WASHINGTON STATE BAR ASSOCIATION

BOARD OF GOVERNORS MEETING

Minutes
Held Virtually
May 20-21, 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 Thursday, May 20, 2021 at 9:10 AM. Governors in attendance were:

Hunter Abell
Sunitha Anjilvel
Lauren Boyd
Treas. Daniel D. Clark
Matthew Dresden
Carla Higginson
Russell Knight
Tom McBride
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, Executive Director Terra Nevitt, General Counsel Julie Shankland, Chief Disciplinary Counsel Doug Ende, Director of Advancement Kevin Plachy, Chief Equity & Justice Officer Diana Singleton, Chief Financial Officer Jorge Perez, Chief Regulatory Counsel Renata Garcia, Executive Administrator Shelly Bynum, Chief Communications & Outreach Officer Sara Niegowski, Director of Human Resources & Chief Culture Officer Glynnis Klinefelter Sio, Betsylew Miale-Gix (WSAJ), Nancy Hawkins (Family Law Section), James E. MacPherson (WDTL), and Michael Cherry, Chalia Stallings-Ala'ilima, and Kari Petrasek.

Executive Session Announcement (link)

Pres. Sciuchetti made welcoming remarks and announced the purpose and basis for moving into Executive Session pursuant to the WSBA Bylaws Article VII (B)(7)(a)(2) and (4) to receive any

confidential discipline information regarding the candidates for President-Elect and to discuss with legal counsel a request to authorize collective bargaining for WSBA staff. He noted that the Board would be in executive session until 10:00 AM. Pres. Sciuchetti announced an extension of executive session to 10:30 AM. Treas. Clark was not present for the portion of the executive session relating the receipt of any confidential discipline information regarding the candidates for President-Elect.

Report on Executive Session (link)

Pres. Sciuchetti noted the purpose of the executive session and provided background regarding a petition for the WSBA to authorize collective bargaining. He noted that the Board was not prepared to take action at this time, but would continue to gather information in order to make that decision. He noted that the topic would be on the agenda at the July meeting for continued discussion and potential action.

Review Interview and Election Procedures (link)

Pres. Sciuchetti reviewed the process for the President-Elect election under the WSBA Bylaws, noting that the Bylaws direct that candidates should not be present for each other's interviews and that the election will be by secret ballot. Discussion followed about whether the Bylaws should be amended to promote transparency in voting and discussion. Gov. Higginson moved that the Board invite the candidates to be present for the discussion. Gov. Abell seconded. Discussion followed regarding the distinction between being present for each other's interviews vs. the Board's deliberations; concern about adopting procedures outside of the Bylaws on the floor of meetings; and clarification that the motion was limited to the Board's deliberation and not to candidate interviews. The Board heard public comment from James MacPherson who noted the history of the voting procedures and in support of having candidates present for the discussion, but not for the interviews. The motion passed 8-1 with Govs. Stephens and Clark abstaining. Gov. McBride was not present for the vote.

Pres. Sciuchetti requested that the candidates not be present for the discussion pursuant to the WSBA Bylaws.

Interviews and Selection of 2020-2021 WSBA President-Elect (link, link)

Allen D. Brecke. Mr. Brecke delivered his opening statement. Executive Director Nevitt asked and Mr. Brecke responded to the three preset questions. Board members asked and Mr. Brecke answered additional questions. Pres. Sciuchetti allowed an additional five minutes for questions and answers noting that each candidate would receive 15 minutes for questions and answers as well.

Daniel D. Clark. Treas. Clark's opening statement and his responses to the preset questions were delivered by video. Treas. Clark answered additional questions from the Board. Due to the delay caused by typing, Treas. Clark received additional time to receive and respond to questions.

C. Olivia Irwin. Ms. Irwin delivered her opening statement. Executive Director Nevitt asked and Ms. Irwin responded to the three preset questions. Board members asked and Ms. Irwin answered additional questions from the Board.

The candidates were invited back into the room for the discussion. Gov. Higginson requested that public comment not be taken during the Board's discussion. Discussion followed, including a desire to hear from members and support for Gov. Clark's candidacy. The Board heard public comment from James E. Macpherson in support of Gov. Clark's candidacy. Pres. Sciuchetti and Executive Director Nevitt provided direction on the election, noting that Executive Director Nevitt, Pres. Elect Tollefson, and Pres. Sciuchetti would tally the results. The Board voted via electronic secret ballot. Pres. Scuichetti announced that Gov. Clark was the winner of the election.

