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THE BOARD OF TRUSTEES

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TAB 2.1

GENERAL AUTHORITY OF THE BOARD OF TRUSTEES

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Article 1

STATE BAR BOARD OF TRUSTEES – GENERAL AUTHORITY

Section 1 Introduction

The State Bar is governed by a board known as the Board of Trustees of the State Bar. The board is charged with the executive function of the State Bar. All powers granted to the State Bar may be exercised and carried out by action of its Board of Trustees.

All powers granted to the State Bar by sections 6001 and 6008.3 of the Business and Professions Code may be exercised and carried out by action of its Board of Trustees.

Public protection is the highest priority for the board in exercising its licensing, regulatory, and disciplinary functions. Whenever public protection is inconsistent with other interests, public protection must be paramount.

(Source: Bus. & Prof. Code, §§ 6001.1, 6008.4, 6010, 6030.)

Historical Note

Statutes 2011, Chapter 417 (Senate Bill 163), § 9 amended Business and Professions Code § 6010 to change the name of the board from Board of Governors to Board of Trustees. Historical actions of the board under the name "Board of Governors" are deemed to mean "Board of Trustees".

Section 2 Appointment of Committees, Officers and Employees; Salaries and Expenses

The board may appoint such committees, officers and employees as it deems necessary or proper, and fix and pay salaries and necessary expenses. (Origin: State Bar Act, §22.)

(Source: Bus. & Prof. Code, §6029.)

Section 3 Delegations, Supervision, and Control

All State Bar officers, agents, committees, commissions, and other entities have only the powers, duties, and authority delegated by the board and are subject to its supervision and control. Notwithstanding any delegation, the board reserves authority over all matters pertaining to the State Bar,¹ including whether actions or positions taken by a State Bar officer, agent, committee, commission, or other entity are consistent with State Bar policies.

(Source: State Bar Rule 6.20 adopted effective May 16, 2008.)

¹ Bus. & Prof. Code, §§ 6010, 6025 and 6030.

Historical Note

This rule supersedes Article XIV, §1 of the Rules and Regulations of the State Bar of California (Supervision and Control), amended July 1995, September 2004, repealed May 16, 2008.

Section 4 *Functions in Aid of Jurisprudence, Justice; ~~Evaluation of Justices~~*

- (a) The board may aid in all matters pertaining to the advancement of the science of jurisprudence or to the improvement of the administration of justice, including, but not by way of limitation, all matters that may advance the professional interests of the members of the State Bar and such matters as concern the relations of the bar with the public.

~~(b) Notwithstanding this section or any other provision of law, the board shall not conduct or participate in, or authorize any committee, agency, employee, or commission of the State Bar to conduct or participate in any evaluation, review, or report on the qualifications, integrity, diligence, or judicial ability of any specific justice of a court provided for in Section 2 or 3 of Article VI of the California Constitution without prior review and statutory authorization by the Legislature.~~

~~The provisions of this subdivision shall not be construed to prohibit a member of the State Bar from conducting or participating in such an evaluation, review, or report in his or her individual capacity.²~~

(Source: Bus. & Prof. Code, § 6031(a).)

Section 5 *Executive Functions; Enforcement of Chapter; Injunction; Unauthorized Practice of Law and Unlawful Solicitation*³

The board shall be charged with the executive function of the State Bar and the enforcement of the provisions of this chapter. The violation or threatened violation of any provision of Articles 7 (commencing with section 6125) and 9 (commencing with section 6150) of this chapter 4 of the Business and Professions Code regarding the unauthorized practice of law and unlawful solicitation may be enjoined in a civil action brought in the superior court by the State Bar and no undertaking shall be required of

² PHASE I PROPOSED CHANGE: Duplicative. Strike language.

³ PHASE I PROPOSED CHANGE: Language added for clarity.

the State Bar. (Origin: State Bar Act, §21. Amended by Stats. 1961, ch. 2033 .)

(Source: Bus. & Prof. Code, § 6030.)

Section 6 *Public Communications by Officers and Agents*⁴

Unless expressly authorized by the board or the Rules of the State Bar, a State Bar officer, agent, committee, commission, or other entity must not

- (a) act, or purport to act, speak or purport to speak for the State Bar;
- (b) make any public communication on behalf of the State Bar; or
- (c) circularize, poll, or put to the vote of all or a substantial number of members of the State Bar any matter on which the State Bar has acted or is empowered to act.

(Source: State Bar Rule 6.21 adopted effective May 16, 2008.)

Historical Note

This rule supersedes Article XIV, § 2 of the Rules and Regulations of the State Bar of California (Public Communications), amended December 1974, repealed May 16, 2008.

Section 7 *Public Communications by Individual Board Members*

The provisions of State Bar Rule 6.21 (formerly Article XIV of the Rules and Regulations of the State Bar) apply to members of the Board of Trustees regardless of whether they are officers of the State Bar, provided that nothing in said article shall be construed to prohibit a member of the board from communicating with any one or more members of the State Bar or the public so long as said communication is clearly designated as that board member's individual act, opinion or position and not that of the State Bar; and further provided that no confidential matter or document shall be commented upon and no confidential paper, record, file or other document shall be published or released without prior approval of the board, all such communications to be at the expense of the board member and not the State Bar unless prior board approval has been obtained.

(Source: Board of Governors' Resolution, July 1976.)

⁴ PHASE I PROPOSED CHANGE: Title changed to clarify.

Section 8 *Proposed Federal Judicial Appointees*

It is the policy of the Board of Trustees that the State Bar not involve itself in investigating and evaluating federal judicial appointees.

(Source: Board of Governors' Resolution, September 2004.)

Section 9 *Prohibition Against Evaluation of Specific Supreme Court or Court of Appeal Justices*

The Board of Trustees of the State Bar shall not conduct or participate in, or authorize any committee, agency, employee, or commission of the State Bar to conduct or participate in, any evaluation, review, or report on the qualifications, integrity, diligence, or judicial ability of any specific justice of a court provided for in section 2 or 3 of article VI of the California Constitution without prior review and statutory authorization by the Legislature, except an evaluation, review or report on potential judicial appointees or nominees as authorized by section 12011.5 of the Government Code.

The provisions of this subdivision shall not be construed to prohibit a member of the State Bar from conducting or participating in such an evaluation, review, or report in his or her individual capacity.

~~The provisions of this subdivision shall not be construed to~~ This also does not⁵ prohibit an evaluation of potential judicial appointees or nominees as authorized by Section 12011.5 of the Government Code. (Origin: State Bar Act, §23. Amended by Stats. 1945, ch. 177; Stats. 1984, ch. 16.)

(Source: Gov. Code, § 12011.5(m); also see Bus. & Prof. Code, § 6031(b).)

⁵ PROPOSED PHASE I CHANGE: Language revised to clarify.

Article 2 GOVERNING PRINCIPLES

Historical Note⁶

Governance Principles of the Board of Governors of the State Bar of California were adopted by the board on August 26, 2000. Governance Principles 1.1, 1.2, 1.3, 1.4 and 1.5 have been superseded by all subsequent governance and planning efforts.

Section 1 Board Powers

~~(a) All members of the Board are public officials, acting under oath, and the Board constitutes the highest decision-making body of the State Bar.~~

~~(Source: Board of Governors' Resolution August 2000: Governance Principle 1.1.)~~

~~(b) The role of the Board of Trustees is to establish and monitor policies which fulfill the mission, goals and objectives of the State Bar. The Board is to establish and monitor policies which implement the mission, goals and objectives of the State Bar within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.~~

~~(Source: Board of Governors' Resolution August 2000: Governance Principle 1.2.)~~

~~(c) On an annual basis, the Board is responsible for adopting, evaluating, and modifying a long-range plan that addresses both present and future challenges and opportunities for the State Bar. The plan will express the vision, mission, goals and objectives of the State Bar.~~

~~(Source: Board of Governors' Resolution August 2000: Governance Principle 1.3.)~~

~~(d) The Board is responsible for implementing statutorily mandated policies for the State Bar.~~

~~(Source: Board of Governors' Resolution August 2000: Governance Principle 1.4.)~~

~~(e) The Board is responsible for establishing policies, programs and services which benefit and advance the interests of the public, the members of the State Bar, the justice system, and the legislature in access to justice and ethical, competent and professional legal services. Services to the membership shall include providing~~

⁶ PROPOSED PHASE I CHANGE: Strike language to update according to current policy.

~~member resources related to the practice of law and the enhancement of the profession.~~

~~(Source: Board of Governors' Resolution August 2000: Governance Principle 1.5.)~~

Article 3

BOARD COMPENSATION – STATUTORY PROVISIONS

Section 1 No Right to Compensation Generally

Except as provided in subdivision (c), section 6028 of the Business and Professions Code, no member of the board shall receive any other compensation than his or her necessary expenses connected with the performance of his or her duties as a member of the board.

(Source: Bus. & Prof. Code, §6028(b).)

Section 2 Public Member Compensation by Statute

Public members of the board appointed pursuant to the provisions of section 6013.5 of the Business and Professions Code, public members of the examining committee appointed pursuant to section 6046.5 of the Business and Professions Code, and public members of the State Bar Court appointed pursuant to section 6086.6 of the Business and Professions Code shall receive, out of funds appropriated by the board for this purpose, fifty dollars (\$50) per day for each day actually spent in the discharge of official duties, but in no event shall such payment exceed five hundred dollars (\$500) per month. In addition, these public members shall receive, out of funds appropriated by the board, necessary expenses connected with the performance of their duties.

(Source: Bus. & Prof. Code, §6028(c).)

Section 3 Public Member Compensation

The board authorizes the payments specified in subdivision (c) of section 6028 of the Business and Professions Code from funds of the State Bar, provided that:

- (a) Payments shall be made only for days actually spent in the discharge of official duties on and after July 7, 1977;
- (b) No payment shall be made unless a request is made using the form "Public Member's Request for Statutory Compensation;" and
- (c) Written records of all such requests, payments and reimbursements shall be created and maintained and readily severable from all other financial records of the State Bar.

(Source: Board of Governors' Resolutions, September 1977.)

Section 4 Waiver of Public Member Fees at Annual Meeting

Public members of the Board of Trustees do not pay an annual meeting registration fee.

(Source: Board of Governors' Resolution, June 1981.)

Section 5 Reimbursement of President's Actual and Necessary Business Expenses

(a) The President shall be reimbursed for his or her actual or necessary business expenses on the same terms that the business expenses of State Bar staff are reimbursed pursuant to adopted policies regarding Travel and Business-Related Expenses by such staff, provided that the President may be reimbursed for the actual costs associated with attending any event as a representative of the State Bar.

(b) Such reimbursements shall be funded from non-mandatory dues revenue in recognition of the restrictions of the Keller and Brosterhous decisions and other law.

(c) Such reimbursements shall be consistent with the requirement of Business & Professions Code section 6028, subdivision (c) that no attorney Trustee be compensated for service.

(Source: Board of Governors' Resolutions September 1971, August 1985; Board Committee on Administration and Finance, June 1988; Board of Trustees resolutions March 13, 2015, March 11, 2016.)

TAB 2.2

ELECTION AND APPOINTMENT OF THE BOARD OF TRUSTEES

Article 1 BOARD COMPOSITION

Section 1 Board of Trustees in General

Section 2 Number of Members

Article 2 LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR PUBLIC AND ATTORNEY MEMBERS

Section 1 Membership from Supreme Court Appointment

Section 2 Membership from Legislative Appointment

Section 3 Public Members; Appointment; Qualifications; Term; Reappointment

Section 4 Employment by Public Agencies

Article 3 ELECTED ATTORNEY MEMBERS AND TERMS

Section 1 Qualifications of Members

Section 2 Tenure of Members; Vacancies; Interim Board

Section 3 State Bar Districts – Membership and Composition

Section 4 Terms and Sequence of Election of Members

Section 5 Election Policies and Procedures – Statutes and Rules

Section 6 Disclosure of Petitioners

Article 1

Board Composition

Statutes governing board membership and terms are set forth in Article 2 of the State Bar Act.

Section 1 *Board of Trustees in General*

§6010. Board of Trustees in General

- (a) The State Bar is governed by a board known as the board of trustees of the State Bar. The board has the powers and duties conferred by this chapter.
- (b) As used in this chapter or any other provision of law, “board of governors” shall be deemed to refer to the board of trustees. (Origin: State Bar Act, §20. Added by Stats. 1939, ch. 34. Amended by Stats. 2011, ch. 417, § 9.)

Section 2 *Number of Members*

The board meets approximately eight times a year to consider organizational, policy and professional issues. The board is made up of 19 trustees, including:

- Five lawyer members appointed by the California Supreme Court
- Two lawyer members appointed by the Legislature, one by the Senate Committee on Rules and one by the Speaker of the Assembly
- Six “public” or non-lawyer members, four appointed by the governor, one by the Senate Committee on Rules and one by the Speaker of the Assembly.
- Six lawyer members elected from districts based on California’s six appellate court districts
- A president may continue to serve an extra year if his or her term as one of the appointed or elected members has expired. He or she would become the 20th board member.

§6011. Number of Members

- (a) The board shall consist of no more than 23 members and no less than 19 members.
- (b) It is the intent of the Legislature that the board consist of no more than 23 members and no less than 19 members during the period of transition from a 23-member board to a 19-member board, as described in Section 6009.7. It is the intent of the Legislature that the board, pursuant to the plan developed by the State Bar as described in Section 6009.7, gradually decrease its size without shortening, lengthening, or abolishing

terms commencing prior to December 31, 2011, with the ultimate goal of instituting a 19-member board no later than October 31, 2014, pursuant to Section 6009.7. (Added by Stats. 1938, ch. 34. Amended by Stats. 1975, ch. 874; Stats 1978, ch. 995; Stats. 1985, ch. 465; Stats. 2011, ch. 417.)

