

## TASK FORCE RECOMMENDATIONS/PROPOSED BOG RESPONSE

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

#### 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.

**BOG Response:** The BOG is mindful of the Task Force concerns about enhancing institutional knowledge on the BOG and the ability of new members to be better prepared for active and meaningful participation from the beginning of their term. However, the BOG is also concerned that adding a fourth year to the term of service would make it difficult for small firm lawyers, government lawyers and others to serve at all. The BOG therefore would have newly chosen members begin a non-voting period of training following their selection up to the date they are sworn into office. During this period, in addition to the normal training provided new members, they would attend BOG meetings and activities and receive the benefit of that involvement.

The BOG further agrees with the Task Force recommendation that a second term of service on the BOG be allowed for any BOG member who chooses to run a second time, but that the second term would not be served consecutively.

#### 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.

**BOG Response:** In choosing the president of the WSBA, the BOG feels it is vitally important to have candidates who offer experienced leadership and 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 disagrees with the Task Force recommendation and 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.

**BOG Response:** Recognizing the WSBA's responsibility to protect the public and further cognizant of best practices followed by other bar associations, the BOG agrees with the Task Force recommendation that three public members should be chosen for service on the BOG. They should be chosen from a group of nominees from the general public and limited license professionals. The potential members should be vetted and nominated by the existing Nomination Review Committee with input from the limited license professional sections. Nominees would then be submitted to the Supreme Court for appointment.

### 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.

**BOG Response:** While the BOG agrees that it would be a good idea to add the above referenced public members, it does not agree that changing or reducing the current structure of the board is prudent. Current geographic representation by congressional district as well as "at large" membership to ensure diversity on the BOG has proven beneficial. The current method of electing BOG members by congressional district and choosing at large members should continue. The BOG should work with the Supreme Court to investigate methods to allow for the additional members while preserving existing positions on the BOG.

## 5. Recruitment for the Board

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

**BOG Response:** The BOG agrees that a search committee would benefit the WSBA in helping to identify and recruit candidates to fill open positions. The governance of the WSBA is strengthened by having a diverse pool of interested candidates who bring energy and a variety of talents to potential service on the BOG. A committee should be appointed by the president and include the outgoing governors as well as other interested BOG and WSBA representatives. The search committee should identify skills that will fill needs on the BOG. However, any active WSBA member can submit their name for election to an open position regardless of whether they have been contacted by the search committee or not.

## 6. BOG Executive Committee

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

**BOG Response:** 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 committee should include the following members: the President, the President Elect, the Past President, the Treasurer, the Personnel Committee Chair and the Executive Director. Pursuant to appropriate Bylaws, the executive committee shall have authority to do the following:

- To meet as necessary to develop the BOG Meeting Agenda, which meetings shall be properly announced and open to all BOG members.
- To exercise limited powers of the Board between regularly scheduled meetings of the Board because it is generally impractical to convene a Board meeting to respond to a time sensitive decision or action. Provided, however, that the Executive Committee may not take any action to establish, change, or alter prior Board decisions or policies; may not take final action to amend bylaws; may not remove a board member from office; may not take any steps to hire or remove an Executive Director; and may not make any changes to the WSBA budget approved by the Board or alter the fiscal matrix.
- To serve as a sounding board for executive management on emerging issues, problems, and initiatives.
- To take such other actions that are not specifically prohibited above, are expedient and necessary, and are consistent with the prior policies and decisions of the Board.

## **7. Board Workload**

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

**BOG Response:** The BOG agrees that it should be an ongoing priority to explore ways to reduce the BOG work load and find ways to become more efficient in meeting its responsibilities. While remaining ever mindful of its primary responsibility to provide monitoring, oversight and direction to the work of the WSBA it must be open to new ways of doing business so as not to discourage anyone from service on the BOG. The BOG has already undertaken efforts in this regard. Changes have been made to both the content of the agenda and the manner in which the agenda is formulated. BOG training is focusing on the true role and responsibility of the BOG in meeting its governance responsibilities and in delegating appropriate responsibilities to WSBA staff and volunteers. Work will continue in finding ways to meet this priority.