

AGENDA ITEM

MAY 10 – Board of Trustees – March 10, 2017 Open Minutes

**Board of Trustees Meeting
Friday, March 10, 2017
Open Minutes
The State Bar of California
845 South Figueroa Street
Board Room, 2nd Floor
Los Angeles, CA 90017-2515**

The Board of Trustees of The State Bar of California convened in open session at 1:13 pm at the State Bar of California, 845 South Figueroa Street, Board Room, 2nd Floor, Los Angeles, CA, Friday, March 10, 2017, James Fox presiding.

The following members of the Board of Trustees were present: Janet Brewer, Mark Broughton, Michael Colantuono, Terrance Flanigan, Renée LaBran, Jason Lee, Joanna Mendoza, Danette Meyers, Richard Ramirez, Sean M. SeLegue, Alan Steinbrecher and Todd Stevens.

The following members of the Board of Trustees were absent: Stacie Spector & Brandon Stallings.

The following members of staff were present: Saul Bercovitch, Dina DiLoreto, Francisco Gomez, Vanessa Holton, Dag MacLeod, Elizabeth Parker and Leah Wilson.

The roll-call vote was taken, and upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the roll-call vote will be substituted for the vote unless otherwise noted.

All members listed on the slip voted yes.

The Board went into closed session at 12:30 pm. The Board considered appointments and the action taken is reported below.

6000 The following items on the consent agenda were presented to the Board, and no objection being raised thereto, were deemed unanimously adopted.

6011 Appointment of Fee Arbitrators

The State Bar's Mandatory Fee Arbitration Program ("Program") accepts requests for fee arbitration of attorney-client disputes over attorney's fees and/or costs where there is no local bar program or where a party alleges, and it is determined, that a fair hearing cannot be obtained through the local bar fee arbitration program. The Program assigns single arbitrator and three-member hearing panels from the list of arbitrators appointed to the State Bar Fee Arbitration Department. The Program is advancing the names of two (2) volunteers for appointment by the Board of Trustees to add to the State Bar's arbitration panel.

RESOLVED, that the Board of Trustees appoints Daniel Scott Glass of Sacramento (Bar No. 140819) to serve as arbitrator for the State Bar Mandatory Fee Arbitration Department, for a term effective immediately and expiring December 31, 2017, and

FURTHER RESOLVED that, if the Board of Trustees adopts the Modification to Guidelines and Minimum Qualifications of Arbitrators for State Bar Fee Arbitration Department (BOT Agenda Item 161), the Board of Trustees also appoints James O. Heiting of Riverside (Bar No. 68996) to serve as arbitrator for the State Bar Mandatory Fee Arbitration Department, for a term effective immediately and expiring December 31, 2017.

6012 Trusts and Estates Section Executive Committee – Interim Appointment

The Trusts and Estates Section Executive Committee (TEXCOM) is recommending that the Board of Trustees appoint member Mason L. Brawley to Trusts and Estates Section Executive Committee for the remainder of a 2015-18 term, effective immediately.

RESOLVED, that the Board of Trustees hereby approve Mason L. Brawley, Merced, District 5, as a member of Trusts and Estates Section Executive Committee, effective immediately to a term expiring at the conclusion of the 2018 Annual Meeting, or until further order of the Board, whichever occurs earlier.

6013 Legal Services of Northern California (LSNC) Board of Directors, Annual Appointment of Members

Pursuant to regulations of the Legal Services Corporation (LSC), the State Bar of California makes appointments to multi-county, federally funded legal services programs. The State Bar Guidelines for Appointment of Attorney Members to Boards of Directors of Programs funded by the Legal Services Corporation allow members to serve a maximum of six years (i.e., two successive three-year terms). A member may

be reappointed as required to serve as an officer, or for other good cause, such as lack of eligible candidates from the service area.

The State Bar appoints 22 members to Legal Services of Northern California (LSNC) who serve staggered terms, with approximately five to ten positions available each year.