Practice of Law Board (link)

Chair Michael Cherry provided an overview of the Practice of Law Board's (POLB) scope of work and reported on its current activities. He discussed new avenues for legal services, including online legal services and presented the risks of doing nothing. He reported that the POLB will be proposing the creation of a legal regulatory sandbox to support innovative legal services, while closing the justice gap and ensuring consumer protection. He noted that the intent is for the sandbox to be funded through fees from sandbox participants and grants and not by legal practitioners. He presented the risk benefit model that will be used and the process for entering into and existing out of the sandbox. He noted that the next step is to present a first draft of the proposal to the Washington Supreme Court on July 1, noting that it will be an iterative process and that the POLB will continue to seek the input from the Board of Governors and other interested parties.

Discussion followed, including the need for accountability for those in large companies making decisions that could harm the public; the nature of the monitoring anticipated; potential accountability mechanisms for non-members; concern about endorsing online legal services; how the sandbox model might serve to improve the quality of services; questions about how the bar can seek to regulate private industry and clarification that the regulation would only apply to the law-side of the business and would be pursuant to court order; a request for the slides to be provided to the governors and the public; clarification that the Board is not being asked to take any action at this point; that the preferred approach is to continue regulating individuals and for the legal profession to adapt to innovative ways of delivering legal services; regulation of entities

without a presence in the United States; the appropriate entity to monitor sandbox participants and the need for sufficient resources to monitor the technology being used; support for the POLB's intent, noting that criminal enforcement of the unauthorized practice of law has never been a useful tool; and the limitations of looking at other jurisdictions given the deep diversity among bar associations.

Consent Calendar (link)

Gov. Dresden moved for approval of the consent calendar. Motion passed unanimously.

President's Report (link)

Pres. Sciuchetti commented on the challenges and benefits of hybrid meetings, noting that the next meeting in July was originally planned for Portland but will likely be moved to Vancouver to facilitate a better connection to the local bar associations. He noted that the July meeting will include our annual retreat, which is being planned by Pres. Elect Tollefson. He commented on his work with the Legal Foundation of Washington to support federal funding for legal aid.

Executive Director's Report (link)

Executive Director Nevitt referenced her written report and highlighted several items, including recognition of the reelection of Gov. Sunitha Anjilvel to a second term on the Board; activities to recognize well-being in law week; activities to recognize volunteer recognition week; continued planning in response to the easing of public health restrictions; a new online platform for Bar News; and the upcoming Access to Justice Conference to beheld remotely in August.

Legislative Session Wrap-Up (link)

Chief Communications & Outreach Officer Niegowski provided the legislative wrap-up noting that the legislature met almost entirely remotely and was largely successful in accomplishing its work. In terms of WSBA's priorities, both pieces of WSBA-Request legislation were signed into law. Both were put forth by the Business Law Section. SB 5005 originated from the Corporate Act Revision Committee of the Business Law Section. The bill updated the Washington Business Corporation Act to enable corporations to deliver notices and other communications to shareholders and directors by email and other forms of electronic transmission without obtaining prior consent. SB 5034 originated from the Nonprofit Corporations Committee of the Business Law Section. The bill is a comprehensive update and modernization of the Washington Nonprofit Corporations Act, which has not received a significant overhaul since it was enacted in 1967. Among the many changes in the new act are more efficient processes for electronic transmission of notices and meetings, more comprehensive rules governing members and directors, and updates in record keeping and filing requirements. It also addresses charitable assets of nonprofit corporations and addresses the authority of the attorney general to investigate and intervene to protect charitable assets.

She noted that WSBA commented on several other pieces of legislation. The Board Legislative Committee (BLC) took action to support funding for Resolution Washington, the statewide association of dispute resolution centers. The BLC also took action, in collaboration with the Elder Law Section, to oppose the passage of HB 1197, an act relating to health care decisions made by a designated person. The BLC also voted to support the passage of SB 5339, but that bill did not pass out of policy committee.

