and Team Building Retreat (new). | Bylaws IV.B.3 |
| 5. Plans governance, diversity, equity, and inclusion, anti-harassment, and other appropriate training for the Board of Governors throughout the year. | Bylaws IV.B.3 |
| 6. Avoids seeking to individually direct the policies or activities of the WSBA, including the work of the Executive Director. | Bylaw IV.2.b and IV.E.1 |
| 7. Performs the duties of the President in the absence, inability, recusal or refusal of the President, President-Elect, and Treasurer. | Bylaws IV.B.3 |

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| 8. Is not a voting member of the BOG except when acting in the President's place at a meeting of the BOG and then only if the vote will affect the result | Bylaws IV.B.3 |
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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:

| Roles and responsibilities of the Executive Director | Reference |
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| 1. Attending Board of Governor meetings and board committee meetings and supporting decision making by participating in the discussion to provide information and recommendations. | Bylaws IV.B.5(9), VII.D.2 |
| 2. Supporting the Board of Governors to develop policy and strategic goals, by making recommendations, engaging stakeholders, and assessing fiscal, operational, and other impacts | ED Contract Job Specifications I.3 (bullets 3-5) |
| 3. Preparing an annual budget and implementing the approved budget. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 6, 14) |
| 4. Recommending license and other significant fees and establishing other operational and administrative fees not established by the Supreme Court of Board of Governors. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 14) |
| 5. Establishing deposit and credit relationships, withdrawing WSBA funds, and signing checks. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 6. 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. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 7. 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. | Bylaws IV.B.5(5) Bylaws IV.B.5(6) |
| 8. Taking action to accomplish WSBA's strategic goals and to carry out approved policies and programs. | ED Contract Job Specifications I.1 (bullets 2-3) |

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| 9. Establishing and modifying an organizational structure of staff to accomplish the approved goals, programs, and policies of the WSBA. | ED Contract Job Specifications I.1 (bullet 9) |
| 10. 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. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 11. 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. | Bylaws IV.B.5.1, Employee Handbook A-4; ED Contract II.C |
| 12. Overseeing the elections of the Board of Governors, including officers. | Bylaws VI.C.2, VI.3 |
| 13. Overseeing the recruitment, appointment, and onboarding process of WSBA volunteers. Monitoring volunteers and entities to ensure compliance with WSBA policy, applicable laws, | Bylaw IV.B.5, GR 12.3 |
| 14. 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. | Bylaws IV.E.3 |
| 15. Avoid speaking publicly in opposition to positions taken by the Board. | Employee Handbook E-2 |
| 16. 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. | ED Contract Job Specifications I.2 (bullet 1), ELC 2.2(a)(1) |
| 17. 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. | ED Contract Job Specifications I and I.2 (bullet 3) |
| 18. Taking steps to ensure WSBA and its entities are in compliance with all applicable laws, regulations, court rules, orders, and case law. | ED Contract Job Specifications I.1 (bullet 10) |
| 19. Directing litigation that involves the WSBA (is involved with), 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. | Bylaw IV.B.5 |
| 20. Overseeing the operations of the WSBA, including facilities, insurance, contracting, and developing and executing policies related to health and safety. | Bylaw IV.B.5 |
| 21. Reporting to the Board of Governors regarding WSBA operations. | Bylaws IV.B.5(10) |
| Delineation of Duties | Reference |
| 22. Responsible for day to day operation of WSBA | Bylaws IV.B.5 |
| 23. Hiring, managing and terminating WSBA personnel | Bylaws IV.B.5(1) |

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| 24. Revises, adopts and sunsets operational policies and procedures. | Bylaw IV.B.5 |
| 25. Receives annual reports from Sections and other WSBA entities. | Bylaws IX.B.3(b), IX.C.5, XI.K |
| 26. Directs litigation. Consulting with Board when there is a potential for significant fiscal impact to the organization and/or a matter of organizational policy is impacted. | Bylaw IV.B.5 |
| 27. Develops the investigation plan in the event of a whistleblower complaint, subject to approval by the Personnel Committee. Personnel committee creates the plan if the complaint is against the ED. | BOG Policy 1403: Whistleblower reports of illegal or dishonest activity-notification and investigation policy |
| 28. Attends BOG Meetings and BOG Committee meetings, including Executive Sessions. | Bylaws IV.B.5(9), VII.D.2 |
| 29. Negotiates and executes contracts for WSBA. | Bylaws IV.B.5(2) |
| 30. Communicates with bar members, the judiciary, elected officials, and the community at large about bar matters. | Bylaws IV.B.5(3) |
| 31. Ensure the bar's books are kept in proper order and are audited annually. | Bylaws IV.B.5(5) |
| 32. Ensure that the annual audited financial statement is made available to all Active members. | Bylaws IV.B.5(6) |
| 33. Collect debts owed to the Bar and assign debts for collection as deemed appropriate. | Bylaws IV.B.5(7) |
| 34. Acquires, manages, and disposes of personal property related to the bar's operations within the approved budget. | Bylaws IV.B.5(8) |
| 35. Reports to the BOG regarding WSBA operations. | Bylaws IV.B.5(10) |
| 36. Ensures minutes are made and kept of all BOG meetings. | Bylaws IV.B.5(11) |
| 37. Serves as an officer of the Bar, as an ex officio, non-voting member of the BOG. | Bylaws IV.B.5 |
| 38. Controls the WSBA Seal. | Bylaws II.B |
| 39. Accepts petitions, notices or other documents the Bylaws require to be filed with the Bar or served on the Board of Governors. | Bylaws II.C |
| 40. Receives member change of required information, within 10 days of change. | Bylaws III.C.1; APR 13(b) |

