

BOG Governance Discussion-January 2015

The follow up discussion to the November BOG meeting discussion on the Governance Task Force report, Section VI, "**ORGANIZATION AND SELECTION OF THE BOARD OF GOVERNORS: ISSUES AND RECOMMENDATIONS**" will take place at the January BOG meeting.

Following the November meeting the Governance Work Group met and reviewed the BOG discussion at the November meeting. We attempted to recap what seemed to be agreed to by BOG members in November and prepared the framework for the January meeting on items requiring further discussion and decision making, as well as for discussion on Task force Recommendations that were not discussed at all in November. The January discussion will lead to BOG decisions that will complete the BOG response to Section VI of the Task Force Report.

The following document will frame the discussion at the January BOG meeting. The BOG will be asked to make decisions as necessary. This document is not a final response in any way. The draft final response will be formulated at the Work Group meeting following the January BOG meeting and presented to the BOG at its next meeting.

TASK FORCE RECOMMENDATIONS

VI. ORGANIZATION AND SELECTION OF THE BOARD OF GOVERNORS: ISSUES AND RECOMMENDATIONS

A. Issues previously addressed and perhaps partially answered:

1. Board Member Selection

Task Force Recommendation: Increase Governor terms to four years and permit former Governors to serve a second term at a later date.

Initial BOG Response: Discussion at the November meeting on a four year term for BOG members highlighted concerns of some BOG members on the difficulty of the additional time commitment for some lawyers, particularly those from small firms or government lawyers. Would this discourage some lawyers from seeking a position on the BOG? Would allowing lawyers to serve more than one term appear to promote elitism, or an appearance of elitism? On the other hand it was asked whether or not allowing a longer term and the possibility of more than one term would increase

institutional knowledge and member experience thereby creating a more competent board? However if a person served two terms that were not consecutive would that help continuity?

In response to the Task Force Recommendation, does the BOG wish

- a. to keep in place the current term limits?
- b. to keep the current term limit in place but impose a mandatory attendance requirement and training period for six months after election or being chosen before the term begins? Or
- c. to follow the Task Force Recommendation? Or
- d. to modify the recommendation to allow for a three year term with the option of running again at a later time?

2. President Selection

Task Force Recommendation: The WSBA President should be selected from the Board of Governors and continue to serve as a voting member of the Board.

Proposed BOG Response: In choosing the president of the WSBA, the BOG feels it is vitally important to have candidates that offer experienced leadership, who are knowledgeable of the workings of the WSBA and the issues it is facing. It is also important to have people with fresh ideas and perspectives, from diverse backgrounds, who represent all geographic parts of the state and who are motivated to serve the organization. There have been several excellent presidents who did not previously serve on the BOG.

Limiting the pool of applicants to those currently serving on the BOG can fail to accomplish the above objectives and in fact would eliminate many excellent candidates who might otherwise be willing to serve. The BOG therefore

- a. disagrees with the Task Force recommendation; and
- b. would continue with the current method of presidential selection.

3. Non-attorney Membership and Selection

Recommendation: Two public, non-attorney members and one LPO / LLLT member should be added to the Board of Governors. These three members should be appointed by the Supreme Court.

Proposed BOG Response: The BOG agrees that adding two non-attorney members and one LPO/LLLT member is a good idea. Such a board makeup would be consistent with the current structure of other western bar associations, would highlight the BOG's obligation to protect the public interest and allow representation on the BOG from those groups who are regulated by the WSBA.

The question of how to choose these additional members arises:

- a. Should they be appointed by the Supreme Court?
- b. Should the BOG be involved in the process of screening potential members and making recommendations to the Court for appointment?
- c. Should LPOs and LLLTs have input into the selection of their representatives?

4. Composition of the Board

Task Force Recommendation: To accommodate the additional Governors, the number of elected positions should be reduced to nine. The three current "at-large" positions should be retained to ensure participation by a "young lawyer" and members that reflect historically under-represented groups. This would provide for a Board of 15 persons, one of which would be the President.

Proposed BOG Response: While the BOG agrees that it would be a good idea to add the above referenced members, it does not agree that reducing the current number or structure of representation on the BOG is prudent. Current geographic representation by congressional district as well as "at large" membership to ensure diversity on the BOG has proven beneficial. Investigation of methods to allow for the additional members while preserving existing positions should be done.

In choosing new BOG members for the existing positions, **what method of selection best serves the organization?**

- a. Should the current method of selection be followed?
- b. Should the method suggested by the Task Force be considered?
- c. Would the method used by the Young Lawyers be better?
- d. Is there another (even better) way to choose Governors?

B. Questions not yet addressed or insufficiently answered.

1. Recruitment for the Board

Recommendation: A Search Committee, appointed by the Board of Governors, should solicit qualified candidates for the Board.

- a. Would a search committee benefit the WSBA in helping to encourage qualified candidates to seek positions on the BOG?
- b. How would the BOG form such a committee?
- c. What would its task be?
- d. Who would serve on the committee and for how long?

2. BOG Search Committee?

Recommendation: Establish an Executive Committee to address routine and non-strategic matters on behalf of the Board of Governors.

The BOG recognizes the need for an Executive Committee to be able to address non-strategic, non-policy making matters that need timely attention in between BOG meetings. It is unusual for an organization the size of the WSBA not to have such a committee.

The questions that arise around such a committee are

- a. what precisely would its role and authority be?
- b. Who would serve on it?
- c. How would members be chosen?
- d. Would it include a member from each BOG class? The past president? The Personnel Committee Chair?

3. Board Workload

Recommendation: Establish a permanent process designed to reduce Governor workload.

The BOG is already making efforts in this area.

- a. What process to reduce Governor's workload is already in place?
- b. What has been done?
- c. What further work needs to be done?
- d. Should the number of scheduled BOG meetings be reduced?