

WASHINGTON STATE BAR ASSOCIATION

Governance Committee

Meeting Minutes

September 10, 2025

Present: Governors Kevin Fay (chair), Matthew Dresden, Parvin Price; Staff liaisons: Cate Schur, Darlene Neumann. **Interested parties:** Governors Nam Nguyen and Alain Villeneuve; General Counsel Laurie Powers. **Excused:** Governors Dan Clark and Francis Adewale.

The Zoom meeting was called to order at 3:33 p.m. by the chair.

Minutes

The minutes of August 13, 2025, and August 21, 2025, were approved.

Political Activity WSBA Bylaws revisions

The committee discussed paragraph 2.b regarding the prohibition that the WSBA president, president-elect, and executive director may not run for partisan elected office. The committee added language clarifying the limitation applied because the officers and executive director are authorized to speak on behalf of the Bar. Discussion followed on presenting the provision to the full Board. Parvin Price moved to send the provision as amended to the Board. The motion failed for lack of a second.

The chair moved to accept the draft provision without paragraph b. Matthew Dresden seconded the motion. The motion passed 3-0.

Conflict of Interest Policy revisions

Accepting/Soliciting Gifts - The committee reviewed revisions to paragraph 7. Following a brief discussion, the members agreed in favor of the revised paragraph.

Representation in adverse proceedings - paragraph 8. The committee discussed the activities covered in the policy and added a catch-all provision. The committee reviewed the amended draft and agreed with the changes.

Other remaining revisions

The staff liaison commented on conventions such as using 'Board' versus 'BOG' and advised the committee of drawbacks to capitalizing definitions. The committee decided to defer discussion to a future date.

Matthew Dresden moved, seconded by Parvin Price, to approve the Conflict of Interest policy as amended. Motion passed 3-0.

Next Steps:

The staff liaison will prepare the cover memo with the approved drafts for the chair prior to the October 14 deadline for Board materials.

Adjournment:

The meeting adjourned at 4:45 p.m. The next meeting will be held on October 8, 2025.