Article 2
LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR
ATTORNEY AND PUBLIC MEMBERS

Section 1 Membership from Supreme Court Appointment

§6013.1 State Bar Board of Trustees-- Appointment of Attorney Members by the Supreme Court; State Bar Administrative Responsibilities for Appointment Process

- (a) The Supreme Court shall appoint five attorney members of the board pursuant to a process that the Supreme Court may prescribe. These attorney members shall serve for a term of three years and may be reappointed by the Supreme Court for one additional term only.
- (b) An attorney member elected pursuant to Section 6013.2 may be appointed by the Supreme Court pursuant to this section to a term as an appointed attorney member.
- (c) The Supreme Court shall fill any vacancy in the term of, and make any reappointment of, any appointed attorney member.
- (d) When making appointments to the board, the Supreme Court should consider appointing attorneys that represent the following categories: legal services; small firm or solo practitioners; historically underrepresented groups, including consideration of race, ethnicity, gender, and sexual orientation; and legal academics. In making appointments to the board, the Supreme Court should also consider geographic distribution, years or practice, particularly attorneys who are within the first five years of practice or 36 years of age and under, and participation in voluntary local or state bar activities.
- (e) The State Bar shall be responsible for carrying out the administrative responsibilities related to the appointment process described in subdivision (a). (Former § 6013.1 added by Stats. 1989, ch. 1223, repealed by Stats. 2011, ch. 417, § 13, and new § 6013.1 added by Stats. 2011, ch. 417, §14.)

Section 2 Membership from Legislative Appointment

§6013.3. State Bar Board of Trustees-- Appointment of Attorney Members by the Senate Committee on Rules and by the Speaker of the Assembly

- (a) One attorney member of the board shall be appointed by the Senate Committee on Rules and one attorney member shall be appointed by the Speaker of the Assembly.

- (b) An attorney member appointed pursuant to this section shall serve for a term of three years. An appointed attorney member may be reappointed pursuant to this section. (Added by Stats. 2011, ch. 417, § 15.5.)

Section 3 Public Members; Appointment; Qualifications; Term; Reappointment

§6013.5 Public Members; Appointment; Qualifications; Term

Notwithstanding any other provision of law, six members of the board shall be members of the public who have never been members of the State Bar or admitted to practice before any court in the United States. They shall be appointed through 1982 by the Governor, subject to the confirmation of the Senate.

Each of such members shall serve for a term of three years, commencing at the conclusion of the annual meeting next succeeding his appointment, except that for the initial term after enactment of this section, two shall serve for one year, two for two years, and the other two for three years, as determined by lot.

In 1983 one public member shall be appointed by the Senate Committee on Rules and one public member shall be appointed by the Speaker of the Assembly.

For each of the years, 1984 and 1985, two public members shall be appointed by the Governor, subject to the confirmation of the Senate.

Each respective appointing authority shall fill any vacancy in and make any reappointment to each respective office. (Added by Stats. 1975, ch. 874. Amended by Stats. 1979, ch. 1041; Stats. 1984, ch. 16.)

§6013.5.5 Public Members Appointment or Reappointment to the State Bar Board of Trustees—Applicable Provisions

Sections 450 to 450.6, inclusive, shall apply to public members appointed or reappointed after January 1, 2012. (Added by Stats. 2011, ch. 417, § 17.)

Section 4 Employment by Public Agencies

§6013.6 Employment by Public Agencies; Reduced Compensation; Job-Related Benefits

- (a) Except as provided in subdivision (b), any full-time employee of any public agency who serves as a member of the Board of Trustees of [the] State Bar of California shall not suffer any loss of rights, promotions, salary increases,

retirement benefits, tenure, or other job-related benefits, which he or she would otherwise have been entitled to receive.

- (b) Notwithstanding the provisions of subdivision (a), any public agency which employs a person who serves as a member of the Board of Trustees of the State Bar of California may reduce the employee's salary, but no other right or job-related benefit, pro rata to the extent that the employee does not work the number of hours required by statute or written regulation to be worked by other employees of the same grade in any particular pay period and the employee does not claim available leave time. The employee shall be afforded the opportunity to perform job duties during other than regular working hours if such a work arrangement is practical and would not be a burden to the public agency.
- (c) The Legislature finds that service as a member of the Board of Trustees of the State Bar of California by a person employed by a public agency is in the public interest. (Added by Stats. 1990, ch. 473, effective August 8, 1990; amended by Stats. 2011, ch. 417.)

Article 3
ELECTED ATTORNEY MEMBERS AND TERMS

Section 1 *Qualifications of Members*

§6015. Qualifications of Members

No person is eligible for attorney membership on the board unless both of the following conditions are satisfied:

- (a) He or she is an active member of the State Bar.
- (b) Either:
 - (1) If elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected.
 - (2) If appointed by the Supreme Court or the Legislature, he or she maintains his or her principal office for the practice of law within the State of California. (Added by Stats. 1939, ch. 34. Amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417.)

Section 2 *Tenure of Members; Vacancies; Interim Board*

§6016. Tenure of Members; Vacancies; Interim Board

The term of office of each attorney member of the board shall commence at the conclusion of the annual meeting next succeeding his or her election or appointment, and he or she shall hold office until his or her successor is elected or appointed and qualified. For purposes of this section, the time intervening between any two successive annual meetings shall be deemed to be one year.

Except as specified in Section 6013.1, vacancies in the board of trustees shall be filled by the board by special election or by appointment for the unexpired term.

The board of trustees may provide by rule for an interim board to act in the place and stead of the board when because of vacancies during terms of office there is less than a quorum of the board. (Added by Stats. 1939, ch. 34. Amended by Stats. 1968, ch. 545; Stats. 1975, ch. 874; Stats. 2002, ch. 415, effective September 9, 2002; Stats. 2011, ch. 417.)

Section 3 *State Bar Districts – Membership and Composition*

§6013.2. State Bar Board of Trustees-- Election of Attorney Members From State Bar Districts

- (a) Six members of the board shall be attorneys elected from State Bar Districts created by the board pursuant to Section 6012.
- (b) An attorney member elected pursuant to this section shall serve for a term of three years. An elected attorney member may run for reelection, but may be reelected to only serve one additional term. (Added by Stats. 2011, ch. 417, § 15.)

Composition of State Bar Districts

Each State Bar District has one elected attorney seat on the Board of Trustees. The composition of State Bar Districts is as follows:

- (A) District 1 consists of the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Napa, San Francisco, San Mateo, Solano, and Sonoma.
- (B) District 2 consists of the counties of Los Angeles, San Luis Obispo, Santa Barbara, and Ventura.
- (C) District 3 consists of the counties of Alpine, Amador, Butte, Calaveras, Colusa, El Dorado, Glenn, Lassen, Modoc, Mono, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo, and Yuba.
- (D) District 4 consists of the counties of Imperial, Inyo, Orange, Riverside, San Bernardino, and San Diego.
- (E) District 5 consists of the counties of Fresno, Kern, Kings, Madera, Mariposa, Merced, Stanislaus, Tulare and Tuolumne.
- (F) District 6 consists of the counties of Monterey, San Benito, Santa Clara, and Santa Cruz.

(Source: State Bar Rule 6.30 adopted effective May 16, 2008; amended effective July 1, 2010; Board of Governors' Resolution May 2010; amended November 4, 2011, effective January 1, 2012.)

Historical Note

Rule 6.30 supersedes

- a) Article IIB, §5 of the Rules and Regulations of the State Bar of California (Membership From Bar Districts), Board of Governors' Resolution, March 3, 1990; amended effective December 4, 1999; repealed May 16, 2008; and

- b) Article IIB, §6 of the Rules and Regulations of the State Bar of California (Bar Districts), Board of Governors' Resolution, March 3, 1990; repealed May 16, 2008.

Historical Note

At its May 15, 2010 meeting, the Board of Governors approved amendments to State Bar Rule 6.30 that adjusted the nine districts and number of Governors assigned to each seat:

- District 2 loses Alpine, Amador, Calaveras, El Dorado and Tuolumne
- District 3 loses San Mateo and Santa Clara and one governor
- District 4 adds San Mateo
- District 5 adds Alpine, Amador, Calaveras, El Dorado, San Luis Obispo, and Tuolumne
- District 6 loses Riverside, San Bernardino, San Luis Obispo, Santa Barbara and Ventura and adds Santa Clara
- District 7 loses one governor
- District 8 adds Santa Barbara and Ventura and one governor
- District 9 adds Riverside and San Bernardino and one governor

At its November 4, 2011 meeting, the Board approved amendments to Rule 6.30, effective January 1, 2012, pursuant to legislation enacted in Statutes 2011, chapter 417, §§ 11-13 (Senate Bill 163). The amendments to Rule 6.30 change the number of districts to six, adjust their composition, and specify that one State Bar member may be elected to the Board from each district.

Section 4 *Terms and Sequence of Election of Members*

Members of the board will be elected for terms of three years in the following sequence, which was randomly selected.

- (A) In 2012 and every three years thereafter, one member from State Bar Districts 4 and 5.
- (B) In 2013 and every three years thereafter, one member from State Bar Districts 1 and 3.
- (C) In 2014 and every three years thereafter, one member from State Bar Districts 2 and 6.

(Source: Former Rule 6.32 adopted effective July 1, 2010; Board of Governors' Resolution May 2010; Rule 6.32 repealed and renumbered as Rule 6.31 by Board of Governors' Resolution December 21, 2011.)

Historical Note

Article IIB, § 7 of the Rules and Regulations of the State Bar of California (Terms of Members from Respective State Bar Districts), repealed May 16, 2008.

At its May 15, 2010 meeting, the Board of Governors approved the adoption of a new State Bar Rule 6.32 that adjusted the sequencing for election of governors to accommodate the movement of governors among nine districts:

- In 2011, one elected from State Bar Districts 4,6,7,8 and 9.

- In 2012, one governor would have been elected from State Bar Districts 1,5,7,8 and 9.
- In 2012, one governor would have been elected from State Bar Districts 2, 3 and 4 and two governors would have been elected from State Bar District 7.

In 2011, however, Statutes 2011, chapter 417, §§ 11 - 13, changed the number of State Bar Districts to six, specified their composition, and changed the number of elected governors to one from each District. On December 21, 2011, the Board of Governors repealed Rule 6.32 and adopted a new Rule 6.31 with the sequence of district elections determined by random selection.

Section 5 Election Policies and Procedures

Statutes and Rules

§6018. Nominations; Qualifications to Vote

Nominations of elected members of the board shall be by petition signed by at least 20 persons entitled to vote for such nominees.

Only active members of the State Bar maintaining their principal offices for the practice of the law in the respective State Bar districts shall be entitled to vote for the member or members of the board therefrom. (Origin: State Bar Act, §15. Added by Stats. 1939, ch. 34. Amended by Stats. 2011, ch. 417, § 23.)

§6019. Elections

Each place upon the board for which a member is to be elected or appointed shall for the purposes of the election be deemed a separate office.

If only one member seeks election to an office, the member is deemed elected. If two or more members seek election to the same office, the election shall be by ballot. The ballots shall be distributed to those entitled to vote at least twenty days prior to the date of canvassing the ballots and shall be returned to a site or sites designated by the State Bar, where they shall be canvassed at least five days prior to the ensuing annual meeting. At the annual meeting, the count shall be certified and the result officially declared.

In all other respects the elections shall be as the board may by rule direct. (Origin: State Bar Act, §15. Added by Stats. 1939, ch. 34. Amended by Stats. 1981, ch. 836; Stats. 2002, ch. 415, effective September 9, 2002; Stats. 2011, ch. 417, § 24.)

Historical Note

The State Bar rules governing the nomination, eligibility and election procedures of attorney members to the Board of Trustees were previously set forth in Article II of the Rules and Regulations of the State Bar of California. Article II of the Rules and Regulations of the State Bar of California was repealed and superseded by the Board of Trustees on May 16, 2008 and replaced in its entirety by Title 6, Division 1, Chapter 1 of the new Rules of the State Bar, effective January 1, 2009.

SEE: State Bar Web Page: Attorney Resources>Rules of the State Bar of California>Title 6 Governance>Division 1 Board of Trustees:

State Bar Rules 6.1-6.8 (Election of Trustees)
State Bar Rules 6.30-6.31 (State Bar Districts).

Computation Of Deadlines

The date for performing an act required by these rules is computed by excluding the first day and including the last, unless the State Bar is closed the last day. The State Bar is closed on Saturdays, Sundays and legal holidays.

(Source: State Bar Rule 1.23 adopted effective July 20, 2007.)

Historical Note

This rule supersedes Article II, §1 of the Rules and Regulations of the State Bar of California (Computation of Deadlines), Board of Governors' Resolution July 27, 2001; repealed July 20, 2007.

Election Matters in General

- (A) Subject to the supervision and control of the board, the Secretary is responsible for administration and supervision of the election of attorney members of the board. These duties include
 - (1) preparing and distributing election forms and ballots;
 - (2) preparing and distributing eligibility and voting lists;
 - (3) determining validity of nominations;
 - (4) counting ballots;
 - (5) appointing canvassing boards and recount committees; and
 - (6) maintaining custody and control of election materials.
- (B) A Nominating Petition, Candidate Statement, or any other form required by rule in this division must be completed in accordance with instructions and filed by the dates set forth in the Schedule of Charges and Deadlines.
- (C) A member's address as it appears in his or her member record will be considered the principal office for the practice of law in determining eligibility for candidacy and voting. If the address appearing on a candidate's member record is a postal or private mailbox, the candidate must also provide the Secretary with the street address of his or her principal office on or before the date set for filing of Nominating Petitions. A candidate must also certify on the Nominating Petition that his or her principal office for the practice of law is maintained in the district from which he or she is running.

(Source: State Bar Rule 6.1 adopted May 16, 2008, effective January 1, 2009; amended effective November 14, 2009.)

Historical Note

This rule supersedes

- a) Article II, §2 of the Rules and Regulations of the State Bar of California of the State Bar of California (Nominating Petitions for Governors), amended September 10, 1971; January 26, 2001; July 27, 2001; January 23, 2003; repealed May 16, 2008;
- b) Article II, §3 of the Rules and Regulations of the State Bar of California (Date of Filing Nominating Petitions), amended September 10, 1971; December 20, 1978; December 4, 1975; May 13, 1976; March 21, 1997; July 27, 2001; January 23, 2003; November 17, 2006; repealed May 16, 2008;
- c) Article II, §4 of the Rules and Regulations of the State Bar of California (Determination of Sufficiency of Nominating Petitions), amended May 13, 1976, renumbered July 27, 2001; amended January 23, 2003; November 17, 2006; repealed May 16, 2008;
- d) Article II, §5 of the Rules and Regulations of the State Bar of California (Retention of and Public Access to Nominating Petitions), added November 17, 2006; repealed May 16, 2008
- e) Article II, §7 of the Rules and Regulations of the State Bar of California (Preparation of Eligibility List), amended August 5, 1971; December 4, 1975; January 25, 1986; February 21, 1986; January 24, 1987; July 27, 2001; January 23, 2003; renumbered November 17, 2006; repealed May 16, 2008;
- f) Article II, §8 of the Rules and Regulations of the State Bar of California (Mailing of Ballots), amended August 5, 1971; December 4, 1975; July 27, 2001; January 23, 2003; renumbered November 17, 2006; repealed May 16, 2008; and
- g) Article II, §13 of the Rules and Regulations of the State Bar of California (Canvassing of Ballots), amended December 4, 1975; January 25, 1986; February 21, 1986; March 21, 1997; July 27, 2001; January 23, 2003; renumbered November 17, 2006; repealed May 16, 2008.

