



WSBA

TO: Board of Governors

FROM: Anthony Gipe, Immediate Past President
Ann Holmes, Chief Operations Officer
Terra Nevitt, Director of Advancement and Chief Development Officer

DATE: July 13, 2016

RE: Sections Policy Workgroup Update: March – July 2016

Since our last update to the Board, the Sections Policy Workgroup (workgroup) was expanded to include five section leaders elected by their peers. The expanded team has met four times and is making good progress in discussing the priority areas identified following section feedback received in February: applicability of WSBA fiscal policies to sections; areas of governance standardization; alignment of the section membership year with the license fee (calendar) year; and WSBA open meeting parameters. The revised workgroup overview, and minutes of these meetings, are attached.

1. April 28: Orientation was provided for new workgroup members. Following discussion about successes and challenges in the WSBA and sections relationship, the workgroup made several revisions to its core principles.
2. June 6: The meeting focused on the applicability of WSBA expense policies to sections. Following discussion, the workgroup made near unanimous recommendations to the WSBA Budget & Audit Committee, which the Committee adopted as part of its recommended fiscal policy revisions that are before the Board for approval at this meeting.
3. June 20: The workgroup began to discuss the applicability of WSBA's open meeting policy to section activities, as well as areas for potential standardization of section governance to achieve efficiencies.
4. July 11: Continued discussions were held about WSBA's open meeting policy and areas of governance standardization. In addition, the workgroup began to discuss the potential alignment of the section membership year with the calendar year.

The workgroup will meet again on August 12. At that meeting, the workgroup will consider draft language for areas of section governance that might be standardized, and continue its discussions about the WSBA open meeting policy and alignment of the section membership year with the calendar year. We will also begin to discuss section reserves, and how sections can help each other, as requested by the section leader members of the workgroup.



WSBA Sections Policy Workgroup Overview

Updated June 2016

SCOPE OF WORK		WORKGROUP MEMBERS
<ul style="list-style-type: none"> Review current WSBA policies related to sections Obtain input from sections and other stakeholders Recommend proposed changes to Board of Governors Disseminate and publish proposed changes for public comment Incorporate feedback/present to Board of Governors for approval 		Anthony Gipe, Immediate Past-President (Chair) Robin Haynes, President-Elect Phil Brady, Third Year Governor Karen Denise Wilson, Treasurer Ann Danieli, Second Year Governor Keith Black, Second Year Governor James Doane, First Year Governor Sean Davis, First Year Governor Ruth Edlund, Section Leader Kim Hunter, Section Leader RoseMary Reed, Section Leader Alec Stephens, Section Leader Paul Swegle, Section Leader Terra Nevitt, Chief Development Officer and Director of Advancement Ann Holmes, Chief Operations Officer Jean McElroy, General Counsel Tiffany Lynch, Controller Paris Eriksen, Sections Program Manager
CORE PRINCIPLES <i>Revised April 28, 2016</i>		
<ul style="list-style-type: none"> We are a WSBA leadership team driven initiative to improve WSBA and its sections. It is critical that we all support the process in a positive way. All sections should offer core member benefits (educational, networking and leadership opportunities; and direct communication to members). Barriers to member participation should be reduced. Sections should have alignment with WSBA and its mission. Workgroup recommendations should improve policies and mitigate any potential harm. Greater administrative consistency among sections will enable us to streamline support and advance the WSBA mission more effectively. Collaboration among and between WSBA, sections and WSBA strategic partners should be promoted. The overall health and mission of the whole is greater than any individual section. Transparency and participation throughout the process is critical. 		
WORKGROUP MEETINGS		
Meeting	Date	Objectives
1	June 6	<ul style="list-style-type: none"> Workgroup Feedback to WSBA Budget and Audit Committee. Budget and Audit recommendation to BOG on first reading in July; Board action in September.
2	June 20	<ul style="list-style-type: none"> Open Meeting Requirements (ongoing) Some standardization (e.g. elections/governance). Workgroup feedback to WSBA Bylaws Workgroup.
3	July 11	<ul style="list-style-type: none"> Membership year alignment to licensing year (in conjunction with work of the WSBA Bylaws Workgroup). Some standardization (e.g. elections/governance). Workgroup feedback to WSBA Bylaws Workgroup. Section reserves
4	August 12	<ul style="list-style-type: none"> Section reserves
5	September 15	<ul style="list-style-type: none"> TBD

**Sections Policy Workgroup
Meeting Summary
April 28, 2016**

The Sections Policy Workgroup meeting began at 9:05 a.m. on Thursday April 28. The purpose of the meeting was to orient all Workgroup members about the WSBA, its 28 sections, and the scope of the Workgroup through September 2016. Joining me in the meeting were Workgroup members President-elect Haynes; Governors Brady, Wilson, Danieli, Black, Doane, and Davis; Section leaders Edlund, Reed, Stephens, and Swegle; and WSBA staff members Nevitt, Holmes, McElroy, Lynch and Eriksen. Workgroup member Hunter was absent. President Hyslop, Executive Director Littlewood, and WSBA staff member Unite also attended.

