

AGENDA ITEM

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DATE: July 7, 2017

TO: Members, Board Executive Committee
Members, Board of Trustees

FROM: Elizabeth Rindskopf Parker, Executive Director

SUBJECT: 2017 Governance in the Public Interest Recommendations

EXECUTIVE SUMMARY

On May 15, 2017, the 2017 Governance in the Public Interest Task Force (Task Force) filed its third triennial report pursuant to statute. The 2017 Task Force Report contains recommendations for changes in the governance structure of the State Bar. This agenda item places before the Board of Trustees for approval a number of 2017 Task Force recommendations, including a new State Bar mission statement, a change in Board committee structure, revised Board committee charters, and specific initiatives to improve Board functioning. Also before the Board of Trustees for approval are additional non-substantive changes to the Board Book.

BACKGROUND

The 2017 Task Force Report builds off of the 2016 Task Force Report in identifying the remaining governance issues to be addressed by the State Bar. During the 2017 Task Force deliberation process, the Legislature released Senate Bill 36, the 2018 fee bill. Changes contemplated by the legislation, namely a significant reduction in the size of the Board of Trustees and the departure of the Sections and the California Young Lawyers Association, informed the deliberations. Unlike the 2011 Task Force or the 2016 Task Force, the 2017 Task Force was unanimous on the major aspects of all its recommendations for “enhancing the protection of the public and ensuring that protection of the public is the highest priority in the licensing, regulation and discipline of attorneys.” (Bus. & Prof. Code, § 6001.2, subd. (b).) As the 2016 Task Force recommendations continue to be implemented, implementation of the 2017 Task Force recommendations begins. The Board Executive Committee (Ex Com) is charged with the responsibility of overseeing the functioning of the Board of Trustees, coordinating the work of the other Board committees, and keeping the State Bar Mission Statement updated.

This agenda item addresses those 2017 Task Force Report recommendations falling within the purview of the Ex Com. The recommendations fall into three main topics: (1) State Bar mission statement; and (2) Board committee role, functioning, size and structure; and (3) Board functioning.¹ Attached are proposed changes to the Board Book incorporating 2017 Task Force recommendations. (See Attachment A.)

DISCUSSION

Mission Statement

Development of a new State Bar mission statement required exploring the meaning of public protection. The 2017 Task Force concluded that the public as a whole is best served by a variety of both disciplinary and non-disciplinary State Bar activities. In arriving at this conclusion, the following two main concerns were raised: 1) whether a broad construction of public protection would lead to unrestrained proliferation of State Bar activities; and 2) whether a broad construction includes access to justice, and inclusion and diversity activities. Regarding the former, current initiatives to streamline State Bar activities, to more effectively manage program areas, and to create an operational system more closely aligned with the Board's governance structure are designed to ensure that the State Bar stays focused on its statutory directive to make public protection its paramount priority. Regarding the latter, support of efforts to strengthen the underpinnings of the legal system, (i.e., expanding legal resources, ensuring fairness and inclusivity, providing access to the courts,) serves public protection in non-disciplinary ways. The following principles were relied on in crafting the new mission statement:

- The State Bar's goal must be to serve the public, not lawyers, unless serving the latter contributes meaningfully to serving the former.
- The mission statement is broadly worded and visionary, not an attempt to capture each specific State Bar activity.
- The mission statement is to be employed across all State Bar program areas for greater organizational consistency and coherence.

The proposed new State Bar mission statement is as follows:

The State Bar of California's mission is to protect the public and includes the primary functions of licensing, regulation and discipline of attorneys; the advancement of the ethical and competent practice of law; and the promotion of efforts for greater access to, and inclusion in, the legal system.

¹ This agenda item is related to, but distinct from, a management redesign project inspired by the 2017 Task Force. The 2017 Task Force's work recognizes the criticality of a properly aligned and structured governance structure, especially given the reduction in Board size as contemplated in the 2018 fee bill. A properly aligned and structured governance structure requires a properly aligned and structured management structure. The intersection of governance, management and operational structures has been a continuing theme of both the 2016 and 2017 Task Force reports. It is anticipated that the combined effect of the Task Force work and management redesign project will be to bring both Board and staff structures into better alignment for more effective functioning.

Board Committees

Fundamental to the recommendations relating to Board committees is a belief held by the 2017 Task Force that a better structured Board committee process would allow the full Board to focus on broad policy areas especially regarding core State Bar functions (admissions/licensing, regulation and discipline) and finances; and ensure that all State Bar departments, program areas, operating units and related sub-entities fall under the oversight authority of an appropriate Board committee. Decisions about how best to carry out oversight responsibilities and interact with State Bar departments and sub-entities, such as whether to use liaisons, would be made by the Board committees themselves. Integrated into each Board committee process should be a uniform policy for determining the categories of matters that should pass through committee before reaching the Board of Trustees and the categories of matters that should go directly to the Board without prior review.

The recommendations proposed by the 2017 Task Force would:

- Reduce the number of Board committees from six to five;
- Consolidate responsibility for program area oversight from three to two committees, one for discipline-related program areas and the second for all other non-discipline related program areas;
- Balance workload more evenly among committees;
- Require a comprehensive review of financial statements on a quarterly basis; and
- Include governance review as an ongoing Board topic, integrated into the strategic and budget planning processes.

Specifically, pursuant to the 2017 Task Force recommendations, the Audit Committee, the Regulation and Discipline Committee (RAD) and the Ex Com would be **retained**; the Admissions and Education Committee (A&E), the Planning and Budget Committee (P&B) and the Stakeholders, Access to Justice and Appointments Committee (SA&A) would be **eliminated**; and two new committees, the Finance and Planning Committee, and a committee tentatively named the Program Committee for non-RAD related program oversight work, would be **established**. Responsibilities of eliminated committees would be transferred to retained or newly established committees. The attached revised charters reflect the proposed changes. (See Attachments B and C.)

RAD's current 'committee of the whole' structure was a focus of 2017 Task Force deliberations, the concern being that a committee of the approximate size of the Board itself is unwieldy and inefficient. A recommendation was made to consider addressing this problem by creating two RAD sub-committees. The attached revised RAD charter includes a proposal to create two sub-committees, a **policy/project sub-committee** and an **operations/oversight sub-committee**. The policy/project sub-committee would be tasked with the responsibility of handling specifically-identified, current or emerging significant new issues or concerns requiring the creation of policy or a change in existing policy, the development of a plan of proactive, reactive or other corrective action, or the preparation of other appropriate responses or actions. The operations/oversight sub-committee would be tasked with the responsibility for general program area monitoring and oversight. The issue of RAD's structure and the 2017 Task Force recommendations related thereto should be referred to RAD for consideration of the subcommittee proposal articulated in the proposed revised charter; development of alternative subcommittee articulations; discussion of other possible approaches to creating more focused and efficient functioning at the Board committee level for one of the State Bar's core functional

areas; and identification of Bagley-Keene open meeting issues implicated by any RAD restructuring.

Board Functioning

To enhance the functioning of the Board of Trustees, the 2017 Task Force made the following recommendations:

- Creation of a Trustee Skills Matrix
- Improved Trustee Orientation and Training
- Elimination of the Board Liaison Policy

(See Attachments D and E.)

With the above recommended changes in place, the expectation is that appointing authorities will have the information necessary about Board composition to ensure that the Board has the necessary talent and diversity to successfully perform its oversight and policy-making functions; that incoming trustees will have the orientation and training needed to successfully carry out their responsibilities; and that Board committees will be empowered to determine for themselves the best way to monitor the functioning of State Bar departments and sub-entities under their oversight authority.

Miscellaneous

Incorporating 2017 Task Force recommendations into the Board Book required changes to Tab 1.1 containing the mission statement; Tab 2.3 containing the authority of the President to assign liaisons; Tab 2.4 containing the Board Liaison Policy and the role of Trustees; and Tab 2.6 containing Board committee structure and charters and Ex Com's responsibility for Trustee training.