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| 41. Keeps records of required member information, including: physical residence address; principal office address, telephone number and email address; resident agent physical street address; date of admittance; type and status of membership; date of transfer(s) from one status to another, if any; date and period of administrative suspension, if any; date and period of disciplinary actions or sanctions, if any; other data required by the Washington Supreme Court or Board of Governors. | Bylaws III.C.2 |
| 42. One of three persons who tallies President and President-Elect votes and may accept confidential telephonic vote from Governor who participated in the interview. | Bylaws VI.D.3(h)-(i) |
| 43. Sets the time and place of New Governor Orientation. | Bylaws VI.E |
| 44. Receives Petitions for recall of Governors. | Bylaws VI.F |
| 45. May call a BOG Special or Emergency Meeting. | Bylaws VII.C.2(a) |
| 46. Must receive notice of a BOG Special Meeting | Bylaws VII.C.2(b) |
| 47. May set the location of an emergency meeting. | Bylaws VII.C.3 |
| 48. Member of the Board of Governors Executive Committee. | Bylaws VII.D.2 |
| 49. Receives Referenda Petitions, prepares ballots and sets deadlines for filing of statements. | Bylaws VII.A.2(e), VII.C |
| 50. Maintains a list of current committees, councils, and taskforces, including their functions. | Bylaws IX.A.3 |
| 51. Maintains a list of the current regulatory boards and their functions. | Bylaws X |
| 52. Maintains a list of current sections. | Bylaws XI.A |
| 53. Receives petition and report seeking to establish new sections. | Bylaws XI.B.1 |
| 54. Receives annual reports from all Sections. | Bylaws XI.K |
| 55. Receives requests for Keller arbitrations | Bylaws XV.C |
| 56. In the event of a whistleblower complaint, develop a response and/or action plan to address any recommendations as well as remedial action and discipline as appropriate. | BOG Policy 1403: Whistleblower reports of illegal or dishonest activity-notification and investigation policy |
| 57. Conducts and provides analysis to Board on proposals before the Board, including fiscal impact, stakeholder analysis and input, rule compliance, and implementation implications. | ED Contract Job Specifications I.3 (bullet 3) |
| 58. Declares disaster to trigger implementation of Disaster Recovery Plan; updates disaster recovery plan. | Disaster Recovery Plan Section 2 |

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| 59. Decides Public Records appeals pursuant to GR 12.4. | GR 12.4(h) |
| 60. Decides member exemptions from the requirement to provide a public address. | Bylaws XII.B.5(l)(1) |
| 61. Can refer legislation to WSBA entities for consideration. | BOG Policy 1501: WSBA Legislation and Court Rule Comment Policy |
| 62. Can direct entities to cease public comment. | BOG Policy 1501: WSBA Legislation and Court Rule Comment Policy (paragraph 6) |
| 63. Grants hardship exemption for license fees. | Bylaws III.I.5 |
| 64. Approves armed forces exemption. | Bylaws III.I.a.7 |
| 65. Decides when to waive or modify repayment of discipline costs. | Bylaw IV.B.5(7) |
| 66. Signs recommendations for administrative suspension | Bylaws III.J.3.d |
| 67. Signs new admittee welcome letter with President. | Bylaw IV.E.3 |
| 68. Sign pro bono commendation letters with President. | Bylaw IV.E.3 |
| 69. Permanent member of the Budget and Audit Facilities Advisory Committee | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 9) |
| 70. Supports Board policy development and strategic goals by making recommendations, engaging stakeholder, and assessing fiscal, operational, legal, and other impacts. | ED Contract Job Specifications I.3 (bullets 3-5) |
| 71. Prepares annual budget and implements the approved budget. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 6, 14) |
| 72. Serves as ex officio, non-voting member of Budget and Audit Committee (along with Chief Financial Officer) | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 9) |
| 73. Recommends license and other significant fees and establish other operational and administrative fees not established by the Supreme Court or the Board of Governors. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 14) |
| 74. Approves reimbursement requests and service and program fees including (advertising rates, public records copy fees, fees for sale of member contact information, | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |

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| sales price of CLE and WSBA publications and other WSBA merchandise. | |
| 75. Sets adjustments to employee salaries within adopted compensation plan. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 76. Approves grants to WSBA and in kind contributions of WSBA to the Foundation | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 77. Can establish deposit and credit relationships, withdraw WSBA funds, sign checks, invest funds in accordance with the investment policy, and transfer funds between established accounts. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 78. Approves unbudgeted expenditure that are offset by unbudgeted revenue, or reallocation of budgeted expenditures where there is a change of intent up to \$10,000 per item, or up to \$50,000 collectively during the fiscal year, where the overall bottom line of the annual budget is not affected (including approval of new programs or significant expansions, but not long term commitments or future obligations). | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 79. Approves necessary and prudent expenditures to implement WSBA's Disaster Recovery Plan or to maintain WSBA's operations | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10) |
| 80. Compiles and review section budgets, with CFO. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 15-16) |
| 81. Engages the approved auditing firm and initiate a competitive bid process prior to the end of the six-year period. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 (p. 10, 18) |
| 82. Consults with CFO when an immediate change in investment strategy is recommended by WSBA's investment managers. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 2 (p. 22) |
| 83. Approve license fee refunds. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 5 (p. 37) |
| 84. Approve deviations from the fiscal policy due to extenuating circumstances in accordance with the Fiscal Matrix. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.I.A (p. 44) |
| 85. Approves reimbursement requests from the prior fiscal year-with the CFO. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.I.D (p. 44) |