RESOLVED, that the Board of Trustees approves the appointment of Robert Stalker, to the Legal Services of Northern California Board of Directors for a three-year term, commencing March 20, 2017, and expiring March 20, 2020, or until further order of the board, whichever occurs earlier; and it is

FURTHER RESOLVED, that the Board of Trustees approves the reappointment of Kevin Johnson, President and Jane Kroesche, Vice-President, Board of Directors of Legal Services of Northern California, for a three-year term, continuing June 1, 2017 and expiring on May 31, 2020.

The Board adjourned its closed session and returned to open session at 1:00 pm.

Mr. Fox announced that Item 702 - Antitrust Policy had been withdrawn pending further analysis and following receipt of a letter on that topic from the Assembly Judiciary Committee. Mr. Fox noted that this is a time of continuing reform and that the agenda had been transformed to place the closed session before the open in order to allow for unhurried deliberation of the closed matters. Additionally, he noted the transformation from associational to a more regulatory presence with an emphasis on public protection. He cited currently pending issues such as the Bar pass rate and prospective elimination of elected positions on the Board of Trustees in the State Bar's Fee Bill.

Mr. Fox called for public comment, inquiring as to whether there were persons in attendance who wished to comment on a particular item on the agenda.

Mr. Fellmeth from the University of San Diego Center for Public Interest Law addressed the Board regarding development of an antitrust policy.

Mr. Fellmeth submitted that without the benefit of a critical legal analysis, the proposed State Bar antitrust policy does not adequately comply with the Supreme Court's September 8, 2016 directive to the Board of Trustees to formulate a policy for its approval that the Bar must follow in identifying, analyzing, and bringing the court any proposed Board action that implicates antitrust concerns.

Mr. Fellmeth continued, stating that assuming that the Board of Trustees remains its current attorney-member majority structure, the only way for the Board to be protected from antitrust liability is to ensure that it is actively supervised by an independent body as set forth by the *North Carolina* case. He noted that the Federal Trade Commission has issued helpful guidance for regulatory boards controlled by market participants post *North Carolina*, and he strongly encouraged the State Bar to review this guidance to gain a more complete understanding of the antitrust policy to be considered.

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November 17, 2016 Minutes [regular meeting]

December 12, 2016 [special meeting]

January 26, 2017 [special meeting]

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the minutes of the regular meeting of the Board of Trustees held on November 17, 2016 in San Francisco, California are approved as written; and it is

FURTHER RESOLVED, that the minutes of the special meeting held on December 12, 2016, in San Francisco, California are approved as written; and it is

FURTHER RESOLVED, that the minutes of the special meeting for the election of officers held on January 26, 2017, in San Diego, California are approved as written.

All members listed on the slip voted yes.

50 All items on the consent agenda were presented to the Board, and no objection being raised thereto, the following items on the consent agenda were deemed unanimously adopted.

54-111 Report of action taken between Board meetings re Fund 88

The Executive Committee was asked to approve the recommended transfers from Fund 88. Once completed, these transfers will result in the Fund 88 fund balance totaling \$0, at which point it would be dissolved.

Upon staff's recommendation the Executive Committee, on behalf of the Board of Trustees, approved the following resolution:

RESOLVED, that the Executive Committee, on behalf of the Board of Trustees, hereby adopts and directs staff to implement the following transfers:

1. Transfer \$1,380,184 from Fund 88 to the General Fund.
2. Transfer \$629,730 from Fund 88 to the Sections Funds.
3. Transfer \$89,457 from Fund 88 to the Elimination of Bias Fund.
4. Transfer \$238,211 from Fund 88 to the Lawyer Assistance Program Fund.

FURTHER RESOLVED, that the Executive Committee on behalf of the Board of Trustees, authorizes staff to make technical adjustments to the transfers indicated above following the close of the 2016 fiscal year.

54-112 Report of Action Taken - Reduction in Force (RIF)

In light of the reduced funding level available to the State Bar for budget year 2017, advancing discussions regarding the separation of the Sections of the State Bar, as well as interest expressed by a large number of staff, the Bar launched a RIF program on December 2, 2016. Regular staff were given a December 16 deadline to submit an indication of interest in program participation. Staff on leave was given a deadline of December 30, 2016. As of December 30, 2016, 60 staff members had expressed interest in program participation.

On January 16, 2017 Staff recommended to the Executive Committee that all applications for program participation be approved.

