

Attachment C: Board Committee Structure

EXECUTIVE COMMITTEE (ExCom) ¹	OPTIONS ²	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Chair of ExCom is BOT President Vice Chair of ExCom is BOT Vice President</p> <p>Membership [per current practice] Officers; Chairs of RAD, Stakeholders, A&E, P&B, Audit; Reps of each appointing authority: Governor, Supreme Court, Senate, Assembly and Governor; President, ex-officio (per description of President duties in Board Book); Executive Director, non-voting (per Board Book).</p> <p>[Currently, most of the ExCom members fill 2 spots, e.g.: Trustee Meyers fills Vice Chair and RAD Chair; Trustee Colantuono fills Assembly appointee and Stakeholders Chair; Trustee LeBran fills Governor appointee and Audit Chair.]</p> <p>Responsibilities (1) Effective functioning of Board; (2) Board-ED relationship; (3) oversight of high-level internal operations.</p> <p>Accomplished By (1) Coordinating work of Board committees; (2) updating Board mission; (3) setting Trustee performance standards and monitoring performance; (4) informing legal community about work of Board; (5) executing Trustee capacity building program (orientation, continuing education, mentoring); (6) overseeing Board Secretary function; (7) updating ED job description, negotiating ED performance targets, evaluating ED progress in meeting targets; (8) addressing legal issues and overseeing litigation; (9) addressing non-delegable internal operational issues (MOU ratification, changes to conflict of interest rules); (10) taking action on behalf of Board in emergencies.</p>	<ul style="list-style-type: none"> ▪ Status quo ▪ Change membership ▪ Change how members are appointed ▪ Review the Board Book charter provisions, especially in light of functions ExCom has taken on recently that fall outside of its charter authority 	<ul style="list-style-type: none"> ▪ Members to be? ▪ Should we consider smaller size? E.g., President; Vice President (RAD Chair); Treasurer [possibly eliminated per Governance Task Force Topic B recommendation]; representatives from each appointing authority: Governor (Public), Supreme Court (Attorney or Public), Senate (Public), Assembly (Public). ▪ Are there Governance Task Force Topic B leadership ladder implications? ▪ Would make-up vary depending on Board Committee structure? ▪ Should there be a public member majority? <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ Would like to see current composition adopted either by Board resolution or statute, the former seemingly more appropriate and easily done. ▪ September 8, 2016, letter from Chief Justice stated support for committee structure provided for in failed fee bills, i.e., executive committee with all appointing authorities represented.

¹ Information in the committee description column is from committee charters and other policy statements in the Board Book and from other like source/reference materials.

² Except for Staff Comments/Questions, information in the options and discussion questions columns is supplied by Topic C Co-Chairs.

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REGULATION AND DISCIPLINE COMMITTEE (RAD)	OPTIONS	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Chair of RAD is BOT Vice President (per 9/12/16 Board action).</p> <p>Membership All Trustees, except current appointees to the Supreme Court’s Applicant Evaluation and Nomination Committee (AENC).</p> <p>Responsibilities Monitoring the operational and financial performance of Client Security Fund, State Bar Court, Discipline, and Mandatory Fee Arbitration; not responsible for planning.</p> <p>Accomplished By (1) Establishing reporting process; (2) overseeing Chief Trial Counsel per statute; (3) approving changes to policy-level quality control measures applicable to Office of Chief Trial Counsel, Client Security Fund, Office of Probation; (4) reviewing performance reports and reporting back to Board; (5) identifying needed corrective actions requiring no change in approved program goals or budget; (6) overseeing development and implementation of operational policies requiring no change in approved program goals or budget; (7) overseeing preparation of assessment of past year’s fiscal and program performance for presentation at annual strategic work session; (8) reviewing internal and external audit reports and overseeing corrective action; (9) overseeing annual discipline report process and reviewing underlying statistics.</p>	<ul style="list-style-type: none"> ▪ Status quo ▪ Reduce membership back down in size ▪ Change charter to agendize fewer matters and put other matters on full Board agenda (likely in combination with reduction in committee size) ▪ Eliminate and put <i>all</i> matters on full Board agenda ▪ Determine best practices for how appointments are made ▪ Determine best practices for how Chair is selected 	<ul style="list-style-type: none"> ▪ If RAD agenda items were put on full Board agenda, would that create any problems going forward, e.g., Rule of Court 9.11? ▪ Are there administrative issues more appropriate for a smaller Discipline Committee? Or can such issues be addressed in consent by the full Board? ▪ Should the Chair be required to have previously served as a Trustee for a minimum of 2 years, (easier to do with 4-year terms)? ▪ Should Chair and Vice Chair be selected by the Board, appointed by the Supreme Court, or appointed by the President and/or ED? ▪ Are there Governance Task Force Topic B leadership ladder implications? <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ Rule of Court 9.11 governs AENC [for selection of State Bar Court judges] and requires that two member of AENC be current members of State Bar Board of Trustees who do not sit on Board’s Discipline Committee. ▪ B&P Code sec. 6079.5 requires that the Chief Trial Counsel report to the Board’s Discipline Committee. ▪ Any changes relating to RAD must take into consideration implications arising out of Rule 9.11 and B&P Code sec. 6079.5. ▪ The Board Book gives the President the authority to appoint board committees, their chairs and liaisons.