Finally, WSBA monitored numerous proposals of interest to WSBA sections. She noted that WSBA referred 712 bills to sections, tracked 489 bills by request, and coordinated action on 11 bills.

Chief Niegowski also announced the return of Sanjay Walvekar as WSBA's Outreach & Legislative Affairs Manager.

Board of Bar Examiners Report (link)

Board of Bar Examiners Chair Bruce Turcott provided an overview of the functions of the Board, which includes grading the exams, and writing the Washington law component of the exam. He spoke to the lack of diversity of the Board and explained the recruiting and appointment process. He spoke positively about the Q&A session we recently did. He noted that the Board has been doing grading remotely and will need to decide whether to return in person. Vice-Chair Cathy presented on the bar exam grading process. Admissions Gus Quiniones presented on the innovation of using a secure online grading software to facilitate a more efficient and secure process. He also highlighted upcoming projects, which includes remote grading of the July exam in August and updating the Washington Law Component of the exam in January 2022. He spoke to the upcoming July exam, which will be conducted remotely. He noted that there are currently there are 762 lawyer applicants, 88 LPOs, and 41 LLLTs. Discussion and questions followed, including a clarification that the BOBE members and the graders are one in the same; the efforts being made to recruit members of color to serve on the Board; why WSBA adopted the UBE originally, one reason being the portability of the score; the anonymity of grading; and the amount of Washington law tested on the exam and the specifics of how the Washington Law Component is administered.

Member & Public Comments (link)

There was no public comment.

Reports of Standing or Ongoing Board of Governors Committees (link)

Executive Committee. Pres. Sciuchetti reported that at its last meeting the committee met with the Character & Fitness Board, LLLT Board, and Limited Practice Board and discussed the process

for electing the president-elect. He noted the committee may want to take up revising the election process for the future.

APEX Awards Committee. Gov. Knight noted that the Board adopted the nominations of the APEX Committee on the consent agenda. He noted the names will remain confidential until honorees have been notified.

Personnel Committee. No report.

Legislative Committee. No report.

Nominations Review Committee. Pres. Elect Tollefson noted that the committee meets almost monthly to address any pending nominations but that the bulk of the work will occur at its June meeting when they will consider the nominations for all WSBA entities.

Diversity Committee. Gov. Anjilvel reported that WSBA will be sponsoring the Joint Minority Mentorship Program, that the committee is working on a recurring diversity column for the Bar News, and that the committee is working to develop a pipeline program to foster diversity in the profession.

Long-Range Strategic Planning Council. Pres. Sciuchetti noted that the Board adopted the draft strategic goals and the council's charter at the April meeting. He noted that the council is moving forward to identify specific issues to accomplish in the short-term, and in the next five to 10 years.

Member Engagement Workgroup. Gov. Peterson reported that WSBA has engaged with a company to conduct a member survey.

Budget & Audit Committee. Treas. Clark referred to his written materials.

Equity & Disparity Workgroup. Gov. Stephens reported that the next meeting will be June 3. He noted the workgroup will be proposing possible revisions to the interpretation of GR 12.2 and has met with General Counsel. The workgroup is also looking at experiences of people of color in the justice system. He noted his concern with the lack of demographic data in terms of making progress on having more representative entities.

Supreme Court Bar Licensure Task Force. Gov. Williams-Ruth reported on the April meeting of the task force where the creation of subcommittees was discussed. He noted that the task force has

not get gotten into substantive discussions and that he is listening to the perspectives of governors and the public and that he will be taking those perspectives to the task force.

<u>Update RE Proposed Rules for Discipline & Incapacity (link)</u>

Gov. Purtzer presented the proposed language to send out to members about the proposed amendments. He noted that the recommendation of the ad hoc committee is to encourage comment by members rather than for the Board to take a position, at least initially. Discussion followed including note that the Criminal Law Section has submitted a letter in opposition to the proposed rules and they are encouraging the Board to support their viewpoint; that efficiency, effectiveness, and public protection are important and may not always reflect the desires of the membership, particularly when it comes to discipline; and the importance of gathering input before taking a position.