RESOLVED, that the Board Executive Committee, on behalf of the Board of Trustees, approves a not to exceed budget for the Reduction in Force program of \$3 million and authorizes staff to proceed with final implementation.

54-113 Report of Action Taken - Council of State Bar Sections: Consideration of Options for Separation

On January 16, 2017 staff requested the Executive Committee's authorization to work with the Council of Sections to advance a legislative proposal which could be jointly developed by Bar leadership in discussions with the Council of Sections, under the oversight of the Supreme Court, both Legislative houses, and the Office of the Governor.

RESOLVED, that, in continuing consultation with the Supreme Court, the Board of Trustees authorize State Bar leadership to negotiate with the Legislature and Governor provisions in the 2017 Fee Bill, which will have as a central feature the separation of the Sections from the State Bar; and it is

FURTHER RESOLVED, that State Bar leadership seek to include provisions in the 2017 Fee Bill that will ensure that the sixteen State Bar Sections are assisted to move into a free-standing unified entity; that a special relationship between the State Bar and the Sections be established, enabling collection of Sections' membership dues and such other support as may be appropriate; that the Bar be authorized to explore the transfer of intellectual property and reserve funds held on behalf of the Sections and such other support as may be useful to a successful separation, while keeping in mind the obligation to maintain as a priority the licensing, regulatory and disciplinary responsibilities of the State Bar; and it is

FURTHER RESOLVED, that the Board of Trustees instructs staff to prepare an analysis of the fiscal and personnel impact of separation of the Sections from the Bar, along with a transition plan which prioritizes the licensing, regulation and discipline responsibilities of the State Bar, and report back to the Board to action and adoption.

54-141 2016 Q4 Pre-Audited Financial Statement Report, Investment Report & CSF Report for the year-ended December 31, 2016

Review of the 2016 year-end financial statements (Pre-Audited) for the State Bar of California.

RESOLVED, that the Board of Trustees receives the 2016 Q4 Pre-Audited Financial Statement Report, Investment Report, and CSF Report in the form this day before the Board, for the year ended December 31, 2016, as certified by the Chief Financial Officer, and on file in the San Francisco office of the State Bar.

114 Board Book Phase II – Substantive Revisions

The State Bar of California’s Board of Trustees Policy Manual (commonly known and referred to as the “Board Book”) was adopted in September 2004. In July 2015, the Board requested a review of the Board Book with the goal of updating it, making it more user-friendly and better organized. Review of the Board Book was divided into two phases. Phase I was a non-substantive cleanup. The Board has approved the Phase I changes. Phase II involves substantive cleanup. The first part of the Phase II substantive cleanup contained amendments resulting from the application of the Bagley-Keene Open Meeting Act and the California Public Records Act to the State Bar. This is the second and final part of Phase II and consists of proposed revisions regarding 1) the authority to hire, supervise, and fire the Executive Director; 2) oversight of advisory committees and other sub-entities; and 3) the repeal of obsolete policies.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees approves amendments to Tab 1.3, Article 1, Section 1; Tab 5.1, Article 5, Section 1; and Tab 5.4, Article 2, Section 6, as presented to the Board this day.

All members listed on the slip voted yes.

115 State Bar of California’s Conflict of Interest Code for Designated Employees, Proposed Revisions to List of Designated Employees – Return from Public Comment

At its December meeting, the Board Executive Committee authorized a 30-day public comment period on annual amendments to the State Bar’s Conflict of Interest Code (“Code”). The Political Reform Act, Government Code § 81000 et seq. (“PRA”), requires the State Bar, as a public agency, to adopt a conflict of interest code for officers, employees and consultants, who, during the course of their work for the State Bar, make or participate in making, decisions that may have a material impact on the interests defined in the code (“Designated Employees”). The Code includes a list of Designated Employee positions (Appendix A of the Code) that are subject to the Code. The Code also includes a list of categories in which Designated Employees must disclose interests in compliance with the Code, referred to as “Disclosure Categories.”

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees hereby adopts the updated list of Designated Employees, Appendix A to the State Bar of California's Conflict of Interest Code for Designated Employees in the form attached hereto.