REGULATION AND DISCIPLINE COMMITTEE (RAD)	OPTIONS	DISCUSSION QUESTIONS
<p>Oversight Responsibility:*</p> <ul style="list-style-type: none"> ▪ Committee on Mandatory Fee Arbitration ▪ Committee on Professional Responsibility and Conduct (COPRAC) ▪ Commission for Revision of Rules of Professional Conduct ▪ Client Security Fund Commission ▪ Lawyer Assistance Program (LAP) Oversight Committee 		

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ADMISSIONS & EDUCATION COMMITTEE (A&E)	OPTIONS	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Not addressed in charter.</p> <p>Membership Not addressed in charter.</p> <p>Responsibilities Monitoring the operational and financial performance of the Committee of Bar Examiners, Professional Competence, Special Admissions, Legal Specialization, pre-licensing and continuing education, with a focus on preventative public protection.</p> <p>Accomplished By (1) Establishing reporting process; (2) reviewing performance reports and reporting to Board; (3) identifying needed corrective actions requiring no change in approved programs/budget; (4) overseeing development and implementation of operational policies requiring no change in approved program goals or budget (including MCLE requirements); (5) overseeing preparation of assessment of past year's fiscal and program performance for presentation at annual strategic work session.</p> <p>Oversight Responsibility:*</p> <ul style="list-style-type: none"> ▪ California Board of Legal Specialization ▪ Committee of Bar Examiners 	<ul style="list-style-type: none"> ▪ Status quo ▪ Change charter to agendize fewer matters and put other matters on full Board agenda ▪ Eliminate and put all matters on full Board agenda ▪ Determine best practices for how appointments are made ▪ Determine best practices for how Chair is selected 	<ul style="list-style-type: none"> ▪ Should A&E be treated like RAD given that it too oversees a core regulatory function? ▪ If not, should the charter be reviewed to determine whether some of the functions should go to Board directly rather than through A&E? ▪ If not, how should Trustees be selected to serve on this committee? ▪ Should the Chair be required to have previously served as a Trustee for a minimum of 2 years (easier to do with 4-year terms)? ▪ Should Chair and Vice Chair be selected by the Board, appointed by the Supreme Court, or appointed by the President and/or ED? <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ What is the Education in A&E? ▪ What is the rationale for placing oversight responsibility for the COPRAC and the Commission for Revision of Rules of Professional Conduct under RAD rather than A&E? ▪ The Board Book gives the President the authority to appoint board committees, their chairs and liaisons.