Executive Director Littlewood provided an overview of WSBA, including the size of its membership and volunteers, functional organization, and WSBA entities. Following discussion on the history of WSBA sections, the Workgroup examined section demographics, member benefits, and financial information. The Workgroup also noted the unique nature of sections, including variations in membership size, activities, finances and governance.

The Workgroup had a rich discussion about the relationship between WSBA and sections, and some of the factors that impede our mutual growth and success. The Workgroup made some revisions to its Core Principles; however, the scope and timeline of the Workgroup remain the same. The meeting adjourned at 2:15 p.m.

The next meeting of the Workgroup will take place in May on a date to be determined. The meeting will focus on WSBA fiscal policies as they relate to and impact sections.

[Click here](#) to review the meeting materials and learn more about the Sections Policy Workgroup.

For questions, comments or feedback, feel free to contact me or email sections@wsba.org.

Thank you,
Anthony David Gipe
Chair, Sections Policy Workgroup
Immediate Past President

Sections Policy Workgroup
Meeting Minutes
June 6, 2016

The Sections Policy Workgroup meeting began at 12:15 p.m. on Monday, June 6. The meeting focused on the applicability of WSBA expense policies to all parts of the Bar, including Sections. Joining me in the meeting were workgroup members President-elect Haynes; Treasurer Wilson; Governors Brady, Danieli, Black, and Doane; Section leaders Edlund, Hunter, Reed, Stephens, and Swegle; and WSBA staff members Nevitt, Holmes, McElroy, and Eriksen. WSBA staff members Unite and Terrenzio also attended. Workgroup members Davis and Lynch were absent.

Following Workgroup Chair Gipe's overview of the agenda and workgroup decision making process, Treasurer Wilson introduced the WSBA expense policies set forth in Chapters 6 and 10 of the WSBA Fiscal Policies and Procedures. Chapter 6 sets forth general policies that apply to all parts of the Bar; Chapter 10 regarding section expenses confirms that Sections "shall comply with the expense policies of the WSBA"; then sets forth some exceptions to the general expense policies.

Earlier this year, the Budget & Audit Committee (Committee) agreed on revisions to Chapter 6, which would eliminate exceptions in Chapter 10, but elected to seek feedback from the workgroup before making a recommendation to the Board of Governors. The Committee will consider the workgroup's recommendation at its June 15 meeting; the Board will then consider the Committee's recommendation on first reading in July and for approval in September.

Chief Operations Officer Holmes reviewed the Committee's Revised Chapter 6, and the current Chapter 10 with the workgroup (both attached to these minutes), identifying areas of potential impact for some of the Sections regarding: (1) the prohibition against purchase or reimbursement of alcohol with WSBA funds; (2) travel-related expenses (lodging/meal/transportation limits); (3) gifts to volunteers or staff; and (4) meeting reimbursement parameters.

1. Alcohol at Bar Functions (15-1 recommendation)

WSBA's general rule prohibits the use of WSBA funds to purchase alcoholic beverages, but permits alcoholic beverages to be served at WSBA functions, as long as they are (1) paid for with personal funds (e.g. no host bar) or with non-WSBA funds raised for that purpose; (2) paid directly to the vendor; and (3) served by a licensed bartender. The prohibition is important for liability and insurance purposes, and appropriate given WSBA's public entity status. Chapter 10 currently enables section executive committees to use section funds to pay for alcoholic beverages at events or meetings open to all members, and at dinners honoring speakers and volunteers. Following discussion and consideration of alternate proposals, the recommendation of the workgroup (15 to 1) was that the prohibition on alcohol, with agreed clarifying wording, was workable, and should apply to sections as well as all other parts of the Bar.

