

DRAFT – SUBJECT TO APPROVAL

MINUTES

**Public Session
Washington State Bar Association
BOARD OF GOVERNORS**

**Spokane, WA
January 26-27, 2017**

The Public Session of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Robin Haynes on Thursday, January 26, 2017, at 1:15 p.m., recessed at 4:20 p.m., and reconvened on Friday, January 27, 2017, at 9:50 a.m., at the Gonzaga University Hemmingson Center, Spokane, 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 (Thursday only), 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 Operations Officer Ann Holmes, Director of Advancement/Chief Development Officer Terra Nevitt, and Executive Assistant Margaret Shane.

Dean Jane Korn welcomed the Board and everyone in attendance to the Gonzaga University Hemmingson Center and shared some of the outstanding accomplishments of the University.

The following items were discussed on Thursday, January 26, 2017.

REPORT ON EXECUTIVE SESSION

President Haynes reported that the Board received the President's and the Executive Director's updates, the Discipline Report, and the Litigation Report, and acted on gift recommendations from the Lawyers' Fund for Client Protection.

CONSENT CALENDAR

- a. November 18, 2016, Public Session Minutes
- b. Civil Litigation Rules Task Force Roster
- c. Suggested Amendments to Lesbian Gay Bisexual Transgender (LGBT) Law Section Bylaws

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

Governor Doane referred the Board to the information contained in the meeting materials and reminded the Board that it had previously received a great deal of member input on this item, as well as recommendations from the workgroup, and that this item is on the agenda for fourth reading. He stated that the suggested amendments to Article XI provide minimum governance standards for all Sections. Governor Risenmay moved to approve the suggested amendments to WSBA Bylaws Article XI as amended on November 18, 2016, and contained in the meeting materials. Discussion ensued regarding difficulties for some of the Sections to comply with the election timeline in the amended Bylaws and difficulties for some Section members to use the proposed electronic voting system.

Governor Majumdar moved to amend the motion by including "unless otherwise permitted by Section Bylaws" after the title of Article XI(G)(1), Article XI(G)(2), and Article XI(G)(3). Governor Majumdar's motion to amend failed 3-11. Governor Meserve moved to amend Article XI(G)(3) from "...held between March and May each year" to "...held between March and July each year." Discussion ensued regarding the significant workgroup discussion on this point, the

effect of changing the timeline on the Budget and Audit Committee process, and best practices around onboarding incoming leadership. Governor Meserve's motion to amend failed 6-8. Governor Papailiou called the question, which failed 9-5 for lack of a two-thirds majority vote. Governor Pickett moved to amend Article XI(G)(3) from "...held between March and May each year" to "...held between March and July 1 each year." Governor Pickett's motion failed 5-9. Governor Risenmay's original motion to approve the suggested amendments to WSBA Bylaws Article XI as contained in the meeting materials passed on majority voice vote.

PROPOSED SECOND PRACTICE AREA FOR LIMITED LICENSE LEGAL TECHNICIAN (LLLT) LICENSURE – Steve Crossland, LLLT Board Chair, and Ellen Reed, LLLT Program Lead

LLLT Board Chair Crossland gave a broad overview of the current statistics related to the LLLT program, explained the LLLT educational process, and described the makeup of the required license exams. He reported that the LLLT Board has communicated with the Washington Supreme Court and understands that the Court wants the LLLT Board to be looking at new practice areas in order to have a series of practice areas under development and in the pipeline. He noted that currently some of the most significant practice areas which have been discussed as possibilities for LLLT practice are elder law, immigration, and landlord/tenant.

He advised that the next practice area under development will be named Estate and Healthcare Law. He referred the BOG to the information contained in the meeting materials and advised that the LLLT Board will be presenting this new LLLT practice area to the Washington Supreme Court at its en banc session on March 8, 2017, and asking for the Court's approval to move forward with development of this practice area. Discussion ensued regarding outreach to Sections for their input, LLLT appearances in court, handing off to lawyers once the LLLT reaches the limit of what they are licensed to perform, conflicts of interest handled the same as for lawyers, and the LLLT requirement for mandatory malpractice insurance. LLLT Board Chair Crossland emphasized that the LLLT Board seeks and wants input from a wide variety of sources because it wants the program to be the best possible so that the practitioners can serve and protect the public to the best of their ability.