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STAKEHOLDER RELATIONS, ACCESS TO JUSTICE, AND APPOINTMENTS COMMITTEE	OPTIONS	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Not addressed in charter.</p> <p>Membership Not addressed in charter.</p> <p>Responsibilities (1) Effective relationships with State Bar stakeholders; and (2) Positive relationships with attorney members and Sections Council.</p> <p>Accomplished By (1) Overseeing development of strategies for building respect for State Bar, lawyers and legal profession and building relationships with key stakeholders; (2) overseeing the administration of member/customer/constituency services and surveys, reviewing surveys and reporting results back to Board; (3) overseeing development and implementation of operational policies requiring no change in approved program goals or budget; (4) helping expand resources for legal aid providers; (5) ensuring State Bar's relationships with Sections and other State Bar entities are positive and productive; (6) monitoring and developing programs relating to attorney member practice issues and service programs for the benefit of attorney members, including diversity; (7) overseeing development of legislative relations policies; (8) overseeing Trustee participation in outreach; (9) overseeing Access to Justice programs; (10) recommending non-disciplinary appointments; (11) ensuring adequate public notice of appointment opportunities; (12) overseeing sub-entity appointment process.</p>	<ul style="list-style-type: none"> ▪ Status quo ▪ Revise/update charter to align with updated role of State Bar ▪ Determine best practices for how appointments are made ▪ Determine best practices for how Chair is selected ▪ Direct report to Board ▪ Phase out in 2018 	<ul style="list-style-type: none"> ▪ Questions remain as to necessity of this committee after Sections separate and other committees are "pared down." ▪ Can remaining functions be put onto full Board agenda given limited role of committee, especially over last couple of years? ▪ Can committee simply be phased out? ▪ If not, we need to look at same issues of Chair/Vice Chair appointments and qualifications. ▪ Once the GTF and Board are able to reach agreement on the Committee structure of the State Bar going forward, and with the separation of the Sections and anticipated elimination of other committees, it is hoped that this committee will have less work. However, it will still have regular appointments for remaining State Bar committees, and access to justice responsibilities. Therefore, we still need to determine which Board members should be on this committee. ▪ With peel off of Sections, should this committee be replaced by 2, one for Nominations and Appointments, the other for Access to Justice? Would Chairs be members of ExCom? Would new committees report to ExCom or full Board? <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ The Board Book gives the President the authority to appoint board committees, their chairs and liaisons.

STAKEHOLDER RELATIONS, ACCESS TO JUSTICE, AND APPOINTMENTS COMMITTEE	OPTIONS	DISCUSSION QUESTIONS
Oversight responsibility:* <ul style="list-style-type: none"> ▪ California Commission on Access to Justice (CCAJ) ▪ Legal Services Trust Fund Commission ▪ Standing Committee on Delivery of Legal Services (SCDLS)³ ▪ Council on Access/Fairness ▪ California Young Lawyers Association Board of Directors (CYLA)⁴ ▪ Committee on Administration of Justice⁵ ▪ Committee on Alternative Dispute Resolution³ ▪ Committee on Appellate Courts³ ▪ Committee on Federal Courts³ ▪ Committee on Group Insurance Programs⁶ ▪ Committee on Professional Liability Insurance⁴ ▪ [de facto] Commission on Judicial Nominees Evaluation and Review Committee [annual reporting only] 		

³ Board voted to pursue integration of SCDLS into CCAJ; if integrated, 2 appointments will be added from nonprofit legal aid and pro bono organizations. This item is returning to the Board in March 2017.

⁴ Board voted to repurpose focus on (1) partnering with LAP staff and LAP Oversight Committee on outreach and (2) new 10-hour MCLE requirement; and to prepare annual work plan for A&E to review/approve. The work plan has been completed. The proposed fee bill has CYLA as part of the successor Sections' entity.

⁵ Board voted to terminate these committees and transfer responsibility to the Litigation Section; it is the State Bar's expectation that the successor Sections' entity will take this work with them.

⁶ Board voted to study combining 2 insurance committees. This item is returning to the Board in March 2017 with a proposal.