Nomination of trustees

- (A) A qualified member must petition for candidacy by filing a completed Nominating Petition. The Nominating Petition may be filed electronically. Candidates who file electronically must retain the original copy of the petition for four years and produce it to the State Bar upon request.
- (B) The Secretary may extend the deadline for filing a Nominating Petition up to ten working days if
 - (1) no valid Nominating Petition has been filed;
 - (2) the only valid Nominating Petition filed is withdrawn before the deadline in the Schedule of Charges and Deadlines; or
 - (3) only one candidate has filed a valid Nominating Petition and has died or become ineligible.

(Source: State Bar Rule 6.2 adopted May 16, 2008, effective January 1, 2009; amended November 4, 2011, effective January 1, 2012.)

Historical Note

This rule supersedes

- a) Article II, §2 of the Rules and Regulations of the State Bar of California (Nominating Petitions for Governors), amended September 10, 1971; January 26, 2001; July 27, 2001; January 23, 2003; repealed May 16, 2008;
- b) Article II, §3 of the Rules and Regulations of the State Bar of California (Date of Filing Nominating Petitions), amended September 10, 1971; December 20, 1978; December 4, 1975; May 13, 1976; March 21, 1997; July 27, 2001; January 23, 2003; November 17, 2006; repealed May 16, 2008; and
- c) Article II, §6 of the Rules and Regulations of the State Bar of California (Designation of Separate Offices) amended September 10, 1971; December 4, 1975; renumbered July 27, 2001; amended January 23, 2003; repealed May 16, 2008.

Candidate information

- (A) The State Bar will post on its Web site and include in the ballot package mailed to eligible voters biographic information about qualified candidates including education, date admitted to practice, any public record of discipline, and other information in the official membership records of the State Bar.
- (B) Candidates may file a Candidate Statement that describes their views and qualifications for office.
- (C) A candidate for the Board of Trustees must disclose his or her membership in a club that discriminates in its membership policies on the basis of race, color, creed, national ancestry, sex, or sexual preference, but is not required to disclose the name of the particular club.

(Source: State Bar Rule 6.3 adopted May 16, 2008, effective January 1, 2009; amended November 4, 2011, effective January 1, 2012.)

Historical Note

This rule supersedes Article II, §9 of the Rules and Regulations of the State Bar of California (Candidate Statements), Board of Governors' Resolution, March 1970; amended April 1970; December 4, 1975; September 14, 1989; March 21, 1997; January 26, 2001; July 27, 2001; January 23, 2003; amended and renumbered November 17, 2006; repealed May 16, 2008.

Ballots

- (A) The ballot, any Candidate Statement, and a return envelope must be mailed to the address of record of eligible members at least six weeks before the date specified in the Schedule of Charges and Deadlines.
- (B) To be counted, a ballot must be returned in the envelope provided by the State Bar and received in the manner and time designated in the Schedule of Charges and Deadlines. The outside of the return envelope must include the voting member's printed name and address and must be signed by the member.

Alternatively, the Secretary may provide for electronic voting using a secure means that complies with the requirements of these rules.

(Source: State Bar Rule 6.4 adopted May 16, 2008, effective January 1, 2009.)

Historical Note

This rule supersedes

- (a) Article II, §8 of the Rules and Regulations of the State Bar of California (Mailing of Ballots), amended August 5, 1971; December 4, 1975; July 27, 2001; January 23, 2003; renumbered November 17, 2006; repealed May 16, 2008;
- (b) Article II, §10 of the Rules and Regulations of the State Bar of California (Voting of Ballots), renumbered and amended March 21, 1997; July 27, 2001; January 23, 2003; amended and renumbered November 17, 2006; repealed May 16, 2008;
- (c) Article II, §11 of the Rules and Regulations of the State Bar of California (Electronic Voting), Board of Governors' Resolution, January 23, 2003; amended and renumbered November 17, 2006; repealed May 16, 2008; and
- (d) Article II, §12 of the Rules and Regulations of the State Bar of California (Checking and Custody of Ballots), amended June 22, 1974; December 4, 1975; June 24, 1976; March 1, 1977; March 10, 1978; January 25, 1986; February 21, 1986; March 21, 1997; July 27, 2001; January 23, 2003; renumbered November 17, 2006; repealed May 16, 2008.

Plurality of votes; tie votes

Votes will be counted as prescribed by law. The candidate who receives a plurality of the votes cast for an office will be elected a trustee of the State Bar. In the event of a tie, the election will be determined by lot. The affected candidates must be notified and may attend the drawing of the lot.

(Source: State Bar Rule 6.5 adopted May 16, 2008, effective January 1, 2009, amended effective January 1, 2012.)¹

Historical Note

This rule supersedes Article II, §14 of the Rules and Regulations of the State Bar of California (Plurality of Votes; Provision for Ties), renumbered July 27, 2001; renumbered November 17, 2006; repealed May 16, 2008.

Recounts

- (A) No later than five days after certification of election results, a candidate may request a recount. The request must be in the manner prescribed by the Secretary and include advance payment of reasonable fees for the cost of the recount. Members of the State Bar may attend a recount, subject to reasonable conditions imposed by the Secretary.

¹ PHASE I PROPOSED CHANGE: Cite added.

- (B) As soon as practicable, the Secretary must appoint a recount committee consisting of five active members who do not initially count ballots. The recount committee must
- (1) recount the ballots;
 - (2) examine the ballots not counted;
 - (3) determine the number of votes validly cast for each candidate in the election; and
 - (4) immediately report the results, which will be final, to the Secretary.

(Source: State Bar Rule 6.6 adopted May 16, 2008, effective January 1, 2009.)

Historical Note

This rule supersedes Article II, §15 of the Rules and Regulations of the State Bar of California (Recounts), Board of Governors' Resolution, January 23, 2003; amended and renumbered November 17, 2006; repealed May 16, 2008.

Appointment due to a vacancy

- (A) A vacancy on the board occurs when a board member dies, resigns, or ceases to be an active member of the State Bar. The board must fill a vacancy by appointment unless these rules provide otherwise.
- (B) If a winning candidate dies or becomes ineligible or unable to serve before taking office, the office must go to the candidate receiving the next-highest number of votes for that office. If there is no other candidate, the board must appoint a member to fill the vacancy until the next regularly scheduled election.

(Source: State Bar Rule 6.7 adopted May 16, 2008, effective January 1, 2009.)

Historical Note

This rule supersedes

- a) Article IIIA, §1 of the Rules and Regulations of the State Bar of California (Vacancy – What Constitutes), Board of Governors' Resolution, September 21, 1967; repealed May 16, 2008;
- b) Article IIA, §2 of the Rules and Regulations of the State Bar of California (Appointment – Generally), Board of Governors' Resolution, September 21, 1967; repealed May 16, 2008; and
- c) Article II, §3 of the Rules and Regulations of the State Bar of California (Date of Filing Nominating Petition), amended September 10, 1971; December 20, 1974; December 4, 1975; May 13, 1976; March 21, 1997; July 27, 2001; January 23, 2003; November 17, 2006; repealed May 16, 2008.

Special election due to a vacancy

- (A) If a vacancy leaves an unexpired term exceeding eighteen months, a special election must be held to fill the balance of the term. This special election must be held in conjunction with the next regularly scheduled Board of Trustees election.
- (B) The rules and procedures applicable to a regular election apply to a special election.

(Source: State Bar Rule 6.8 adopted May 16, 2008, effective January 1, 2009; amended November 4, 2011, effective January 1, 2012.)

Historical Note

This rule supersedes

- (a) Article IIA, §3 of the Rules and Regulations of the State Bar of California (Appointment – Limited Duration), amended January 16, 1969; December 4, 1975; January 23, 2003; repealed May 16, 2008;
- (b) Article IIA, §4 of the Rules and Regulations of the State Bar of California (Special Elections – Generally), Board of Governors’ Resolution, May 24, 1968; amended December 4, 1975; repealed May 16, 2008;
- (c) Article IIA, §5 of the Rules and Regulations of the State Bar of California (Special Elections – Common Disasters to the Board), amended January 16, 1969; repealed May 16, 2008; and
- (d) Article IIA, §6 of the Rules and Regulations of the State Bar of California (Term of Office – Commencement and Expiration), amended October 24, 1968; December 4, 1975; repealed May 16, 2008.

Retention of and Public Access to Nominating Petitions²

After being filed, each nominating petition must be held by the secretary, or the secretary’s designee, for four years following commencement of the term of office for which the petition is filed.

Public access to the nominating petitions will be limited to viewing the petitions only, at the San Francisco office of the State Bar. The public may not copy or distribute copies of the petitions.

(Source: Board of Governors’ Resolution, November 17, 2006.)

Section 6 Disclosure of Petitioners

The names of persons who secure petitions to run for the Board of Trustees shall be public.

(Source: Board of Governors’ Resolution, December 1980.)

² Phase II proposed change: Recommend repeal as nominating petitions would be subject to CPRA.

TAB 2.3

OFFICERS

Article 1 OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

- Section 1 Officers*
- Section 2 Elections--Generally*
- Section 3 Election Procedures*
- Section 4 Selection of ball*
- Section 5 Continuance in Office*
- Section 6 Resignations*

Article 2 RESPONSIBILITIES OF OFFICERS

- Section 1 General*
- Section 2 President*
- Section 3 Vice-President*
- Section 4 Treasurer*
- Section 5 Secretary*

Article 1
OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

Section 1 *Officers*

§6020. Officers in General

The officers of the State Bar are a president, a vice president, a secretary and a treasurer. (Origin: State Bar Act, §10. Amended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25.)

Section 2 *Elections--Generally*

§6021. Election; Time; Assumption of Duties

(a) (1) Within the period of 90 days next preceding the annual meeting, the board, at a meeting called for that purpose, shall elect the president, vice president and treasurer for the ensuing year. The president, vice president, and treasurer shall be elected from among all members of the board.

(2) The newly elected president, vice president and treasurer shall assume the duties of their respective offices at the conclusion of the annual meeting following their election.

(b) The term of the president shall be one year, except that he or she may be reelected to a second one-year term as board president.

(c) Notwithstanding the provisions of Sections 6009.7 and 6011 regarding a 19-member board, if the president is elected from among those members of the board whose terms on the board expire that year and has not been reelected or reappointed to another term under Section 6013.1, 6013.2, 6013.3, or 6013.5, the president shall serve as a 20th member of the board during his or her one-year term and he or she may vote. (Origin: State Bar Act, §11. Added by Stats. 1939, ch. 34. Amended by Stats. 1943, ch. 278; Stats. 1957, ch. 551; Stats. 1970, ch. 510; Stats. 1973, ch. 17; Stats. 1985, ch. 465; Stats. 2002, ch. 415, effective September 9, 2002; Stats. 2011, ch. 417, § 26, Stats. 2014, ch. 429.)

Section 3 *Election Procedures*

(a) Each year, the President must call a special meeting of the Board to elect his or her successor for the next term. The special meeting must be held

on the same day and place as a regularly scheduled meeting of the Board. The election shall be no earlier than 90 days preceding the next scheduled Annual Meeting.

- (b) The President, Vice President and Treasurer shall be elected from among all of the Board members.
- (c) The Secretary shall be the judge of the election of officers, except that the President shall be judge of the selection of the Secretary.
- (d) As to each of the offices mentioned, these procedures shall apply and unless an election for that office is uncontested votes shall be cast by written ballot, however, upon request, a list reflecting how each board member voted will be made available after the outcome is announced. The judge shall distribute the ballots, collect, and count them and report the results to the President who shall announce the vote.
- (e) Upon commencement of balloting, each Board member present, other than the President, has the right to vote for his or her choice by casting a single vote for such person from among all of the candidates. If a Board member other than the President (in the absence of the President) is chairing the meeting, that position shall not disqualify such person from voting. In such balloting, the candidate receiving the majority of the valid votes cast shall be deemed elected. Neither abstentions nor votes for a noncandidate shall be a valid vote within the meaning of these procedures.
- (f) If no candidate receives a majority of the votes cast, the candidate, or candidates receiving no votes and the candidate with the least number of votes, shall be removed from candidacy. If there is a tie for the least number of votes, the tying candidates shall engage in an elimination election, as described in paragraph (g). The candidate receiving the greatest number of votes in the elimination election shall remain in consideration while other candidates in the elimination election shall be eliminated from further consideration and a further ballot for the office shall be taken among the remaining candidates.
- (g) If at any time two or more candidates are tied in an elimination election, a second ballot shall be taken to allow any Board member to change his or her vote or abstention. If the tie continues, an elimination election shall be held among those tied. In the event there is a tie among three or more candidates, an elimination election shall be held among two of the tied candidates, determined by lot. The one who receives the greatest number of votes in that elimination election shall then run against the third candidate in the elimination election chosen by lot, if necessary. This procedure shall be repeated so many times as may be necessary to

complete the elimination election. The candidate winning the elimination election shall then run against the remaining candidate(s) receiving the greatest number of votes under paragraph (f).