2. Travel-Related Expenses (unanimous recommendation)

Chapter 6 sets maximum limits for the payment or reimbursement of travel expenses, including lodging, meal, transportation limits; and prohibits reimbursement for expenses

incurred by spouses, domestic partners or guests (with a limited exception that permits reimbursement for individual meals of the spouse, domestic partner or guest of WSBA officers, governors and the Executive Director, when no group meal is provided). Chapter 10 currently permits sections to pay for or reimburse the actual expense for meals and lodging in some circumstances, even if it is above the WSBA rate. Chapter 10 also gives section executive committees the discretion to pay for a spouse, domestic partner, or guest for group meals at section functions.

Following discussion, the workgroup unanimously recommends that: (a) the WSBA travel-related expense provisions should also apply to sections, and (b) Chapter 6 should be revised (1) to substitute the term “guest” wherever the phrase “spouse, domestic partner, or one guest” occurs; and (2) to give section executive committees discretion to pay for group meals for one guest per section member attendee, and for speaker or award winner invitees, at section functions open to all section members, at executive committee retreats, and at speaker or award dinners.

3. Gifts (approved by unanimous recommendation)

Chapter 6 permits the use of WSBA funds to purchase modest awards and gifts in appreciation for volunteer service (such as plaques or similar items recognizing an extraordinary volunteer service); and prohibits use of WSBA funds for gifts to WSBA staff except for *de minimis* or token appreciations (generally, not to exceed \$50-\$100). Chapter 10 currently permits gifts of wine, and gifts not to exceed \$200 (up to \$500 at the discretion of the executive committee). Following discussion, the consensus of the workgroup was that it is appropriate for the Chapter 6 gift parameters to also apply to sections.

4. Meeting Reimbursement Parameters (unanimous recommendation)

Under Chapter 6, WSBA will reimburse the travel expenses of board, committee, task force, panel, council and section chairs regardless of the length of the meeting or the distance traveled. Since 2012, non-chair travel expenses are only reimbursable for meetings scheduled for 3 hours or more, or for travel 50 miles or more one way. Although there is currently no Chapter 10 exception for sections, the limitation for non-chair travel expenses has not been applied to sections in practice. Following discussion, the consensus of the workgroup was that it is appropriate for the Chapter 6 meeting reimbursement parameters to also apply to sections.

Following this meeting, Chapters 6 and 10 will be revised to reflect the workgroup’s recommendations as indicated above, and provided to the Budget & Audit Committee for its consideration on June 15.

The next meeting of the Workgroup will take place on June 20. The meeting will focus on open meeting requirements and governance issues. The meeting adjourned at 4:30 p.m.

[Click here](#) to review the meeting materials and learn more about the Sections Policy Workgroup.

For questions, comments or feedback, feel free to contact me or email sections@wsba.org.

Thank you,

Anthony David Gipe
Chair, Sections Policy Workgroup
Immediate Past President

Sections Policy Workgroup
Meeting Minutes
June 20, 2016

The Sections Policy Workgroup meeting began at 12:15 p.m. on Monday, June 20. The meeting focused on 1) WSBA open meeting policy and its applicability to section meetings and events and 2) areas of section governance that could be standardized to create efficiencies for WSBA staff and volunteers. Joining me in the meeting were workgroup members President-elect Haynes, Governors Brady, Danieli, Black, and Doane; Section leaders Edlund, Hunter, Reed, Stephens, and Swegle; and WSBA staff members Nevitt, Holmes, McElroy, and Eriksen. WSBA staff members Ende and Unite also attended. Workgroup members Davis, Wilson and Lynch were absent.

Following an review of the meeting agenda, WSBA General Counsel, Jean McElroy, provided an overview of Article VII of the WSBA bylaws regarding WSBA's Open Meetings Policy. Although the WSBA has not been found to be subject to the Open Meetings Act, because of its quasi-state agency nature and its commitment to transparency for WSBA members, the Bar requires open meeting practices. Discussion on this topic focused on how sections can embody the policy in their meeting practices. All Workgroup members present acknowledged and agreed to the following key areas:

- **Notice:** proper notice of the meeting should occur. Proper notice includes the meeting date, time, location and agenda.
- **Accessible:** All meetings of the section where action on WSBA/Section business is taken should be open and accessible for WSBA members and the public to attend and observe. Whether and how much time is devoted to public comment during the meeting is within the discretion of the chair.
- **Minutes:** All meetings must have minutes and the minutes must be provided to WSBA staff as soon as practicable after the meeting so they can be available upon request. The minutes should include, at a minimum, attendance, discussion topics and any final action taken, including the vote totals.
- **Votes:** The results of any vote taken should be clearly stated in the minutes. Secret Ballot voting is not allowed, except in limited circumstances.