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AUDIT COMMITTEE	OPTIONS	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Not addressed in charter.</p> <p>Membership Not addressed in charter.</p> <p>Responsibilities Role and responsibility is oversight; not responsible for preparation or operation, just oversight. (State Bar management responsible for preparation of financial statements, operating the State Bar, assuring legal compliance; outside auditors responsible for auditing the financial statements.)</p> <p>Accomplished By (1) Selecting independent auditor for annual audit; (2) monitoring progress of audit; (3) evaluating results of audit; (4) ensuring that control weaknesses and legal compliance violations are remedied; (5) serving as communications link between Board and independent auditor; (6) monitoring adequacy of internal control structure.</p> <p>Customary Activities (A) <i>External Audit</i> – recommending appointment of external auditors; reviewing annual audit scope and fees; evaluating auditor’s independence; evaluating reports; (B) <i>Financial Management</i> – evaluating adequacy of internal controls and implementation of auditor’s recommendations; reviewing results of biennial State Bureau of Audits audit; (C) <i>Other</i> – give advice and counsel to ED and COO; quarterly review of travel/expense reimbursements.</p>	<ul style="list-style-type: none"> ▪ Status quo ▪ Revise and update charter ▪ Determine best practices for how appointments are made ▪ Determine best practices for how Chair is selected 	<ul style="list-style-type: none"> ▪ Recently looked at and agreed should not be eliminated. ▪ Need to address how we appoint the Chair/Vice Chair and qualifications. ▪ Need to discuss scope of functions and whether we want to expand them as a matter of best practices for Board governance. ▪ With respect to the biennial State Bureau of Audits, it covers a broad range of non-fiscal subjects; need to ensure that this committee’s review responsibility is limited to the fiscal components of the audit and that review of the non-fiscal components is assigned to another committee. <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ The Board Book gives the President the authority to appoint board committees, their chairs and liaisons.

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PLANNING & BUDGET COMMITTEE (P&B)	OPTIONS	DISCUSSION QUESTIONS
<p>Chair and Vice Chair Chair or Vice Chair of P&B is BOT Treasurer.</p> <p>Membership Not addressed in charter.</p> <p>Responsibilities Leading planning, budget preparation and program implementation.</p> <p>Accomplished By (1) Consulting with President, Vice President and ED on design of State Bar’s planning and budget development cycle and on the annual planning calendar; (2) coordinating with President and Vice President the overseeing and preparation for, and hosting of, the annual strategic work session; (3) recommending to the Board strategic issues to add to strategic plan; (4) ensuring all program plans include both financial and programmatic performance targets that the oversight committees can use in monitoring performance within their areas; (5) designing input and participation of non-governing standing committees.</p> <p>Treasurer’s Duties (1) Serve as the Chair of the Planning and Budget Committee; (2) serve as the Chair of the Audit Committee; (3) serve as Co-Chair of the annual Strategic Work Session; (4) consult with the ED and CFO and report to the Board regarding matters involving the budget and internal financial controls; (5) 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.</p>	<ul style="list-style-type: none"> ▪ Status quo ▪ Revise and update charter ▪ Determine best practices for how appointments are made ▪ Determine best practices for how Chair is selected ▪ Eliminate and put all remaining matters on full Board agenda 	<ul style="list-style-type: none"> ▪ Financial oversight of the Bar is of sufficient importance that those functions should be placed on the full Board agenda. ▪ Consent/Action would remain same. ▪ Strategic planning function of this committee has been phased out – at least the committee hasn’t been used for this function the past two years. Main aspects of strategic planning are done at full Board level. ▪ Per action taken by Board at 9/12/16 Board meeting, Vice President and Treasurer now charged with responsibility for the annual strategic planning session. ▪ If committee not eliminated, we need to address how we appoint Chair/Vice Chair and qualifications, especially if the position of Treasurer is eliminated per Governance Task Force Topic B recommendation. ▪ Don’t we want stronger Board attention on the financial function; isn’t one way to do that by renaming this committee the “Finance Committee” and assigning officer responsibility to chairing it – Treasurer or a 2nd Vice Chair? ▪ Regarding the planning function, is ExCom a more appropriate forum for longer, more robust planning process? <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ With departure of non-governing standing committees (e.g., Com on Appellate Courts), #5 under “Accomplished by” list is no longer needed. ▪ Historically, the 2 major difficulties the State Bar has faced are with managing the discipline function and managing fiscal matters. Given the tremendous fiscal complexity involved, isn’t the chair role worthy of an officer position,