At its meeting on May 11, 2017, Ex Com assigned Board Book sections to appropriate Board committees for review in relationship to a larger clean-up effort. That effort continues. Non-substantive changes to Tab 1.1, Tab 2.3, Tab 2.4, and Tab 2.6 are being proposed as part of this agenda item in that vein, in addition to those needed to implement 2017 Task Force recommendations.² (See Attachment A.)

In addition, the SA&A agenda includes an item reflecting that committee's progress on its May 11, 2017, Ex Com assignment. That SA&A agenda item does not include proposed changes to SA&A-related Board Book provisions already addressed in this agenda item, as contained in Attachment A – Tab 2.4.

² The 2017 Task Force made no recommendations for change in the structure of the Audit Committee or its charter. Changes to the Audit Committee charter contained in Attachment A are responsive to the 2017 Audit and recent events (e.g. finger prints and phishing scam) demonstrating that the State Bar faces risks beyond those which can be described as purely financial. These issues may be addressed best by a more robust review of compliance efforts and review of internal rules and procedures to ensure on-going consistency, accountability and transparency. The lack of up-to-date policies has been raised by the Treasurer. The proposed Audit Committee charter changes, which are on the agenda for the July 13, 2017, Audit Committee meeting, are intended to stimulate discussion of these issues and concerns.

FISCAL/PERSONNEL IMPACT

None.

RULE AMENDMENTS

None.

BOARD BOOK IMPACT

Board Book amendments to the following:

Tab 1.1
Tab 2.3
Tab 2.4
Tab 2.6

BOARD GOALS & OBJECTIVES

2017-2022 State Bar Strategic Plan

Goal 1: Successfully transition to the “new State Bar.”

- Objective (c): Implement and pursue governance, composition, and operations reforms needed to ensure that the Board’s structure and processes optimally align with the State Bar’s public protection mission.
- Objective (d): Finalize an updated Mission Statement for the State Bar reflecting programmatic areas remaining after the transition analysis in order to improve the Bar’s focus on its public protection and regulatory functions.
- Objective (e): Determine the appropriate role of, and Board responsibility for, State Bar Standing Committees, Special Committees, Boards, and Commissions in the new State Bar.

BOARD EXECUTIVE COMMITTEE RECOMMENDATION

The Board Executive Committee recommends that the Board of Trustees approve the following resolution:

RESOLVED, that the Board of Trustees updates the State Bar Mission Statement pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force as follows:

The State Bar of California’s mission is to protect the public and includes the primary functions of licensing, regulation and discipline of attorneys; the advancement of the ethical and competent practice of law; and the promotion of efforts for greater access to, and inclusion in, the legal system.

RESOLVED, that the Board of Trustees adopts the following changes to the current Board committee structure pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force: **Retain** the Audit Committee, the Regulation and Discipline Committee and the Executive Committee; **Eliminate** the Admissions and Education Committee, the Planning and Budget Committee and the Stakeholders, Access to Justice and Appointments Committee; **Establish** the Finance and Planning Committee, and a (tentatively named) Program Committee for non-RAD related program oversight work;

RESOLVED, that the Board of Trustees approves the new Board committee charters, contained in an appendix to the agenda item, in implementation of the recommendations of the 2017 Governance in the Public Interest Task Force; except for the RAD sub-committee proposal, which is referred to RAD for further consideration;

RESOLVED, that the Board of Trustees directs staff to present at the September 2017 Board of Trustees meeting a recommendation regarding a permanent name for, and the leadership and composition of, the non-RAD related program oversight committee, in implementation of the recommendations of the 2017 Governance in the Public Interest Task Force;

RESOLVED, that the Board of Trustees eliminates the Board Liaison Policy, so that Board committees can decide for themselves how best to carry out their oversight responsibilities and interact with State Bar departments and sub-entities under their oversight authority, including use of liaisons if appropriate, pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force;

RESOLVED, that the Board of Trustees directs staff to present at the September 2017 Board of Trustees meeting a recommendation for a uniform policy to be integrated into each Board committee process that delineates the categories of matters that should pass through committee before reaching the Board of Trustees and the categories of matters that should go directly to the Board without prior review, in implementation of the recommendations of the 2017 Governance in the Public Interest Task Force;

RESOLVED, that the Board of Trustees adopts a Trustee Skills Matrix to aid appointing authorities in identifying and meeting any unmet need on the Board in order to ensure that the Board has the right variety of talent and diversity to perform its oversight and policy functions successfully, pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force;

RESOLVED, that the Board of Trustees directs staff to present at the September 2017 Board of Trustees meeting a recommendation to address the issue of Trustee positions that are left vacant for extended periods of time, including holdover appointments and filling of appointments by the Chief Justice, pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force; staff is directed to raise this issue with Supreme Court staff and determine what legislative changes, if any, would be needed;

RESOLVED, that the Board of Trustees adopts an improved Trustee Orientation and Training Program to ensure that each incoming group of Trustees receives timely training on all significant aspects of the State Bar and its functioning, pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force;

FURTHER RESOLVED, that the Board of Trustees approves revisions to the Board Book, Tab 1.1, Tab 2.3, Tab 2.4, and Tab 2.6, as presented to the Board this day and as contained in an appendix to the agenda item.

ATTACHMENT(S) LIST

- A.** Proposed Revisions to the Board Book, including revised Board committee charters: Tab 1.1, Tab 2.3, Tab 2.4, Tab 2.6.
- B.** Proposed Board Committee Changes.
- C.** Proposed New Board Committee Structure.
- D.** Draft Trustee Skills Matrix.
- E.** New Trustee Orientation Training Modules.

TAB 1.1

THE STATE BAR OF CALIFORNIA – A JUDICIAL BRANCH AGENCY

Article 1 THE STATE BAR OF CALIFORNIA

Section 1 Statutes

Section 2 Mission

~~Section 3 Goals~~

Section ~~3~~⁴ Offices of the State Bar of California

Section ~~4~~⁵ California Bar Journal

Article 2 DIVERSITY PRINCIPLES

Section 1 Elimination of Bias Resolution

Section 2 Prohibition Against Use of Discriminatory Facilities

Section 3 Discriminatory Membership Policies

Section 4 Discriminatory Practices and State Bar Members

Section 5 General Statement of Diversity Principles

Article 1
THE STATE BAR OF CALIFORNIA

Section 1 Statutes

The State Bar of California was created as a ~~statutory~~ public corporation by the State Bar Act of, which was established on July 29, 1927. In 1966, the electorate adopted a constitutional provision placing the State Bar in the judicial article of the California Constitution. , and a Constitutional Agency in the Judicial Branch of state government. It was created as the “administrative assistant” to or “adjunct” of the Supreme Court for the purpose of assisting the Court in matters pertaining to the admission and discipline of attorneys. It is *sui generis*, not an administrative board in the ordinary sense.

(Source: Bus.~~iness~~ & Prof.~~essions~~ Code, § ~~Section~~ 6001; Cal. Const. aArt. VI, §~~Section~~ 9; *In re Attorney Discipline System* (1998) 19 Cal.~~4~~th 582, 598-600.)

All property of the State Bar is held for essential public and governmental purposes in the judicial branch of the government and such property is exempt from all taxes of the State or any city, city and county, district, public corporation or other political subdivision, public body or public agency.

(Source: Bus.~~iness~~ & Prof.~~essions~~ Code, §~~Section~~ 6008.)

Although the State Bar was originally a purely legislative creation, its unique nature has been recognized by the Legislature throughout the existence of the State Bar. The State Bar’s special character further was emphasized when it became a constitutional body, placed within the judicial article of the California Constitution and thus expressly acknowledged to be an integral part of the judicial function.

(Source: *In re Attorney Discipline System* (1998) 19 Cal.~~4~~th 582, 599.)

State laws restricting or prescribing a mode of procedure for the exercise of powers of state public bodies or state agencies, or classes thereof, are not applicable to the State Bar, unless the Legislature expressly so declares.

