

# AGENDA ITEM

Referral - July 2012

**DATE:** June 28, 2012

**TO:** Members, Board Committee on Operations  
Members, Board of Trustees

**FROM:** Patrick Kelly, Chair PPDB

**SUBJECT:** Board of Trustees Officers and Committee Governance Structure

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## EXECUTIVE SUMMARY

This item comes before the Board Operations Committee (BOps) in its role as the control point for all items that appear on the agendas of the other board committees and of the board. Part of BOP's charter is its responsibility to coordinate the work of the other Board committees and oversee the Secretariat function of the Board. [Tab 9 (Board Committees and Task Forces), Article 2 (Committee on Operations)]. BOps "refers" any issue that appears on a committee agenda to that committee for consideration. All issues must first be deemed worthy of committee by BOps before the issue may be agendized before a committee

In light of recent statutory changes to State Bar Board governance, on Friday, June 1, 2012, the Board Planning, Program Development and Budget Committee (PPBD) met to discuss the Board vice-president and treasurer offices. A staff recommendation was made that the Board of Trustees establish an "Automatic Chair Assignment" for the Vice-President and Treasurer. Under the staff recommendation, beginning with the 2013-2014 board year, the Vice-President elected by the Board would Chair the Regulation, Admissions and Discipline Oversight Committee (RAD) and the Treasurer would Chair PPBD. These changes would not be implemented for the 2012-2013 board year, except that the newly elected Vice President would serve as Vice Chair of RAD and the newly elected Treasurer would serve as Vice Chair of PPBD, unless appointed Chairs of these Committees for 2012-2013 by the President.

PPDB recommends that BOps refer this matter to PPBD for further discussion at PPBD's November 2012 meeting and that it formulate committee recommendations be considered and adopted by the Board at its January 2013 Planning Session for implementation during the 2013-14 board-year.

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## BACKGROUND

Business and Professions Code Sections 6020-21 were amended by Senate Bill 163 to identify the State Bar's officers as a president, a vice-president, a treasurer and a secretary. Section 6020 previously provided that there would be a president, four vice-presidents, a secretary and a treasurer. The president, vice president and treasurer are to be elected 90 days preceding the annual meeting; assume their offices at the conclusion of the annual meeting; and serve a term of one year. The president may be elected to a second one year

term. The secretary is not subject to election, may be a non-board member, and historically is the State Bar Executive Director/CEO.

Business and Professions Code § 6024 describes the duties and functions of officers as:

“The president shall preside at all meetings of the State Bar and of the board, and in the event of his or her absence or inability to act, the vice president shall preside.

Other duties of the president and the vice president, and the duties of the secretary and the treasurer, shall be such as the board may prescribe.”

Beyond the basic duties set forth in the statute for the president and vice president, the statute directs the Board to define the role of these officers. The roles of the president and the secretary have previously been defined by the Board (See, Board Policy Book, Tab 5, sections 2 and 5.). The roles of the vice-president and treasurer need to be similarly defined. Senate Bill 163 amended Business and Professions Code section 6020 to eliminate the multiple vice-presidents who historically all were third-year Board members appointed by the President to Chair the board committees in their final year of board service. There is now a single elected Vice-President, with no defined role.

The action here is to refer for PPBD consideration and action. The suggestion here is that, starting with the 2013-2014 board year, the Vice-President be the permanent Chair of RAD and the Treasurer the permanent Chair of PPBD.

During the 2012-2013 board year, there would be a period of transition. The 2012-2013 President would retain the ability to appoint all board committee chairs, but the 2012-2013 elected Vice-President would at least serve as the Vice-Chair of RAD and the elected Treasurer as the Vice-Chair of PPBD. For the 2013-2014 year, everyone would be on fair notice of the dedicated roles of these two positions.

## **DISCUSSION**

The current board committee structure was instituted in 2001, when the then Board of Governors established a governance structure comprised of five standing committees and a Board Operations Committee. The Audit Committee was added in 2004. The Board further directed that the standing committees could include the following, but should be differentiated with the understanding that the Board may continue to refine the structure as experience and need requires. With minor modifications and the addition of Task Forces, this structure has been maintained over the last eleven years:<sup>i</sup>

- (1) Planning, Program Development, and Budget Committee,
- (2) Regulation, Admission and Discipline Oversight Committee
- (3) Member Oversight Committee
- (4) Volunteer Involvement Committee
- (5) Stakeholder Relations Committee / Legal Services Committee
- (6) Audit Committee.

The general consensus of the PPDB at its Friday, June 1, 2012 conference call with regards to the officer positions was that the President should continue to chair the Board Operations Committee; the Vice-President should chair RAD; and the Treasurer should chair PPBD.

PPDB felt that implementation of the above automatic chair model should be delayed to the 2013-14 Board year, since the officer candidates did not enter the current election cycle with foreknowledge of an automatic chair role.

Additionally, it was suggested and the committee concurred that for the 2012-13 Board year, the Vice-President should serve as the Vice-Chair of the RAD Committee and the Treasurer should serve as the Vice-Chair of the PPDB.

**FISCAL / PERSONNEL IMPACT:**

None

**RULE AMENDMENTS:**

Rule 6.41(a)(b)

**BOARD BOOK IMPACT:**

TAB 5 Officers  
TAB 9 Board Committees and Task Forces

**RECOMMENDATION**

The PPDB recommends that the matter be referred to the PPDB for discussion at its November 2012 meeting and that its recommendations be considered and adopted by the Board at its January 2013 Planning Session for implementation during the 2013-14 Board-year.

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<sup>i</sup> Source: Annual Organization Board of Governors' Resolution; Board of Governors' Resolution, October, 2001 Action Plan/Report; Board of Governors' Resolutions September 2004, July 2009, May 2010.

Historical Note

In 2001, the Board of Governors established a Board committee structure comprised of five standing committees and a Board Operations Committee (BOPS). The Board further directed that the standing committees could include the following, with the understanding that the Board may continue to refine the structure as experience and need requires: (1) Planning, Program Development, and Budget (PPDB) Committee, (2) Member Oversight Committee (MOC), (3) Regulation, Admission and Discipline Oversight Committee (RAD), (4) Stakeholder Relations Committee (SRC) / Legal Services Committee, (5) Volunteer Involvement Committee (VIC).

- 2002 - 2003, the Board added a Task Force on Sections.
- 2004 - 2005, SRC and VIC were combined to create the Communications and Bar Relations Committee (COMBAR). BOPS, RAD, MOC, PPDB and Task Force on Sections were maintained.
- In 2004, the Board added an independent State Bar Audit Committee.
- During 2005 – 2006, the Board went back to the six-committee governance structure adopted in 2001 with the addition of the Task Force on Sections and Audit Committees.

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- 2009 – 2010, VIC and MOC were combined to form a Member Involvement Relations & Services committee (MIRS). RAD was split into two committees, Discipline Oversight Committee (DOC) and Regulation and Admissions Committee (RAC). SRC was eliminated and replaced with the Legal Services, Pro Bono & Equal Access Committee. BOPS, PPDB, Sections Task Force and Audit Committees were maintained.
  - 2010 – 2011, the Board returned to the six-committee structure adopted in 2001, maintaining the Task Force on Sections and Audit Committees.
  - 2011-2012, the Board changed the name of the Volunteer Involvement Committee (VIC) to Nominations and Appointment Committee (NAC) because in recent years, the central mission of the VIC -- and the bulk of its work -- has been nominations and appointments; created a Task Force on Discipline Metrics and Monitoring and an Ad Hoc Legislative Affairs Committee.