President Haynes explained that this item was on the agenda for discussion only. The Washington Supreme Court will make the decision on the practice areas, but looks to the BOG for feedback and endorsement, if the BOG so desires.

UPDATE FROM THE PRACTICE OF LAW BOARD (POLB) AND SUGGESTED REVISIONS TO GR 25 – Paul Bastine, POLB Chair

POLB Chair Bastine gave an overview of the history and focus of the POLB and advised that the draft report of the work done by the reconstituted POLB over the last year, which was contained in the meeting materials, will be submitted to the Washington Supreme Court. He reviewed the charge of the Court to the reconstituted POLB and referred to the suggested amendments to GR 25 contained in the report.

DISCUSSION RE VOTE ON LICENSE FEE PETITION

Executive Director Littlewood explained the process for setting license fees, background of the current license fee petition, signature verification process, and Washington Supreme Court's Order determining the reasonableness of the 2018-2020 active license fees. She advised that President Haynes and she were invited by the Supreme Court to attend its administrative en banc, where it sits in its administrative capacity of overseeing its various entities, including the WSBA. She explained that this item is currently before the Board because the Washington Supreme Court's Order does not speak to the WSBA's Bylaws or whether a vote on the petition is required, therefore, the Board needs to decide whether it wants to move forward with the vote on the petition.

General Counsel McElroy referred the Board to the relevant WSBA Bylaw provision contained in the meeting materials and advised that questions for the Board to consider include whether the petition now qualifies in light of GR 12.1 and, if it does, would it be a futile act to hold a vote on the petition in light of the Washington Supreme Court's determination regarding reasonableness. She reminded the Board that GR 12.1 and the WSBA Bylaws state that the Washington Supreme Court makes a determination regarding reasonableness of license fees.

Governor Karmy moved as follows: that the petition for referendum on the 2018-2020 license fees does not meet the requirements of GR 12 because the Court issued an Order finding the fees set by the Board to be reasonable and the petition fee unreasonable. Further, any vote would be fiscally unsound and futile given the Court's Order and that the outcome potentially could be in violation of a Supreme Court Order. As such, no referendum vote will be held. Discussion ensued regarding the \$10,000 financial impact of holding a vote (which would not include staff time), the petition's demographic data, and additional outreach and information to the membership to explain why the license fees are fiscally responsible and what the members receive as a result. Governor Papailiou moved to call the question, which passed 11-3. Governor Karmy's motion to not hold the referendum vote passed 13-1.

The following items were discussed on Friday, January 27, 2017.

GENERATIVE DISCUSSION: CHANGING DEMOGRAPHICS OF THE BAR – Governor Jill Karmy; Paula Littlewood, Executive Director; Frances Dujon-Reynolds, Director of Human Resources; and Terra Nevitt, Director of Advancement/Chief Development Officer

Executive Director Littlewood gave an overview regarding the changing of the profession. Discussion ensued regarding what the changing demographics of the bar means to the future of the profession, what impact it has on lawyer members and the public they serve, and whether the Bar is adequately prepared for this issue. Suggestions were made regarding encouraging more lawyers to focus in specific areas, older lawyers to mentor newer lawyers, services for lawyers who are suffering from mental impairments related to aging and services for third parties who are recognizing these impairments in lawyers they work with or know and who need help determining how to intervene, pro bono as well as low bono services, and taking advantage of the Bar's Law Office Management Assistant Program (LOMAP). Executive Director Littlewood noted that there is a huge knowledge and leadership drain coming to the profession, so it will be important to find out how members currently want to give back so the Bar can be instrumental in maintaining the knowledge base and helping to provide flexibility to members in retirement who would like to serve.

Suggestions from guests included lowering the fee and dropping the CLE requirement for 50-year lawyers, emphasizing pro bono work, updating the membership study, instituting a year-long payment plan for older lawyers' license fees, and clearer and simpler instructions for moving from one license level to another in the Bar.

RESOLUTION: A DAY OF REMEMBRANCE – Governor James Doane

Governor Doane read the proposed Resolution contained in the meeting materials, then moved to adopt the same. Motion passed unanimously.

ADJOURNMENT

There being no further business, the Public Session portion of the meeting was adjourned at 11:25 a.m. on Friday, January 27, 2017.

Respectfully submitted,

Paula C. Littlewood

Paula C. Littlewood
WSBA Executive Director & Secretary