(Source: Bus.~~iness~~ & Prof.~~essions~~ Code, §~~Section~~ 6001.)

The members of the State Bar are all persons admitted and licensed to practice law in this State, except justices and judges of courts of record during their continuance in office.

(Source: Bus.~~iness~~ & Prof.~~essions~~ Code, §~~Section~~ 6002.)

Public protection is the highest priority for the State Bar in exercising its licensing, regulatory, and disciplinary functions. Whenever public protection is inconsistent with other interests sought to be promoted, public protection is paramount.

(Source: Bus.~~iness~~ & Prof.~~essions~~ Code, §~~Section~~ 6001.1 ~~(Added by Stats. 2011, c. 417 (S.B. 463).)~~

Section 2 Mission

~~The purpose of the State Bar of California is to ensure that the people of California are served by the legal profession in a manner consistent with the highest standards of professional competence, care, and ethical conduct; to carry out such additional programs as may be required by law or by rule of court; and to contribute generally to the science of jurisprudence and the administration of justice to the extent and in a manner consistent with the First Amendment rights of its members.~~

The State Bar of California's mission is to protect the public and includes the primary functions of licensing, regulation and discipline of attorneys; the advancement of the ethical and competent practice of law; and the promotion of efforts for greater access to, and inclusion in, the legal system.

(Source: Board of Governors' Resolution, August 1991;¹ May 20, 1997, Planning Meeting;² Board of Governors' Resolution, July 11, 2008; Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)

~~Section 3~~ Goals

~~The goals of the State Bar are:~~

- ~~(a) Public Protection – The public is protected and served by attorneys and other legal service providers that meet the highest standards of competency and ethics.~~
- ~~(b) Administration of Justice – The State Bar is recognized and respected as a contributing and accountable leader in improving the administration of justice and ensuring the rule of law in our civil society.~~
- ~~(c) Member Services – The State Bar provides a wide array of services and benefits to members that meet their professional development, business, and personal needs.~~
- ~~(d) State Bar Administration – The State Bar obtains and uses resources effectively and efficiently to support all aspects of its operations and demonstrates the cost effectiveness of State Bar services and activities~~

~~(Source: Board of Governors' Resolution, August 1991, September 1996, amended January 2002, July 11, 2008.)~~

Section 34 Offices of The State Bar of California

| ATTACHMENT A

| Unless otherwise ordered by the Bboard, the main office of the State Bar must be maintained in San Francisco and a branch office in Los Angeles.

| A petition, notice, or other document required by these rules to be filed with the State Bar or served on the Bboard must be filed at the main office.

(Source: State Bar Rule 6.91 adopted effective May 16, 2008.)

Historical Note

~~This rule supersedes Article X, § 1 of the Rules and Regulations of the State Bar of California (Offices of the State Bar), adopted effective December 4, 1999; repealed May 16, 2008.~~

~~Section 5—California Bar Journal~~

~~The California Bar Journal is the official publication of the State Bar of California and is distributed monthly to every member of the State Bar. The editorial staff of the California Bar Journal has the primary responsibility for determining the editorial content to be published in the California Bar Journal. Oversight of the editorial staff and publication resides with the bar's Executive Director, and the designated Board Committee and ultimately, the Board of Trustees. Copies of the California Bar Journal's editorial policy are available from the office of the California Bar Journal.~~

~~(Source: Board of Governors' Resolution May 1994.)~~

Article 2 DIVERSITY PRINCIPLES

Section 1 *Elimination of Bias Resolution*

Whereas the Board of Trustees is undergoing governance changes to enhance and ensure that public protection is the highest priority in the licensing, regulation and discipline of attorneys; and

Whereas the State Bar's mission, vision and goals have supported a justice system reflecting the diversity of the State and the elimination of bias in the profession;

NOW, THEREFORE, IT IS RESOLVED, that the Board of Trustees hereby reaffirms its commitment to and support of effective policies and activities to enhance access, fairness and diversity in the legal profession and the elimination of bias in the practice of law, consistent with limitations on the expenditure of mandatory dues.

(Source: Board of Trustees Resolution, July 20, 2012.)

Historical Note

~~Regarding Governance Changes—On October 2, 2011, Governor Brown signed SB 163 (Evans) into law. This bill required the Board to complete and implement a five-year strategic plan that is to be updated every two years and requires the Board president to report annually to the Supreme Court, the Governor, and the Senate and Assembly Judiciary Committees on the steps taken to implement that strategic plan and to indicate any measures that the Board will need to take in the upcoming years to address the projected needs contained in the plan.~~

~~The Board of Trustees met on January 6 and 7, 2012, to discuss the future of the State Bar, the future's implications to the Bar's public protection mission, the organization of the practice of law and lawyers' sense of professional responsibility and identity. The Board discussed the State Bar's core functions and considered operational initiatives and concrete actions that would inform the development of the Five-Year Strategic Plan.~~

~~On February 10, 2012, and upon the recommendation of the Board Planning, Program Development, and Budget Committee, the Board adopted the Five-Year Strategic Plan~~

Section 2 *Prohibition Against Use Of Discriminatory Facilities*

- (a) The Board of Trustees wishes to assure that no attorney will be denied the opportunity to participate in any State Bar activities because of discrimination unrelated to professional competence and believes that participation in the activities of the State Bar should not be denied because of any discriminatory restrictions imposed by any facilities where such activities are held. State Bar funds should not be used to contribute in any way towards the support of any facilities which discriminate. It is the belief of the Board of Trustees that no private club having the benefit

of a liquor license should restrict its membership or the use of its facilities on the basis of color, race, sex, religion, national origin, ancestry, physical handicap, age, medical condition, marital status or sexual preference.

- (b) No meetings of the State Bar, or any sections or committees of the State Bar, shall be held in any facilities which discriminate in the membership or availability of services on the basis of race, sex, religious creed, color, national origin, ancestry, physical handicap, age, medical condition, marital status, or sexual preference.
- (c) No member of the Board of Trustees, or other representative of the State Bar, will participate in any official or representative capacity as a representative of the State Bar in any functions held in such facilities, and the State Bar shall not cosponsor, promote, or otherwise participate in any way in any functions held in such facilities.
- (d) No funds of the State Bar will be expended to reimburse anyone for any expenses incurred in such facilities or in travel to or from functions held in such facilities.
- (e) The Board of Trustees urges other statewide and local legal organizations in California to adopt a policy prohibiting the holding of bar group functions in the facilities of clubs which engage in the above listed forms of discrimination, and notify such bar groups that the State Bar and its representatives will not participate in any way in any functions held in such facilities.

| (Source: Board of Governors' Resolutions, January 1981, December 1983.)

Section 3 Discriminatory Membership Policies

The State Bar of California shall not arrange any speaking engagements nor hold programs with or in any organization or club that maintains discriminatory membership policies, except with respect to changing those policies.

| (Source: Board of Governors' Resolution, January 1990.)

Section 4 Discriminatory Practices And State Bar Members

- (a) The Board of Trustees finds that invidious discrimination exists to an unacceptable degree, interferes with the administration of justice and, when committed by members of the State Bar, reduces public confidence in the integrity of the profession.
- (b) The legal profession and the State Bar of California should be on the forefront in the effort to eliminate invidious discrimination.

- (c) The Board of Trustees recommends that each member of the State Bar of California abstain from discriminatory conduct; at a minimum, each member of the State Bar should take it upon himself or herself to not discriminate against or threaten, harass, intimidate or denigrate any other person on the basis of race, national origin, sex, sexual orientation, religion, age or disability while engaged in the practice of law.
- (d) The Board of Trustees requests that all organized bar associations in California consider adoption of resolutions calling on attorneys to abstain from discriminatory conduct while engaged in the practice of law.

(Source: Board of Governors' Resolutions, September 1992.)

