

WASHINGTON STATE BAR ASSOCIATION

BOARD OF GOVERNORS MEETING

Minutes

Skamania Lodge, Stevenson, WA

July 16-17, 2021

Call to Order and Welcome ([link](#))

The meeting of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Kyle Sciuchetti on Friday, July 16, 2021 at 9:10 AM. Governors in attendance were:

Hunter Abell
Sunitha Anjilvel
Lauren Boyd
Treas. Daniel D. Clark
Matthew Dresden
P.J. Grabicki
Carla Higginson
Bryn Peterson
Brett Purtzer
Alec Stephens
Brent Williams-Ruth

Also in attendance were President-Elect Brian Tollefson, Immediate Past President Rajeev Majumdar, Gov-Elect Serena Sayani, Gov-Elect Francis Adewale, Gov-Elect Jordan Couch, Executive Director Terra Nevitt, General Counsel Julie Shankland, Executive Administrator Shelly Bynum, Chief Disciplinary Counsel Doug Ende, Chief Communications & Outreach Officer Sara Niegowski, Broadcast Services Manager Rex Nolte, Director of Advancement Kevin Plachy, Chief Equity & Justice Officer Diana Singleton, Chief Financial Officer Jorge Perez, Chief Regulatory Counsel Renata Garcia, Director of Human Resources & Chief Culture Officer Glynnis Klinefelter Sio, Volunteer Engagement Advisor Paris Eriksen, Betsylew Miale-Gix (WSAJ), Nancy Hawkins (Family Law Section), James E. MacPherson (WDTL), and Practice of Law Board Chair Michael Cherry.

Consent Calendar ([link](#))

Pres. Sciuchetti asked if any governors wished to remove an item from the consent calendar; none did. Gov. Grabicki moved to adopt the consent calendar. Motion passed unanimously. Gov. Anjilvel was not present for the vote.

Executive Session Announcement ([link](#))

Pres. Sciuchetti announced the purpose and basis for moving into Executive Session pursuant to the WSBA Bylaws Article VII (B)(7)(a)(2)(4) to discuss with legal counsel representing the Bar in litigation or potential litigation to which the Bar, the Bar entity, or an employee or officer of the Bar or member of the Bar entity is or is likely to become a party, or to have other privileged or confidential communications with legal counsel representing the Bar. He noted that the Board would be in executive session until 10:15 AM. Pres. Sciuchetti announced extensions of executive session to 11:15 AM.

Report on Executive Session ([link](#))

Pres. Sciuchetti announced that the Board voted to table the matter discussed in executive session to a future meeting, to be scheduled within 60 days.

President Elect's Report on the Annual Retreat ([link](#))

Pres. Elect Tollefson reported on the Board of Governors annual retreat, which took place the day before. He noted that the Board heard reports from Hon. Kevin Burke, Michael Cherry, Miguel Willis, and Executive Director Nevitt regarding trends impacting the future of courts, legal practice, access to justice, and integrated bar associations. He reported that Pres. Sciuchetti also updated the Board about the work of the Long Range Strategic Planning Council's work.

President's Report ([link](#))

Pres. Sciuchetti reported on the ongoing work of the Long Range Strategic Planning Council, which will meet this month and will be bringing proposals to the Board of Governors at a future meeting. He reported that he attended the Practice of Law Board's meeting with the Washington Supreme Court and that the Practice of Law Board is proposing a regulatory sandbox to allow experimentation beyond the limits of our current court rules.

Washington State Bar Foundation Report on the Moderate Means Program ([link](#))

Vice President Tracy Flood described the mission of the WSBF, which is the fundraising arm of the WSBA. She described the goal of the Moderate Means Program, which is funded in part by WSBF funds and is marking its 10-year anniversary. Clay Wilson, MMP Staff Attorney at Seattle University School of Law, provided an overview of the program, including historical program highlights; how the program works; the benefits to participating students and attorneys; participation data; statistics about the program's impact; and a lack of participating lawyers in some rural areas. Attorney Ajibola Oladapo shared her experience with taking referrals through

the program since its inception. Law student participants Christine Luckasen and J. Kallaway presented on their experience with the program, including a suggestion that we find ways to incentivize attorney recruitment and improve transparency around the sliding scale for fees.