- (h) Following the determination of the final two candidates for any office, there shall then be a balloting to determine the winner for that office and the candidate receiving the majority of valid votes cast shall be deemed elected. In the event a tie occurs for three successive ballots, then the President may vote to break the tie. In the event the President does not vote to break the tie, the election shall be continued at the call of the President to a time and date not later than the next scheduled Board of Trustees meeting, at which time there shall be one additional ballot cast. If the tie remains, the President may vote to break the tie. If the President fails to do so, the matter shall be determined by lot.
- (i) The candidates may submit to the Board a written statement of such length as the candidate wishes, which may include a statement of qualifications, a statement of proposals and priorities, or both. Any such written statements shall be in the hands of the Secretary ten days prior to the special meeting for the election of officers, the Secretary to cause the same to be duplicated and immediately distributed via the most expeditious means reasonably available to all members of the Board.
- (j) Members are expected not to engage, directly or indirectly, in any electioneering for any office, including solicitation of support or votes, or announcement of candidacy, prior to the formal announcement by the Secretary of names of the candidates made at the regular meeting of the Board next preceding the special meeting for election of officers. The election shall be at the call of the President within the time set in Business and Professions Code, section 6021.
- (k) After consultation with the candidates, the President shall set the time limit for election speeches or other forum, all of which shall precede the first ballot. The order of speeches shall be determined by lot.
- (l) Any modifications of these procedures for the election of officers shall occur only between the end of the Annual Meeting and the following January 31st in order to insure fairness in any subsequent election.

(Source: Board Resolutions at various times prior to 1985; Board of Governors' Resolutions January 1985; April 1985; May 1986; January 1991; December 4, 1993; January 30, 2004, November 2006, January 12, 2008, Bus. and Prof. Code § 6021, effective January 1, 2012; Board of Trustees' Resolution January 2012; April 2013.)

Section 4 *Selection of Secretary*

§6022. Secretary

The secretary shall be selected annually by the board and need not be a member of the State Bar. (Origin: State Bar Act, § 18. Amended by Stats. 1970, ch. 510.)

The secretary of the State Bar shall serve within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.

(Source: Board of Governors' Resolution, August 2000: Governance Principle 1.9.)

Section 5 *Continuance in Office*

§6023. Continuance in Office

The officers of the State Bar shall continue in office until their successors are elected and qualify. (Origin: State Bar Act, § 19.)

Section 6 *Resignations*

Any officer may resign at any time by giving written notice to the State Bar. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

(Source: Board of Governors' Resolution, September 2004)

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

Except as provided by statute, the officers of the State Bar have only such other duties as the Board may prescribe and are subject to its supervision and control. Notwithstanding any delegation, the Board reserves authority over all matters pertaining to the State Bar.

(Source: Bus. & Prof. Code, §§ 6010, 6024; State Bar Rule 6.20.)

Section 2 President

(a) The primary roles and duties of the President:

- (1) The President shall take responsibility for leading the Board and holding individual Board members accountable to the Board as a whole for their contributions to the Board's leadership of the Bar;
- (2) The President shall be the Board's primary spokesperson to the Executive Director to facilitate communications between the Board and staff and to ensure the Executive Director and staff are accountable to the Board; and
- (3) The President shall be the primary spokesperson for the Board and the Bar in discussions with the Supreme Court, the Legislature, other stakeholders, wider audiences, and the general public.

(b) Additional Roles of the President:

- (1) Provides leadership that facilitates cohesiveness among Board members, and at the same time encourages the expression of different, and at times opposite, perspectives or points of view.
- (2) Facilitates decision making by the Board.
- (3) Assures that the Board focuses on the Long Range Strategy.
- (4) Keeps the Board informed and aware of broad policy issues that may affect the functioning of the Bar.
- (5) Presents to the Board Executive Committee for approval the material terms of any contract to employ an executive director

prior to presenting any such terms to the executive director candidate.

- (6) Consults with the Board Executive Committee about material changes to the terms and conditions of employment or performance of any senior executive
- (7) Is accountable for what is officially communicated by the Board and Bar to members of the Bar, to the public, and to the government (executive, legislative, and judicial branches). May function as a spokesperson or appoint or empower others to function in that capacity.
- (8) Sets meeting agendas, calls meetings, and presides over meetings of the Board and Executive Committee.
- (9) Resolves disputes and manages conflict among Board members.
- (10) Assures the Board complies with its by-laws.
- (11) Supervises, directs and controls the officers of the State Bar;¹
- (12) Appoints board committees, their chairs and liaisons to State Bar committees;
- (13) Appoints a Board Executive Evaluation Committee, of which the President is an ex-officio member;
- (14) Manages the performance of the Executive Director in accordance with board goals and objectives;
- (15) Facilitates board discussion and action on State Bar policy; and
- (16) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the board as required by law
- (17) Based on the goals and objectives set by the Board, manages the performance of the Executive Director by:

¹ Pursuant to Rule 6.20, all State Bar officers, agents, committees, commissions, and other entities have only the powers, duties, and authority delegated by the board and are subject to its supervision and control. Notwithstanding any delegation, the board reserves authority over all matters pertaining to the State Bar, including whether actions or positions taken by a State Bar officer, agent, committee, commission, or other entity are consistent with State Bar policies. (Bus. & Prof. Code, §§ 6010, 6025 and 6030.)

- (A) Communicating Board decisions and policies;
 - (B) Establishing performance expectations and measurement systems for the Executive Director;
 - (C) Facilitates the Board role in hiring, assessment, review and firing of the Executive Director.
 - (D) Provides input to the Executive Director with respect to the assessment of the General Counsel and Secretary.
 - (E) Sets and oversees the goal setting process for the Board.
 - (F) Helps in clarifying the roles of the Board and its members.
 - (G) Ensures Board members' orientation, training, and development.
 - (H) Facilitates the process for his/her succession.
- (18) Certificates of Recognition and/or Proclamations
- (A) Authorizes issuance of certificates of recognition and/or proclamations bearing the President's signature or, if appropriate, that of the requesting Board member, to appropriate persons, groups or staff as long as such requests are made in writing at least three weeks prior to their presentation; and
 - (B) Authorizes the President of the State Bar to issue a Presidential Recognition Award and award up to five individuals or organizations annually for exemplary actions in furtherance of the State Bar's missions and goals. The President shall be allotted 20 minutes at the swearing-in ceremony for the newly elected officer at the Annual Meeting to present the award.
- (19) Presides over the Governance in the Public Interest Task Force.
- (20) Other duties of the President are as the board prescribes and as provided by law.

(Source: Board of Governors' Resolutions October 24, 1987, May 20, 1997, June 2006, May 2010, January 2011; Bus. & Prof. Code § 6001.2; Board of Trustees Resolution, March 2013, July 2014, September 2014; State Bar Rule 6.40 adopted effective May 16, 2008.)

(c) Role of President-Elect: Presents and proposes committee chairs, liaisons, and appointments to committees, after consulting with the outgoing Board Executive Committee.

(d) President Emeritus

- (1) After expiration of his or her term and leaving office at the Annual Meeting, the President may serve as President Emeritus for one year, which is the time between two consecutive Annual Meetings.
- (2) The President Emeritus is not a member of the Board. The President Emeritus may attend and participate in meetings of the Board, but may not vote.
- (3) The President Emeritus may engage in other activities and functions that are coordinated by the President and the Chief Executive Officer.

(Source: State Bar Rule 6.40 adopted effective May 16, 2008; Board of Governors' Resolution May 2010; Board of Trustees Resolution, March 2013; September 2014.)

Historical Note

This rule supersedes Article III, § 1 of the Rules and Regulations of the State Bar of California (President), amended November 1962; added October 1964; amended January 1971; September 10, 1971; October 9, 1981; June 21, 1986; repealed May 16, 2008.

Section 3 *Vice-President*

The Vice-President, when acting in the absence or disability of the President, has all the duties and powers of the President. The Vice-President, when designated by the President, may preside at a specific meeting of the board or a portion of the meeting. Other duties of the Vice-President are as the board prescribes.

The Vice President of the State Bar serves as: 1) Vice Chair of Board Executive Committee; 2) Chair of the Annual Planning Retreat.

(Source: State Bar 6.41 adopted effective May 16, 2008. Bus. & Prof. Code § 6021, amended effective January 1, 2012; Board of Trustees Resolution, May 2013.)

Historical Note

This rule supersedes Article III, §2 of the Rules and Regulations of the State Bar of California (Vice-Presidents), Board of Governors' Resolution, September 19, 1981; repealed May 16, 2008. Effective in 2012, SB 163 §§ 24, 25, amended California Business and Professions Code sections 6020-6021 to identify the State Bar's officers as a President, a Vice-President, a Treasurer and a Secretary. Beyond the basic duties set forth in the statute for the President and Vice-President, the statute contemplated that the Board would define the role of these officers. The Board defined the role of the Vice-President in May 2013.

Section 4 Treasurer

The Treasurer of the State Bar will: 1) Serve as the Chair of the Audit Committee; 2) Be appointed by the President to serve either as Chair or Vice Chair of Planning and Budget; 3) Consult with the Executive Director and CFO and report to the Board regarding matters involving the budget and internal financial controls; and 4) Take primary responsibility for ensuring the Board's attention to the Bar's fiscal position, budget, audit reports, and stewardship of Bar assets to ensure protection of the public; and any other duties that the board prescribes.

(Source: Board of Governors' Resolution, October 9, 1981; State Bar Rule 6.41 adopted effective May 16, 2008; Board of Trustees Resolution, March 2013.)

Historical Note

This rule supersedes Article III. §3 of the Rules and Regulations of the State Bar of California (Treasurer), Board of Governors' Resolution, October 9, 1981; repealed May 16, 2008. Effective in 2012, SB 163 §§ 24, 25, amended California Business and Professions Code sections 6020-6021 to identify the State Bar's officers as a President, a Vice-President, a Treasurer and a Secretary. Beyond the basic duties set forth in the statute for the President and Vice-President, the statute contemplated that the Board would define the role of these officers. The Board defined the role of the Treasurer in March 2013.

Section 5 Secretary

- (a) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the board and board committees.
- (b) The Secretary must give notice of all meetings of the State Bar and the board as required under these rules.
- (c) For all board and board committee meetings, the Secretary, in consultation with the President,
 - (1) prepares and distributes the agenda, agenda items, committee action summaries and inventories; and
 - (2) sets deadlines for the distribution of agenda items.
- (d) The Secretary must keep the State Bar seal, having the words and figures "The State Bar of California – July 29, 1927", in safe custody at the main office of the State Bar, unless otherwise ordered by the board.
- (e) Other duties of the Secretary are as the board prescribes.

(Source: State Bar Rule 6.42 adopted effective May 16, 2008.)

Historical Note

This rule supersedes Article III, § 4 of the Rules and Regulations of the State Bar of California (Secretary), amended August 5, 1971; added September 10, 1971; June 9, 1978; June 9, 1981; added September 19, 1981; repealed May 16, 2008.

(f) Accepting Gifts to the State Bar: The board hereby authorizes the secretary to accept on behalf of the board any gifts made to the State Bar, the secretary to report the acceptance of any such gift to the Board Committee on Planning and Budget, or any successor board committee.

(Source: Board of Governors' Resolution, May 1988, September 2004.)

(g) Executive Director choice of Secretary: The Executive Director of the State Bar should bring his or her choice for Secretary to the board for approval.

(Source: Board of Governors' Resolution, May 20, 1997.)

TAB 2.4

BOARD OF TRUSTEES MEMBER RESPONSIBILITIES

Article 1 BOARD OF TRUSTEES MEMBER RESPONSIBILITIES

- Section 1 Introduction*
- Section 2 Board Member Skills and Responsibilities*
- Section 3 Minimum Standards of Commitment and Conduct*
- Section 4 Board of Trustees Liaison Policy for State Bar Committees*
- Section 5 Board of Trustees Liaison Assignments to State Bar
Standing Committees, Section Executive Committees,
Special Boards, Committees and Commissions*
- Section 6 Travel Expenses – Board of Trustees’ Liaison*
- Section 7 Time Commitment*

Article 2 OFFICIAL DUTIES OF PUBLIC MEMBERS - DEFINED

- Section 1 Board of Trustees*
- Section 3 State Bar Court¹*

Article 3 PUBLIC AND MEMBER OUTREACH

- Section 1 The Board Member’s Role In Member And Public Outreach*
- Section 2 Communications With Local Bars*
- Section 3 Outreach To Members*
- Section 4 Board Legislative Liaisons*

¹ Phase II proposed change: Recommend to strike as it does not fit within the Board Book.

Article 1

BOARD OF TRUSTEES MEMBER RESPONSIBILITIES

Historical Note

Upon the recommendation of the Committee on Board Development, the 'Board of Governors Member Responsibilities and Commitments' were adopted by the Board of Governors on September 19, 2002.

Section 1 *Introduction*

The Board of Trustees governance model, consistent with the governing practices of other governmental and non-profit boards, indicates that one of the most important functions of the Board is to make sure that prospective members clearly understand and are ready, able, and willing to carry out the governing mission of the State Bar of California. To assist potential candidates considering running for the Board or the various appointing authorities considering public member applicants, the following list is designed to outline the basic skills and competencies necessary to succeed as a Board Member. Obviously, this list is general in nature and not exhaustive.

Section 2 *Board Member Skills and Responsibilities*

1. Be familiar with the mission and purpose of the State Bar of California. A statement of the mission, as well as information on the organization's goals, constituencies, finances, and operation will be available to all prospective members.
2. Once elected or appointed, members of the Board of Trustees should attend and participate in all Board meetings, committee meetings, and other special events such as the Annual Meeting. Members should be made aware of the time commitment necessary to fulfill these obligations.
3. In order to fulfill each member's fiduciary duty, members will participate fully in the annual budgeting process and attend all budget meetings as scheduled. The State Bar is large and its finances complex, requiring extra diligence of board members. Orientation and training will be provided so that Members understand the complex budget documents.
4. Members should allocate adequate time to prepare for meetings in advance in order to make sound decisions on behalf of the State Bar, its stakeholders, including the public. This requires review of substantial, written material.
5. The board has the primary responsibility of leading the organization through governance, with the staff delegated the authority and responsibility of management. Members have the responsibility of understanding the distinctions between these two functions, and how they can as Board members work most effectively in partnership with the staff.²

² Phase II proposed change: Original source unknown. Recommend the board reaffirm.