Section 5 *General Statement Of Diversity Principles*

The State Bar of California and all signatories to these principles affirm our commitment to fostering diversity in the legal profession. Diversity is an inclusive concept and encompasses, without limitation, race, color, ethnicity, gender, sexual orientation, gender identity and expression, disability, religion, nationality, age, marital and familial status, as well as practice setting, geographical location, prior experience and length of time in practice. A commitment to diversity reflects the needs of the legal profession for the best minds to address the increasingly complex needs of diverse customers and communities. Greater diversity allows the legal profession to become more creative, effective and just. Diversity brings more varied perspectives, talents and interests to the practice of law and the administration of justice. Diversity is important to the success of law firms, corporate or government law departments, legal services programs, law schools, public service organizations, bar associations and every other organization that includes attorneys.

To facilitate diversity in the profession, the signatories pledge to encourage diversity by recruiting, mentoring and promoting attorneys to leadership positions within our respective organizations.

The Signatories will actively pursue inclusiveness in the recruitment of members. Toward this end, the signatories shall undertake to implement the following:

1. Recruiting diverse persons to participate in each of our organizations;
2. Mentoring and retaining diverse members in our organizations; and
3. Developing individuals for leadership positions by giving them challenging tasks and the opportunity to represent our entities in public appearances, educational programs, and other prominent roles.

Measuring Success: With the adoption of these principles, the State Bar of California will collect information, compile statistics, and disseminate information to their

| ATTACHMENT A

membership, and will look to the law schools and community to encourage the commitment to diversity. Each year the State Bar of California will recognize the organizations (i.e. bar association, law firm, law school) that have made significant efforts to increase diversity.

| (Source: Board of Governors' Resolution, July 2005.)

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 Secretary*
- 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.

(Source Origin: ~~State Bar Act, §10. Amended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25~~Bus. & Prof. Code, § 6020.)

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.)

(Source: B & P Code, § 6021.)

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 ~~a~~Annual ~~m~~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 ~~B~~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 aAnnual mMeeting 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. & 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.

(~~Source~~Origin: B & P Code, § 6022~~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 sources of authority~~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.

(~~Source~~Origin: B & P Code, § 6023~~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 Trustees~~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 Trustees~~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 State Bar Strategic Plan.~~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 ~~E~~xecutive ~~D~~irector prior to presenting any such terms to the ~~E~~xecutive ~~D~~irector 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~~ California licensed attorneys, to the public, and to the government (executive, legislative, and judicial branches); ~~m.~~ 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 ~~Trustees~~ 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 and; 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.²
- (15) Facilitates Board discussion and action on State Bar policy.³ ~~and~~
- (16) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the Board as required by law.

¹ Pursuant to State Bar 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. (See Bus. & Prof. Code, §§ 6010, 6025, ~~and~~ 6030.)

(17) Based on the goals and objectives set by the Board, and in conjunction with the performance management duties performed by the Board Executive Committee pursuant to tab 2.6, article 2, manages the performance of the Executive Director by:

- (A) Communicating Board decisions and policies.;
- (B) Establishing performance expectations and measurement systems for the Executive Director.;
- (C) Facilitatings 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) Settings and overseeings the goal-set-ting process for the Board.
- (F) Helpings ~~to in~~ clarifiing the roles of the Board and its Trustees~~members~~.
- (G) Ensuringes Trustee~~Board members~~' orientation, training, and development.
- (H) Facilitatings the succession 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 Trustee~~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~~ issuance of a Presidential Recognition Award ~~and award up to~~ up to five individuals or organizations, at the annual meeting swearing-in ceremony, annually for exemplary actions in furtherance of the State Bar's missions, ~~and~~ goals, and objectives. ~~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 B~~b~~oard 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 Incoming President-~~Elect~~: Presents and proposes committee chairs, ~~liaisons~~, and appointments to committees, after consulting with the outgoing ~~Board~~ Executive Committee.

~~((Source: Board of Governors Resolutions, October 1987, May 1997, June 2006; State Bar Rule 6.40 adopted effective May 16, 2008; Board of Governors Resolutions, May 2010, January 2011; Bus. & Prof. Code, § 6001.2; Board of Trustees Resolutions, March 2013, July 2014, September 2014, September 2016; Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)
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; September 2016.)~~

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; and 2) Chair of the Regulation and Discipline Committee; ~~3) Co-Chair of the annual Strategic Work Session.~~

~~(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; September 12, 2016.)~~

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 ~~shall~~will: 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;~~ 3) Consult with the Executive Director and Chief Financial Officer and report to the Board regarding budget matters; ~~involving the budget and internal financial controls; and~~ 24) ~~t~~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 3) perform any other duties that the Bboard 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, September 42, 2016.)

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, or an authorized designee, must keep at the main office of the State Bar a record of minutes of all meetings and actions of the Bboard and Bboard committees.
- (b) The Secretary, or an authorized designee, must give notice of all meetings of the State Bar and the Bboard as required under these rules.
- (c) For all Bboard and Bboard committee meetings, the Secretary, or an authorized designee, 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, or an authorized designee, 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 Bboard.

(e) Other duties of the Secretary are as the Bboard 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 Bboard hereby authorizes the secretary to accept on behalf of the Bboard any gifts made to the State Bar, the Ssecretary to report the acceptance of any such gift to the ~~Board Committee on Finance and~~ Planning Committee ~~and Budget~~, or its ~~any~~ successor ~~board committee~~.

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

(g) Executive Director ~~choice~~ Choice of Secretary: The Executive Director of the State Bar should bring his or her choice for Secretary to the Bboard 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, SKILLS,~~ STANDARDS OF CONDUCT AND TIME COMMITMENT

Section 1 *Introduction*

Section 2 ~~Trustee~~*Board Member Skills and* Responsibilities

Section 3 *Trustee Skills*

Section ~~4~~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 ~~5~~6 *Time Commitment*

~~Article 2 OFFICIAL DUTIES OF PUBLIC MEMBERS - DEFINED~~

~~Section 1~~ *Board of Trustees*

~~Section 3~~2 *State Bar Court*

~~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 and Communications Liaisons*

Article 1

BOARD OF TRUSTEES MEMBER RESPONSIBILITIES, SKILLS, STANDARDS OF CONDUCT AND TIME COMMITMENT

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 regulatory and non-profit boards, requires that ~~one of the most important functions of the Board is to make~~ ensure that prospective Trustees ~~members clearly~~ understand, embrace, and are ready, able, and willing to carry out, the governing mission of the State Bar of California. To assist both potential candidates who are considering running for joining the Board and the various appointing authorities, ~~considering public member applicants,~~ the following sections ~~list are~~ designed to outline the general basic responsibilities, skills, standards of conduct and time commitment ~~and competencies~~ necessary to succeed as a Board Member ~~Trustees~~. Obviously, this list is general in nature and not exhaustive.

Section 2 Trustee ~~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.~~
- ~~1.2.~~ Once elected or appointed, members of the Board of Trustees shall ~~ould~~ attend and participate in all Board meetings and ~~committee~~ meetings of Board committees to which they have been assigned, and other special events such as the Annual Meeting. Members should be made aware of the time commitment necessary to fulfill these obligations.
- ~~2.3.~~ In order to fulfill each member's ~~Trustee's~~ fiduciary duty, Trustees ~~members shall~~ will participate ~~fully~~ in the annual budgeting process ~~and attend all budget meetings as scheduled.~~ T ~~he~~ the State Bar is large and its finances complex, requiring that Trustees be extraordinarily diligent in carrying out their responsibilities ~~diligence of board members;~~ o. ~~Orientation and training are~~ will be provided so that ~~Members~~ Trustees understand the complex budget documents.
- ~~3.4.~~ Members ~~Trustees~~ shall ~~ould~~ allocate adequate time to prepare for meetings ~~in advance~~ in order to make sound decisions on behalf of the State Bar and; its stakeholders, including the public; ~~This~~ Trustees should

anticipate that such preparation requires review of substantial, written material.

~~4.5.~~ The ~~B~~board has the primary responsibility of ~~leading-governing~~ the State Bar organization through collective policy-making; ~~through governance, with the staff are~~ delegated the authority and responsibility of management; ~~Members t Trustees have the responsibility of understanding~~ should understand the distinctions between these two functions, and how ~~they~~ Trustees can ~~as Board members~~ work most effectively in partnership with ~~the~~ staff.