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| 86. Approves, preliminarily, a request exceeding the Accommodation funds set during the budgeting process, so long as the funds are available within the current fiscal year budget. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.VII.D (p. 52) |
| 87. Approves all employee overnight stays at BOG meetings. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.I.E (p. 45) |
| 88. Approves reimbursement for expenses not otherwise described in the policy when reasonable, necessary, appropriately documented and explained. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.I.I (p. 47) |
| 89. Approves midyear employee cost center allocation changes. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.IX (p. 54) |
| 90. May approve travel advances upon a director's recommendation. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.III.B.4 (p. 48) |
| 91. May approve expenses for certain employee parties and celebrations. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.III.H (p. 50) |
| 92. Approves exceptions to the limits on officer and Governor attendance at bar-related events | BOG Policy 1201: WSBA Fiscal Policies and Procedures 6.IV.B (p. 50-51) |
| 93. Approves reimbursements for lodging and meal expenses about WSBA rates with appropriate supporting receipts. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 1 & 6.I.G-H (p. 10, 46) |
| 94. Approves donations from WSBA committees and boards to entities such as other bar associations, legal organizations, or outside causes. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 7 (p. 55) |
| 95. Supports all grant applications. | BOG Policy 1201: WSBA Fiscal Policies and Procedures 7 (p. 56) |
| 96. Office of the Executive Director oversees administration of the executive functions of the WSBA. | Bylaws IV.B.5, ED Contract Job Specifications II.A; Employee Handbook A-4 |
| 97. Can approve overtime for nonexempt employees. | Employee Handbook C-1 |
| 98. Full administrative authority to set personnel policies and salaries, to employee and to terminate employment of staff. | Employee Handbook A-4; ED Contract II.C |

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| 99. Final decision on all definitions and interpretations involving the Employee Handbook. | Employee Handbook A-4 |
| 100. Consults with the HR Director to evaluate and place positions in job grades. | Employee Handbook C-3 |
| 101. Authorize revisions to policies and procedures covered in the Employee Handbook. | Employee Handbook vi |
| 102. Enter into written agreements for employment for a specified period of time, or inconsistent with employment at will. | Employee Handbook vi |
| 103. Receives confidential comments about supervisors, directors, or other conditions of work during employee performance evaluations. | Employee Handbook C6 |
| 104. Can receive employee complaints of sexual or other harassment, including retaliation. | Employee Handbook D-3 |
| 105. Address written employee complaints expressing dissatisfaction with supervisor's resolution of conflict. Executive Director investigations and will review and discuss with employee as soon as possible. | Employee Handbook D-6 |
| 106. Receive Whistleblower complaints from employees. | Employee Handbook D-7 and D-8 |
| 107. Approves employee resignation withdrawals. | Employee Handbook F-1 |
| 108. Approves requests to unlock the elevators during non-business hours. | Employee Handbook G-8 |
| 109. Authorize other employees to enter into contracts. | Bylaws IV.B.5(2); Employee Handbook G-8 |
| 110. May approve employee vacation schedules. | Employee Handbook I-3, I-7 |
| 111. May require employees with over 160 hours of accrued vacation to use the leave on an approved schedule. | Employee Handbook I-7 |
| 112. May close the WSBA Offices for severe snow/weather or civil disruptions. | Employee Handbook I-9 |
| 113. Approves unpaid leaves of absences for personal reasons. | Employee Handbook I-13 |
| 114. Determines licenses that WSBA will reimburse. | Employee Handbook I-17 |
| 115. May authorize employees to make statements contrary to the Board of Governors position. | Employee Handbook E-2 |
| 116. Decides appeals of the HR Director's decision relating to parking spaces for employees. | Employee Handbook E-5 |
| 117. Receives notification from employees who are convicted under any criminal drug statute for a violation occurring in the workplace. | Employee Handbook E-8 |

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| 118. Takes action to accomplish WSBA's strategic goals and to carry out approved policies and programs. | ED Contract Job Specifications I.1 (bullets 2-3) |
| 119. Establishes and modifies an organizational structure of staff to accomplish the approved goals, programs, and policies of the WSBA. | ED Contract Job Specifications I.1 (bullet 9) |
| 120. Facilitates 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. | Bylaws IV.B.5.1, Employee Handbook A-4; ED Contract II.C |
| 121. Oversees the elections of the Board of Governors, including officers. | Bylaws VI.C.2, VI.3 |
| 122. 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. | Bylaw IV.B.5, GR 12.3 |
| 123. Acts as an official spokesperson for the WSBA, including communicating with WSBA members, the judiciary, elected officials, and the community at large regarding WSBA matters and is not required to obtain prior approval from the BOG before doing so. | Bylaws IV.E.3 |
| 124. Avoids speaking publically in opposition to positions taken by the Board. | Employee Handbook E-2 |
| 125. Ensures 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. | ED Contract Job Specifications I.2 (bullet 1), ELC 2.2(a)(1) |
| 126. Reports 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. | ED Contract Job Specifications I and I.2 (bullet 3) |
| 127. Takes steps to ensure WSBA and its entities are in compliance with all applicable laws, regulations, court rules, orders, and case law. | ED Contract Job Specifications I.1 (bullet 10) |
| 128. Oversees the operations of the WSBA, including facilities, insurance, contracting, and developing and executing policies related to health and safety. | Bylaw IV.B.5 |
| 129. Engaging consultants to facilitate work of WSBA, consistent with approved budget. | Bylaws IV.B.5(2) |
| 130. Avoids taking sides or public positions on issues being submitted to the voters or pending before the legislature | Bylaws IV.D.2.b |

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| <p>unless authorized by the Board of Governors as authorized in the Bylaws.</p> | |
| <p>131. Avoids publicly supporting or opposing, in an election, any candidate for public elective office in the State of Washington the prerequisites for which include being an attorney, except where the candidate is immediate family.</p> | <p>Bylaws IV.D.3</p> |

Although not exhaustive this document is intended to enumerate many of the permissive and mandatory functions and duties of the Board of Governors and its Officers.

