

# AGENDA ITEM

54-111 MARCH 7 2014

**DATE:** February 13, 2014

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

**FROM:** Teri Greenman, Committee Coordinator

**SUBJECT:** Executive Director Contract Amendment – *Late Item* (State Bar Rule 6.51(B)) – Report of Action Taken January 11, 2014, by the Board Committee on Operations and Board of Trustees Between Meetings

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## EXECUTIVE SUMMARY

This is a report of action taken on January 11, 2014, by the Board Committee on Operations and the Board of Trustees between regular meetings of the board.

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## DISCUSSION – LATE ITEM VOTE

This item appeared on the agendas for the January 11, 2014 meetings of the Board Operations Committee and Board of Trustees. The item was omitted from the Board Operations Committee and Board of Trustees agendas that were posted for the January 11, 2014 meeting. It was added on January 2, 2014. Because it was posted with less than the 10 day notice required under the State Bar's meeting rules, the Board Committee and the Board were required to make the following finding, by a two-thirds vote of each body, before considering the item: that there was a need to take immediate action subsequent to the agenda being posted.<sup>1</sup> State Bar Rule 6.51(B)(2).<sup>2</sup>

Immediate action was needed for the following reasons. The existing Executive Director Agreement was extended in November 2013 to January 20, 2014 to allow amendments to be considered at the January Planning Meeting. Action by the Board Committee and the Board at its respective meetings on January 11, 2014, was necessary and appropriate so that the Executive Director's contract could be finalized before the end of

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<sup>1</sup> If less than two-thirds are present, then all those present must unanimously vote and find that immediate action is necessary. (*Id.*)

<sup>2</sup> The other requirement that the notice of the agenda item be provided at least 48 hours before the meeting was met with the January 2 posting.

its extended term and without the unnecessary expense of a separate and special meeting for this sole purpose.

The Board Committee and Board approved the following resolutions by respective two-thirds votes to add the Executive Director's Contract amendment to the agenda as a late immediate action item.

#### **LATE ITEM BOARD OPERATIONS COMMITTEE RESOLUTION**

**WHEREAS**, the existing Executive Director Agreement was extended at the meeting of the board in November 2013 to January 20, 2014, with the purpose to allow amendments to be considered at the January Planning Meeting;

**WHEREAS**, notice of the agenda item was inadvertently omitted when the agenda was posted on December 30, 2013, and was posted as a late item on January 2, 2014, the next business day after the New Year's holiday;

**WHEREAS**, action at the meeting on January 11, 2014, is necessary and appropriate so that the Executive Director's contract can be finalized before the end of its extended term and without the unnecessary expense of a separate and special meeting for this sole purpose;

**RESOLVED**, that the Board Committee on Operations hereby finds that there is a need for immediate action and approve the adding of this item to the agenda as a late item.

All members except Gwen Moore and Mark Shem were present and all members present voted yes.

#### **LATE ITEM BOARD OF TRUSTEES RESOLUTION**

**WHEREAS**, the existing Executive Director Agreement was extended at the meeting of the board in November 2013 to January 20, 2014, with the purpose to allow amendments to be considered at the January Planning Meeting;

**WHEREAS**, notice of the agenda item was inadvertently omitted when the agenda was posted on December 30, 2013, and was posted as a late item on January 2, 2014, the next business day after the New Year's holiday;

**WHEREAS**, action at the meeting on January 11, 2014, is necessary and appropriate so that the Executive Director's contract can be finalized before the end of its extended term and without the unnecessary expense of a separate and special meeting for this sole purpose;

**RESOLVED**, that the Board hereby finds that there is a need for immediate action and approve the adding of this item to the agenda as a late item.

All members except Gwen Moore and Mark Shem were present and all members present voted yes.

## **DISCUSSION – EXECUTIVE DIRECTOR CONTRACT AMENDMENT**

Having approved the late addition of the item to the agendas, the Committee and Board adopted the following resolutions.

### **BOARD OPERATIONS COMMITTEE RESOLUTION:**

Should the Board Committee on Operations agree with the above recommendation, the following resolution is appropriate:

**RESOLVED**, that the Board Committee on Operations recommends that the Board of Trustees approve the Third Amendment to the contract between the Executive Director and the Board of Trustees in the form before the Committee this date; and it is

**FURTHER RESOLVED**, that the terms of the Third Amendment be reflected in a contract document consistent with the terms discussed this date, to be executed by Joseph Dunn as Executive Director/CEO and State Bar President Luis Rodriguez; and it is

**FURTHER RESOLVED**, that Luis Rodriguez, as State Bar President, is expressly authorized by the Board of Trustees to execute the Third Amendment to the Executive Director's contract as approved here to be effective as set forth in the contract document.

All members except Gwen Moore and Mark Shem were present and all members present voted yes.

### **BOARD OF TRUSTEES RESOLUTION:**

Should the Board concur with the Board Committee on Operations's recommendation, the following resolutions is appropriate:

**RESOLVED**, that upon the recommendation of the Board Committee on Operations, the Board of Trustees approves the Third Amendment to the contract between the Executive Director and the Board of Trustees in the form before the Board this date; and it is

**FURTHER RESOLVED**, that upon the recommendation of the Board Committee on Operations, the terms of the Third Amendment shall be reflected in a contract document consistent with the terms discussed this date, to be executed by Joseph Dunn as Executive Director and State Bar President Luis Rodriguez; and it is

**FURTHER RESOLVED**, that Luis Rodriguez, as State Bar President, is expressly authorized by the Board of Trustees to execute the Third Amendment

to the Executive Director's contract as approved here to be effective as set forth in the contract document.

All members except Gwen Moore and Mark Shem were present and all members present voted yes.