

AGENDA ITEM

Item III.C November 2012

DATE: October 30, 2012

TO: Members, Board Planning, Program Development and Budget Committee

FROM: Luis Rodriguez, Chair, Planning, Program Development and Budget Committee

SUBJECT: Board of Trustees Officers and Committee Governance Structure

EXECUTIVE SUMMARY

This item comes from 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. The item was referred to the Board Planning, Program Development and Budget Committee (PPBD) in July 2012 for further discussion at its November 2012 meeting and that it formulate committee recommendations to be considered and adopted by the Board at its January 2013 Planning Session for implementation during the 2013-14 board-year.

In light of recent statutory changes to State Bar Board governance, on Friday, June 1, 2012, the PPBD Committee 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. Accordingly, President-Elect, Patrick Kelly, opted not to appoint the newly elected Vice President to serve as Vice Chair of RAD nor the newly elected Treasurer to serve as Vice Chair of PPBD.

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.

PPBD should consider the vice-president and treasurer officer roles and board committee structure and make recommendations for adoption by the Board at its January 2013 Planning Session for implementation during the 2013-14 board-year. 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.

The 2012-2013 board year is a period of transition. The 2012-2013 President retained the ability to appoint all board committee chairs, and has chosen not to have the 2012-2013 elected Vice-President serve as the Vice-Chair of RAD nor the elected Treasurer as the Vice-Chair of PPBD. For the 2013-2014 year, everyone is on fair notice of the proposed 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:ⁱ

- (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.

The committee should also review the existing Board committee charters and if necessary, recommend changes. (Attachment 1)

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

PPBD recommends that its recommendations developed at its November 2012 meeting be considered and adopted by the Board at its January 2013 Planning Session for implementation during the 2013-14 board-year.

ⁱ 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.
- 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.