President

- Decides when and where the BOG meetings are held.
- Acts generally as a non-voting member of the Board. Votes only when vote affects the result.
- (Decide what goes on) Sets the agenda for BOG meetings, subject to Board ability to take action on any issue raised and seconded by motion.
- Calls special and emergency meetings.
- Presides over BOG meetings, including ruling on points of order, deciding the order of speakers, when to take public comment, and any limits on public comment.
- Excuses absences from Board of Governors meetings.
- Takes action to execute the policies established by the BOG.
- May direct retention of independent counsel.
- Decides when the Executive Committee meetings are held.
- Decide what goes on the agenda for Executive Committee meetings.
- Presides over Executive Committee meetings.
- Speaks (for the) on behalf of the organization (such as) to various entities including but not limited to the media, legislature, Supreme Court, and the members.
- Writes a column in Bar News
- Provides and an annual report to the membership.
- Represents the organization at legal community events and on external committees such as the Board of Judicial Appeals.
- Represents the organization at internal events such as Section Leader Meetings and Chairs Orientations.
- Supports the Executive Director to ensure the Board is in compliance with the WSBA Bylaws and other policies governing the organization
- Communicates Board action to the Court, to other WSBA entities, and to other external stakeholders.
- Presides over ceremonial events such as local hero awards, APEX awards, professionalism in practice awards, and the 50 Year Lunch.
- Supports and drives an effective, inclusive, and professional culture on the Board of Governors.
- Advises the Executive Director on various matters at the ED's request.
- Signs Board resolutions.
- Facilitate conflict resolution among Board members and between Board members and staff members, when support is sought.
- Works with the ED to resolve conflicts among Board members or among board and staff that don't prove resolvable through facilitated dialogue.
- Participates (along with HR Director and Ombudsperson) to make a threshold determination about whether the facts in a complaint against a Board member, if true, would constitute harassment or discrimination. Upon receipt of a report substantiating discriminatory or

harassing conduct by a member of the Board, decide by majority vote with the HR Director and Ombudsperson on corrective action.

- Co-signs amicus briefs approved by WSBA, alongside author.
- Acts as spokesperson for rule changes proposed to the Court by WSBA.
- Receives notification of significant personnel actions.
- May direct entities to cease public comment.
- Sets the seminar fee schedule, which acts as a ceiling.
- Signs new admittee welcome letter with ED.
- Signs law clerk program certificates with Law Clerk Board Chair.
- Appoints election board for BOG member elections.
- Sign pro bono commendation letters with ED.
- Lobbies for legal aid funding at federal level with Legal Foundation of Washington.
- Leads the Board in establishing strategic goals.
- Presents a report to the membership covering the principal activities of the Board during the President's term.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid individually directing policies or WSBA activities, including the work of the Executive Director.
- Receives written request for review of Executive Director dismissal, along with the Supreme Court.
- Avoid publicly supporting or opposing in any election, any candidate for public office.
- Avoid taking a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain unless authorized and instructed to do so by the BOG on a matter relating to the function or purposes of the Bar.

President-Elect

- Nominates chairs to WSBA entities for their year as president, subject to Board approval or rejection.
- Appoints members of BOG committees for year as president, with due consideration to Board members' requests.
- Appoints chairs of BOG committees for year as president.
- Appoints BOG members to liaison assignments for year as president.
- Plans annual retreat in July prior to their year as president.
- Participates in onboarding and orientation activities for new members of the Board, including informational sessions for those interested in seeking a position on the Board.
- Sets Board meeting schedule for year as President.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid individually directing policies or WSBA activities, including the work of the Executive Director.
- Performs duties of the President at the request of the President, or in the absence, inability, recusal, or refusal of the President to perform the duties.
- Not a voting member of the Board unless acting in the President's place at a meeting of the BOG and then only if the vote will affect the result.

Past President

- Collaborates with ED to plan the annual New Governor Orientation and Team Building Retreat (new).
- Plans governance, diversity, equity, and inclusion, anti-harassment, and other appropriate training for the Board of Governors throughout the year.
- Avoids seeking to individually direct the policies or activities of the WSBA, including the work of the Executive Director.
- Performs the duties of the President in the absence, inability, recusal or refusal of the President, President-Elect, and Treasurer.
- Is not a voting member of the BOG except when acting in the President's place at a meeting of the BOG and then only if the vote will affect the result.

Treasurer

- Approve section budget requests that exceed the larger of 25% of budgeted amounts or \$1,000.00.
- Chair the Budget and Audit Committee, including setting the agenda and presiding over the committee meetings.
- Present the final proposed budget and other recommendations of the Budget and Audit Committee to the Board of Governors
- Reviews WSBA financial reports and reports to the Board of Governors about WSBA's financial health
- Can establish deposit and credit relationships, withdraw funds, and sign checks.
- Reviews the Executive Director's expenses, payroll, and benefits reports.
- Decides appeals of the Executive Director's decisions rejecting or modifying expense reimbursements.
- Avoids seeking to individually direct the policies or activities of the WSBA, including the work of the Executive Director.
- Performs the duties of the President in the absence, inability, recusal, or refusal of the President and the President-Elect.
- Is a voting member of the Board.