6. The Board's primary relationship with the professional staff is through the Executive Director; members will actively participate in the Executive Director's performance evaluation and ensure that the Executive Director has the support necessary to implement the policy goals established by the Board of Trustees.
7. In order to effectively govern, members will be familiar with the existing governance structure of the Board of Trustees so that each member can establish a good working relationship with other members of the Board and staff.
8. Members should be knowledgeable about conflict of interest standards and ensure that such conflicts are noted when appropriate in formal filings and at board meetings. It is important for members to place the interests of the organization as a whole before personal, geographic, or special interest group concerns.
9. As members of the Board of Trustees, we are the primary ambassadors for the State Bar. Each member should be prepared to represent the organization to its members and other bar constituents, including members of the public.
10. Members are encouraged to share their diverse skills and expertise when determining policy.

Section 3 Minimum Standards of Commitment and Conduct

1. Meeting Attendance: Absent emergency circumstances, members will attend all Board and committee meetings on time.
2. Meeting Protocol: Members will be courteous to one another, guests and staff, avoiding personally directed comments. Board members will avoid interrupting other speakers and yield to the chair or President regarding the order to comment.
3. Meeting Procedures: Members recognize meetings are conducted according to Board rules, supplemented by Roberts Rules of Order and relevant open/closed meeting rules and regulations.
4. Confidentiality: Members recognize that matters discussed in closed session are to be kept confidential subject only to open meeting reporting requirements.

5. Member Education: Members will be expected to learn about the State Bar and its operations and functions. This can be accomplished by attending scheduled orientations or by contacting the President or Executive Director.
6. Staff Relations: Members recognize staff are a resource and agree to treat staff with courtesy, recognizing the many demands of staff time. Members will endeavor to work with staff through the Executive Director and the Senior Executive Team.
7. Expense Discipline: Members recognize that the expenses of the Board of Trustees are reimbursed from the general fund. Members will employ expense discipline to minimize travel and other costs.
8. Ethics and Prudence: Members will act ethically and prudently in exercising their duties.
9. Public Relations: Members are free to make public statements about Board matters; however, the President and the Executive Director or their designees speak for the State Bar as an organization.
10. Attorney Member Relations: Elected members recognize the importance of attorney member outreach, particularly within their district, and agree to regularly meet with attorney members, local attorney organizations, and volunteer groups, coordinating with the Office of Bar Relations Outreach.
11. Public Outreach: Both elected and appointed members recognize the importance of member and public education and outreach. To achieve the goals noted regarding public relations and attorney member and public outreach, members will meet with the following groups:

Local and Specialty Bars (Coordinate with Office of Bar Relations Outreach)

Meet Representatives from State Bar Trustee's district to:

- Educate attorneys on State Bar activities, purpose, structure, etc.;
- Listen to input from attorney members;
- Involve attorney members in Mid Year, Annual meetings, etc.; and,
- Explore co-sponsorship opportunities.

Involve/Recruit Attorney Members and members of the public to:

- Apply to Committees/Sections/Commissions; and,
- Participate in Mid Year and Annual meetings, other conferences.

Attend District Bar Events in order to represent the State Bar at events such as:

- County Bar Installations;
- Specialty Bar Installations; and,
- Multi-cultural Bar Alliance Receptions

Available to Promote State Bar via Media (Coordinate with Office of Media and Information Services). Members should seek opportunities to:

- Draft Op/Ed pieces;
- Draft articles for bar associations, community and public service newsletters on State Bar, legal issues; and,
- Be available for interviews.

Engage the Public (Coordinate with Office of Media and Information Services) Members should seek to:

- Meet members of the public from State Bar Trustee's District;
- Attend college, high school, and other school career days and law days;
- Meet with Service groups and other community organizations.
- Distribute consumer education pamphlets, Kids & Law, etc. to public.

(Source: Board of Governors Resolution September 19, 2002 (State Bar of California Board of Governors Member Responsibilities.)³

Section 4 Board of Trustees Liaison Policy for State Bar Committees

In 2006, the Board adopted the following liaison policy for State Bar committees. This policy replaced the former Board Committee on Volunteer Involvement's Outreach Program.

Historical Note

2011-2012, the Board changed the name of the Volunteer Involvement Committee (VIC) to Nominations and Appointment Committee (NAC) to clarify the jurisdictional boundaries between various working groups during the 2011-12 Board year and because in recent years, the central mission of the VIC -- and the bulk of its work -- has been nominations and appointments.

(a) Assignment of Board Members to Specific Committees

- (1) Each member of the Board of Trustees will be assigned by the President to serve as a Liaison or Outreach Coordinator for one or more of the State Bar standing committees, special boards, committees and commissions, and section executive committees, taking into consideration each member's preferences as much as

³ PHASE I PROPOSED CHANGE: Cite corrected.

possible, with an eye toward getting as much actual contact between the Board members and the committee.

- (2) To the extent possible, the Board member will continue with this relationship for three years.
 - (3) Each year the President may adjust the assignments to accommodate incoming Board members and changes in Board member preferences.
 - (4) Each Board member liaison will attend at least one meeting of one of his or her assigned committees during each committee year
 - (5) Board members' travel expenses to attend the meetings will be reimbursed in accordance with established Board and State Bar policies (e.g., the State Bar will reimburse travel expenses for no more than two Board liaison attending the same committee meeting).
 - (6) *Committee of Bar Examiners and Commission on Judicial Nominees Evaluation*: ~~The~~ VIGNAC⁴ or its successor chair and vice chair and members will serve as the liaison contacts and coordinators for communications and attendance at meetings.
 - (7) *Sections*: Liaisons assigned to section executive committees are required to attend the executive committee meetings of their assigned entity at the Annual Meeting at a minimum and are also strongly encouraged to also attend the Solo and Small Firm Summit. Representatives from the Task Force shall be invited to the Board's annual planning meeting.
- (b) Liaison/Coordinator Responsibilities at the Meetings
- (1) Demonstrate to committee members that their work is known by the Board and appreciated.
 - (2) Ascertain areas where committee needs help.
 - (3) Ask about and listen to goals and projects of the committee. Do they overlap in any way with other projects?
 - (4) Report on and answer questions, if able, about board activities and goals.

⁴ PHASE I PROPOSED CHANGE: Language updated.

- (5) Report to ~~VIC-NAC~~⁵ or its successor and the Board on the date of the visit and feedback from the committee, e.g., describe any issues or concerns.

(c) Process re Notice and Attendance

- (1) Staff will e-mail notices of upcoming committee meetings to Board members and to the extent practical, the notice will be at least one month in advance of the meeting. The e-mail distribution will be scheduled approximately every two weeks to include any last minute scheduling.
- (2) For committee's that have full advance calendars, staff shall provide the meeting calendars to the appropriate board members as soon as the annual calendars are available.
- (3) Board members who wish to attend a committee meeting should contact the Coordinator to advise him or her of the meetings they plan to attend.
- (4) A typical visit would last 1-1/2 to 2 hours. Visiting Board members should be encouraged to visit just prior to or after the lunch hour and during the lunch hour.
- (5) The Board Liaisons/Coordinators are to notify committee staff of the meetings they plan to attend so that staff may coordinate catering, distribution of agenda materials, etc.

~~(6) — Following a meeting, committee staff should e-mail the names of the Board members who attended the meeting to the chair or staff coordinator of NAC ~~VIC~~ or its successor committee chair and VIC or its successor staff coordinator ~~the names of the Board members who attended the meeting.~~⁶~~

~~(6) _____.~~

(d) Attendance at Committee Meetings Held at State Bar Conferences

- (1) A Board member will attend each and every meeting of the State Bar standing, section executive and special committees held at State Bar Conferences, including but not limited to the Solo and Small Firm Summit, Bar Leadership Conferences, and State Bar Annual Meeting.

⁵ PHASE I PROPOSED CHANGE: Language updated.

⁶ PHASE I PROPOSED CHANGE: Language updated and clarified.

- (2) All Board members shall be encouraged to attend the Solo and Small Firm Summit, pending fiscal feasibility and approval of Planning re budget issues.
- (3) Board members should notify the designated staff as to which meetings they plan to attend and staff will coordinate the information with the President, ~~VIC~~NAC⁷ or its successor Chair, and the committees.

⁷ PHASE I PROPOSED CHANGE: Language updated.

Section 5 *Board of Trustees Liaison Assignments to State Bar Standing Committees, Section Executive Committees, Special Boards, Committees and Commissions*

Standing Committees

1. Administration of Justice
2. Alternative Dispute Resolution (ADR)
3. Appellate Courts
4. Bar Examiners (Bar X, CBE)
5. Delivery of Legal Services
6. Federal Courts
7. Group Insurance Programs
8. Mandatory Fee Arbitration
9. Professional Liability Insurance
10. Professional Responsibility and Conduct

Sections Executive Committees

1. Antitrust UCL & Privacy
2. Business Law
3. Criminal Law
4. Environmental Law
5. Family Law
6. Intellectual Property Law
7. International Law
8. Labor and Employment Law
9. Law Practice Management and Technology
10. Litigation
11. Public Law
12. Real Property Law
13. Solo and Small Firm
14. Taxation
15. Trusts and Estates
16. Workers' Compensation

Special Boards, Committees and Commissions

1. California Commission on Access to Justice (CCAJ)
2. California Board of Legal Specialization and its Advisory Commissions (Legal Spec.)
3. California Judges Association (CJA)
4. CEB Governing Committee
5. Client Security Fund Commission (CSF)
6. Commission on Judicial Nominees Evaluation (JNE)
7. Council on Access and Fairness (COAF)
8. Council on State Bar Sections
9. CYLA Board
10. Legal Services Trust Fund Commission
11. Lawyer Assistance Program Oversight Committee (LAP)

Committees with ~~VIC-NAC~~⁸ or its successor Chair and Members Assigned as Liaison

1. Bar Examiners
2. Commission on Judicial Nominees Evaluation (JNE)

(Source: Board of Governors' Resolution, March 2004, November 2006; Board of Trustees Resolution July 2015.)

Section 6 Travel Expenses – Board of Trustees Liaison

No more than two (2) liaison may attend any given meeting at State Bar expense, determination to be made among liaison.

(Source: Board of Governors' Resolution, December 1989.)

Section 7 Time Commitment

Serving as a member of the Board of Trustees is a very time consuming obligation. Meetings, required research and reading, and outreach efforts can occupy as many as ten (10) to twenty (20) hours per week. The Board of Trustees meets formally six (6) to eight (8) times per year, with the average meeting taking the entire day on a Thursday and most of the day on Friday. Committee and task force meetings occur on a more ad hoc basis, but can occupy one or more days per month. Combined with attendance at the mid-year and annual meetings of the State Bar of California, a member can expect to devote no less than two to three weeks of typical work days per year to Board efforts. Further information on meeting schedules and other activities of the State Bar of California can be found at its website, www.calbar.ca.gov.

(Source: Board Resolution September 2002.)

⁸ PHASE I PROPOSED CHANGE: Language updated.

Article 2

Official Duties of Public Members--Defined

The board defines as follows the term "official duties" as that term is used in subdivision (c) of section 6028 of the Business and Professions Code:

Section 1 *Board of Trustees*

- (a) The official duties of a public member of the Board of Trustees appointed pursuant to section 6013.5 of the Business and Professions Code are as follows:
 - (1) Attending meetings of the Board of Trustees and committees of the Board of Trustees;
 - (2) Representing the Board of Trustees before other governmental bodies and officials, State Bar committees and boards, the Conference of Delegates and other bar associations and law related organizations;
 - (3) Meeting with State Bar personnel;
 - (4) Such other duties as may be prescribed by the Board of Trustees from time to time.

Section 3 *State Bar Court*⁹

- (b) The official duties of a public member of the State Bar Court appointed pursuant to section 6086.6 of the Business and Professions Code are as follows:
 - (1) Attending meetings of the State Bar Court and committees of the State Bar Court;
 - (2) Sitting as a member of hearing panels, advisory review panels and department of the State Bar Court;
 - (3) Preparing decisions;
 - (4) Meeting with State Bar personnel; and
 - (5) Such other duties as may be prescribed by the Board of Trustees from time to time.

(Source: Board of Governors' Resolution, September 1977.)

⁹ Phase II proposed change: Recommend to strike as it does not fit within the Board Book.

Article 3

PUBLIC AND MEMBER OUTREACH

Section 1 The Board Member's Role In Public And Member Outreach

Proposed Activities for Board Members

- (a) Media
 - (1) Provide recognition of lawyers from the Bar through Local Media
 - (2) Serve as a point person for the Bar with local media outlets
 - (3) Participate in current events and informational programs on radio and television
 - (4) Write articles for the State Bar's CalBar Journal, coordinating with the editor; and write articles for local bar and other publications, providing copies to State Bar staff of any articles that are published
 - (5) Participate in meetings with local newspaper editors, in conjunction with the Bar's Media and Information Services Office
 - (6) Help get psa's on current topics placed with local media outlets
- (b) Meetings w/local bars and local bar leaders
 - (1) Attend local bar meetings, coordinating with President or Executive Director, as needed
 - (2) Attend local bar dinners
 - (3) During attendance at January bar meetings plug appointment opportunities and process
- (c) Meetings with local Judges, in coordination with the Executive Director and President
- (d) Legislative contact
 - (1) Distribute State Bar publications, e.g., "Seniors and the Law"
 - (2) Meet with legislators and/or their representatives to show appreciation for their efforts on issues of concern to the bar
 - (3) Contact should be coordinated through the Executive Director or the Legislative Office
- (e) Specialty and Minority Bars - Serve as conduit of information
- (f) Attend Swearing in Ceremonies
- (g) Seek opportunities to do outreach to the broader legal community who may or may not be involved with organized bar activities

- (h) Participate in Foundation Grant Presentations
- (i) "Legal Day" on Campus - participation with local bars in organizing and being involved in events at local schools
- (j) Assist in distribution of existing publications, such as "Seniors and the Law" and other bar publications
- (k) Assist in the promotion of existing proven curricula and support creation and distribution of new educational curriculum on topics of concern to the Bar
- (l) Public - conduct presentations on issues of current concern at public forums
- (m) District Web pages - if district web pages or a pilot program are established, provide content for development and maintenance of local district web page, relying on template provided by Bar staff;
- (n) Contact with members of the local delegation of the Conference of Delegates of California Bar Associations.
- (o) Full participation at State Bar meetings will be expected, including attendance at broadest possible range of meetings of constituent groups and others holding events at the State Bar mid-year and annual meetings; meetings of constituent groups will be coordinated to avoid overlap.
- (p) Committee liaison contact work.