Member and Public Comments ([link](#))

The Board took public comment from James E. Macpherson who encouraged the WSBA to support funding for courts.

Proposed Amendments to APR 9 ([link](#))

Associate Director of Regulatory Services Bobby Henry presented the proposed amendments, jointly presented by the three Washington law schools and WSBA regulatory staff. He noted that since the proposal was presented in May, it has been amended to clarify that students less than 2/3 of the way through law school cannot be supervised outside of the law schools. Gov. Peterson moved to approve. The Board took public comment from Nancy Hawkins who asked how the goal to increase diversity will be evaluated. Discussion followed about the law schools' efforts to track the retention of students of color. Motion passed unanimously. Gov. Anjilvel was not present for the vote.

Law Clerk Board Proposed Amendments to APR 6 and Law Clerk Program ([link](#))

Associate Director Henry presented the request for approval of proposed amendments to APR 6 and the law clerk program regulations for submission to the Washington Supreme Court. Law Clerk Board Member Alexa Ritchie noted that the Law Clerk Board had received little feedback on the amendments. Gov. Clark moved for approval. Motion passed unanimously. Gov. Anjilvel was not present for the vote.

Proposed Comment to Proposed GR 40 Re Informal Domestic Relations Trials ([link](#))

Family Law Executive Committee member Nancy Hawkins presented the section's proposed comment raising concerns about proposed GR 40, including the need for a clear right to appeal; for the criminal history to be before the court; for judges to have more family law and domestic violence training; for appropriate access to interpreters; uniformity; and a suggestion that the experiment be studied after two years to determine whether the program is working and/or requires changes. She noted that the Family Law Section has concerns, and that if they can be addressed, the section can support the proposal. Discussion followed about whether the Family Law Section Executive Committee could redline the proposed rule and how to proceed while still meeting the comment deadline. Gov. Grabicki moved to approve the proposed amendments and forward them to the Court and authorize the Family Law Section to produce a redline and forward it the Court directly. Motion failed for lack of second. Gov. Stephens moved to authorize the Family Law Executive Committee to submit its comment directly to the Court. Discussion followed including support for the motion; interest in knowing the position of the Domestic

Relations Attorneys of Washington (DRAW); and a suggestion that the Board ask the Supreme Court to extend the time for comment on the proposed rule. Motion to authorize the Family Law Executive Committee to comment directly passed unanimously.

Gov. Higginson moved to extend the GR 40 comment period by 60 days to allow WSBA time to contact other stakeholders and solicit input, and for the Board to consider taking a position at a future meeting. Discussion followed about the appropriateness of reaching out to DRAW; that the proposed rule requests expedited consideration; and the appropriate level of WSBA stakeholder engagement for a matter before the Court. The Board heard public comment from Tamara Garrison regarding her experience with informal trials and a suggestion to expand stakeholder outreach to *pro se* litigants. The motion was amended and restated to ask the court to extend the GR 40 comment deadline by 90 days to allow the Board to solicit comment from interested stakeholders, including DRAW and county bar associations, and to place this matter on the September agenda to determine if the Board wishes to take a position to submit to the court. The motion passed unanimously.

Committee on Professional Ethics Proposed Amendments to RPC 1.6 ([link](#))

Committee on Professional Ethics member Cinda Fernald presented the proposed amendments, which are technical in nature. Gov. Grabicki moved for approval. Motion passed unanimously. Govs. Abell and Clark were not present for the vote.

Executive Director's Report ([link](#))

Executive Director Nevitt referenced her written report and highlighted several items, including the July bar exam and future bar exams, which are planned to be held in-person in Lynnwood (February 2022) and Yakima (July 2022); Washington Supreme Court action to approve a change to the Mandatory Continuing Legal Education rules and a change to the Rules of Professional Conduct; and a collaboration with the Joint Minority Mentorship Program to promote serving on WSBA committees. Discussion followed regarding whether there was sufficient parking and hotel rooms at the new venues for the bar exams to be held next year.