Board of Governors

- Establish new programs and determine when to sunset programs.
- Establish committees, councils, task forces, and work groups to carry out the work of WSBA. Sunset such entities.
- Sunset sections.
- Approves changes to WSBA Bylaws, subject to Court review.
- Revises, adopts, and sunsets significant organizational policies – not operational policies.
- Establishes volunteer reimbursement policies.
- Provides support and guidance to WSBA entities carrying out the work of WSBA by reviewing annual reports and engaging in dialogue.
- Approve amicus requests, upon recommendation of Exec Cmte.

- Approve Budget, upon recommendation of the Budget & Audit Cmte.
- Approve unbudgeted expenses.
- Affirms President-Elect's chair appointments to WSBA entities.
- Removes WSBA volunteers.
- Appoints former governors to investigate allegations against a president, president-elect, or governor that implicate fitness to serve and decides what action to take after receiving a report from the appointed group.
- Establish the Compensation Philosophy for WSBA employees, to be executed by the ED.
- Advise the ED on litigation and settlement strategy in cases that threaten a significant fiscal impact and/or implicate a matter of organizational of policy.
- Can refer legislation to WSBA entities for consideration.
- Approves comment on federal legislation/court rules by WSBA entities.
- Can direct entities to cease public comment.
- Establish the license fee, subject to Court's review for reasonableness.
- Sets law clerk program fees
- Approves MCLE fees
- Hears appeals of denial of late fees.
- Hears appeals from Law Clerk Board decisions.
- Sets MCLE requirements for status changes through WSBA Bylaws.
- Sets admission requirements for status changes through WBSA Bylaws.
- Sets admissions policy including defining "approved law school".
- Approves changes to Section Bylaws.
- approve the per member charge to sections
- Decide investment policy
- Sets member data and contact information policy
- Approve non budgeted expenses and reallocated funds beyond the ED's authority.
- Create reserve funds, establish the policies for them, and determine use of them.
- Choose outside auditor.
- Elect President-Elect and Treasurer
- Select, support, set compensation for, and annually evaluate performance of ED.
- Approve certain Client Protection Fund gifts.
- Approves litigation decisions that have significant budget or policy impact.
- Approves capital projects for facility improvements.
- Approves long term leases for WSBA office space or equipment
- Act in the best interest of the Bar and the public.
- May direct retention of independent counsel.
- Approves or sets significant fiscal policies (includes Budget and Audit Committee Charter, Fiscal Responsibilities Matrix, budget policies and process, selection of independent auditors, investment policy, resolution authorizing banking relationships, unrestricted and restricted fund balance policy, general expense reimbursement policy dollar limits for meals and lodging, purchase of alcohol at bar functions, expense policies for the WSBA Officers and Board of Governors, and Executive Director expense policies).

Board Members

- Chair a committee to recruit at least two candidates to succeed the governor. Report on this work at the January meeting.
- Appoint volunteers to WSBA entities, upon recommendation of nomination teams.
- Nominate applicants for WSBA committees or Boards when there is not a continuing member from the Governor's district (latter requirement doesn't apply to at-large).
- Notify President and ED of policy and program proposals with sufficient time for analysis to occur, taking into account the scope and novelty of the proposal.
- Attend all Board meetings
- Engage with WSBA members as WSBA ambassador, provide information about issues that are or will come before the Board, and convey the members' viewpoints and information to the Board.
- Primarily obligated to ensure that the Bar fulfills the mandate set forth in General Rule 12.2, carries out the mission of the Bar, and operates in accordance with the Bar's Guiding Principles.
- Bring to the BOG the perspective, values and circumstances of the Governor's district to be applied in the best interest of all members, the public, and the Board
- Bring information to the members that promotes appreciation of actions and issues affecting the membership as a whole, the public, and the organization.
- Avoid speaking publicly in opposition to positions taken by the Board.
- Avoid seeking to individually direct policies or activities of WSBA, including the work of the Executive Director.

Executive Director

- Responsible for day to day operation of WSBA
- Hiring, managing and terminating WSBA personnel
- Revises, adopts and sunsets operational policies and procedures.
- Receives annual reports from Sections and other WSBA entities.
- Directs litigation. Consulting with Board when there is a potential for significant fiscal impact to the organization and/or a matter of organizational policy is impacted.
- Develops the investigation plan in the event of a whistleblower complaint, subject to approval by the Personnel Committee. Personnel committee creates the plan if the complaint is against the ED.
- Attends BOG Meetings and BOG Committee meetings, including Executive Sessions.
- Negotiates and executes contracts for WSBA.
- Communicates with bar members, the judiciary, elected officials, and the community at large about bar matters.
- Ensure the bar's books are kept in proper order and are audited annually.
- Ensure that the annual audited financial statement is made available to all Active members.
- Collect debts owed to the Bar and assign debts for collection as deemed appropriate.
- Acquires, manages, and disposes of personal property related to the bar's operations within the approved budget.
- Reports to the BOG regarding WSBA operations.
- Ensures minutes are made and kept of all BOG meetings.