Means to Support Outreach

- (a) Outreach Pallet - board members should maintain an updated set of relevant speeches and materials, relying on the basic information provided by bar staff, supplementing those materials with local information and other relevant information. Board members will receive an index of materials that are available on the website and elsewhere.

(Source: Board of Governors' Resolution May 2003.)

Section 2 Communications With Local Bars

Recognizing varying local conditions, it shall be the duty of each board member to meet regularly and otherwise communicate with local bar leaders, report on State Bar activities and collect local bar sentiments on topics of interest.

(Source: Board of Governors' Resolution, September 2004.)

Section 3 Outreach to Members

Each member of the Board of Trustees shall commit to undertaking the following actions to the best of his or her ability:

- (a) Participate in local bar association activities in his or her district;
- (b) Solicit comments, concerns and opinions from and provide information to members in his or her district regarding major State Bar policy issues;
- (c) Publicly acknowledge the individual efforts of the volunteers in his or her district for their singular work; and
- (d) Promote formal and informal channels of communication with members that each trustee represents.

Public members of the Board of Trustees shall commit to undertaking any of the above, as they pertain to both members of the State Bar and the public.

(Source: Board of Governors' Resolution, September 2004.)

Section 4 Board Legislative Liaisons

Two Trustees of the Board Executive Committee are to be designated to serve as liaisons with the Chief Executive Officer, the State Bar's legislative advocate, and State Bar Governmental Affairs staff during the course of any year of a legislative session regarding the development of legislative proposals that may lead to requests for an affirmative vote by the Board of Trustees to sponsor specific legislation.

(Source: Board of Trustees' Resolution, September 2014.)

TAB 2.5

MEETINGS OF THE BOARD OF TRUSTEES

Article 1 MEETINGS OF THE BOARD

- Section 1 Statutory Authority*
- Section 2 Implementing Procedures For Board of Trustee Compliance With the Bagley-Keene Open Meeting Act*
- Section 3 Annual Board of Trustees Strategic Work Session*
- Section 4 Attendance of Newly Elected and Appointed Members at Last Board Meeting*
- Section 5 Attendance and Voting*
- Section 6 Roll-Call Voting*
- Section 7 Multi-Year Schedule of Meetings*
- Section 8 State Bar Annual Meeting*

Article 2 AGENDA AND MINUTES

- Section 1 Consent Agenda*
- Section 2 Special Orders of Business and Appearances*
- Section 3 Minutes of Meetings*
- Section 4 Private Deliberations*

Article 3 RULE OF DISCUSSION, DEBATE AND PROCEDURE

- Section 1 Matters that May be Considered*
- Section 2 Prioritizing Discussion*
- Section 3 Conduct of Meetings*
- Section 4 Rule of Discussion, Debate and Procedure for the Board of Trustees*
- Section 5 Staff and Public Comment*
- Section 6 Claimed Breach of Confidentiality*

Article 1 MEETINGS OF THE BOARD

Historical Note

The rules governing Board meetings, agendas, minutes were previously set forth in the *Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California*. Additional meeting rules were contained in Article IV of the Rules and Regulations of the State Bar of California. On May 16, 2008, the Board of Governors repealed the *Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California* and Article IV of the Rules and Regulations of the State Bar of California and replaced both sets of rules in their entirety with one set of rules in Title 6, Division 2, Chapter 1 (Meetings of the Board of Governors) (Rules 6.50-6.56) of the new Rules of the State Bar of California.

Section 1 Statutory Authority

The statutes governing the meetings of the Board of Trustees and exceptions are set forth under §§6026.5 and 6026.7 of the Business and Professions Code. Section 6026.7 states that the State Bar and all its meetings are subject to the Bagley-Keene Open Meeting Act. Section 6026.5 provides that subject to 6026.7, every meeting of the board shall be open to the public except those meetings, or portions thereof, relating to: consultation with counsel on pending or prospective litigation; involuntary enrollment of active members as inactive members due to mental infirmity or illness or addiction to intoxicants or drugs; qualifications of judicial appointees, nominees, or candidates; appointment, employment or dismissal of an employee, consultant, or officer of the State Bar, or to hear complaints or charges brought against such employee, consultant, or officer unless such person requests a public hearing; disciplinary investigations and proceedings, including resignation with a disciplinary investigation or proceeding pending, and reinstatement proceedings; appeals to the board from decisions of the Board of Legal Specialization refusing to certify or recertify an applicant or suspending or revoking a specialist's certificate; appointments to or removals from committees, boards, or other entities; or joint meetings with agencies provided in Article VI of the California Constitution.

(Source: Bus. and Prof. Code, §§6026.5 and 6026.7.)

Section 2 Implementing Procedures For Board of Trustee Compliance With the Bagley-Keene Open Meeting Act

In 2015, Senate Bill No. 387, approved by the Governor and chaptered by the Secretary of State on October 6, 2015, at Chapter 537, Statutes of 2015, ("SB 387") was passed and makes the State Bar subject to all requirements of Bagley-Keene commencing April 1, 2016. SB 387 retains the grounds for closed sessions permitted by Business and Professions Code section 6026.5 and these provisions, pursuant to Bagley-Keene, are

applicable to all committees of the Board and the State Bar. On November 20, 2015, the Board of Trustees adopted rule 6.57 which repeals rules 6.50-6.56 (which previously contained the Bar's open meeting requirements) effective April 1, 2016:

Rule 6.57. Repeal.

This chapter shall remain in effect only until April 1, 2016, and as of that date is repealed. Beginning April 1, 2016, meetings of the Board of Trustees and its committees will be subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7, and Business and Professions Code section 6026.5.

(Source: Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California: August 17, 1985, October 1, 1985, July 26, 2003; November 2007; repealed May 16, 2008; Rules of the State Bar of California, Title 6, Division 2, Chapter 1 (Meetings of the Board of Trustees) (Rules 6.50-6.57): May 16, 2008; repealed April 1, 2016; Board of Trustees Resolution November 20, 2015.)

Historical Note

Repealed Rule 6.50 (adopted effective May 16, 2008; amended effective July 22, 2011; amended effective January 1, 2012; amended effective April 25, 2013.) supersedes

- a) Article IV, § 2 of the Rules and Regulations of the State Bar of California (Time and Place of Meetings); repealed May 16, 2008;
- b) Article IV, § 4 of the Rules and Regulations of the State Bar of California (Annual Organization Meeting), formerly Section 5; renumber Section 4, effective July 26, 2003; repealed May 16, 2008;
- c) Article IV, § 5 of the Rules and Regulations of the State Bar of California (Authority to call Special Meetings), formerly Section 6; renumbered Section 5 and amended effective July 26, 2003; repealed May 16, 2008;
- d) Article IV, § 7 of the Rules and Regulations of the State Bar of California (Quorum); repealed May 16, 2008; and
- e) Article 1, § 4(b)(6) of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Meeting, Definition), Board of Governors' Resolution, August 17, 1985; October 1, 1985; July 26, 2003; November 2008; repealed May 16, 2008.

Repealed rule 6.51 (adopted effective May 16, 2008; amended effective July 22, 2011; amended effective April 25, 2013.) supersedes

- a) Article IV, § 3 of the Rules and Regulations of the State Bar of California (Emergency Meetings), amended effective June 10, 2000; repealed May 16, 2008;
- b) Article 2, § 1(c) of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Meetings to be Open and Public;

Attendance); Board of Governors Resolutions August 17, 1985; July 26, 2003; March 2007; repealed May 16, 2008;

- c) Article 2, § 2(a) of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Notice of Meetings; Inclusion of Agenda; Time; Request for Notice and Renewal; Annual Charge for Sending); Board of Governors Resolutions August 17, 1985; August 2000: Governance Principle 4.3; July 26, 2003; March 2007; repealed May 16, 2008;
- d) Article 4, § 1 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Policy); repealed May 16, 2008; and
- e) Article 4, § 2 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Late Added Items; Unnoticed Meetings), amended June 10, 2000; March 2007; repealed May 16, 2008.

Repealed rule 6.52 (adopted effective July 22, 2011; amended effective October 13, 2012)

Repealed rule 6.53 (adopted effective July 22, 2011)

Repealed rule 6.54 (adopted as Rule 6.52 effective May 16, 2008; renumbered as Rule 6.54 and amended effective July 22, 2011; amended effective January 1, 2012; amended effective January 1, 2014) supersedes

- a) Article IV, § 1 of the Rules and Regulations of the State Bar of California (Open Meetings; Public Attendance); repealed May 16, 2008;
- b) Article 2, § 1 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Meetings to be Open and Public; Attendance); Board of Governors' Resolutions August 17, 1985; July 26, 2003; March 2007; repealed May 16, 2008; and
- c) Article 2, § 4 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Disorderly Conduct During Meeting: Clearing of Room); repealed May 16, 2008.

Repealed rule 6.55 (adopted as Rule 6.53 effective May 16, 2008; renumbered as Rule 6.55 and amended effective July 22, 2011; amended effective January 1, 2012; amended effective April 25, 2013) rule supersedes

- a) Article 2, § 2(b) of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Notice of Meetings; Inclusion of Agenda; Time; Request for Notice and Renewal; Annual Charge for Sending); repealed May 16, 2008; and
- b) Article 3 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Closed or Executive Sessions of the Board), repealed May 16, 2008.

Repealed rule 6.56 (adopted as Rule 6.54 effective May 16, 2008; renumbered as Rule 6.56 and amended effective July 22, 2011) supersedes Article 5 of the Rules Governing Open Meetings, Closed Sessions and Records of the Board of Governors of the State Bar of California (Board Records), repealed May 16, 2008.

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

- (1) Regular meetings of the Board of Trustees and board committees are calendared by board resolution.
- (2) 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.
- (3) 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

- (1) 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.
- (2) Interested persons may subscribe to receive notice of board and board committee meetings by e-mail or first class mail.
- (3) 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.
- (4) 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.
- (5) 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.

- (6) 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

- (1) 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.
- (2) 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:
 - (a) the specific time and place of the committee meeting is announced during the public board meeting, and
 - (b) the committee meeting is conducted within a reasonable time of, and nearby, the meeting of the board.

(D) Teleconference Meetings

- (1) 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.
- (2) 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.

- (3) 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.
- (4) Votes taken during a teleconference must be by roll call.

(E) Minutes and Records of Voting

- (1) 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.
- (2) 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

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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

- (1) 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.
- (2) 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.
- (3) 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.

(Source: Board of Trustees Resolution November 20, 2015.)

Section 3 *Annual Board of Trustees Strategic Work Session*

The Board of Trustees will participate in an annual Strategic Work Session at which one or more of the strategic, operational, or annual work plans will be considered and/or developed. As part of its charge, the Board's Planning and Budget Committee (P&B) is responsible for organizing and presenting the annual strategic work session with the active involvement of other Board Committees, staff and invited guests, as determined each year. Each annual Strategic Work Session agenda will be designed to be responsive to current State Bar issues and concerns and to maintain the integrity of the ongoing planning process by including the following agenda items:

- (a) Review of Accomplishments/Performance In Prior Year
- (b) Environmental Scan
 - (1) Customer and Stakeholder Input
 - (2) Environmental Trends:
 - (A) Sociological
 - (B) Economic
 - (C) Political
 - (D) Technological
- (c) Consideration of Proposed Advisory Committee Work Plans for Upcoming Budget Year
- (d) Need to Undertake Any New Strategic Initiatives/Programs
- (e) Identification of Revisions to the Strategic Plan (if any)

- (f) Setting of Operational Priorities to guide budget development and work plan implementation for the budget development year.

At the completion of each Strategic Planning Session, the Board will provide direction to Board and Advisory Committees and staff regarding new strategic initiatives, operational priorities, budget development and resource allocation, and performance measures, as appropriate.

| This meeting is conducted ~~in~~ every January.¹

(Source: Board of Governors' Resolution August 2000: Governance Principle 5.3, Board of Governors Planning Policies adopted September 8, 2004.)

Section 4 Attendance of Newly Elected and Appointed Members at Last Board Meeting

The newly elected and appointed members of the Board of Trustees are invited to attend the last meeting of the presently constituted board and they are granted the usual travel allowance.

(Source: Board of Governors' Resolutions January 20, 1971; January 26, 1985.)

Section 5 Attendance and Voting

Board members shall, to the extent practicable, attend general and special meetings of the full board. To participate or vote at a regularly scheduled meeting of the Board of Trustees, a board member must be physically present at the meeting.

(Source: Board of Governors' Resolution, January 1997, August 2000, Governance Principle 6.1.)

Section 6 Roll-call voting

The legislative model of roll-call voting shall be used for meetings of the Board of Trustees.

(Source: Board of Governors' Resolution, December 1999.)

Section 7 Multi-Year Schedule of Meetings

The Board's meeting schedule shall be established three years in advance.

(Source: Board of Governors' Resolution August 2000.)

¹ PHASE I PROPOSED CHANGE: Grammatical correction.

Section 8 *State Bar Annual Meeting*

Subject to the laws of this State, the board may formulate and declare rules and regulations necessary or expedient for the carrying out of this chapter.

The board shall by rule fix the time and place of the annual meeting of the State Bar, the manner of calling special meetings thereof and determine what number shall constitute a quorum of the State Bar. (Origin: State Bar Act, §27.)

At the annual meeting, reports of the proceedings by the board since the last annual meeting, reports of other officers and committees and recommendations of the board shall be received.

Matters of interest pertaining to the State Bar and the administration of justice may be considered and acted upon. (Origin: State Bar Act, §40.)

(Source: Bus. & Prof. Code, 6025, 6026.)

Article 2 AGENDA AND MINUTES

Section 1 Consent Agenda

The secretary, when appropriate, shall prepare for each meeting of the board a "Consent Agenda" upon which shall be placed matters of a kind on which action of the board usually is uniform and of a routine nature and he or she shall distribute with said agenda as to each matter thereon a brief explanation and recommendation.

The following also shall be placed on the Consent Agenda:

- All claims for money against the State Bar, including refund and waiver of membership fees and penalties.
- Monthly financial statement.
- Annual "delinquent list."
- Annual reports of committees not requiring board action.

(Source: Board of Governors' Resolutions April 1972; August 17, 1985; July 26, 2003.)

Section 2 Special Orders of Business and Appearances

The setting of special orders of business at meetings of the Board of Trustees and inviting persons to attend the meeting to speak to these, or other matters, shall have the prior approval of the president or any three (3) members of the board; the foregoing, however, to be subject to the authority of the entire board to control the agenda.

