

WASHINGTON STATE B A R A S S O C I A T I O N

Governance Committee

Meeting Minutes

August 13, 2025

The Zoom meeting was called to order at 3:33 p.m. by the staff liaison. The chair later joined the meeting in progress.

Present: Governors Kevin Fay (chair), Francis Adewale, Dan Clark, Parvin Price, and Matthew Dresden. Staff liaisons: Cate Schur, Darlene Neumann; **Interested parties:** Governor Kari Petrusek, Paris Eriksen, WSBA Volunteer Engagement Manager

The minutes of July 11, 2025, were approved.

Survey Language

The staff liaison reviewed edits to several survey questions incorporated from the last meeting. Members recommended additional edits and discussed the target audience and timeline for the survey. Following discussion, Governor Clark moved, seconded by Governor Adewale to adopt the survey. The vote was unanimous.

Political Activity Bylaw Amendments

The staff liaison reviewed edits to the draft bylaws policy discussed at the last meeting. Members discussed restrictions on the use of email and letterhead for political activity and the use of dedicated email accounts for BOG activities. Following discussion, members made additional edits to streamline the letterhead and communications language. Governor Fay moved, seconded by Governor Price to adopt the edits and approve the draft bylaw amendments. The vote was unanimous.

Conflicts of Interest Bylaw Amendment

The committee reviewed and added a minor edit ("improper conflicts") to the proposed new bylaw amendment. Governor Fay moved, seconded by Governor Adewale to approve the proposed bylaw as written. The vote was unanimous.

Conflict of Interest Policy

The staff liaison noted there were two versions of the revised draft policy. The committee reviewed version 2 which incorporated language from version 1. Discussion followed on the interested person definition, exceptions to accepting/soliciting gifts provision, and the resign to run provision. It was suggested additional work was needed on the draft policy before a vote could be taken. Members also suggested that both versions of the policy could be presented to the full BOG. The committee agreed to meet again next week on August 21, 2025, at 4:00 p.m to continue discussion prior to the deadline to submit proposals for the September BOG meeting.

The staff liaison will send out a Word version of the draft policy to members. Governor Dresden agreed to edit the changes discussed. The edited draft will be circulated to the committee before the next meeting.

Budget Retreat Proposal

Governor Adewale withdrew the topic.

Next Steps:

- ☐ Staff will collaborate with other WSBA staff to send out the Policy and Bylaws Survey to current and past Governors, entity, and section chairs.
- ☐ Staff will prepare final drafts of the political and conflict of interest bylaw amendments
- ☐ Governor Dresden will prepare a revised draft Word copy of the conflict-of-interest policy (version 2) for the committee to consider on August 21.

Adjournment:

The meeting adjourned at 4:58 p.m. The next meeting will be held August 21, 2025, at 4:00 p.m.