WSBA staff agreed to be proactive in posting meeting notice and minutes on the WSBA website.

Workgroup Chair Gipe and General Counsel McElroy shared with the Sections Policy Workgroup that a WSBA Bylaws Workgroup is reviewing all WSBA bylaws and will be making recommendations for amendments to Article VII. Members of the Sections Policy Workgroup suggested that the revisions include clear guidelines around electronic meetings and voting.

After a short break, the Workgroup reconvened to discuss areas of standardization in section governance. There was general agreement from Workgroup members that some standardization should occur to alleviate the administrative burden on staff and volunteers who manage varying processes and procedures. The Workgroup also agreed it is important to maintain some flexibility within areas of section governance to preserve the uniqueness of each section. A subgroup of the Workgroup

(comprised of some WSBA staff and section leaders) was tasked to review section election processes and timelines and to submit a proposal to the entire Workgroup for consideration at the next Workgroup meeting.

All other areas of section governance were deferred to the next Workgroup meeting scheduled for July 11. Other topics for discussion at the next meeting include section membership, aligning the section membership year with the calendar year and ideas around coordinating resources in support of all sections.

[Click here](#) to learn more about the Sections Policy Workgroup.

For questions, comments or feedback, feel free to contact me or email sections@wsba.org.

Sections Policy Workgroup

Meeting Minutes

July 11, 2016

The Sections Policy Workgroup meeting began at 12:25 p.m. on Monday, July 11. The meeting focused on 1) areas of section governance that could be standardized to create efficiencies for WSBA staff and volunteers and 2) potential alignment of the section membership year with the calendar year. The group did not have time to discuss the agenda item related to section reserve funds. Joining me in the meeting were workgroup members President-elect Haynes, Governors Black, Danieli, Davis, Doane, and Wilson; Section leaders Edlund, Hunter, Reed, Stephens, and Swegle; and WSBA staff members Eriksen, Holmes, McElroy, and Nevitt. WSBA staff members Unite and Terrenzio also attended. Workgroup members Brady and Lynch were absent.

Following a review of the meeting agenda, the workgroup members discussed the proposal provided by a subgroup tasked with exploring standardization of section elections. In conjunction with discussion of the subgroup's proposal, the workgroup discussed other areas of section governance that might be standardized to achieve the goals of efficiency and good governance practices. The workgroup agreed that the discussion will continue at the next meeting scheduled for August 12. There was general agreement among workgroup members on the following topics:

Nomenclature: The position titles for officers and members of the section executive committee's should be consistent among all sections. These position titles may include immediate past chair, chair-elect and those listed below. Non-officer members of the Executive Committee should be described as at-large members.

Composition: At a minimum, section executive committees should consist of a chair, a secretary and a treasurer or secretary/treasurer.

Section Executive Committee Elections: Elections should be conducted in an electronic voting format, with solicitation of nominations and voting occurring annually between March and May.

Terms of Executive Committee Members: Terms should begin on the first day of the WSBA fiscal year (October 1). The time between voting and beginning of term is intended to provide incoming executive committee members (if possible) time to learn about the work of the section and be involved in the section's budget development process which begins in the spring each year.

Removal: Executive Committees should need a super majority (2/3) vote in order to remove a member of an Executive Committee. Note that the supermajority requirement did not reflect consensus, but was the preferred approach of the majority of workgroup members.

These areas of agreement will be summarized in a draft document for continued discussion at the next workgroup meeting on August 12.

After a short break, the workgroup revisited the WSBA Open Meeting Policy as it relates to notice and action requirements that may be proposed as a standardized area of section governance.

Due to time constraints, the Workgroup agreed to discuss membership year alignment and defer the discussion of section reserves to the August 12 meeting. Workgroup member Eriksen reviewed the current timeline and process for first-time section memberships and renewals, which included an overview of the existing 'grace period' from October 1 – January 31 that allows current members to retain section membership benefits until renewed. This also accommodates the large number of renewals that occur in January when licensing fees are due. In order to change the section membership year to the calendar year rather than the WSBA fiscal year (October 1 – September 30), the section accounting methods would have to change from cash to accrual basis. Upon further consideration, the Workgroup decided to return to this issue at the next meeting in order to review the pros and cons for such a change with other section leaders and members.

Discussion topics for August 12 are: section governance, continued discussion the applicability of open meeting policy best practices, membership year alignment and section reserves.

[Click here](#) to learn more about the Sections Policy Workgroup.

For questions, comments or feedback, contact me directly or email sections@wsba.org.