~~5.6.~~ The Board's primary relationship with ~~the professional~~ staff is through the Executive Director; ~~and the senior executive team; members will actively participate in the Executive Director's performance evaluation; Trustees shall and~~ ensure that the Executive Director and the senior executive team ~~have~~s the support necessary to implement the policy goals established by the Board of Trustees.

~~6.7.~~ In order to ~~effectively~~ govern effectively, ~~Trustees~~ members ~~shall~~ will be familiar with the existing governance structure of the Board of Trustees so that ~~they~~ each member can establish ~~a~~ good working relationships s with each other ~~members of the Board~~ and staff.

~~7.8.~~ ~~Members~~ Trustees ~~shall~~ ould be knowledgeable about conflict of interest standards and ensure that reportable ~~such~~ conflicts are specifically identified and acknowledged ~~noted when appropriate~~ in formal filings and at ~~B~~board meetings. It is incumbent on ~~important for~~ Trustees ~~members~~ to place the statutory directives ~~interests~~ of the State Bar ~~organization as a whole before~~ above any personal, geographic, or special interest group interests ~~concerns~~.

~~9.~~ ~~As members of the Board of Trustees, we~~ Trustees are the primary ambassadors for the State Bar; ~~Each member~~ Trustee should be prepared to represent the State Bar in any setting or forum and be able to explain the State Bar's responsibilities, initiatives, accomplishments and capabilities.

~~8.~~ ~~organization to its members~~ licensed California attorneys and other bar constituents, including members of the public.

~~9.~~ 10. ~~Trustee~~ Members are encouraged to share their diverse experience, skills and expertise when determining policy.

11. Trustees ~~shall~~ should attend swearing-in ceremonies.

12. The President shall designate two Trustees each to serve as liaisons in the areas of communications and governmental affairs and on such other topics

as the President concludes will assist the Board in fulfilling its oversight responsibilities.

(Source: Board of Trustees Resolutions, September 2014, September 12, 2016.)

~~40-~~

Section 3 **Trustee Skills**

1. The Board of Trustees needs a variety of talent to perform its oversight and policy functions successfully. The Board's composition should include the right mix of talent — education, expertise and experience — necessary to address recurrent issues in the State Bar's yearly cycle of activities as well as the less routine issues that arise from time to time. Demographic and geographic diversity is critical to ensuring that a variety of viewpoints and perspectives will guide the Board's decision-making process.
2. To ensure both the talent and diversity needed for optimal functioning of the Board, appointing authorities should be provided a Trustee Skills Matrix to help identify gaps in trustee experience and ability. In offering appointing authorities information about the composition of the Board for their consideration in recruiting and appointing trustees, the Board of Trustees intends to aid appointing authorities in identifying and meeting any unmet need on the Board while respecting appointing authorities' authority and discretion.
3. The following skills exemplify those to be included on a Trustee Skills Matrix:
 - Governance and Board Leadership
 - Financial and Audit
 - Operations and Management
 - Public Administration
 - Legal Practice
 - Legal Aid
 - Ethics
 - Talent and Human Resources
 - Diversity

(Source: Board Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)

Section 4 ~~**Minimum**~~ **4 Minimum** **Standards of** ~~**Commitment and**~~ **Conduct**

1. Meeting Attendance: Absent emergency circumstances, Trustees ~~members~~ will attend all Board and committee meetings on time.
2. Meeting Protocol: ~~Members~~ Trustees will be courteous to one another, guests and staff, avoiding personally directed comments; ~~Board members~~ Trustees will avoid interrupting ~~other~~ speakers and yield to the chair or President regarding the order to comment.
3. Meeting Procedures: ~~Members~~ Trustees 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~~ Trustees recognize that matters discussed in closed session ~~are to~~ must be kept confidential subject only to open meeting reporting requirements; Trustees do there will be not disclosure of such confidential information to the media, or others, on a 'non attribution' or other basis.
5. ~~Member~~ Trustee Education: ~~Members~~ Trustees will be expected to learn about the State Bar and its operations and functions, which, ~~This~~ can be accomplished by attending scheduled orientations and ~~by contacting the individual briefings by the~~ President, ~~or~~ Executive Director or other members of the senior executive team.
6. Staff Relations: ~~Members~~ Trustees recognize that staff are a resource and agree to treat staff with courtesy, recognizing the many demands ~~on~~ staff time; ~~Members~~ Trustees do not give direction to staff and direct any requests for information from staff will endeavor to work coordinate with staff through the Executive Director and the sSenior eExecutive tTeam; in seeking requests to staff.
7. Expense Discipline: ~~Members~~ Trustees recognize that the expenses of the Board of Trustees are reimbursed from the general fund; ~~As fiduciaries, Members~~ Trustees will employ expense discipline to minimize travel and other costs and comply with the State Bar's adopted policies regarding expense reimbursement, which are updated annually to reflect applicable legal requirements.
8. Ethics and Prudence: ~~Members~~ Trustees will act ethically and prudently in exercising their duties, recognizing that their role is that of a fiduciary.
9. Public Relations: While ~~Members~~ Trustees are free to make public statements about Board matters in their individual capacities, ~~however, Trustees recognize that personal statements and statements made on behalf of the State Bar can be difficult to distinguish; accordingly, Trustees acknowledge that only~~ the President and the Executive Director or their authorized

designees are authorized to speak for or on behalf of, the State Bar ~~as an organization.~~

~~9.10.~~

~~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.~~

Public Education and Outreach: ~~Both elected and appointed members~~ Trustees recognize the importance of ~~member and public~~ education and outreach in the successful functioning of the State Bar, and ~~;~~ should maintain current, relevant materials for outreach and education purposes; ~~–~~ Trustees engage with California licensed attorneys, Board appointing authorities, constituents, stakeholders, media, voluntary bars, members of the public and others as necessary and appropriate in these outreach and education activities; such outreach and education activities may include:

- a. Making presentations in public fora on issues of current concern;
- b. Providing information about the State Bar, its statutory directives and mission, and its initiatives, accomplishments and capabilities; and receiving comment and feedback; and
- c. Seeking opportunities to do outreach to the broader legal community who may or may not be involved with organized bar activities.; and

~~– 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); [Board of Governors Resolution, May 2003, September 2004.](#))

~~**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.~~

~~In September 2016, the Board combined the Nominations and Appointments committee with the Stakeholders and Access to Justice committee to form the Stakeholders, Access to Justice, and Appointments committee.~~

~~(a) — Assignment of Board Members to Specific Committees~~

- ~~(1) — The President is authorized to determine, at his or her discretion, which, if any, members of the Board of Trustees to assign to serve as Liaisons to which, if any, 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 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.~~
 - ~~(6) — *Committee of Bar Examiners and Commission on Judicial Nominees Evaluation:* Stakeholders, Access to Justice, and Appointments committee 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.~~
 - ~~(5) — Report to Stakeholders, Access to Justice, and Appointments committee 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 Stakeholders, Access to Justice, and Appointments committee or its successor committee.~~

~~(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.~~
- ~~(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, Stakeholders, Access to Justice, and Appointments committee or its successor Chair, and the committees.~~

~~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 Stakeholders, Access to Justice, and Appointments committee or its successor Chair and Members Assigned as Liaison

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

~~(Source: Board of Governors' Resolutions, December 1989, March 2004, November 2006; Board of Trustees Resolution July 2015; September 12, 2016; Board of Trustees Resolution eliminating Board Liaison Policy, July 2017.)~~

Section 56 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~~ ~~a~~ ~~Trustee~~ 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.)~~

~~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~~

~~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:~~

~~Attending meetings of the Board of Trustees and committees of the Board of Trustees;~~

~~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;~~

~~Meeting with State Bar personnel as required by State Bar executive leadership;?~~

~~Such other duties as may be prescribed by the Board of Trustees from time to time.~~

