

## **Article 2**

### **CHARTER FOR BOARD EXECUTIVE COMMITTEE**

The Board Executive Committee shall be chaired by the President of the Board of Trustees and its membership will consist of the officers of the State Bar, the Chairs of the Regulation and Discipline Committee, the Admissions and Education Committee, the Planning and Budget Committee and the Stakeholders, Access to Justice and Appointments Committee, two public members, and the Executive Director. The Executive Director shall be a member of the Board Executive Committee but shall have no vote and not count towards a quorum of the Board. The Vice President of the State Bar serves as the Vice Chair of the Board Executive Committee. The Committee shall be responsible for the effective functioning of the State Bar Board of Trustees, for the maintenance and development of Board–Executive Director working relationship, and for oversight of certain high–level internal operational matters. This charter shall be accomplished as follows:

- Oversee the functioning of the Board of Trustees by coordinating the work of the other Board Committees, keeping the Board Mission updated, setting Board Member performance standards and monitoring Board Member performance.
- ~~Oversee the work of the Nominations and Appointments Committee and the Audit Committee and review recommendations for Board action arising from those Committees absent a particular need to refer an item from one of those Committees directly to the Board.~~
- Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to stand for election or appointment to the Board.
- Develop and oversee execution of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new members with senior Board members.
- Oversee the Board Secretary function.
- Ensure that the Executive Director/Chief Executive Officer position description is updated as necessary to reflect changing State Bar needs, priorities, and circumstances. Annually negotiate Executive Director performance targets and annually or semi-annually evaluate progress in achieving these targets.
- Address legal issues that have typically come before the former Legal Committee, recommending Board action as appropriate and provide oversight of litigation involving the State Bar.

- Address internal operational issues not falling within the purview of the other Board committees and non-delegable to staff (e.g. ratifying union/management Memoranda of Understanding and recommending changes to internal rules and regulations such as conflict in interest policies), recommending Board action as appropriate.
- Take action on behalf of the Board in rare emergency situations when it is impractical to convene a full Board meeting.
- Perform such other functions relevant to the committee's subject area as the Board of Trustees may from time to time assign.

**(Source: Board of Governors' Resolution approving Committee on Operations Charter, May, 2002; Board of Governors' Resolutions July 2009, May 2010, September 2010; Board of Trustees Resolution approving Board Executive Committee Charter, July 2014; Board of Trustees Resolution March 13, 2015.)**

#### **Historical Note**

At its May 2010 meeting, the Board of Governors reaffirmed the composition of the Board Operations Committee as described in its original charter adopted by the Board in May 2002 and reaffirmed by the Board in July 2009 (chaired by the President of the Board of Governors and consists of the chairs of the other Board Committees, the Executive Director and at least one public member of the Board).

At its July 2014 meeting, the Board of Trustees adopted a charter for the successor committee, Board Executive Committee, which maintains the existing functions of the Board Operations Committee and serves as the committee that directs the operations of the Board. The Board Executive Committee oversees the activities of the Nominations and Appointments and Audit Committees. The Executive Committee's membership is comprised of the officers of the State Bar, the Chairs of the Regulation and Discipline Committee, the Admissions and Education Committee, the Planning and Budget Committee, the Stakeholders and Access to Justice Committee and the UPL Oversight Committee, two public members, and the Executive Director. The Executive Director continues as a member of the Executive Committee, but no longer votes in order to distinguish governance from management and does not count towards a quorum of the Board.

At its March 13, 2015 meeting, the Board of Trustees approved the transfer of the functions of the UPL Oversight Committee to the Regulation and Discipline Committee, thus retiring the UPL Oversight Committee.