- Serves as an officer of the Bar, as an ex officio, non-voting. member of the BOG.
- Controls the WSBA Seal.
- Accepts petitions, notices or other documents the Bylaws require to be filed with the Bar or served on the Board of Governors.
- Receives member change of required information, within 10 days of change.
- Keeps records of required member information, including: physical residence address; principal office address, telephone number and email address; resident agent physical street address; date of admittance; type and status of membership; date of transfer(s) from one status to another, if any; date and period of administrative suspension, if any; date and period of disciplinary actions or sanctions, if any; other data required by the Washington Supreme Court or Board of Governors.
- One of three persons who tallies President and President-Elect votes and may accept confidential telephonic vote from Governor who participated in the interview.
- Sets the time and place of New Governor Orientation.
- Receives Petitions for recall of Governors.
- May call a BOG Special or Emergency Meeting.
- Must receive notice of a BOG Special Meeting
- May set the location of an emergency meeting.
- Member of the Board of Governors Executive Committee.
- Receives Referenda Petitions, prepares ballots and sets deadlines for filing of statements.
- Maintains a list of current committees, councils, and taskforces, including their functions.
- Maintains a list of the current regulatory boards and their functions.
- Maintains a list of current sections.
- Receives petition and report seeking to establish new sections.
- Receives annual reports from all Sections.
- Receives requests for Keller arbitrations
- In the event of a whistleblower complaint, develop a response and/or action plan to address any recommendations as well as remedial action and discipline as appropriate.
- Conducts and provides analysis to Board on proposals before the Board, including fiscal impact, stakeholder analysis and input, rule compliance, and implementation implications.
- Declares disaster to trigger implementation of Disaster Recovery Plan; updates disaster recovery plan.
- Decides Public Records appeals pursuant to GR 12.4.
- Decides member exemptions from the requirement to provide a public address.
- Can refer legislation to WSBA entities for consideration.
- Can direct entities to cease public comment.
- Grants hardship exemption for license fees.
- Approves armed forces exemption.
- Decides when to waive or modify repayment of discipline costs.
- Signs recommendations for administrative suspension
- Signs new admittee welcome letter with President.
- Sign pro bono commendation letters with President.
- Permanent member of the Budget and Audit Facilities Advisory Committee

- Supports Board policy development and strategic goals by making recommendations, engaging stakeholder, and assessing fiscal, operational, legal, and other impacts.
- Prepares annual budget and implements the approved budget.
- Serves as ex officio, non-voting member of Budget and Audit Committee (along with Chief Financial Officer)
- Recommends license and other significant fees and establish other operational and administrative fees not established by the Supreme Court or the Board of Governors.
- Approves reimbursement requests and service and program fees including (advertising rates, public records copy fees, fees for sale of member contact information, sales price of CLE and WSBA publications and other WSBA merchandise.
- Sets adjustments to employee salaries within adopted compensation plan.
- Approves grants to WSBA and in kind contributions of WSBA to the Foundation
- Can establish deposit and credit relationships, withdraw WSBA funds, sign checks, invest funds in accordance with the investment policy, and transfer funds between established accounts.
- Approves unbudgeted expenditure that are offset by unbudgeted revenue, or reallocation of budgeted expenditures where there is a change of intent up to \$10,000 per item, or up to \$50,000 collectively during the fiscal year, where the overall bottom line of the annual budget is not affected (including approval of new programs or significant expansions, but not long term commitments or future obligations).
- Approves necessary and prudent expenditures to implement WSBA's Disaster Recovery Plan or to maintain WSBA's operations
- Compiles and review section budgets, with CFO.
- Engages the approved auditing firm and initiate a competitive bid process prior to the end of the six-year period.
- Consults with CFO when an immediate change in investment strategy is recommended by WSBA's investment managers.
- Approve license fee refunds.
- Approve deviations from the fiscal policy due to extenuating circumstances in accordance with the Fiscal Matrix.
- Approves reimbursement requests from the prior fiscal year-with the CFO.
- Approves, preliminarily, a request exceeding the Accommodation funds set during the budgeting process, so long as the funds are available within the current fiscal year budget.
- Approves all employee overnight stays at BOG meetings.
- Approves reimbursement for expenses not otherwise described in the policy when reasonable, necessary, appropriately documented and explained.
- Approves midyear employee cost center allocation changes.
- May approve travel advances upon a director's recommendation.
- May approve expenses for certain employee parties and celebrations.
- Approves exceptions to the limits on officer and Governor attendance at bar-related events
- Approves reimbursements for lodging and meal expenses about WSBA rates with appropriate supporting receipts.
- Approves donations from WSBA committees and boards to entities such as other bar associations, legal organizations, or outside causes.

- Supports all grant applications.
- Office of the Executive Director oversees administration of the executive functions of the WSBA.
- Can approve overtime for nonexempt employees.
- Full administrative authority to set personnel policies and salaries, to employee and to terminate employment of staff.
- Final decision on all definitions and interpretations involving the Employee Handbook.
- Consults with the HR Director to evaluate and place positions in job grades.
- Authorize revisions to policies and procedures covered in the Employee Handbook.
- Enter into written agreements for employment for a specified period of time, or inconsistent with employment at will.
- Receives confidential comments about supervisors, directors, or other conditions of work during employee performance evaluations.
- Can receive employee complaints of sexual or other harassment, including retaliation.
- Address written employee complaints expressing dissatisfaction with supervisor's resolution of conflict. Executive Director investigations and will review and discuss with employee as soon as possible.
- Receive Whistleblower complaints from employees.
- Approves employee resignation withdrawals.
- Approves requests to unlock the elevators during non-business hours.
- Authorize other employees to enter into contracts.
- May approve employee vacation schedules.
- May require employees with over 160 hours of accrued vacation to use the leave on an approved schedule.
- May close the WSBA Offices for severe snow/weather or civil disruptions.
- Approves unpaid leaves of absences for personal reasons.
- Determines licenses that WSBA will reimburse.
- May authorize employees to make statements contrary to the Board of Governors position.
- Decides appeals of the HR Director's decision relating to parking spaces for employees.
- Receives notification from employees who are convicted under any criminal drug statute for a violation occurring in the workplace.
- Takes action to accomplish WSBA's strategic goals and to carry out approved policies and programs.
- Establishes and modifies an organizational structure of staff to accomplish the approved goals, programs, and policies of the WSBA.
- Facilitates 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.
- Oversees 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.

