

# WASHINGTON STATE BAR ASSOCIATION

## BOARD OF GOVERNORS MEETING

Minutes

Seattle, WA

November 22-23, 2019

The meeting of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Rajeev D. Majumdar on Friday, November 22 at 9:00 AM at the offices of the Washington State Bar Association, Seattle, Washington. Governors in attendance were:

Hunter M. Abell

Sunitha Anjilvel

Daniel D. Clark

Peter J. Grabicki

Carla J. Higginson

Kim Hunter

Jean Y. Kang

Russell Knight

Thomas A. McBride

Bryn Peterson

Kyle D. Sciuchetti

Alec Stephens

Paul Swegle

Judge Brian Tollefson (ret.)

Also in attendance were Immediate Past President William D. Pickett, Interim Executive Director Terra Nevitt, General Counsel Julie Shankland, Chief Disciplinary Counsel Doug Ende, Chief Regulatory Counsel Jean McElroy, Director of Human Resources Felix Neals, Chief Communications and Outreach Officer Sara Niegowski, Chief Financial Officer Jorge Perez, Interim Director of Advancement Kevin Plachy, and Executive Administrator Shelly Bynum. Also present were Jean Cotton (Domestic Relations Attorneys of Washington), Tamara Garrison (LLLT/1L Law Student), Mel Simburg (ADR Section), Jennifer Ortega (LLLT, Low Bono Section), Scott MacCormack (Business Law Section), James E. Macpherson (Washington Defense Trial Lawyers), Laura Bradley (Access to Justice Board, Board of Industrial Insurance Appeals), Nancy Hawkins (WSBA Family Law Executive Committee Liaison), and Roger Leishman.

The meeting was called to order by Pres. Majumdar at 9:08 AM.

### Anti-Harassment Training

The Board received its annual anti-harassment training, conducted by Julie Lucht of Perkins Coie.

### Welcome

President Majumdar welcomed all attendees. He explained that Governor Sculichetti and Interim Executive Director Nevitt testified in Olympia this morning and will arrive soon. He also explained that member and public comments will be limited to 3 minutes for each speaker. He noted that governors will also be limited to 3 minutes for initial comments.

### Consent Calendar

Governor Grabicki made a motion to approve all of the items on the consent calendar. The motion passed unanimously.

### President's Report

President Majumdar reported on his activities.

### Member and Public Comments

The Board received public comment from Roger Leishman, Nancy Hawkins, Jean Cotton, and James McPherson.

### Reports of Standing or Ongoing BOG Committees

#### *Executive Committee*

The Executive Committee will be taking over the annual program review function from the WSBA Committee on Mission Performance Review (CMPR).

#### *APEX Awards Committee*

The Committee will soon be soliciting award nominations.

#### *Budget & Audit Committee*

This report will be included in the action items later on the agenda.

#### *Personnel Committee*

This report will be included in the action items later on the agenda.

#### *Legislative Committee*

This report was deferred until later in the meeting because Governor Sculichetti had not yet arrived.

### *Nominations Review Committee*

This Committee will be meeting later today.

### *Diversity Committee*

This Committee met twice and reported on pipeline programming and network events.

### *Long-Range Planning Committee*

This Committee plans to meet in December.

### *Member Engagement Work Group*

This Committee met twice and is reviewing its charter and gathering input.

### Lunch with Washington Leadership Institute (WLI) Fellows

Over lunch, the Board received a presentation on the community service project of the 2019 WLI fellows.

### Reports of Task Forces, Work Groups and Liaisons

#### *Judicial Information Systems Committee Update*

Robert Taylor, WSBA Liaison to the Judicial Information System Committee (JISC) updated the Board on the work of the Committee, including the successful implementation of the Odyssey system in the Superior Courts, which has been launched in all but Pierce and King Counties. Taylor showed a diagram of the current state of Washington's Judicial Information Systems. He also highlighted charging for e-filing as an area of concern for the Access to Justice Board. Discussion followed, including public comment. Pres. Majumdar indicated that he would be creating an ad-hoc group of interested governors to work with Taylor on an ongoing basis.

### Washington State Bar Foundation Annual Report

Washington State Bar Foundation President Kristina Larry presented the annual report of the Washington State Bar Foundation as provided in the materials. Pres. Majumdar provided an overview of the Washington State Bar Foundation and its role with the Washington State Bar Association. Discussion followed.

### Budget & Audit Committee Matters

#### *Bank Resolution Authorizing Banking Relationships*

Treas. Clark presented the Bank Resolution provided in the materials for the approval of the Board. Motion passed unanimously. Govs. Swegle and Tollefson were not present.