~~Section 32——State Bar Court—what is a public member of the state bar court?~~

~~(a)——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.)~~

~~Article 3~~
~~PUBLIC AND MEMBER OUTREACH~~

~~Section 1 — The Board Member's A Board Trustee's Role In Public And Member Outreach~~

~~Proposed Activities for Board Members Trustees:~~

~~(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:~~

~~Participate in local bar association activities in his or her district;~~

~~Solicit comments, concerns and opinions from and provide information to members in his or her district regarding major State Bar policy issues;~~

~~Publicly acknowledge the individual efforts of the volunteers in his or her district for their singular work; and~~

~~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 and Communications Liaisons~~

~~The President shall designate two Trustees to serve as liaisons in the areas of communications and legislative relations.~~

~~(Source: Board of Trustees' Resolutions, September 2014, September 12, 2016.)~~

TAB 2.6

BOARD COMMITTEES ~~AND TASK FORCES~~

Article 1 GENERAL

- Section 1 Committee ~~Role~~ ~~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 FINANCE AND PLANNING ~~AND BUDGET~~ COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR PROGRAM ~~ADMISSIONS AND EDUCATION~~ COMMITTEE

~~Article 6 CHARTER FOR STAKEHOLDERS, ACCESS TO JUSTICE, AND APPOINTMENTS COMMITTEE~~

~~Article 7 TASK FORCE ON SECTIONS~~

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

Article ~~6~~⁸ CHARTER FOR AUDIT COMMITTEE

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

Article 1 GENERAL

Section 1 *Committee ~~Role~~ Structure*

The ~~B~~board of Trustees, under the leadership of its ~~P~~resident, shall establish a Board 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 Trustees of the board, staff, professionals and members of the public, with the greatest experts in the area of consideration. C~~Standing and ad hoc committees ~~and task forces~~ shall be designated by the ~~P~~resident as necessary to carry out the licensing, regulatory and disciplinary ~~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 Governors¹ Resolution, August 2000, ~~–~~ Governing Principle 5.1; Board of Governors² Resolution, May 2010; Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)

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.~~
- (a) The Board of Trustees established a b~~Board committee structure comprised of five standing board committees, and a Board Operations Committee. The Board further directed that the~~has five standing board committees: standing board 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~~Board Executive~~Committee; (2) Regulation, Admission and Discipline Oversight~~Committee; (3) Member Oversight Committee / Volunteer Involvement Program~~Committee; (4) Stakeholder Relations Committee / Legal Services Finance and Planning~~Committee; and (5) Audit Committee.~~
- (b) Standing board committees shall determine how best to interact with State Bar sub-entities and departments under their oversight, including use of liaisons where appropriate.

(Source: Board of Governors Resolution, Annual ~~Organization~~ Meeting, October 19-20, 2001, approving October 10, 2001, Action Plan/Report; Board of Governors² Resolutions, September 2004, July 2009, May 2010; Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)

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 (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.~~
- ~~In September 2016, the Board of Trustees combined the Nominations and Appointments committee (NAC) with the Stakeholders and Access to Justice committee to form the Stakeholders, Access to Justice and Appointments committee.~~

Section 3 Appointment and Composition of Board Committees

(a) Each standing committee shall have no fewer than five (5) members. The incoming 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. The Board approves appointments to the standing committees at the annual meeting.

(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 aAd hHoc cCommittee 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 aAd hHoc cCommittee (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 unless it is determined that a special ad hoc committee of targeted focus and limited duration is best suited for completion of the task or tasks.;

(3) The President will retain full discretion to assign and make reassignments of the Chair and the membership of aAd hHoc

cCommittees, 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 is permitted to attend Ad Hoc Committee meetings in person or by telephone only as an observer; and~~

~~(5) — 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.~~

~~(6) — 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; Board of Trustees Resolution, November 2016.)

Section 4 Compliance with Bagley-Keene Open Meeting Act

Meetings of the Board of Trustees and its committees are subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section s 6026.57, and ~~Business and Professions Code section~~ 6026.57.

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Business & Professions Code, §§ 6026.5, 6026.7; Board of Trustees Resolution, November 2016.)

Section 5 Board Committee Chair Orientation

Staff, designated by the Executive Director, shall meet with committee Chairs prior to the start of the Board year for an orientation on the work plan and inventory of the committees. ~~There shall be an annual orientation for board committee chairs.~~

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

Section 6 Board Committee Work Plan

Board cCommittees 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 Board of Trustees, the Chairs of each standing committee, and a representative of each appointing authority ~~State Bar~~; ~~the Chairs of the Regulation and Discipline Committee, the Admissions and Education Program Committee, the Finance and Planning Planning and Budget Committee and the Audit Committee~~; ~~Stakeholders, Access to Justice and Appointments Committee~~; ~~one trustee appointed by each appointing authority (Supreme Court, Senate Rules Committee, Assembly Speaker and Governor)~~; ~~two public members~~, and the Executive Director. An individual Trustee may fill more than one position on the Board Executive Committee, e.g., committee Chair and Supreme Court appointee. The Executive Director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board. The Vice President of the State Bar serves as the Vice Chair of the Board Executive Committee. The Board Executive Committee shall be responsible for the effective functioning of the State Bar Board of Trustees, for the maintenance and development of the Board-Executive Director working relationship, and for oversight of certain high-level internal operational matters. This charter shall be accomplished as follows:

- Board of Trustees Functioning: Oversee the functioning of the Board of Trustees by coordinating the work of the other Board cCommittees; ~~keeping the State Bar Board~~ Mission Statement ~~updated~~; ~~setting Trustee Board Member~~ performance standards and monitoring ~~Trustee Board Member~~ performance against the standards so set; performing an annual Board Assessment; and ensuring completion and maintenance of an updated Trustee Skills Matrix, as described in tab 2.4, article 1, section 3 [Trustee Skills], to highlight existing expertise on the Board as well as any talent deficits to assist both the Board itself and appointing authorities in Trustee and officer selection and development.
- Volunteer Management/Coordination: Nominate and appoint members of State Bar sub-entities and external entities; ensure adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants; and ensure that all volunteers appointed to State Bar sub-entities are provided uniform orientation on the State Bar mission, program areas, structure and fiscal/administrative policies as well as specific training on the role and responsibilities of the sub-entity to which the volunteer has been appointed.

~~Office of Communciations and Stakeholder Engagement~~ Oversee the administration of State Bar surveys, reviewing such surveys, and reporting results to the Board as appropriate. Oversee Board member participation in outreach programs in appropriate forums on behalf of the State Bar.

- Board of Trustees Recruitment: Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to ~~join~~stand for election or appointment to the Board.
- Trustee Orientation and Training Development: Develop and oversee execution of a formal ~~Trustee~~Board member capacity building program to ensure that each incoming group of Trustees receives timely training on all significant aspects of the State Bar and its functioning, the elements of which may include:
 - On-boarding orientation about the State Bar, its governance structure and the Trustees' role and responsibilities.
 - Discipline Day and Admissions Day.
 - Ongoing training pursuant to a cyclical training calendar.
 - Trustee mentors.
- ~~including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new members with senior Board members.~~
- Secretary Oversight: Oversee the Board Secretary function.
- Executive Director Evaluation: 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 in conjunction with the performance management duties performed by the President pursuant to tab 2.3, article 2, section 2.
- Litigation Oversight: Address legal issues; ~~that have typically come before the former Legal Committee,~~ recommend~~ing~~ Board action as appropriate; and provide oversight of litigation involving the State Bar.
- Operational Responsibility: 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 ~~of~~in interest policies), recommending Board action as appropriate.
- Proxy Authority: 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 Board Executive 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

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.~~

~~At its November 2016 meeting, the Board of Trustees moved oversight of the Audit Committee from the Board Executive Committee to the Board of Trustees.~~