Update on the Future of Work at WSBA (link)

Executive Director Nevitt provided an update on the transition to a new normal at WSBA. Watch tape, including the results of employee pulse surveys that demonstrate strong continued interest in working remotely; the benefits of a more remote work force; the potential costs of transitions; and a potential subleasing opportunity. Discussion followed regarding the amount of space available for sublet; what the space will look like and how it will support remote workers to be in the office as needed; what reopening WSBA will look like with regard to traffic into the office; reconfiguration of the 6th floor in order to better control access to address health and safety concerns; that WSBA is not requiring vaccinations but will continue to require masking for as long as is prudent; and software that can be used to support hoteling.

Governor Liaison Reports (link)

Gov. Boyd reported a request from the Criminal Law Section to consider moving WSBA's office to a less expensive location in central Washington.

Council on Public Defense Matters (link)

Chair Stearns provided an overview of the Ayers case as background of the CPD proposed rule changes. In that case, an individual was appointed counsel to represent over 100 people, despite not admitted to practice law in the State of Washington. He noted that the proposed changes are intended to avoid a repeat of that malfeasance by ensuring the independence of public defense. He provided an overview of the changes, including revisions to Standard 18 relating to defense contracts; a proposed new Standard 19 to set forth the process for appointing counsel and overseeing public defense; and amendments to the three appointment rules CrRLJ 3.1(d)(4), CrR 3.1, and JuCR 9.2(d).

Chair Stearns detailed the 18 month process the Council on Public Defense engaged in to develop these proposals, including extensive stakeholder input. Discussion followed, including the impact and potential burden of these changes on various jurisdictions, especially small counties and cities. Gov. Purtzer moved the proposal as set forth in the materials. Discussion continued, including whether these changes, which are largely advisory will have the desired impact; outreach to judges; the potential cost of implementing these proposals and the necessity of them; and the potential economic benefit of provided good quality representation; why the proposals shouldn't be requirements; and the nature of the feedback received and the responses thereto, which was largely supportive, though not unanimous. Motion passed unanimously with Govs. Clark and Stephens abstaining. Govs. Higginson and Knight were not present for the vote.

Prof. Boruchowitz presented the Emergency Guidance Caused by Pandemic Driven Increased Public Defense Workloads for approval. He presented the scope of the challenge and its impact. He noted that the statement will help public defenders in working with local governments, which can support with allocation of federal funding and by expanding diversions programs. Discussion followed regarding the allocation of federal funds and whether public defense should be a priority for those funds. Gov. Stephens moved for approval. The Board heard public comment from Nancy Hawkins encouraging the Board to seek funds for the Courts in general, which have many funding needs. Discussion followed, including a concern about reducing bail across the board. Motion passed 9-1 with Gov. Higginson abstaining. Gov. Knight was not present for the vote.

Discussion RE At-Large Young Lawyer Governor Election (link, link)

Volunteer Engagement Advisor Paris Eriksen presented an overview of the recruitment process. General Counsel presented the issue before the Board given that there was only one candidate for the at-large seat. Past Pres. Majumdar spoke to the intent of the Bylaw, which was to prevent the Young Lawyers Committee undue influence in the process. Discussion followed regarding the other criteria of being an active member that qualifies as a "Young Lawyer"; support for declaring the only candidate as the winner, which is how a congressional seat would be treated; and clarification of the action(s) being requested.

Chair Neuharth presented the Young Lawyer Committee's recruitment and vetting process, which included personal outreach and an interview of Mr. Couch. He noted that the Young Lawyer Committee is not taking a position on what approach the Board should take to avoid the appearance of favoritism. Discussion continued, including how the outreach for this seat compared to the outreach conducted for the Diversity At-Large Seat and the number of members that could qualify for the position. Gov. Higginson moved that we extend the deadline to seek additional candidates. Discussion followed, including opposition to the motion; whether additional outreach would be useful; reasons that eligible members may not be seeking the

position; that the Board's role should be to set policy rather than second-guessing the actions taken; a desire to treat Mr. Couch, who did apply on time equitably; a desire to promote competition for Board positions; lack of support for the Board selecting candidates for the ballot rather than the Young-Lawyers Committee; disappointment in having a single applicant; that single applicants also occur for congressional seats and officer elections; that Jordan Couch is a highly qualified candidate; that the Bylaws don't set a specific deadline as is the case with other elections; that the committee is supportive of having a competitive process if that is what is desired; that we haven't treated other positions in the same manner; the value of having more than one candidate; support for sticking with the process, especially given the nearly universal agreement that Mr. Couch is a strong candidate; that extending the deadline would promote inclusion; that all of the positions should be treated the same and that only; that the at-large seats are distinct because of the entities serving in a gatekeeper role; and a desire to understand the deficiencies in the in process. Gov. Stephens moved the question. Motion to call the question failed 6-5. Gov. Knight was not present for the vote.

