

Governor Responsibilities

Governors are the fiduciary of WSBA assets. These assets include cash and investments, the organization's good name and the organization's goodwill with members. Assets must be managed under a "good faith/prudent care/best interests" standard. Meeting this standard includes the exercise of sound business principles, attendance at meetings and the exercise of due diligence in making decisions affecting the organization's assets.

The office of governor is a three-year commitment from October through the end of September three years later. Governors may only serve one term unless the initial term is 18 months or less.

A director acts as part of a board. Anyone serving as a director of a corporation must be aware of what a director is – and isn't. As a body, a board of directors has considerable powers. In most corporations the board plays a substantial part in the beginning or end of any corporate activity, and the board appoints or removes corporate agents, executives, and officers. In contrast, an individual director, acting alone, has almost no power: rather each director exerts her or his power as one participating in the board of directors. (Guidebook for Directors of Nonprofit Corporations)

It is expected that a governor will:

- Participate in the New Governor Orientation Program.
- Attend seven BOG meetings per year – generally all day Thursday through Friday morning.
- Be a member of two to three BOG committees and some special committees (serve as chair on some generally in the third year).
- On a rotating basis with other governors, attend various law-related events such as annual dinners, award events, special events, etc.
- Be a liaison and attend key meetings for three to five WSBA sections, standing committees and other boards or commissions as assigned by the president.
- Occasionally represent the WSBA for public speaking and appearances.
- Using WSBA electronic distribution groups, communicate periodically with constituents.
- Establish contact and maintain relationships with local bar associations in their congressional district.
- Be a WSBA-BOG liaison to minority or specialty bar association(s).
- Attend section and committee orientation meetings at the WSBA.
- Approve the hiring of the executive director.
- Assist with the recruitment and orientation for a replacement governor and president when in their district.
- Conduct leadership recruitment and recommend constituents for appointments.
- Appoint standing committee members annually.
- Maintain the confidentiality of information discussed in executive sessions.
- Refrain, as required by the WSBA bylaws, from endorsement of political candidates for offices reserved for lawyers.

Most governors find that they can meet these commitments in about 40 hours a month.

ADDENDUM to GOVERNOR RESPONSIBILITIES

Excerpt of the WSBA President and Governor Selection Task Force Report

(Adopted by the Board of Governors in April 2006)
(Amended by the Board of Governors in January 2022)

Effective November 5, the WSBA Board of Governors approved the suspension of the highlighted portions of this policy until a replacement policy has been determined.

- Assign to each Governor whose term is expiring and whose position will be filled by the election of a successor, the responsibility to chair a committee of not more than 5 persons to recruit 2 or more candidates to file for the position.
 - Diversity among committee members is desired, and might include, *inter alia*, former Governors from that district, local bar presidents or officers, and representatives of minority and specialty bars.
 - The outgoing Governor should be reminded by the Executive Director, or her delegate, of this responsibility not later than November 1 of the Governor's third year.
 - The outgoing Governor should report on the work of his or her recruiting committee at the January BOG meeting.
 - Any outgoing Governor intending to run for a second term, shall recuse themselves from the position of Chair.
- Immediately upon receipt of the application, post on the WSBA website the name and district of each individual who files for election to the BOG.
- Make available to each candidate for the BOG, without charge and for a one-time use only, the ability to contact all members residing in the candidate's district by e-mail and by direct mail. For example, direct mail contact could be accomplished through providing address labels, or by including candidate flyers in the balloting material, while e-mail contact could be accomplished by WSBA forwarding candidate messages to all district members.
- Develop a description of the duties and responsibilities of a member of the BOG, the time commitment, representative issues that come before the Board for decision, and the rewards and satisfaction of service on the Board of Governors, and publicize the information to the WSBA membership prior to the deadline for each BOG election.
- Set up a direct outreach system to local and specialty bars to assist in recruiting candidates for the BOG.