Article 3

CHARTER FOR ~~PLANNING AND BUDGET~~FINANCE AND PLANNING COMMITTEE

The ~~is Committee's~~ charter of the Finance and Planning Committee is to develop and lead the Board's participation in all State Bar planning and budget processes, including examination of financials, budget preparation, strategic planning, governance review 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:

- Budget and Planning: ~~C~~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.
- Financial Review: Ensure that the financials are thoroughly examined on a quarterly basis so that the Board, through the Finance and Planning Committee, may develop a functional and detailed understanding of the fiscal conditions and issues of the State Bar in order to be engaged proactively in the budget preparation, development and planning processes.
- Strategic Planning Session: Coordinate~~ing~~ with the President and Vice President ~~the on~~ overseeing, ~~and prepar~~ingation for, and hosting, the annual strategic planning~~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.~~
- Governance Review: Review Board and Board committee functioning; make recommendations to the Board for changes in governance to ensure that the Board and Board committees are appropriately structured to align with State Bar program operations, administrative policy and mission; and ensure incorporation of approved governance recommendations into the State Bar Strategic Plan.
- Oversight: 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~~a department-by-department fiscal review is performed to evaluate budget projections.
- ~~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 [Finance and Planning 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; [Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.](#))

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

All ~~members of the Board of~~ Trustees are appointed to the Regulation and Discipline Committee, except for any Trustee ~~Board members then appointed and currently~~ serving on the Supreme Court's Applicant Evaluation and Nomination Committee, ~~and until such time as the members are no longer serving on that committee.~~

(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution, July 21, 2016; California Rules of Court, rule 9.11; Board of Trustees Resolution, October 2, 2016.)

The Regulation and Discipline Committee may be comprised of two sub-committees, a policy/project sub-committee and an operations/oversight sub-committee, so that the workload is divided between two smaller working committees for more focused, efficient and effective functioning. The policy/project sub-committee is tasked with the responsibility of handling specifically-identified, current or emerging significant new issues or concerns requiring the creation of policy or a change in existing policy, the development of a plan of proactive, reactive or other corrective action, or the preparation of other appropriate responses or actions. The operations/oversight sub-committee is tasked with the responsibility for general program area monitoring and oversight.

The Regulation and Discipline Committee, as a whole, is a performance-monitoring and oversight committee ~~without planning responsibilities~~. It is accountable for monitoring the operational ~~and financial~~ performance of the State Bar departments and sub-entities under its oversight authority as identified on the New Board Committee Structure matrix appended to tab 2.6. ~~'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~~ will: ~~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. Code, § 6079.5), the work of the Chief Trial Counsel, who reports to and serves under this bBoard committee.
- ~~Approve any changes to policy-level quality-control measures that apply to the functioning of State Bar departments, offices, units and sub-entities operating within the program areas under the Regulation and Discipline Committee's oversight authority. 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 and oversee implementation of needed corrective actions ~~in ongoing program 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 planning session ~~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 program areas under the oversight authority of the Regulation and Discipline Committee ~~functions of the Bar~~ and overseeing corrective actions undertaken thereto.
- Oversee the Annual Discipline Report process and underlying discipline statistics.
- Perform such other functions relevant to the Regulation and Discipline Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors² Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors² 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, October 2, 2016; Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.)

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.~~

~~Pursuant to Rule of Court 9.11 (a) Applicant Evaluation and Nomination Committee 'Two members of the committee must be present members of the Board of Governors of the State Bar (neither of whom may from the Board's Discipline Committee.'~~

~~On July 21, 2016, effective immediately and through the end of the 2015-2016 board term, the President appointed all members of the Board of Trustees to the Regulation and Discipline Committee, except for the two members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee until that committee has completed its evaluation of applicants and made its recommendations to the Supreme Court.~~

~~On October 2, 2016, the Board of Trustees approved a resolution to make permanent the reconstituted membership of the Regulation and Discipline Committee which will include all members of the Board of Trustees less any members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee.~~

~~(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution July 21, 2016; California Rule of Court 9.11; Board of Trustees Resolution October 2, 2016.)~~

Article 5

CHARTER FOR ~~ADMISSIONS AND EDUCATION~~PROGRAM COMMITTEE

The ~~Admissions and Education~~Program Committee is a performance-monitoring and oversight committee ~~without planning responsibilities. It is accountable for monitoring~~ the operational ~~and financial~~ performance of the State Bar departments and sub-entities ~~'s admissions and education functions,~~ with a focus on preventative public ~~protectio~~protection, under its oversight authority as identified on the New Board Committee Structure matrix appended to tab 2.6. ~~, 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 Program~~Admissions and Education~~ Committee ~~is accountable for the following functions; will:~~

- 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.
- Approve any changes to policy-level quality control measures that apply to the functioning of State Bar departments, offices, units and sub-entities operating within the program areas under the Program Committee's oversight authority.
- Review performance reports in committee meetings and reporting program ~~and financial~~ performance to the full Board.
- Identify, and oversee implementation of, 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 planning session. ~~work session.~~
- Review internal and external audit reports as they relate to program areas under the oversight authority of the Program Committee and oversee

[implementation of corrective actions undertaken thereto.](#)

- [Perform such other functions relevant to the Program C](#)ommittee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors¹ Resolution approving Member Oversight Committee Charter, May 2002; Board of Governors² Resolution approving Volunteer Involvement Committee Charter, May 2002; ~~and~~ Board of Governors³ Resolutions, September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014; [Board of Trustees Resolution, September 12, 2016](#); [Board of Trustees Resolution, adopting recommendations of the 2017 Governance in the Public Interest Task Force, July 2017.](#))

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, ACCESS TO JUSTICE, AND APPOINTMENTS COMMITTEE

~~The Stakeholders, Access to Justice, and Appointments 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; and advising the Board on its responsibilities to nominate and appoint members of Bar and non-Bar bodies.~~

~~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.~~
- ~~Recommend 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 Nominations and Appointments committee of the Board of Trustees).~~
- ~~Ensure 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 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; September 18, 2011; Board of Trustees Resolution approving Stakeholders and Access to Justice Committee Charter, July 2014; Board of Trustees Resolution approving Nominations and Appointments Committee Charter, July 2014; September 12, 2016.)~~

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.~~

~~At its July 2014 meeting, the Board of Trustees adopted the Executive Committee charter that made the Nominations and Appointments committee (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.~~

~~At its September 12, 2016, the Board of Trustees combined the NAC committee with the Stakeholders and Access to Justice committee to form the Stakeholders, Access to Justice and Appointments committee.~~

~~Article 7~~ **~~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:~~

~~Improving communications between the Board of Trustees and the Sections;~~

~~Working together to resolve issues of concern to the Sections and;~~

~~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 68
CHARTER FOR 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

~~Delegation of Authority to the State Bar Audit Committee~~

~~I.~~

Charge: ~~The State Bar~~ Audit Committee is charged with overseeing all risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

~~I.~~

The Audit Committee will:

- Undertake ~~, to include all of~~ the following responsibilities relating to external audits:
 - Recommend appointment of outside auditors for the State Bar's annual financial statement audit, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
 - Evaluate the independence of outside auditors, including recent or planned future engagement by the State Bar for non-audit services.
 - Review and approve the annual financial statement audit scope and fees.
 - Monitor the progress of the annual financial statement audit.
 - Evaluate the report of the outside auditors regarding the results of the annual financial statement audit.
 - Serve as a direct communications link between the Board of Trustees and the independent auditor.
 - Ensure that control weaknesses and legal compliance violations identified in the course of the annual financial statement audit are promptly and effectively remedied.
 - Monitor the State Bar's implementation of the annual financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.
- Reviewing the results of the biennial performance audit conducted by the State Bureau of Audits, and monitoring the State Bar's implementation of the biennial performance audit recommendations, working with staff to identify other fiscal and operational initiatives, and best practices, to be undertaken.
- On an ongoing basis, monitor, review and evaluate the adequacy of the State Bar's internal control structure.