Report on the Board's Equity, Diversity, and Inclusion Activities ([link](#))

Past President Majumdar reported on the Board's most recent diversity, equity, and inclusion training. Pres. Sciuchetti noted that we are in the process of setting up a meeting with the Minority Bar Associations and his hope for an in-person event. Discussion followed in terms of reaching out to DRAW and other stakeholders to setup similar events.

Proposed Revision to Small Town and Rural Committee Charter ([link](#))

Director of Advancement Kevin Plachy presented the proposed charter revision to authorize the chair to be a voting member of the committee. He noted that the chair is likely to be someone

with considerable expertise on the issues and should have a say in the work of the committee. Gov. Peterson moved for approval. Discussion followed regarding WSBA's general practice for voting rights of committee chairs and the benefits already being seen due to the work of this committee, including the re-establishment of the Ferry County Bar. Gov. Abell noted that he would abstain from the vote due to a potential conflict of interest. Motion passed unanimously. Gov. Abell abstained. Gov. Clark was not present for the vote.

Second Read: WSBA Bylaw Amendments, Article VI re Governor Elections ([link](#))

Gov. Stephens presented the background and rationale for the proposed Bylaw Amendments. The proposal places the congressional elections first, followed by the at-large election, allowing eligible candidates to run for both seats. Volunteer Engagement Advisor Paris Eriksen noted that the timeline set forth largely mirrors our current process. Gov. Peterson moved for approval. Discussion followed including frustration about not being adequately heard during the process of developing the proposal and dialogue about the role of the Diversity Committee and Young Lawyers Committee as gatekeepers. The Board heard public comment from James E. Macpherson about the purpose of the vetting process for the at-large seats.

Committee and Board Chair Appointments ([link](#))

Pres. Elect Tollefson presented the proposed appointments to the Board, noting that there are a few additional appointments outstanding. Pres. Sciuchetti explained that under the Bylaws the Board has the authority to accept or reject the appointments. Gov. Grabicki moved for approval. The motion passed unanimously. Gov. Clark was not present for the vote.

Personnel Committee Items ([link](#))

Gov. Stephens presented the recommendations of the Personnel Committee to support the Board to take action in response to the employee climate survey. He noted that recommendation number one relating to clarifying the governance structure is not ready. Discussion followed, including whether team building can occur prior to clarifying the governance structure; the need to focus on addressing the results of the climate survey; and thinking of the Board and staff as a team. Gov. Grabicki moved for adoption of recommendation number two. Discussion followed regarding whether the recommendations should be taken piecemeal and the order to take them; the need to build relationships with all staff and the executive leadership team; and the need for these activities to be closed sessions. Motion passed unanimously. Gov. Higginson abstained. Gov. Clark was not present for the vote.

Gov. Stephens presented recommendation three, which includes a quarterly check-in with WSBA staff and a mechanism for staff to bring issues directly to the Board of Governors through a staff liaison. Discussion followed regarding whether this is consistent with the structure of the organization; the role of staff as stakeholders; challenges that arise when the Executive Director

brings forth employee views; and the need to clarify what should be discussed during the quarterly sessions with employees. Gov. Grabicki moved for adoption of recommendation number three with the exception of point C. Discussion followed regarding what feedback from employees is appropriate for the Board to hear and respond to and whether the quarterly meetings can be productive. The Board heard from Gov.-Elect Couch who spoke in favor of the recommendation in full and identified staff as valuable stakeholders. Gov. Stephens moved to sever. Gov. Anjilvel seconded. Following discussion, the motion to sever was withdrawn. The original motion passed 6-3. Gov. Boyd abstained. Gov. Clark was not present for the vote.

Gov. Stephens noted that recommendation four is already underway and there is no need for further action.

Washington Young Lawyers Committee Report ([link](#))

Chair Brian Neuharth presented an overview of the structure of, authority for, and work of the Washington Young Lawyers Committee. He highlighted current projects including exploring the feasibility of a loan repayment assistance program; the Financial Focus CLE series; the access to justice recruitment and retention and retirement project; the public service leadership award; contributions to NW Sidebar; mentorship events; and engagement with the American Bar Association. He and Gov-Elect Couch reported on the committee's receipt of an ABA spotlight award for its recent projects. Chair Neuharth continued to present additional projects including a CLE scholarship award fund and outreach. There were no questions.