All members listed on the slip voted yes.

131 Proposed Amendments to California Rules of Court, Rules 9.6 and 9.31 and State Bar Rules 2.32 and 2.50 to Permit Expungement of MCLE Involuntary Inactive Enrollment in Limited Circumstances, Request for Adoption Following Public Comment

The proposed amendment to California Rules of Court, rules 9.6 and 9.31 would permit a one-time only expungement of an isolated incident of minimum continuing legal education ("MCLE") involuntary inactive enrollment. Expungement of information from State Bar membership records is currently governed by the California Rules of Court, rule 9.6(b)-(f) and Business and Professions Code section 6092.5(e). Rule 9.6(b) authorizes the State Bar to recommend to the Supreme Court on an annual basis that an isolated incident of suspension for nonpayment of fees be expunged from an attorney's membership record if the member meets four criteria prescribed in rule 9.6(b).

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, following a 45-day period for public comment and notice and upon recommendation of the Admissions and Education Committee, that the Board of Trustees adopts the amendments to Title 2, Division 3, Rule 2.32 and Title 2, Division 4, Chapter 1, Rule 2.50 in the form attached; and it is

FURTHER RESOLVED, that following a 45-day period for public comment and notice and upon recommendation of the Admissions and Education Committee, the Board of Trustees adopts the proposed amendments to Rules of Court 9.6 and 9.31 in the form attached, with the direction that the proposed amendments be forwarded to the California Supreme Court with a recommendation that the proposed rules be adopted and approved.

All members listed on the slip voted yes.

132 Consistency Project – Proposed adoption of amendments to the State Bar rules regarding 1) member record; 2) minimum continuing legal education; and 3) providers of continuing education services – return from public comment

The Office of General Counsel has reviewed all State Bar Rules to determine whether there are any material inconsistencies with the related statutes and Rules of Court. As part of that effort, on November 17, 2016, the Admissions and Education Committee authorized staff to release for a 45-day public comment period proposed amendments to the State Bar rules regarding (1) member records; (2) minimum continuing legal education; and (3) providers of continuing education services. This Agenda Item addresses the comments received and recommends adoption of the proposed amendments, as released for public comment.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees, following consideration of the public comments received, hereby adopts amended State Bar Rules regarding (1) member records; (2) minimum continuing legal education; and (3) providers of continuing education, as contained in Attachment A hereto.

All members listed on the slip voted yes.

133 Bar Exam Studies

The Committee of Bar Examiners (Committee), concerned about the declining pass rates on the California bar examination, decided at its January 2017 meeting to move forward with four studies designed to better understand the issue and inform potential modifications to exam content and/or scoring.

Most recently, on February 28, 2017, the State Bar received a letter from the Supreme Court directing thorough and expedited study of the declining bar pass rates, with all analyses to be completed by December 1, 2017.

Four studies are underway: (1) Sources of Variation of Passing Rates; (2) Collecting and Linking Law School Performance; (3) Evaluating Content Validity; and (4) Evaluating the Passing Standard.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board approves up to \$150,000 in funding for these studies from the Admissions and General Funds.

All members listed on the slip voted yes.

161 Modification to Guidelines and Minimum Qualifications of Arbitrators for State Bar Fee Arbitration Department

The appointment of fee arbitrators to the Mandatory Fee Arbitration Program is guided by the Guidelines and Minimum Qualifications of Arbitrators (“Guidelines”) to the State Bar Fee Arbitration Department. This item requests modification to the Guidelines to clarify that the Presiding Arbitrator and Director have some discretion in appointing arbitrators who may have had a criminal conviction or discipline imposed.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees approves adoption of the modification of the Guidelines and Minimum Qualifications of Arbitrators for the State Bar Fee Arbitration Department as attached hereto as Attachment C.

All members listed on the slip voted yes.

162 Committee on Mandatory Fee Arbitration Proposed Letter to California Law Revision Commission Regarding Mediation Confidentiality

The Committee on Mandatory Fee Arbitration sought authorization to submit a comment to the California Law Revision Commission on the issue of mediation confidentiality.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees approves submission of the attached letter from the Committee on Mandatory Fee Arbitration to the California Law Revision Commission as a response to its request for input on Study K-402.