Discussion continued, including that extending the deadline gives the appearance of the Board acting out of a lack of appreciation for the candidate; question about what will happen in the event that additional candidates cannot be recruited; and that the process was followed. The Board heard public comment from Bestylew Miale-Gix, speaking in her personal capacity, in opposition to the motion. The Board heard public comment from Chalia Stallings-Ala'ilima in opposition to the motion.

Discussion continued, including concern about taking an ad-hoc approach; whether extending the deadline is consistent with the bylaws vs adding a name; concern that extending the deadline is arbitrary and frustrates fairness by changing the rules midway; that there are no election policies; that extending the deadline makes sense given that we don't have any additional candidates in mind; that the motion is not intended to set a precedent; that the motion is not a critique on the candidate or process; and opposition to extending the deadline. Gov. Higginson's motion was restated to extend the deadline for submission of names for the at-large position to July 12 and to ask the Young Lawyers Committee to forward two additional names, if they can, to the Board. It was clarified that it would be up to the Young Lawyers Committee as to how to handle the process. Motion failed 8-2. Gov. Clark was not present for the vote.

Gov. Stephens moved to approve the recommendation and certify that Jordan Couch is the winner of the election. Motion passed 8-1 with Gov. Higginson abstaining. Gov. Clark was not present for the vote.

<u>Committee on Professional Ethics Recommendation to Withdraw Proposed Amendments to RPC 7.2 and 5.4 (link)</u>

Committee on Professional Ethics Chair Pam Anderson presented the request. She noted that WSBA's proposed amendments to RPC 7.2 and 5.4 to the Supreme Court that would've made it clear that a referral service could be entitled to a portion of a fee for referral. In the meantime, the Court adopted other changes that resulted in RPC 7.2 being reserved. The Committee is recommending that the Board withdraw its recommendations and remand the matter back to the Committee on Professional Ethics to determine if additional amendments are needed. Gov. Purtzer moved the proposal. Motion passed unanimously. Govs. Clark and Knight were not present for the vote.

Proposed Amendments to APR 9 (link)

Associate Director Bobby Henry introduced the proposed amendments to APR 9, which provide a limited license for legal interns. Professor Lisa Kelly presented the proposal of the law schools, which would allow clinical students in their 2L year to serve as licensed legal interns. She noted that the majority of states do allow students to be licensed interns before their 3L year, as do some tribal, federal, and administrative courts. The amendments will help law schools to answer the call to graduate students that are practice-ready. She summarized that 2Ls are more than capable of exceeding as legal interns, particularly under the close supervision of an experiential law program. She further noted that clinics support student-well-being and retention, especially for students of color; allow students to understand the depth of legal need promoting a commitment to public service; serve access to justice needs; and benefit courts by reducing pro se representation. Assoc. Dir. Henry presented the other amendments proposed by regulatory staff which will broaden who qualifies to graduates of LLM programs and the Rule 6 Law Clerk program; expand the options available in the event of misconduct by an intern; elimination of a provision denying access to the bar exam in the event of misconduct as only the Washington Supreme Court can make such a determination; and facilitate electronic processes. Discussion followed as the benefits of experiential education and curiosity about why the limited license was originally limited to 3Ls.

Gov. Williams-Ruth moved to adopt the proposed revisions. Discussion continued about the value of experiential education; changes in law school curriculum; clarity about which 2Ls can participate and a question as to whether clinical experience should be a prerequisite to becoming a Rule 9; the level of support and supervision provided in clinical education; that the supervising attorney is personally responsible for actions of the intern; clarification that the expansion only applies to those in a clinical program and not to students interning with attorneys in private or government practice; whether it is sufficiently clear that it is limited to those enrolled in clinical programs; whether encouraging students to veer into social justice is appropriate before law students have learned the basics of practice; whether there are insufficient 3Ls for the clinics;

whether instead we should encourage 2Ls to intern in law offices; that the social justice aspect is not intended to be political, but to teach lawyering skills and the focus is on those who can't afford legal services because that's the required focus; the distinction between clinical experience and working with a practicing attorney; that there are an abundance of 2Ls and 3Ls that would like clinical experience; the specific provisions creating the exception for clinical students; clarification that, if approved, the WBSA would be co-sponsors with the three law schools.