Update on the Future of Work at WSBA ([link](#))

Executive Director Nevitt reported that WSBA employees have had the option to returning to the office since July 1 and the office will be reopening on August 2. Noting that at that point WSBA will resume hosting meetings and events. She noted that adjustments are being made to the 6th floor meeting spaces to better support hybrid meetings, hearings, and events and staff is continuing to explore how to address some health and safety concerns on the public floor, including adding a drop box so people can easily drop off mail and other deliveries; adding Plexiglas to the reception area; contracting with a security company; and adding glass doors. She noted that the glass door project will likely exceed the current budget authority and will be brought to the Budget & Audit Committee to make a recommendation to the Board. Director Nevitt noted that we have not received any subletting offers yet. Discussion followed, including a suggesting to conduct a safety audit.

Reports of Standing or Ongoing Board of Governors Committees ([link](#))

Executive Committee. Pres. Sciuchetti reported that at the last Executive Committee meeting the Client Protection Fund Board noted some concerns about the health of the fund and that the issue may come before the Board in the future.

APEX Awards Committee. Pres. Sciuchetti noted that we have not yet notified all of the recipients and are working towards that for an event to be held in October or November.

Personnel Committee. Gov. Stephens expressed appreciation for the action the Board took today on the committee's recommendations and that it will be taking up the recommendation to clarify the governance structure next.

Legislative Committee. Gov. Grabicki noted that he has been working with Pres. Sciuchetti and Chief Communications Officer Sara Niegowski on revisions to the legislative comment policy and he's working to schedule a meeting in the next couple of weeks to consider the proposal.

Nominations Review Committee. Pres. Elect Tollefson noted that the next meeting is July 20 and there will be quite a few appointments.

Diversity Committee. Deferred to later in the meeting.

Long-Range Strategic Planning Council. Nothing to report.

Member Engagement Workgroup. Nothing to report.

Budget and Audit Committee. Gov. Higginson reported that the Treasurer cancelled the last Budget and Audit Committee and shared that it was because he had concerns about the budget. She highlighted several areas of the budget including the 3% salary pool for staff, the stipend to support remote work for employees, and the addition of three new FTEs. CFO Perez provided a different perspective. Discussion followed.

Equity and Disparity Workgroup. Gov. Stephens reported that the group will meet next in August.

Supreme Court Bar Licensure Task Force. Gov-Elect Couch reported that the task force is still in the planning stage. He reported that Justice Montoya-Lewis has confirmed that the task force will look at the Character & Fitness process.

Governor Roundtable ([link](#))

Gov. Higginson raised questions relating to whether the Diversity Committee was properly constituted under the bylaws.

Training: Open Meetings Provisions of the WSBA Bylaws ([link](#))

General Counsel Julie Shankland provided an overview of the open meetings provisions of the WSBA Bylaws. Discussion included waiver of notice requirements and when those presiding over a meeting are permitted to vote. The Board took public comment from Nancy Hawkins regarding the interpretation of what constitutes a meeting and is therefore required to be open under the Bylaws. Discussion followed regarding the value of having closed sessions of the Board and interpretation of what constitutes a meeting.

Diversity Committee Report ([link](#))

Co-Chair Andrea Jarmon presented the authority for the WSBA's work in the area of diversity, including GR 12.2. She presented the goals of the WSBA Diversity Plan and the committee's recent projects and initiatives, including work on the at-large BOG election; the recent MCLE rule change to required training in equity, inclusion, and mitigation of bias; creation of free continuing legal education seminars and articles for Bar News and NW Sidebar; and support for minority bar associations. Co-Chair Jarmon noted that the committee will be working on the 10-year membership study and to prepare an updated Diversity Plan. Discussion followed that the work of the Diversity Committee is a group effort; appreciation for the CLEs the committee is creating; and the sufficiency of the work being done to address DEI areas other than race.

ADJOURNMENT

There being no further business, Pres. Sciuchetti adjourned the meeting at 11:45 AM on Saturday, July 17, 2021.

Respectfully submitted,



Terra Nevitt

WSBA Executive Director & Secretary