(Source: Board of Governors' Resolution August 26, 1976.)

Section 3 Minutes of Meetings

The minutes of the meetings of the Board of Trustees shall be prepared, transcribed and transmitted to board members within twenty-one (21) days of each meeting.

The "tentative draft" of the minutes that is prepared and furnished to the board following each board meeting consists of two documents containing the board's action taken in (a) open, and (b) closed session.

Following approval of the minutes by the board they are entered and maintained in the Permanent Books of Minutes, as follows:

- One set for the regular and normal actions of the board.

- One set for those matters which are considered confidential, as defined in § 6026.5 of the Business and Professions Code [and §§ 11126 and 11126.2 of the Government Code, and other provisions of law.](#)

(Source: Board of Governors' Resolutions April 13, 1972; July 26, 2003; [Bus. & Prof. Code §§ 6026.5, 6026.7.](#))²

Section 4 Private Deliberations

All deliberations and discussions by the board during closed board meetings, are confidential.

(Source: Board of Governors' Resolution August 1961.)

² PHASE I PROPOSED CHANGE: Updated to add statutory citation.

Article 3

RULE OF DISCUSSION, DEBATE AND PROCEDURE

Section 1 Matters that May be Considered

The Board may consider any matter properly before it concerning the governance or executive functions of the State Bar.

(Source: Board of Governors' Resolution August 2000: Governance Principle 4.6.)

Section 2 Prioritizing Discussion

Board meeting time should prioritize the discussion of relevant information and policy considerations surrounding issues and activities of major impact upon the legal profession, the effective administration of the profession, and access to the legal system by the public.

(Source: Board of Governors' Resolution August 2000: Governance Principle 4.7.)

Section 3 Conduct of Meetings

The conduct of Board meetings shall be directed by the President and guided by the principal of encouraging critical thinking, due diligence and full and informed debate in its decision making process

(Source: Board of Governors' Resolution August 2000: Governance Principle 4.2.)

Section 4 Rule of Discussion, Debate and Procedure for the Board of Trustees

The rules of discussion, debate and procedure of the Board of Trustees of the State Bar of California are *Robert's Rules of Order--Newly Revised*, published by Scott, Foresman and Company.

(Source: Board of Governors' Resolutions January 1985, August 2000: Governance Principle 4.1, September 2004.)

Section 5 Staff and Public Comment

In appropriate circumstances and in accordance with the State Bar's Public Comment Rules, the Board shall seek staff and public comment on issues being considered by the State Bar.

(Source: Board of Governors' Resolutions August 2000: Governance Principle 4.4; December 7, 2002 [Public Comment Rules].)

Section 6 *Claimed Breach of Confidentiality*

A claimed breach of confidentiality of actions, deliberations and discussions by the Board occurring during closed Board meetings, including executive sessions, shall compel the Board to conduct a fair and prompt investigation into the facts and circumstances of the allegation. If it is determined that a breach of confidentiality has occurred, the individual shall be afforded the opportunity to respond to the claim. The findings and recommendations of the investigating body shall be submitted to the Board. Upon its conclusion that a breach of confidentiality occurred, the Board may privately or publicly reprimand or censure that individual for such violation. The Board shall take those steps necessary to preserve the position, resources and assets of the State Bar should any litigation or other source of liability against the State Bar arise from the breach of confidentiality.

(Source: Bus. & Prof. Code §6044; Board of Governors Resolution August 2000: Governance Principle 7.3.)

TAB 2.6

BOARD COMMITTEES AND TASK FORCES

Article 1 GENERAL

- Section 1 Committee Structure*
- Section 2 Standing Board Committees*
- Section 3 Appointment and Composition of Board Committees*
- Section 4 Compliance with Bagley-Keene Open Meeting Act*
- Section 5 Board Committee Chair Orientation*
- Section 6 Board Committee Work Plan*

Article 2 CHARTER FOR BOARD EXECUTIVE COMMITTEE

Article 3 CHARTER FOR PLANNING AND BUDGET COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR ADMISSIONS AND EDUCATION COMMITTEE

Article 6 CHARTER FOR STAKEHOLDERS AND ACCESS TO JUSTICE COMMITTEE

Article 7 CHARTER FOR NOMINATIONS AND APPOINTMENTS COMMITTEE

Article 8 TASK FORCE ON SECTIONS

- Section 1 Creation and Composition*
- Section 2 Mission Statement*
- Section 3 Appointments to Task Force*

Article 9 AUDIT COMMITTEE

- Section 1 Creation*
- Section 2 Charter for Audit Committee*

Article 1 GENERAL

Section 1 Committee Structure

The board, under the leadership of its president, shall establish a committee structure that focuses on core functions necessary for the operation of this public corporation. The board shall strive to use limited-term task forces that include members of the board, staff, profession and public, with the greatest experts in the area of consideration. Committees and task forces shall be designated by the president as necessary to carry out the public and professional functions of the State Bar. The president-elect presents and proposes committee chairs, liaisons, and appointments to committees, after consulting with the outgoing Board Executive Committee.

(Source: Board of Governors' Resolution, August 2000: Governing Principle 5.1; Board of Governors' Resolution May 2010.)

Section 2 Standing Board Committees

- (a) The standing board committees of the Board of Trustees shall be appointed by president-elect, after consulting with the outgoing Board Executive Committee, subject to the approval of the board. The board approves the appointments to the board committees at the annual organization meeting.
- (b) The Board of Trustees established a Board committee structure comprised of five standing committees and a Board Operations Committee. 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: (1) Planning, Program Development, and Budget Committee, (2) Regulation, Admission and Discipline Oversight Committee, (3) Member Oversight Committee / Volunteer Involvement Committee (4) Stakeholder Relations Committee / Legal Services Committee, and (5) Audit Committee.

(Source: Board of Governors Resolution, Annual Organization Meeting, October 19-20, 2001~~Board of Governors' Resolution approving ; Board of Governors' Resolution, October 10, 2001~~ Action Plan/Report; Board of Governors' Resolutions September 2004, July 2009, May 2010.)¹

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

¹ PHASE I PROPOSED CHANGE: Cite corrected.

(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. The Governance in the Public Interest Task Force was created in 2010 pursuant to B & P Code section 6001.2. The task force prepared and submitted a report to the Supreme Court, the Governor, and the Assembly and Senate Committees on Judiciary with majority and minority recommendations to enhance public protection and ensure that public protection is the highest priority in the licensing, regulation, and discipline of attorneys. After the task force completed its work in 2011, section 6001.2 was repealed. However, effective January 1, 2013, section 6001.2 is added so that, as of February 1, 2013, the task force will be created again. The task force was not reconstituted in 2013.
- 2011-2012, the Board changed the name of the Volunteer Involvement Committee (VIC) to Nominations and Appointment Committee (NAC) to clarify the jurisdictional boundaries between various working groups during the 2011-12 Board year and because in recent years, the central mission of the VIC -- and the bulk of its work -- has been nominations and appointments. In 2011, the Board created a new Task Force on Discipline Metrics and Monitoring to focus on improving the quality of reporting information that is available to Board members in the area of discipline. During 2011-12, the board created an Ad Hoc Legislative Affairs Committee to provide a structural tool within the Board from which to draw upon the experience and expertise of Board members with significant relationships with members of the Legislature and the Governors' Office. Lastly, in 2012, the board created the Task Force on Admissions Regulation Reform.
- 2012-2013, the Board retained its six-committee structure. A Task Force on Admissions Regulation Reform was created in February 2012. The Task Force examined whether the State Bar should develop a regulatory requirement for a pre-admission practical skills training program, and if so, propose such a program to the Supreme Court. On Oct. 12, 2013, following the public comment period, the Board of Trustees adopted the task force's final proposals and, additionally, authorized the creation of a special committee to devise an

implementation plan for the three competency training requirements, the Task Force on Admissions Regulation Reform (TFARR), Phase II - Implementation.

- 2013-2014, In July 2014, the Board retained its six-committee structure, but added an Unauthorized Practice of Law Oversight Committee (UPL Oversight Committee), which was established in October 2013 to oversee the State Bar's activities in enforcing the provisions of the Business and Professions Code prohibiting the unauthorized practice of law (UPL). The UPL Oversight Committee and a separate UPL unit under the Office of General Counsel, which would implement proposed legislative amendment to enhance the State Bar's civil enforcement authority, were created in anticipation of potential issues under federal antitrust law raised by *North Carolina State Bd. of Dental Examiners v. F.T.C.*, 717 F.3d 359 (2013), aff'd 135 S.Ct. 1101 (Feb. 25, 2015). *Dental Examiners* held that a state agency—controlled by dentist that sought to stop non-dentist under state's unlicensed practice of dentistry laws from providing teeth whitening goods and services—was not immune from federal antitrust law unless its actions satisfied requirements of “active supervision” by the state under Supreme Court precedent. However, the Governor vetoed of AB 888 in 2013 and AB 852, which reintroduced amendments to enhance the State Bar's civil UPL enforcement authority, was withdrawn in 2014. As a result, the State Bar's existing authority has remained in the Office of Chief Trial Counsel (“OCTC”), through its investigations and work with state and local law enforcement in the prosecution of UPL and through the State Bar's work with state and local officials and local community leaders to educate consumers and to protect the public from the harm of UPL. These circumstances removed the antitrust concerns and changed the need for a separate UPL unit and Oversight Committee. The vacant positions of the UPL unit were eliminated, and on March 13, 2015, the Board of Trustees approved the dissolution of the UPL Oversight Committee transfer of its oversight functions to the Regulation and Discipline Committee, which has oversight of OCTC.
- In November 2013, the Board authorized creation of an ad hoc Task Force on Civil Justice Strategies to analyze the existing “justice gap,” evaluate the role of the legal profession in addressing the crisis and make recommendations to fill the justice gap and achieve “access to justice” in California.
- In July 2014, the Board of Trustees adopted the following Board committee structure:
 - (1) Renamed the Board Operations Committee as the Board Executive Committee and changes its membership structure;
 - (2) Eliminated the Member Oversight Committee, moving its fiscal and regulatory functions to the renamed Planning and Budget Committee and its member services related functions to the new Stakeholders and Access to Justice Committee;
 - (3) Expanded the purview of the Stakeholders Relations Committee, renaming it as the Stakeholders and Access to Justice Committee;
 - (4) Renamed the Planning, Program Development and Budget Committee as the Planning and Budget Committee;
 - (5) Renamed the Regulation, Admissions and Discipline Oversight Committee as the Regulation and Discipline Committee; moved the admissions functions of the current RAD Committee to a new Admissions and Education

Committee which will also focus on the legal specialization, pre-licensing and continuing education functions of the Member Oversight Committee; and

- (6) Maintained the Nominations and Appointments and Audit Committees, but made them subject to Executive Committee oversight, meaning that they will generally report to the Executive Committee rather than the full Board, except where Board action is needed.

Section 3 *Appointment and Composition of Board Committees*

- (a) Each standing committee shall have no fewer than five (5) members. The president-elect presents and proposes committee chairs, liaisons, and appointments to committees, after consulting with the outgoing Board Executive Committee, subject to the approval of the board.

(Source: Board of Governors' Resolutions September 1991, August 2000, November 2000, October, 2001 Action Plan/Report; Board of Governors' Resolution May 2010.)

- (b) It shall be the policy of the board that the president, with the approval of the board, may appoint ad hoc or special committees to handle special assignments, any such committees automatically to cease to exist upon completion of its assignment.
 - (1) Authorization for the creation of any Ad Hoc Committee must be sought and obtained by the President either from the board as a whole or from the Board Executive committee;
 - (2) The authorization for any Ad Hoc Committee (i) must be based upon a written charge setting forth the task or tasks to be carried out, and (ii) must not include any task that is expressly delegated by the Board Book to any standing committee or to the board as a whole;
 - (3) The President will retain full discretion to assign and make reassignments of the Chair and the membership of Ad Hoc Committees, provided that Trustees are consulted in advance, prior to their assignment;
 - (4) Written notice and an agenda of the meetings of any Ad Hoc Committee must be sent to all Trustees;
 - (5) Any Trustee who is not a member of an Ad Hoc Committee must be permitted to attend Ad Hoc Committee meetings in person or by telephone as a non-voting participant; and
 - (6) Each Ad Hoc Committee shall be deemed dissolved as of the next State Bar Annual Meeting following its authorization, unless the board re-authorizes it.

(7) Should emergency circumstances or other unusual circumstances arise, the board may at any time suspend these guidelines upon the recommendation of the President.

- (c) Chairs of board committees are authorized to appoint subcommittees from among the members of the Board of Trustees to further the work of the committee.

(Source: Board of Governors' Resolutions, September-October 1981, May 2010.)

Compliance with Bagley-Keene Open Meeting Act

Beginning April 1, 2016, meetings of the Board of Trustees and its committees will be subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7, and Business and Professions Code section 6026.5.

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Business and Professions Code §§ 6026.5, 6026.7)

Section 5 Board Committee Chair Orientation

There shall be an annual orientation for board committee chairs.

(Source: Board of Governors' Resolution, August 2000.)

Section 6 Board Committee Work Plan

Board Committees annually shall submit a work plan on a standard form.

(Source: Board of Governors' Resolution, August 2000: Governing Principle.)

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 and Access to Justice 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.

Article 3

CHARTER FOR PLANNING AND BUDGET COMMITTEE

This Committee's charter is to develop and lead the Board's participation in all State Bar planning, budget preparation, and program implementation. The Treasurer of the State Bar shall serve as Chair or Vice Chair of the Planning and Budget Committee and shall report to the Board regarding matters involving the budget and internal financial controls through the Planning Committee. This charter is to be accomplished as follows:

- In consultation with the President, Vice President and Executive Director on the detailed design of the State Bar's planning and budget development cycle -- with special attention to the Board's role in planning -- and on the annual planning calendar, and ensuring that the Board participates fully and proactively in the planning process.
- Coordinating with the President and Vice President the overseeing and preparation for, and hosting, the annual strategic work session.
- Recommending to the full Board the strategic issues that will be added annually to the State Bar's Strategic Plan, updated values, vision, and mission statements, operational planning priorities, the annual budget, and other strategic and policy-level products that merit full Board attention.
- Ensuring as part of the annual operational planning/budget preparation process that all program plans include both financial and programmatic performance targets that the Performance Oversight Committees can use in monitoring the programmatic and financial performance of all State Bar programs and operating units.
- Designing appropriate input and participation of State Bar non-governing standing committees (e.g., Committee on Administration of Justice) in the State Bar planning process.
- 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 Planning, Program Development and Budget Committee Charter, January 2002, Board of Governors' Resolutions July 11, 2008, July 2009, September 2010; Board of Trustees Resolution approving Planning and Budget Committee Charter, July 2014.)