All members listed on the slip voted yes.

163 Resolution in Support of Increased Funding for Legal Services

In light of the immense “justice gap” in California and the State Bar’s strong commitment to helping to ensure that the basic legal needs of poor Californians are addressed, the State Bar Board of Trustees passed a resolution supporting increased funding for legal services.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees adopt the following Resolution in Support of Increased Funding for Legal Services:

WHEREAS, equal justice and the fair administration of justice are cornerstones of our democracy, core functions of our government, and fundamental components of the State Bar's mission of public protection;

WHEREAS, California suffers from an enormous justice gap between the legal services available for low and moderate income residents and the legal services needed to address life's most basic necessities such as food, shelter, family safety and stability, health care, education, and subsistence income;

WHEREAS, there are more than 8 million Californians living below 125% of the poverty level and only one legal aid lawyer for every 7500 low-income Californians who qualify for legal aid (and even fewer in the rural parts of California);

WHEREAS, legal services funding historically has been insufficient to meet this substantial need and decreased further during the recent economic crisis while the legal problems faced by low-income and other vulnerable Californians increased during this same period;

WHEREAS, between 2008 and 2014, revenue from one of the core sources of funding for legal services, Interest on Lawyers' Trust Accounts (IOLTA), dropped over 80% due to declining interest rates—from over \$22 million to below \$5 million;

WHEREAS, in 1999, the Legislature, State Bar, and California Commission on Access to Justice worked together to create the Equal Access Fund which provides \$10 million in General Fund support for legal services, augmented by a small percentage of revenue from filing fees;

WHEREAS, the Equal Access Fund has been a critical source of support for legal services, however, with the exception of last year's one-time increase of \$5 million, the base appropriation of \$10 million has not been increased since 1999;

WHEREAS, New York, a State with approximately one half of the population of California, provides \$100 million annually for legal services funding;

WHEREAS, critical sources of federal funding for legal services including the Legal Services Corporation and other federal funding programs have been targeted by the new administration for reduction or elimination;

WHEREAS, due to inadequate funding, legal services programs must turn away eligible clients who are left to navigate complex legal situations on their own—and risk losing their families, homes and livelihoods in the process;

WHEREAS, legal services provides access to legal help for people to protect their livelihoods, their health, and their families;

WHEREAS, legal services helps reduce—not increase—costs to taxpayers. Taxpayers save money from legal aid's success in reducing homelessness for children, veterans, seniors, people with disabilities and others, and the incidence of domestic violence;

WHEREAS, legal services helps to streamline the court system by fostering efficiency, reducing the number of unnecessary lawsuits, and cutting down on court costs;

WHEREAS, legal services helps ensure fairness for all in California's justice system, not just for those who can afford it; and

WHEREAS, the State Bar of California has long been committed to supporting legal services programs, including by providing crucial funding since 1981; linking legal aid to expanded partnerships that leverage services; recruiting new volunteers; and providing training;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of the State Bar of California supports increased stable funding for legal services through an increased Equal Access Fund and otherwise to provide critically needed legal help to low-income and other vulnerable residents of California.

All members listed on the slip voted yes.

164 Report and Proposed Action on Restructure of State Bar Standing Committees and Other Sub-entities

At the Board of Trustees meeting on September 12, 2016, staff presented a report designed to advance Governance in the Public Interest Taskforce recommendations. That report addressed the potential restructuring of State Bar committees and other sub-entities, and identified various issues relating to the current structure of those committees and sub-entities. The Board directed staff to study the issues, and report on the results of that study at the Board's November 2016 meeting. At the Board meeting on November 18, 2016, staff presented its report and the Board directed staff to pursue potential changes to the current committee structure. This agenda item contains a status report on these changes and staff recommendations for further Board action.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees, following the recommendation of the Stakeholders, Access to Justice, and Appointments Committee, hereby:

1. Eliminates the Standing Committees on a) Administration of Justice; b) Alternative Dispute Resolution; c) Appellate Courts; and d) Federal Courts.
2. Eliminates the Standing Committee on the Delivery of Legal Services, effective December 31, 2017.
3. Authorizes staff to hire one or more expert consultants to assist with a) the oversight and administration of the insurance programs currently overseen by the Committee on Group Insurance Programs; and b) the transition of the oversight and administration of the insurance programs to the successor entity of the State Bar Sections.
4. Eliminates the Committee on Group Insurance Programs, effective May 31, 2017.
5. Modifies the appointments process so the California Board of Legal Specialization, rather than the Board of Trustees, makes the appointments to the Legal Specialization Advisory Commissions.

