

MINUTES

Public Session Washington State Bar Association BOARD OF GOVERNORS

**Seattle, WA
November 18, 2016**

The Public Session of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Robin Haynes on Friday, November 18, 2016, at 2:50 p.m., at the WSBA Conference Center, Seattle, Washington. Governors in attendance were:

Keith M. Black
Dan W. Bridges
Mario M. Cava
Ann Danieli
Sean M. Davis
James K. Doane
Angela M. Hayes
Andrea S. Jarmon
Jill A. Karmy
Rajeev D. Majumdar
Christina A. Meserve
Athan P. Papailiou
William D. Pickett
G. Kim Risenmay

Also in attendance were President-elect Brad Furlong, Immediate Past-President Bill Hyslop, Executive Director Paula Littlewood, General Counsel/Chief Regulatory Counsel Jean McElroy, Chief Disciplinary Counsel Doug Ende, Director of Human Resources Frances Dujon-Reynolds, Chief Communications Officer Debra Carnes, Chief Operations Officer Ann Holmes, Director of Advancement/Chief Development Officer Terra Nevitt, and Executive Assistant Margaret Shane.

WELCOME AND INTRODUCTIONS

Officers, Governors, staff, liaisons, and guests introduced themselves. President Haynes welcomed the Board and everyone in attendance to the WSBA Conference Center, Seattle, Washington.

CONSENT CALENDAR

- a. July 22-23, 2016, Public Session Minutes
- b. August 23, 2016, Special Meeting Public Session Minutes
- c. 2017 Keller Deduction Schedule
- d. WSBA Committee on Mission Performance and Review (CMPR) Report
- e. Recommendations re WSBA APEX Awards
- f. WSBA Reserve Policy
- g. Construction Law Section Design Professional Model Residential Contracts
- h. Proposed Amendments to Civil Rights Law Section Bylaws
- i. Appoint Member to Continuing Legal Education (CLE) Committee
- j. Appoint Co-Chair to Pro Bono and Public Service Committee

2017 WSBA LEGISLATIVE COMMITTEE RECOMMENDATIONS – Kyle Sciuchetti, Chair (by phone), and Alison Phelan, Legislative Affairs Manager

Chair Sciuchetti described the makeup and work of the WSBA Legislative Committee and noted that the Committee voted unanimously to recommend that the BOG sponsor the two proposed bills. Legislative Affairs Manager Phelan noted that many stakeholders were canvassed for both of the proposed bills and no concerns were expressed. Michael Carrico, from the Real Property, Probate and Trust Section, explained the background and current need for the proposed bill request regarding Distribution of a Washington Trust's Assets to Another Trust. Eric DeJong, Co-Chair of the Business Law Section Corporate Act Revisions Committee, explained the background and details of the proposed bill request regarding the Business Corporation Act.

Governor Jarmon moved to bifurcate the two proposed bills for voting purposes. Motion passed unanimously. Governor Hayes moved to sponsor the bill request regarding Distribution of a Washington Trust's Assets to Another Trust as contained in the meeting materials. Motion passed unanimously. Governor Karmy moved to sponsor the proposed Business Corporation Act. Motion passed 13-0-1. Governor Jarmon abstained.

2017 WSBA LEGISLATIVE PRIORITIES – Governor Mario Cava, Chair, and Alison Phelan, Legislative Affairs Manager

BOG Legislative Committee Chair Cava explained that the proposed 2017 WSBA Legislative Priorities are based on the WSBA's Guiding Principles and are similar to past legislative priorities. One addition to the priorities this year was to highlight the Bar's commitment to state general fund support for increasing access to the justice system. Governor Danieli moved

to approve the 2017 WSBA Legislative Priorities as contained in the meeting materials. Motion passed unanimously.

BOG LEGISLATIVE COMMITTEE RECOMMENDATION RE WSBA RESOLUTION FOR CIVIL JUSTICE REINVESTMENT PLAN – Governor Mario Cava, Chair, and Alison Phelan, WSBA Legislative Affairs Manager

BOG Legislative Committee Chair Cava explained the Reinvestment Plan submitted from the Office of Civil Legal Aid (OCLA) and the reason for the proposed WSBA resolution supporting funding for the Reinvestment Plan through state general fund dollars and not a tax on legal services. Discussion ensued regarding the funding mechanism for the Reinvestment Plan, and the budget process as well as timing issues in the Legislature. Governor Cava moved to approve the proposed WSBA Resolution as contained in the meeting materials. Motion passed unanimously.

PROPOSED WSBA RELIGIOUS AND SPIRITUAL PRACTICES POLICY UPDATE – Jean McElroy, General Counsel/Chief Regulatory Counsel

General Counsel McElroy reported that she had reached out to members of the Indian Law Section who had expressed interest in having input in the development of this policy, but had not had a response, likely due to the fiscal year changeover and ensuing lack of time to respond prior to the November BOG meeting. She noted that it is hoped this item will be brought back at a later date. It was suggested that additional individuals from the Civil Rights Law Section and the Loren Miller Bar Association be included in discussions regarding formulation of this policy.

GENERATIVE DISCUSSION: GREYING OF THE BAR

It was the consensus of the Board that this discussion be moved to the January 26-27, 2017, Board meeting.

SUGGESTED AMENDMENTS TO WSBA BYLAWS ARTICLE XI – Governor James Doane; Terra Nevitt, Director of Advancement/Chief Development Officer; and Paris Eriksen, Sections Program Manager

Governor Doane, Director Nevitt, and Manager Eriksen explained the background of the suggested amendments to WSBA Bylaws Article XI; noted that the proposed amendments are the product of the Work Group, which had reached the end of its charter, and comments

received from various stakeholders; reviewed the amendments being proposed at this meeting; and highlighted feedback received from WSBA Sections. Discussion ensued regarding the proposed amendments to Article XI and concerns of various WSBA Sections.

Governor Doane moved to approve Article XI of the WSBA Bylaws as contained in the meeting materials, including a suggested amendment to change the term of at-large members of the section executive committee from three-year terms, to one-, two-, or three-year terms in (F)(3). Governor Risenmay moved to amend the motion and change “three-year terms” to “up to three years, as set by the section bylaws.” Motion to amend passed 13-1-0. Discussion ensued regarding a potential conflict between (F)(1) and (F)(3); General Counsel McElroy stated that there does not appear to be a conflict between these two sections.

Governor Davis moved to call the question. Motion failed 5-9. Governor Jarmon moved to table this item until the January 26-27, 2017, Board meeting. Discussion ensued regarding whether additional information was needed in order to make a decision at the January Board meeting. None was requested. General Counsel McElroy noted that the current amended WSBA Bylaws would go into effect on January 1, 2017, and that the existing provisions regarding active members of WSBA as voting members of Sections and as members of Section Executive Committees would continue to apply at that time. Motion passed on majority voice vote.

ADJOURNMENT

There being no further business, the Public Session portion of the meeting was adjourned at 5:25 p.m. on Friday, November 18, 2016.

Respectfully submitted,

Paula C. Littlewood

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WSBA Executive Director & Secretary