Gov. Higginson moved to postpone to the July meeting. Discussion followed regarding the nature of the concern being raised; comments in opposition to the motion to postpone; and that the proponents anticipated that there may be feedback that may require additional work. Motion to postpone passed 7-2. Govs. Clark, Abell, and Knight were not present for the vote.

Professor Kelly shared her contact information and requested any additional feedback be sent. Gov. Williams-Ruth volunteered to share his suggested language. Gov. Stephens urged the presenters to engage in dialogue with Gov. Purtzer.

Report on the Board's Equity, Diversity, and Inclusion Activities, Including Discussion of April 19 <u>Training</u> (<u>link</u>)

Pres. Sciuchetti began the discussion by acknowledging the anniversary of the death of George Floyd, Derek noting the conviction of Chauvin for his ChrisTiana ObeySumner summarized the most recent training of the Board and invited general feedback and questions. Discussion followed about the impact of the training. ChrisTiana moved to their specific questions, including what topic(s) the Board would like to see incorporated into the training and an invitation to share a concept or a term from the training, conversations, or in your own education you are grappling with. Suggested topics included pronouns and gendered language; having meaningful dialogue with such a broad group; the role of WSBA in this work; reconciling individual roles with institutional roles; and the history of exclusion in the context of structural racism. Discussion continued about the lack of participation in the discussion; that the public nature of the discussion puts a damper on the discussion; appreciation for the organizational investment in the training; a call to action to practice being uncomfortable in responding to these questions; a desire to explore whether or not we believe in systemic racism and hidden truths; working on speaking up and the importance of interrupting and like practice with that; how to engage in effective outreach with communities of color and other underserved appreciation for the training; and lack of action, despite groups; Mx. ObeySumner presented and explained their praxis for equitable growth.

Budget and Audit Committee Items (link)

Selection of WSBA Financial Auditor. CFO Perez noted that the policies and procedures require an RFP for audit services every 6 years. He reported that WSBA has solicited eight and received four proposals. He presented the Budget and Audit Committee's recommendation to renew our engagement with Clark Nuber noting the competitive bid, the lack of need for transition, and our satisfaction in working with them. Gov. Stephens moved for approval. Discussion followed about the potential downsides of continuing with the same firm and support for the proposal noting Clark Nuber's experience with governmental and dues-paying organizations. Motion passed unanimously. Govs. Abell, Clark, Higginson, and Knight were not present for the vote.

Proposal to Increase the Facilities Reserve. CFO Treasurer presented the Budget & Audit Committee's proposal to move \$500K from unrestricted funds to the Facilities Fund in preparation for the termination of our lease in 2026. He noted that it can be moved back if needed. Gov. Peterson moved for approval. Discussion followed regarding the nature of the projections; the reason for adding to the reserve; and the history of building up the fund. Motion passed unanimously. Govs. Abell, Clark, Higginson, and Knight were not present for the vote.

Governor Roundtable (link)

Gov. Williams-Ruth commented on the murder of George Floyd and the Supreme Court's letter of June 4, noting that the letter was the end of the discussion about whether our system of justice has problems of race and that we must do something about it. He proposed that we adopt a policy that restricts travel to jurisdictions that have passed voter registration laws. He introduced a second proposal to deal with conflicts of interest for members of the Board of Governors. He expressed concern about the action taken yesterday to diverge from the Bylaws without notice to the members and about what will happen if some governors chose to engage entirely remotely. Gov. Anjilvel noted that the Diversity & Inclusion Plan is set to be reviewed next year, which will be the 10 year anniversary.

ADJOURNMENT

There being no further business, Pres. Sciuchetti adjourned the meeting at 3:59 PM on Friday, May 21, 2021.

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WSBA Executive Director & Secretary

Respectfully submitted,