All members listed on the slip voted yes.

701 Proposed New and Amended Rules of Professional Conduct of the State Bar of California, Return from Public Comment and Request for Adoption

TAKEN UP ON MARCH 9, 2017

702 Proposed Antitrust Policy - *WITHDRAWN*

On September 8, 2016 the Supreme Court of California directed the State Bar to formulate a policy, to be presented to the Supreme Court for approval, that the Bar must follow in identifying, analyzing, and bringing to the Court any proposed Board action that implicates antitrust concerns

703 2017 Planning Meeting Outcomes Update - *DISCUSSION*

Discussion about the implementation of the recommendations made by Board of Trustees at their January 27, 2017 planning meeting. The Board of Trustees discussed: (1) possible changes to the Board and Board Committee agenda templates; (2) the timeliness of posting and publishing of content and the means to track compliance; and (3) development of a simple dashboard-type reporting tool to monitor the progress on key projects.

704 2017 Final Budget: Summary of Changes since January 26, 2017 - *DISCUSSION*

On January 26, 2017, the Board of Trustees adopted the State Bar's 2017 Final Budget. Pursuant to resolution (JAN 702), the Board authorized staff to make technical adjustments and corrections the Budget prior to submitting it to the Legislature and Supreme Court on February 15, 2017.

This agenda item summarizes those technical adjustments in corrections, which in the aggregate increased the 2017 budget by \$331,000.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees hereby adopts the 2017 Budget in the form presented to the Board this day including technical adjustments and corrections made to the budget between the January 26, 2017, version of the budget approved by the Board and the February 15 submission to the Legislature and Supreme Court.

All members listed on the slip voted yes, except Mr. Broughton who abstained.

705 Overview of Indirect Cost Allocation Methodology and Presentation in 2017 Budget - *DISCUSSION*

The purpose of the cost allocation plan (CAP) is to identify the total costs of providing specific service by support centers – indirect costs, and allocate these costs to a specific service program or cost center receiving the benefits based on a fair, formal and consistent methodology. Indirect costs are not readily identifiable with a specific direct operating program, but rather, are incurred for a joint purpose that benefits more than one functional area or program. The Board adopted the current CAP in 2016.

The purpose of this agenda item is to provide the Board with a general overview of the cost allocation methodology, and the application of that methodology in the 2017 budget. In addition, this agenda item provides information regarding actual, versus budgeted, 2016 cost allocation.

706 Privacy Protection Practices - *DISCUSSION*

Discussion of development of State Bar privacy protection practice to address protections governing the State Bar's receipt and retention of sensitive information obtained in the conduct of its public protection responsibilities.

707 2016-17 Governance in the Public Interest Task Force Update - *DISCUSSION*

The 2016-17 iteration of the Governance in the Public Interest Task Force is conducting a comprehensive review of the role, structure, composition and functioning of the Board, the Board's committees and the State Bar's volunteer sub-entities. The State Bar has undertaken two complementary and parallel initiatives. In response to recommendations arising out of the 2016 GTF report, the Board has taken action to restructure select sub-entities to streamline the work and create greater efficiencies in the work processes. In addition, the State Bar has begun to examine its own management structure and program configuration. It is hoped that through these critically-timed, interwoven self-examination processes and ongoing restructuring efforts, a new post-Sections State Bar will emerge. The Taskforce report will be filed on May 15.

The Board adjourned its meeting at 3:14 pm.

The Board may meet again at the call of the President at any time prior to the next regularly scheduled meeting of the Board, or, if no such meeting be called, at the State Bar, 180 Howard Street, Board Room, 4th Floor, San Francisco, CA 94105, on Friday, May 12, 2017, at a time to be determined.