

CHARTER

Board of Governors Governance Committee

Adopted: March 21, 2025.

The Board of Governors establishes a Governance Committee to oversee the Board's compliance with its operating framework, structure, and practices and to make recommendations to the Board to improve efficiency and functionality. The Governing Committee's authority derives solely from the authority of the Board and is limited to the authority granted by the Board of Governors. The composition of the Governance Committee is set forth below.

Governance Committee Roles and Responsibilities

The Board of Governors delegates the following responsibilities to the Governance Committee:

1. Receive notices of inconsistencies, gaps, or other issues with the WSBA Bylaws and Board-approved WSBA policies. The Governance Committee will review such notices, conduct any necessary research, and, if appropriate, recommend amendments to the WSBA Bylaws or policies to the Board of Governors.
2. Beginning in fiscal year 2025 and every three years thereafter, the Governance Committee will undertake a holistic review of the WSBA Bylaws to ensure the Bylaws serve the mission of the WSBA, the current needs of the Board, comport with the rules and policies of the Washington State Supreme Court, and any other applicable law.
3. Oversee a triennial review of all other Board policies and protocols to ensure consistency with the WSBA Bylaws, organizational needs, court rules, and any other applicable law.
4. Oversee a triennial review of the Board's committees and entities to ensure they are relevant, active, and aligned with the mission of WSBA.
5. Oversee the annual review of the Conflict of Interest policy, Board member disclosures of any such conflicts, and bring to the Board of Governors any action needed to resolve such conflicts.
6. The triennial reviews may occur concurrently or consecutively based on the workload as determined by the Governance Committee.

Composition of Governance Committee

1. The Governance Committee shall be composed of no fewer than five Board members including the Immediate Past President, the President-Elect, one member from each Governor class, and any additional members as may be appointed by the President. The President of the Board of Governors is an *ex officio* member of the Governance Committee.
2. Committee members shall be appointed in accordance with the WSBA Bylaws.
3. The WSBA General Counsel or their designee will act as WSBA staff liaison to the Governance Committee.

Action Taken by the Governance Committee

Actions of the Governance Committee will be made by majority vote.