- Acts as an official spokesperson for the WSBA, including communicating with WSBA members, the judiciary, elected officials, and the community at large regarding WSBA matters and is not required to obtain prior approval from the BOG before doing so.
- Avoids speaking publicly in opposition to positions taken by the Board.
- Ensures 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.
- Reports 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.
- Takes steps to ensure WSBA and its entities are in compliance with all applicable laws, regulations, court rules, orders, and case law.
- Oversees the operations of the WSBA, including facilities, insurance, contracting, and developing and executing policies related to health and safety.
- Engaging consultants to facilitate work of WSBA, consistent with approved budget.
- Avoids taking sides or public positions on issues being submitted to the voters or pending before the legislature unless authorized by the Board of Governors as authorized in the Bylaws.
- Avoids publicly supporting or opposing, in an election, any candidate for public elective office in the State of Washington the prerequisites for which include being an attorney, except where the candidate is immediate family.

WASHINGTON STATE BAR ASSOCIATION

TO: WSBA Board of Governors
FROM: Brian Tollefson, WSBA President-elect
RE: 2021 - 2022 Committee Co-Chair Appointment
DATE: September 17, 2021

Approve: Please appoint the 2021-2022 WSBA committee co-chair listed below.

The WSBA has a number of standing committees that are created and authorized by the BOG to study matters relating to the general purposes and business of the Bar which are of a continuous and recurring character. Pursuant to the WSBA Bylaws, IX(B)(1)(c), the President-elect annually selects the Chair or Vice Chair of each committee, with the BOG having the authority to accept or reject that selection. Below is the final chair recommendation for the 2021-2022 year. The candidates' resumes are attached. All eligible members of the committee were encouraged to apply for the Co-Chair position.

| Committee | Recommended for Appointment |
|---------------------|-----------------------------|
| Diversity Committee | Co-Chair: Nam Nguyen |

Attachments

September 8, 2021

Washington State Bar Association
Diversity Committee
1325 4th Ave suite 600
Seattle, WA 98101

Re: Application for Co-Chair

Dear Sir or Madam:

I have served on the Diversity Committee for the last four years, and I want to step up and serve as co-chair. I have the skills and experience running boards and committees to lead the Committee on important projects to make the legal profession more just and diverse.

After graduating from the Washington Leadership Institute, I applied to the Diversity Committee with the goal of increasing my participation in the legal profession. At the time, I had practiced law for five years, mostly in Texas. And while I was volunteering for several organizations, none of those were in the legal field. Through the Committee, I learned more about the legal community and participated in advancing diversity and equity in the legal profession and justice system.

Now, I want to help organize and plan for the Committee, and I have the experience to do so. I am currently chairing the Commission of Asian Pacific American Affairs, where I work with staff to organize meetings and community engagements, and strategize on how to effectively advocate on issues affecting Asian and Pacific Islander Americans. I also chaired a business resource group for immigrant state workers. I took over as chair at the start of the pandemic, and had to create a plan to move from in-person to remote meetings. While difficult, we adjusted and remote meetings actually provided the opportunity to reach more state immigrant workers.

As a co-chair, I can bring my experience to continue the recent work of the Committee in fostering diversity in the legal profession and promoting fair outcomes in the justice system. There will be no shortage of challenges ahead for our profession, and I am ready to lead the Committee in ensuring that any changes to the profession will lead to more, not less, equitable outcomes.

Thank you for your consideration.

Sincerely,

/s/ Nam Nguyen

QUALIFICATIONS

- Licensed to practice law in Massachusetts, New York, Texas, and Washington State
- Fluent in Vietnamese
- Trained in economic, cost benefit, finance, budget analysis as well as public administration
- University of Washington Law School's and Washington State Bar Association's Leadership Institute Fellow, Class of 2017

PROFESSIONAL EXPERIENCE

Office of the Attorney General for Washington State

Tumwater, WA

Assistant Attorney General

Mar 2014- Present

- Advise the Department of Retirement Systems on public pension law issues including tax, statutory interpretation, bankruptcy, family, administrative, and public disclosure law.
- Litigate public pension cases and revenue cases on the behalf of Washington State.
- Advised the Department of Enterprise Services on legal issues relating to procurement, state contracting, and real estate leasing.
- Advised the Commission on African American Affairs, Commission on Asian Pacific American Affairs and Commission of Hispanic Affairs on statutory interpretation, Constitutional law, and civil rights law.
- Litigated real estate and contract cases on the behalf of Washington State.

Davis Wright Tremaine LLP

Bellevue, WA

Attorney

Sep 2014 - March 2015

- Contract attorney for the telecommunications practice group.
- Review and analyze title reports, leases, contracts from private and public entities, amendments, and supplements and drafted risk assessments for a large volume of real estate transactions.

Denson & Tang Law Firm

Houston, TX

Attorney

May 2013 – Present

- Attorney for firm that specializes in acting as legal counsel for small and midsize businesses.
- Represented businesses in disputes (including litigations), contract negotiations, financial transactions, business acquisitions, and real estate acquisitions.
- Negotiated, drafted, and administered contracts for commercial and industrial real estate, financial, sales, and technology and trademark licensing transactions for small, mid-size, and publicly traded companies.