Historical Note

At its July 2014, the Board of Trustees adopted a revised charter for the Planning and Budget Committee that maintains the existing functions of the Planning, Program Development and Budget Committee and assumes the fiscal functions of MOC and Stakeholders. The charge of the Planning and Budget Committee was modified to incorporate the functions of the Treasurer, previously approved by the Board: the Treasurer will serve as Chair or Vice-Chair of Planning; and the Treasurer will make required fiscal reports to the Board through the Planning Committee.

Article 4

CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

The Regulation and Discipline Committee is a performance-monitoring committee without planning responsibilities. It is accountable for monitoring the operational and financial performance of the State Bar's Regulation and Discipline functions such as monitoring the work of the Client Security Fund Administration, the State Bar Court, Discipline Enforcement, and Mandatory Fee Arbitration. The Regulation and Discipline Committee is accountable for the following functions in the area of Regulation and Discipline:

- Establish the key elements of a programmatic and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
- Oversee (as provided by statute: Bus. & Prof. Section 6079.5), the work of the Chief Trial Counsel, who reports to and serves under this Board committee.
- Approve any changes to policy-level quality-control measures that apply to the Office of Chief Trial Counsel, the Client Security Fund, or the Office of Probation.
- Review performance reports in committee meetings and report program and financial performance to the full Board.
- Identify needed corrective actions in ongoing programs and functions that do not require revision in approved program and functional goals or changes in the approved budget, and overseeing the implementation of such actions.
- Oversee the development and implementation of State Bar operational policies as needed to guide programs and functions dealing with Regulation and Discipline, so long as these policies do not alter approved goals or result in changes in the adopted budget.
- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic work session.

- Present an overall assessment of the past year's fiscal and program performance at the annual strategic work session.
- Review internal and external audit reports as they relate to the Regulation and Discipline functions of the Bar and overseeing corrective actions.
- Oversee the Annual Discipline Report process and underlying discipline statistics.

(Source: Board of Governors' Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors' Resolutions July 2009, September 2010; Board of Trustees Resolution approving Regulation and Discipline Committee Charter, July 2014; Board of Trustees Resolutions November 2015, February 1, 2016.)

Historical Note

At its July 2014 meeting, the Board of Trustees adopted a revised charter for the Regulation and Discipline Committee that focuses its functions on regulation and discipline, including oversight of the discipline system, the Client Security Fund, Fee Arbitration and preventative training. The Regulation and Discipline Committee continues to conduct the performance review for the Chief Trial Counsel.

Article 5 CHARTER FOR ADMISSIONS AND EDUCATION COMMITTEE

The Admissions and Education Committee is a performance-monitoring committee for the operational and financial performance of the State Bar's admissions and education functions, such as monitoring the work of the Committee of Bar Examiners, Professional Competence, and Special Admissions (Foreign Legal Consultants; Practical Training of Law Students, Pro Hac Vice & Out-Of-State Attorney Arbitration Counsel), Legal Specialization, and Pre-licensing and continuing education. The Admissions and Education Committee is accountable for the following functions:

- Establish the key elements of a programmatic and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
- Review performance reports in committee meetings and reporting program and financial performance to the full Board.
- Identify needed corrective actions in ongoing programs and functions that do not require revision in approved program and functional goals or changes in the approved budget, and overseeing the implementation of such actions.
- Oversee the development and implementation of State Bar operational policies as needed to guide programs and functions dealing with Admissions and Education, including Mandatory Continuing Legal Education (MCLE)

requirements, so long as these policies do not alter approved goals or result in changes in the adopted budget.

- Oversee the preparation of in depth assessments of program/function effectiveness for presentation at the annual strategic work session.
- 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 Member Oversight Committee Charter May 2002; Board of Governors' Resolution approving Volunteer Involvement Committee Charter, May 2002 and Board of Governors' Resolutions September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014.)

Historical Note

At its July 2014, the Board of Trustees adopted a charter for the Admissions and Education Committee that focuses its functions on the admissions system (including interface with the Committee of Bar Examiners), licensure issues, legal specialization, and pre-licensing and continuing education.

Article 6

CHARTER FOR STAKEHOLDERS AND ACCESS TO JUSTICE COMMITTEE

The Stakeholders and Access to Justice Committee shall be responsible for developing, maintaining and/or improving effective relationships with the State Bar's most important stakeholders; maintaining a positive, productive working relationship between the State Bar and its attorney members, and between the State Bar and the Council of State Bar Sections and other groups of the State Bar relating to the scope of this committee's work.

This committee's charter shall encompass attorney member practice issues and service programs for the benefit of or relating to members. This charter shall be accomplished as follows:

- Oversee the development of strategies for building understanding and respect for the State Bar, lawyers, and the legal profession; and for developing and/or maintaining close, positive relationships with key external stakeholders (utilizing the resources of the State Bar's Communications/Media and Information Services, Legislative, and Court Relations programs) — carrying out this responsibility within the State Bar planning process and in coordination with the Planning and Budget Committee.

- Oversee the administration of member/customer/constituency services and surveys, reviewing such surveys, and reporting results to the Board as appropriate.
- Oversee the development and implementation of State Bar operational policies as needed to guide programs and functions dealing with attorney members, so long as these policies do not alter approved goals or results in changes in the adopted budget.
- Help to develop and expand resources for civil and legal services to low- and moderate-income persons.
- Ensure — through detailed strategy formulation and careful monitoring — that the State Bar's working relationship with the Council of State Bar Sections and other groups of the State Bar (relating to the scope of this committee's work) is positive and productive.
- Monitor and develop programs relating to attorney member practice issues and service programs for the benefit of or relating to members, including issues and programs relating to the diversification of the legal profession.
- Oversee the development and implementation of legislative relations policies and strategies.
- Oversee Board member participation in outreach programs in appropriate forums on behalf of the State Bar.
- Work with Board appointed committees and task forces to oversee and develop the Bar's access to justice programs, including identifying and distributing funding and identifying opportunities and challenges for ensuring access to justice by Californians of all income levels and from each of our state's diverse communities.
- 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 External Stakeholder Relations Committee Charter, May 2002; Board of Governors' Resolution approving Member Oversight Committee Charter May 2002; Board of Governors' Resolution approving Volunteer Involvement Committee Charter, May 2002; Board of Governors' Resolutions September 2005, July 2009, September 2010; Board of Trustees Resolution approving Stakeholders and Access to Justice Committee Charter, July 2014.)

Historical Note

At its July 2014 meeting, the Board of Trustees adopted the charter for the Stakeholders and Access to Justice Committee that maintains the existing non-fiscal functions of the Stakeholders Relations Committee, as well as the non-regulatory, member services and non-fiscal functions of the existing Member Oversight Committee, with increased responsibility for the Bar's access to justice commitments.

Article 7

CHARTER FOR NOMINATIONS AND APPOINTMENTS COMMITTEE

The Nominations and Appointments Committee is responsible for advising the Board on its responsibilities to nominate and appoint members of Bar and non-Bar bodies and its charge includes:

- Recommending non-disciplinary appointments to the State Bar's standing committees, section executive committees, special committees, boards and commissions, and external entities (formerly the responsibility of the appointments Committee of the Board of Trustees).
- Ensuring adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants.
- 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 Member Oversight Committee Charter May 2002; Board of Governors' Resolution approving Volunteer Involvement Committee Charter, May 2002 and Board of Governors' Resolutions September 2005, July 2009, September 2010; September 18, 2011; Board of Trustees Resolution approving Nominations and Appointments Committee Charter, July 2014.)

Historical Note

At its July 2014 meeting, the Board of Trustees adopted Executive Committee charter that makes NAC subject to Executive Committee oversight, meaning that NAC will generally report to the Executive Committee rather than the full Board, except where Board action is needed.

Article 8

TASK FORCE ON SECTIONS

Section 1: Creation and Composition

Upon recommendation of the Board Committee on Operations, the Board created a permanent Task Force on Sections. The Task Force consists of 9 members of whom 4 members are appointed by the Council of State Bar Sections to include a cross section of representation based upon section size and interest, and 4 members from the Board

of Trustees appointed by the State Bar President. The Task Force on Sections is presided over by the State Bar President.

Section 2: Mission Statement

The Board Task Force on Sections acts as a forum for discussion of Board and Section issues and provides a conduit for transmission of information and ideas between the Board, the Council of State Bar Sections and the Sections by:

- (a) Improving communications between the Board of Trustees and the Sections;
- (b) Working together to resolve issues of concern to the Sections and;
- (c) Preserving the viability of all State Bar Sections.

(Source: Board of Governors' Resolution, July 2003.)

Section 3 Appointments to Task Force

A Task Force on Sections, consisting of nine (9) members of which four (4) members shall be appointed by the Council of State Bar Sections to include a cross section of representatives from the Sections based upon Section size and interest, and four (4) members for the State Bar Board of Trustees appointed by the State Bar President, or his or her designee, effective immediately. The Task Force on Sections will be presided over by the State Bar President.

The Task Force on Sections acts as a forum for discussion of Board and Section issues and provides a conduit for transmission of information and ideas between the Board, the Council of State Bar sections and the Sections by 1) improving communications between the Board of Trustees and the Sections; 2) Working together to resolve issues of concern to the Sections; and 3) Preserving the viability of all State Bar Sections.

(Source: Board of Governors' Resolution, July, 2003, November 2006.)

Article 9 AUDIT COMMITTEE

Section 1: Creation

The Board of Trustees created a "State Bar Audit Committee" to oversee the hiring and supervision of the financial auditors pursuant to Business and Professions Code §§ 6145 and 6222, which require that the State Bar submit a copy of its audited financial statements within 120 days of the close of the fiscal year to the Board, the Chief Justice of the Supreme Court, and to the Assembly and Senate Judiciary Committees.

Section 2: Charter for Audit Committee

I. Delegation of Authority to the State Bar Audit Committee

A. Charge: The State Bar Audit Committee is charged with the following responsibilities:

1. Selecting the independent auditor for the State Bar's annual financial statement audit;
2. Monitoring the progress of the financial statement audit;
3. Evaluating the results of the financial statement audit;
4. Ensuring that control weaknesses and legal compliance violations identified in the course of the financial statement audit are promptly and effectively remedied;
5. Serving as a direct communications link between the Board of Trustees and the independent auditor; and
6. Monitoring the adequacy of the State Bar's internal control structure on an ongoing basis.

B. Access to Information: The State Bar Audit Committee may request any independent auditor, expert, officer, trustee, agent or employee of the State Bar to appear before it to report on the financial condition of the State Bar and answer any questions the Committee might have, relating to the accomplishment of its responsibilities enumerated under section I.A.

II. Role and Responsibility of the State Bar Audit Committee

A. Oversight Scope Defined: The role and responsibility of the State Bar Audit Committee is oversight, not preparation or operation. State Bar Management is responsible for preparing the financial statements, governmental and other reports of the State Bar, for operating the State Bar, including its financial and accounting systems, and for assuring compliance with applicable laws and with policies and procedures established by the Board. The outside auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to audit.

B. Reliance on Management, Auditor, and Advisory Information: In carrying out its oversight function, the State Bar Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the outside auditors. In discharging their duties, the members of the State Bar

Audit Committee may rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the board duly designated with authority in particular areas, or other persons whom the member believes are reliable and competent in the matters presented, provided that in so relying the member is acting in good faith and with that degree of diligence, care and skill which ordinarily prudent the State Bar Audit Committee members would exercise under similar circumstances. The Chief Financial Officer is charged with presenting all material matters to the State Bar Audit Committee not satisfactorily resolved by State Bar Management, including expedient contact with the State Bar Audit Committee Chairperson when necessary.

III. Customary Activities of the State Bar Audit Committee

The following functions are appropriate common recurring activities of the State Bar Audit Committee in carrying out its oversight function.

A. External Audit:

1. Recommend appointment of the external auditors, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
2. Review and approve the annual audit scope and fees of the external auditors.
3. Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for non-audit services.
4. Evaluate the report of the external auditors regarding the results of the annual audit including, but not limited to:
 - a. The audited financial statements and management letter recommendations and Management's responses thereto.
 - b. The adequacy of the State Bar's system of internal controls.
 - c. Management's cooperation with the external auditors.
 - d. The adequacy of the State Bar's accounting policies and practices, including the level of compliance with governmental regulations and with recent professional pronouncements and their impact on the financial statements.

B. Financial Management:

1. Review and evaluate Management's determination of the adequacy of the State Bar's system of internal controls and the extent to which recommendations made by external auditors have been implemented.
2. Review the results of the biennial performance audit conducted by the State Bureau of Audits.
3. Review reports of external auditors or consultants engaged for specific purposes.

C. Other Functions of the State Bar Audit Committee:

1. Provide advice and counsel to the Executive Director and Chief Financial Officer.
2. Perform such specific oversight functions as expressly requested by the Board of Trustees.

The Audit Committee is chaired by the Treasurer and should have the goal of including at least one public member of the Board of Trustees.

(Source: Board of Governors' Resolutions, October 2004, July 2005; Board of Trustees Resolution July 2014.)

Historical Note

At its July 2014 meeting, the Board of Trustees adopted the Board Executive Committee charter that makes the Audit Committee subject to Executive Committee oversight, meaning that the Audit Committee will generally report to the Executive Committee rather than the full Board, except where Board action is needed.

The Audit Committee maintain its functions, but the Board repealed the appointment structure that was established for Audit, which required that the following board members be appointed to the Audit Committee: the President, who shall be chair, a 1st year member, a 2nd year member, two 3rd year members and a public member, each of whom shall serve on this committee throughout his/her term on the Board. In 2013, the Board acted to provide that the Treasurer is to serve as Chair of the Audit Committee. The charter also continues to state that the committee should have at least one public member.