#### *Approval of the 2021 License Fee*

Treas. Clark presented the recommendation of the Budget & Audit Committee as provided in the materials to set the license fee for 2021 only and to maintain the license fees for all members at

the same level. Treas. Clark noted his disagreement with the recommendation with respect to the LLLT License Fee and recommended an increase to \$229. Gov. Knight moved to approve Treas. Clark's recommendation that the license fee for lawyers remain the same, and that the license fee for LLLT's be increased by a small proportionate amount to \$229.. Discussion followed. Treas. Clark made a friendly amendment to maintain the LPO license fee at the same level, which was accepted by Gov. Knight. Gov. Stephens made a motion to divide the motion and requested that the Board take action on fees for active attorneys and LPOs and postpone action on the LLLT fee until the next meeting. The motion failed due to lack of a second. Gov. Knight called the question ending the discussion. Motion passed 13-1. Treas. Clark restated the motion as adopt the recommendation of the Budget & Audit Committee except to increase the LLLT license fee to \$229. Motion passed 12-1. Gov. Stephens abstained.

#### *Recommendation to Reduce the Client Protection Fund Assessment*

Treas. Clark presented the recommendation of the Budget & Audit Committee as provided in the materials to reduce the Client Protection Fund assessment by \$5, from \$30 to \$25. Gov. McBride moved the recommendation. Discussion followed, including member comment. Treas. Clark called the question. Motion passed unanimously. Gov. Hunter was not present for the vote. The underlying motion passed unanimously. Gov. Hunter was not present for the vote.

#### *\$5,000 Budget Request to Increase Funding for a Contract Lobbyist; \$10,000 Budget Request for Strategic Training & Planning for Public Outreach Campaign*

Treas. Clark presented these two items together. Gov. Grabicki moved to approve the recommendations from the Budget & Audit Committee. Discussion followed, including public comment. Gov. Grabicki restated his motion to approve \$10,000 budget request for communications and a \$50,000 allocation for lobbying and legislative outreach with the proviso that whether or not it gets spent in total will be up to the President, Executive Director and President-elect who coordinates our legislative efforts. The restatement was accepted by the second. Gov. Higginson called the question. The motion passed unanimously. Gov. Swegle was not present for the vote. The underlying motion passed 11-1. Govs. Clark and Knight abstained. Gov. Swegle was not present for the vote.

#### *Governor and Officer Travel Policy*

Interim Executive Director Nevitt presented this item as provided in Late Late Materials. Gov. Grabicki moved to approve the recommendation of the Budget & Audit Committee. Discussion followed. The President clarified that any travel taken last year under that specific budget allocation for Western States was specific to that allocation and would not affect travel under this policy. Gov. Knight moved to amend the proposal to allow governors to attend one conference per year. Motion failed 6-7. Gov. Hunter was not present for the vote. Gov. Stephens moved to call the question. Motion passed unanimously. The underlying motion passed 9-4. Gov. Hunter was not present for the vote.

## Personnel Committee Matters

### *First Read: Partial Proposed Amendment to WSBA Bylaws*

Gov. Stephens introduced the proposed amendment to the Bylaws as provided in the materials, including his recommendation to change the placement of the amendment within the WSBA Bylaws. Discussion followed.

### *1-Year Extension of Terra Nevitt as Interim Executive Director*

Gov. Stephens made a motion to extend Terra Nevitt's contract as Interim Executive Director for 1 year from today. The motion passed unanimously.

## Executive Committee Matters: Proposed Amendments to Executive Committee Charter

Pres. Majumdar presented the revised charter for the Executive Committee as provided in the materials. Treas. Clark moved to adopt the revised charter. Motion passed unanimously without discussion. Govs. Hunter and Grabicki were not present for the vote.

## Legislative Committee Matters

### *2019-2020 Legislative Review Committee Recommendations*

Gov. Sciuchetti introduced John Reed and Diane Lourdes Dick of the Business Law Section's Corporate Act Revision Committee to present on two proposals for 2020 Bar-request legislation as requested by the WSBA Business Law Section and recommended by the WSBA Legislative Review Committee. Reed provided an overview of proposed amendments to the Washington Business Corporation Act provisions regarding preemptive rights, cumulative voting, and approval of asset sales to align with Model Business Corporation Act as provided in the materials. Dick presented an overview of proposed amendments to the Washington Business Corporation Act to add a board gender diversity provision as provided in the materials. Discussion followed regarding the gender diversity proposal. Gov. Higginson moved to direct the proposal regarding gender diversity to the Board's Legislative Committee for further review. Motion passed unanimously. Gov. Grabicki was not present for the vote.