Cao Law Firm

Houston, TX

Attorney

Jan 2012 – Mar 2013

- Built and managed branch office for a former New Orleans congressman's law firm.
- Filed, managed, and negotiated settlements for hundreds of Deepwater Horizon (BP) Oil Spill cases.
- Negotiated, drafted, and administered residential and commercial real estate, sales, and settlement contracts.
- Litigated racial discrimination, personal injury, and contract dispute cases.

AmeriCorps Vista

Bayou La Batre, AL

Volunteer

Dec 2010 – Dec 2011

- Volunteered to help address the economic and social problems caused by the BP Oil Spill.
- Developed, managed, and implemented adult work training/re-training programs for hundreds of unemployed and underemployed workers displaced by the BP Oil Spill.
- Assisted local government to administer social and health services and to communicate with foreign language speakers, juveniles, and the mentally ill.

ACADEMIC

Boston University School of Law

Boston, MA

Juris Doctorate

Aug 2007 – May 2010

- Editor for Legislative Drafting Clinic
 - Drafted, edited, and revised legislations adopted by local and foreign governments.
- Student Attorney
 - Tried a complicated immigration case that attempted to set a precedent regarding refugee status and mental illness. Subsequently wrote an appeal brief for such case.
- General Counsel Internship at the Joslin Diabetes Center
 - Researched and formulated a compliance plan for franchising a medical center.
 - Managed, administered, and ensured compliance of 20 plus medical franchises.
- Wrote graduation thesis on Islamic banking and finance in the United States.

University of Michigan

Ann Arbor, MI

Master of Public Policy

- Focused on Foreign Policy, Quantitative Analysis, and Public Administration.
- Co-authored consulting paper for the US Navy on change management.

University of Washington

Seattle, WA

Bachelor of Arts in Law, Society and Justice

- Awarded diplomacy fellowship by the Institute of International Public Policy
 - Trained in leadership and career development by professionals, former ambassadors, and academics.

COMMUNITY SERVICE

Washington State Commission on Asian Pacific American Affairs

Olympia, WA

Chair

Aug 2016 – Present

- Appointed by Governor Jay Inslee to serve on a commission that advises state and local public officials on the development and implementation of comprehensive and coordinated policies, plans, and programs focusing on the needs of Asian Americans and Pacific Islanders.

Scouting

Various Locations

Assistant Scoutmaster/Troop Leader

Jan 2007 – 2017

- Trained youth on citizenship, public speaking, outdoor skills, and leadership. Guided several youth to Eagle Scout and the Gold Award for troops in Alabama, Massachusetts, Texas, and Washington State.

OTHER ONGOING ACTIVITIES

- Member of the Washington State Governor's Working Group on Poverty and the Washington State Legislative Poverty Reduction Taskforce
- Past Chair of the Public Employees of Washington Immigrant Network, a statewide business resource group for immigrant Washington State workers
- Member of the Tumwater Planning Commission
- Member of the Washington State Bar Association's Diversity Committee
- Treasurer for the Family Support Center of South Sound, which has a mission of serving homeless families and is the largest non-profit organization in the Olympia, WA area

WASHINGTON STATE BAR ASSOCIATION

September 17, 2021

Chief Justice Steven González

415 12th Ave. S.W., Olympia, WA 98501

Dear Chief Justice González and Justices of the Washington Supreme Court,

I am writing to update you about the financial status of the Washington State Bar Association, as is the annual practice of the WSBA Treasurer at the end of the fiscal year. Overall, the general fund reserve, as of the close of July 2021, was **\$7,338,045**, which accounts for both unrestricted and restricted (facilities reserve) funds. Considering we initially projected a loss of \$194,000 for the fiscal year, given the uncertainty of COVID-related mitigations and impacts, to come out of 2020-21 with a net positive gain of about \$1.8 million is great news, and a testament to the efficiencies and innovative thinking of the entire organization. In fact, we have increased the reserve fund by more than \$2.6 million during the last two years. I believe we are on good solid footing to be able to be flexible into the future and allow the Board of Governors and WSBA leaders to continue to keep license fees from steep increases while maintaining and expanding strategic services to the public and members and providing competitive compensation to WSBA employees.

The WSBA Board of Governors will pass the fiscal year 2022 budget at its September meeting; the budget recommended by the board's Budget and Audit Committee projects a use of modest reserves. It also reallocates \$500,000 to the facilities reserve fund, intended to provide the ability for the WSBA to consider purchasing a building when the current lease in downtown Seattle expires at the end of 2026. (The WSBA Long Range Strategic Planning Council is looking at possible next steps for WSBA headquarters.) The recommended budget also accounts for up to \$75,000 for increased security measures at the current WSBA office, including a secure glass entry door on the public floor and security cameras, which will increase security for WSBA employees and volunteers.

Our projections show that we will be able to do all of this important continuing and new work all while keeping license fees for members steady (no increase) for 2022 and 2023. (The Board of Governors passed a motion to recommend a no-increase license fee for 2023 to go to the Supreme Court for consideration.)

Overall, WSBA's financial outlook is far more positive than it was before I assumed the Treasurer position, and, I will reemphasize, that the entire organization has been forward thinking in looking at efficiencies and cost savings while preserving and enhancing mission-critical programs and resources. Much of that has been due to the collaborative partnership formed with Chief Financial Officer Jorge Perez, Executive Director Terra Nevitt, and other WSBA employees. It has been a tremendous honor to serve, and I am confident incoming Treasurer Bryn Peterson will continue with a transparent and collaborative approach. I look forward to working with him, and the entire Board of Governors, as the incoming President-Elect.

Respectfully,

Daniel D. Clark

WSBA Treasurer