PLANNING & BUDGET COMMITTEE (P&B)	OPTIONS	DISCUSSION QUESTIONS
		<p>someone tasked with overseeing budget preparation and strategic planning; going through the officer leadership ladder would prepare person for role.</p> <ul style="list-style-type: none"> ▪ Regarding the planning function, it is currently carried in several places – Governance Task Force, Strategic Planning, ExCom and P&B. Wouldn't it be helpful to streamline? ▪ B&P 6140.1 – proposed baseline budget for following fiscal year due Nov. 15; proposed final budget due Feb. 15, so that budget can be reviewed and approved in conjunction with fee bill. ▪ B&P 6140.12 – 5-year strategic plan, updated every 2 years; 1st 5-year strategic plan was submitted February 2012; 2nd 5-year strategic plan was submitted February 2017. ▪ B&P 6001.2 – Governance in the Public Interest Task Force every three years (2011, 2014 [submitted in 2016], 2017, 2020, etc.) ▪ Per B&P 6020, officers required by statute are a President, a Vice President, a secretary and a treasurer. ▪ The Board Book gives the President the authority to appoint board committees, their chairs and liaisons.

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BOARD LIAISON POLICY	OPTIONS	DISCUSSION QUESTIONS
<p>Generally</p> <ul style="list-style-type: none"> ▪ President determines need for and selection of liaisons ▪ Liaisons serve 3 year terms ▪ Liaisons are to attend at least 1 meeting per year ▪ Historically, President and Vice President and/or designated members of the Stakeholders committee have served as liaisons to Committee of Bar Examiners and Judicial Nominees Evaluation Commission; currently, however, the President has designated 2 members of the Stakeholders committee as the all-purpose appointments liaisons; consequently they serve as the liaisons to Committee of Bar Examiners and Judicial Nominees Evaluation Commission. ▪ Trustees are required to attend every Committee meeting held at State Bar conferences including annual meeting. <p>Responsibilities at Meetings:</p> <ul style="list-style-type: none"> ▪ Demonstrate appreciation. ▪ Ascertain where assistance needed. ▪ Determine if there are overlapping goals/projects. ▪ Report on Board activities/goals. ▪ Report to back to Stakeholders committee and Board. 	<ul style="list-style-type: none"> ▪ Status quo ▪ Revise and update policy ▪ Determine best practices for how Board liaison appointments are made ▪ Eliminate liaison policy 	<ul style="list-style-type: none"> ▪ The liaison policy has become an oversight issue. Failure to properly engage in liaison function over the years has resulted in sub-entities becoming “autonomous” and not recognizing Board oversight. Need to determine what is required of Board liaisons. With fewer significant committees and commissions as a result of governance restructuring, the liaison work will be more manageable and might simply require regular phone calls with chairs. <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ Liaison structure is designed as a communication, not oversight, device.
<p>Subject Matter Board Liaisons</p>	<ul style="list-style-type: none"> ▪ Draft Board policy/description ▪ Determine best practices for how Board liaison appointments are to be made ▪ If they exist, eliminate 	<ul style="list-style-type: none"> ▪ Subject Matter Board liaisons were never formally approved, as the Board was awaiting written descriptions. No vote ever occurred. If Trustees are acting in this capacity without Board approval, we should correct for that and decide best way to proceed going forward. <p>Staff Comments/Questions:</p> <ul style="list-style-type: none"> ▪ The Board need not approve liaisons, though Minutes from the November 2016 Board meeting show that

BOARD LIAISON POLICY	OPTIONS	DISCUSSION QUESTIONS
		<p>liaisons were affirmed by Board vote; the Board Book gives the President the authority to appoint board committees, their chairs and liaisons; need descriptions of what they do.</p> <ul style="list-style-type: none"> ▪ Consider bringing liaison and oversight role together in Board Committees, so that liaisons can be more formally integrated into Board structure and thereby more effective in their role.

*The oversight committees (RAD, A&E, Stakeholders) are responsible for assessing the accomplishments of the advisory/standing committees including (1) evaluating program performance; (2) tracking progress against work plan; (3) identifying improvements; (4) recognizing/rewarding performance. The advisory/standing committees are to periodically report to their assigned oversight committee and provide status reports as requested. (Work Plan Review Process, Memo from Francisco Gomez, Committee Coordinator to Board Committees, October 3, 2005.)