Additional discussion, including public comment, took place regarding the proposal with regard to preemptive rights, cumulative voting, and approval of asset sales. Gov. Stephens moved to approve the proposal. Motion passed unanimously. Gov. Higginson abstained. Gov. Grabicki was not present for the vote.

### *2019-2020 Legislative Priorities*

Gov. Sciuchetti presented the 2019-2020 Legislative Priorities as provided in the materials. Gov. Stephens moved for adoption. Motion passed unanimously. Govs. Higginson and Hunter abstained. Gov. Grabicki was not present for the vote.

## Council on Public Defense Matters

### *Proposed Appellate Guidelines*

Gideon Newmark provided an overview of the proposal from the Council on Public Defense as provided in the materials, including changes since the *Guidelines* were presented in September 2019. Discussion followed. Gov. Higginson moved to approve the guidelines with removal of the words "zealous" and the words "courage and devotion." Upon request, Gov. Higginson and her second agreed to sever the motion. Discussion followed. Motion to remove the word zealous passed 9-3. Gov. Grabicki was not present for the vote. Motion to remove the words courage and devotion passed 9-3. Gov. Grabicki was not present for the vote.

### *Proposed Defender Resource Guide*

CPD Member Jaime Hawk presented the *Defender Resource Guide* as proposed by the Council on Public Defense in the materials. Discussion followed. Gov. Higginson moved to approve the proposal. Motion passed unanimously. Gov. Grabicki was not present for the vote.

## Proposal RE: WSBA Magazine Name

Gov. Higginson and Chief Communications Officer Niegowski presented the proposal to change the name of the magazine from Northwest Lawyer to Washington State Bar News, including feedback received from the membership. The Board took public comment and had discussion. Gov. Higginson moved the proposal. Motion passed unanimously with Gov. Stephens abstaining. Gov. Grabicki was not present for the vote.

## 2020 Meeting Schedule Resolution

General Counsel Shankland introduced the resolution as provided in the materials. Gov. Higginson moved to approve the resolution. Discussion followed, including public comment. With the agreement of her second, Gov. Higginson amended her motion to approve the resolution with the addition of the Budget & Audit meetings and to allow for staff to add any additional meetings that have been scheduled for 2020. Motion passed unanimously. Gov. Grabicki was not present for the vote.

## Proposed Policy RE: Potential Conflicts in Governor/Officer Roles

Pres. Majumdar introduced his proposed policy regarding conflicts that may arise when a governor is serving in the role of acting President as provided in the materials. Gov. Stephens moved approval of the policy. Motion passed unanimously. Governor Grabicki was not present for the vote.

## Alternative Dispute Resolution Section Proposed Bylaws Amendments

ADR Section Chair-elect Mel Simburg presented the ADR Section's proposed bylaws amendments. Gov. Swegle moved to approve the proposed bylaws amendments. Motion passed unanimously without discussion. Gov. Grabicki was not present for the vote.

### Business Law Section Third-Party Legal Opinions

Business Law Section Chair-elect Diane Dick and Legal Opinions Committee member Scott MacCormack presented the request for approval of the Third-Party Legal Opinions Report as presented in the materials. Discussion followed. Gov. Swegle moved for approval of the report with amendment to include a reference to ethical obligations under Rule of Professional Conduct 2.3. Motion passed unanimously. Gov. Grabicki was not present for the vote.

### Proposed Amendments to WSBA Bylaws

#### *First Read: Article II RE: Definition of Quorum*

Gov. Stephens presented the proposed amendment as provided in the materials. There was no discussion or public comment.

#### *First Read: Article IV & VI RE: Board Terms, Composition, and Elections*

Pres. Majumdar presented the proposed amendment as provided in the materials. The Board took public comment and had discussion.

#### *First Read: Article VII RE: Executive Committee Composition*

Gov. Stephens presented the proposed amendment. There was no public comment. Discussion followed.

#### *First Read: Article XI RE: Sections*

Pres. Majumdar presented the proposed amendment as provided in the materials. The Board took public comment. Discussion followed. Pres. Majumdar established an ad hoc committee to further explore the issue and propose amendments for the Executive Committee's review. Pres. Majumdar appointed Govs. Higginson, McBride, Sciuchetti and Stephens and WSBA members Nancy Hawkins and Jean Cotton on making revisions to the proposed amendment for the Executive Committee's review. Pres. Majumdar appointed Gov. Higginson to chair the group.

### Governor Roundtable

Governors made comments and had discussion.

### **ADJOURNMENT**

There being no further business and no need for an Executive Session, the meeting was adjourned at 2:55 PM on Saturday, November 23, 2019.

Respectfully submitted,



Terra Nevitt  
WSBA Interim Executive Director & Secretary