

ATTACHMENT A

Proposed Revision to Board Book

TAB 10 Meetings of the Board of Trustees

Article 1 MEETINGS OF THE BOARD

Section 3. Implementing Procedures For Board Of Trustee Compliance With The Bagley-Keene Open Meeting Act

To facilitate compliance with the Bagley-Keene Open Meeting Act (“Bagley-Keene”), as required by Business and Professions Code section 6026.7, the Board of Trustees adopts the following implementation procedures.

(a) Schedule for Board of Trustee Meetings

- (A) Regular meetings of the Board of Trustees and board committees are calendared by board resolution.
- (B) Between regular meetings, special meetings may be called by the President, a Committee Chair, or by a majority of the board or a board committee. Unless the meeting meets the criteria under Bagley-Keene at Government Code section 11125.4(a) for shortened notice, meetings must be called with 10 days’ notice.
- (C) Meetings of the board and board committees must be held at the State Bar offices in San Francisco or Los Angeles, unless a majority of the board votes to meet elsewhere in California.

(b) Notice of Board of Trustee Meetings

- (A) Notice of regular and special meetings of the board and board committees must be posted on the State Bar’s website no fewer than 10 days before the meeting, unless the meeting meets the criteria under Bagley-Keene at Government Code section 11125.4(a) for shortened notice as a special or emergency meeting.
- (B) Interested persons may subscribe to receive notice of board and board committee meetings by e-mail or first class mail.
- (C) The notice of meeting will include the name, address and phone number of any person who can provide further information prior to a noticed meeting, and the

address of the website where notices regarding board and board committee meetings are posted.

- (D) Notice of meetings will include a specific agenda for the meeting, including a brief description of the items of business to be discussed or transacted in either open or closed session.
 - (E) Items may not be added to an agenda after the ten-day notice period unless there is a need for immediate action and the need for action came to the attention of the board or board committee after notice of the agenda was posted in accordance with the 10-day notice requirement. In this situation, the board or board committee must make a finding of the need for action by a two-thirds vote or a unanimous vote if two-thirds of the members are not present, before it may consider the item. Notice of the late items must be posted at least 48 hours before the meeting.
 - (F) Agendas and other writings distributed to all or a majority of the board or a board committee are public records and shall be made available upon request. Writings distributed to members of the board or a board committee prior to or at a meeting will be available at the meeting. If these writings are prepared by someone other than the State Bar, they will be available as soon as feasible after the meeting.
- (c) Committee Meetings
- (A) A majority of board members may attend an open and noticed board committee meeting of which they are not a member only as observers. Board members who are not members of the board committee may not participate in the committee discussion and may not sit at the table with the committee members.
 - (B) If during the course of a regularly scheduled and noticed board meeting, the board desires to have a committee discuss an item of business on the agenda, the committee may do so provided that:
 - (i) the specific time and place of the committee meeting is announced during the public board meeting, and
 - (ii) the committee meeting is conducted within a reasonable time of, and nearby, the meeting of the board.

(d) Teleconference Meetings

- (A) Board and board committee meetings may be held by teleconference in compliance with the requirements of Bagley-Keene. Each teleconference meeting location, including those from where a member of the board will be calling in, must be identified in the notice and agenda and to be open to the public.
- (B) For teleconference meetings, a number shall be provided to allow members of the public to call in to the meeting. Witnesses, guest speakers, and staff may participate in a teleconference meeting by calling the number available to the public.
- (C) Access to teleconference meetings shall also be provided by providing space at the San Francisco and Los Angeles offices of the State Bar for the public to listen to the teleconference. These locations will be formally noticed as teleconference sites.
- (D) Votes taken during a teleconference must be by roll call.

(e) Minutes and Records of Voting

- (A) The Secretary or his or her designee shall maintain minutes of topics discussed and decisions made at board meetings. These minutes must include a record of the vote or abstention of each member present for each action item. Closed session minutes are confidential.
- (B) Final minutes of open meetings approved by the Board of Trustees will be posted on the State Bar's website in an easily accessible area.

(f) Closed Sessions

- (A) Closed sessions of the board and board committees may be held to discuss applicable topics allowed under Bagley-Keene at Government Code section 11126 and Business and Professions Code section 6026.5.
- (B) The agenda for a closed meeting must include a citation to the specific provisions of Bagley-Keene or Business and Professions Code section 6026.5 which allow the closed session.

- (C) Prior to going into closed session, the President, Committee Chair or other presiding Trustee must disclose the general nature of the items to be discussed and the citation to the specific provisions of Bagley-Keene or Business and Professions Code section 6026.5 which allow the closed session.
 - (D) The board or a board committee is required to designate a staff person to attend the closed session and to record in a minute book a record of topics discussed and decisions made. The minutes of a closed session is available only to the State Bar, or if a violation of the open meeting requirements is alleged, to a court of general jurisdiction. However, the board must convene in open session after a closed session and publicly report at a subsequent public meeting any action taken, and any rollcall vote thereon, to appoint, employ, or dismiss a public employee made in the closed session of the board.
- (g) Public Comment
- (A) Members of the public must be provided with an opportunity to directly address the board or board committee on each agenda item, either prior to or during the discussion of that item.
 - (B) Any person attending a board or board committee meeting has the right to record the proceedings unless the board or board committee reasonably finds that the recording cannot be made without a persistent disruption of the proceedings.
 - (C) No person attending a meeting shall be required, as a condition of attendance, to register his or her name, complete a questionnaire, or otherwise perform any condition precedent to his or her attendance.