

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

Governance Committee

Meeting Minutes

August 21, 2025

The Zoom special meeting was called to order at 4:03 p.m. by the chair.

Present: Governors Kevin Fay (chair), Francis Adewale, Parvin Price; Staff liaisons: Cate Schur, Darlene Neumann. **Interested parties:** Governors Kari Petrusek, Nam Nguyen, WSBA President Sunitha Anjilvel.

Excused: Governor Dan Clark.

Discussion of Conflict of Interest Policy

The committee discussed the most recent version of the conflict of interest policy, including changes incorporated by Governor Dresden following the prior meeting.

1. Prohibiting the WSBA President, President-elect, and Executive Director from running for or holding partisan office. Para. 9. The committee discussed the basis for the policy, including it in the bylaws, applying the policy to all BOG members, and adding a definition for partisan. Additional discussion centered on the applicability of the policy and constitutional issues restricting political activity. Committee members reached a consensus that provision with discussed modifications should be relocated to the political activity section of the WSBA Bylaws, Art. IV.D.
2. Prohibiting giving legal advice to or representing a client in a proceeding adverse to WSBA or before a WSBA hearing officer. Para. 8. Discussion followed on the reasons for provision, noting that BOG involvement in the lawyer discipline system is already prohibited, and recommendations to further refine the policy to make prohibited activity clearer.
3. Accepting Gifts. Members discussed several suggested edits to the draft language in effort to craft a policy that would provide clear guidance to Board members. They reviewed rules for federal and state officials on gifts, including language from the Port of Seattle Ethics Code (2025), and proposed that the paragraph be revised modeled on guidance for acceptance of gifts in the Port of Seattle Ethics Code.

September BOG Meeting

In a discussion regarding the proposed bylaw amendments and BOG policy approved in prior meetings, it was the consensus of the committee to present them to the full BOG as single package of proposals rather than individually.

Next Steps:

Staff liaison will incorporate the revisions discussed during the meeting to the conflict of interest policy and WSBA Bylaws Art. IV.D.

Adjournment:

The meeting adjourned at 5:18 p.m. The next meeting will be held on September 10, 2025.