- Annually monitor, review and evaluate ing a report on cybersecurity vulnerabilities.
- Reviewing reports of external auditors or consultants engaged for specific purposes.
- Meet independently with the Chief Financial Officer who is charged with presenting all material matters to the Audit Committee not satisfactorily resolved by the senior executive team; the Chief Financial Officer shall have direct access to the Board of Trustees on all financial matters, is authorized to meet with the Audit Committee outside the presence of other senior executive team members at Audit Committee meetings, and, if more expedient, may meet with the Audit Committee Chair.

~~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~~

~~6.1. _____~~

~~2. Monitoring the adequacy of the State Bar's internal control structure on an ongoing basis.~~

~~7.3. reviewing or monitoring the Bar's implementation of audit recommendations and working with staff to identify other compliance initiatives to be undertaken annually.~~

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 Audit Committee might have, relating to the accomplishment of its responsibilities enumerated above. ~~under section I.A.~~

Limitations on the Role and Responsibility of the ~~State Bar~~ Audit Committee:

- 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.
- 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.

~~B. 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. The CFO shall have direct access to the Board of Trustees on all financial matters and will meet with the Audit Committee without the presence of Executive Staff at each Audit Meeting.~~

~~II. 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.~~
 - ~~— 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.~~
- ~~Review the results of the biennial performance audit conducted by the State Bureau of Audits.~~
- ~~2. Review reports of external auditors or consultants engaged for specific purposes.~~

Other Functions of the ~~State Bar~~ Audit Committee:

- ~~• Provide advice and counsel to the Executive Director and Chief Financial Officer.~~
- ~~• Perform such specific oversight functions as expressly requested by the Board of Trustees.~~
- ~~• Quarterly review, on a quarterly basis, of the reports prepared by the Office of Finance regarding Senior Executives' and Trustees' Board Members' travel and expense reimbursements, which includes summaries of expenditures.~~

~~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; Audit Committee Resolution, January 16, 2015, ratified by ~~the~~ Board of Trustees Resolution, May 13, 2016.)

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.

At its November 2016 meeting, the Board of Trustees moved oversight of the Audit Committee from the Board Executive Committee to the Board of Trustees.

ATTACHMENT B

Committee		Changes to Role and Structure
Retained	Regulation and Discipline Committee	<ul style="list-style-type: none"> Address problems posed by the RAD Committee's current 'committee of the whole' structure, such as by creating two RAD sub-committees, one to address issues of administrative policy and the other to address operational issues.
	Audit Committee	None
	Executive Committee	<ul style="list-style-type: none"> Transfer responsibility for the appointment process from the SA&A Committee to ExCom. Assign to ExCom responsibility for leadership development, talent management, succession planning, and an annual Board assessment process.
Newly Created	Non-Disciplinary Program Committee ¹	<ul style="list-style-type: none"> Assign responsibility for planning and oversight of all non-discipline program areas. Assign responsibility for all sub-entities and program areas formerly under the A&E Committee and the SA&A Committee.
	Finance and Planning Committee	<ul style="list-style-type: none"> Assign responsibility for budget oversight and review of financial statements. Assign responsibility for ongoing strategic planning processes.
Eliminated	Planning and Budget Committee Admissions and Education Committee Stakeholder, Access to Justice and Appointments Committee	

¹ The title of this Board Committee may need to be modified, as not all Task Force members agreed it appropriately describes the critical oversight responsibilities to which it is assigned.

ATTACHMENT C

Proposed New Board Committee Structure

Board Oversight	Program Committee			Regulation and Discipline Committee			
Program Area	Admissions/Licensing	Access to Justice	Legal Specialization	Member Records and Compliance	Discipline	Prevention and Remediation	Ethics
Principal Functions	Pre-Admissions <ul style="list-style-type: none">First Year Law Student ExaminationBar ExaminationMoral Character	Grants to Legal Services Providers	Certification of Legal Specialists	Maintenance of Attorney Roll	Office of Chief Trial Counsel <ul style="list-style-type: none">Discipline-Related Attorney<ul style="list-style-type: none">Investigation and ProsecutionUnauthorized Practice of Law<ul style="list-style-type: none">Investigation and Referral for ProsecutionMoral Character Proceedings	Client Security Fund	Formulation of Rules of Professional Conduct
	Certifying Applicants for Admission	Access to Justice Policy and Initiatives		MCLE Provider Certification	Probation Monitoring	Lawyer Assistance Program	Ethics Hotline
	Special Admissions	Diversity and Elimination of Bias		MCLE Compliance Tracking	OCTC Ethics School	Mandatory Fee Arbitration	Ethics Opinions
	Law School Regulation	Evaluation of Judicial Candidates		Certification of Law Corporations and Limited Liability Partnerships	State Bar Court* Hearing and Appellate Review	Client Trust Account School	Ethics Symposium
Sub-Entities	Committee of Bar Examiners	Commission on Access to Justice/Committee on Delivery of Legal Services Legal Services Trust Fund Commission Council on Access and Fairness Commission on Judicial Nominees Evaluation and Review Committee	Board of Legal Specialization			Client Security Fund Commission Lawyer Assistance Program Oversight Committee Committee on Mandatory Fee Arbitration Committee on Professional Liability Insurance	Commission for Revision of the Rules of Professional Conduct Committee on Professional Responsibility and Conduct
Infrastructure	Executive Director's Office, Finance, General Counsel, General Services, Human Resources, Information Technology, Government Affairs						

*The State Bar Court is not subject to direct oversight by the Board of Trustees with respect to its quasi-judicial functions.

ATTACHMENT D

Draft Trustee Skills Matrix

The State Bar Board should annually review the skills and experience of the Board, and provide a recommendation of desired skills based on current composition as well as anticipated departures due to term limits.

Below is an illustrative matrix. As the experience and skills of current directors is finalized, the matrix will be updated with names and related experience.

	Governance & Board Leadership	Financial & Audit	Operations Management	Public Admin	Legal Practice	Legal Services	Ethics	Talent & Human Resources	Diversity
Trustee 1	√				√			√	
Trustee 2			√	√		√			
Trustee 3	√				√				√
Trustee 4		√						√	
Trustee 5	√				√				
Trustee 6			√		√				
Trustee 7			√		√				
Trustee 8		√		√					
Trustee 9					√	√	√		
Trustee 10	√		√					√	
Trustee 11			√		√				
Trustee 12				√				√	√
Trustee 13					√				
Trustee 14					√		√		
Trustee 15					√				
Trustee 16	√				√				
Trustee 17				√				√	
Trustee 18					√				

ATTACHMENT E

New Trustee Orientation Training Modules

TRAINING MODULE – The State Bar

1. Organizational Chart
2. History of the State Bar
3. Understanding the Roles & Responsibilities of Stakeholders (Chief Justice, Legislature, Governor, Labor, Media, etc.)
4. Sub-Entities & Volunteers
5. State Bar Initiatives & Strategic Planning
6. Procedures for Complaints against the State Bar/Staff
7. Facilities Tour

TRAINING MODULE – The Board of Trustees

1. The Role of the Board, its Trustees & Officers
2. Board Committee Structure
3. Board Adopted Protocols: Interacting with Media, Legislature, State Bar Staff & Others
4. The “Board Book”
5. Financial Review: The Budget, Sources of Funding & Annual Financial Audit

TRAINING MODULE- Legal Training from the Office of General Counsel

1. Supreme Court, Legislative Oversight & Separation of Powers
2. Antitrust, including State Bar Antitrust Policy
3. Bagley Keene Open Meeting Act
4. California Public Records Act
5. Fiduciary Duties (Bus. & Prof. Code, §§ 6001.1 & 6030)
6. State Bar Rules Applicable to Trustees and Officers (e.g., State Bar Rules 6.20 & 6.40)
7. Conflict of Interest & Form 700 (Gov. Code, §1090 & Bus. & Prof. Code, § 6036)
8. Travel, Reimbursement & Stipend Request Forms
9. Labor Relations

OTHER

1. Discipline Day – The Discipline System
2. Admissions Day – The Admissions System – Application, Licensing, Certification, Moral Character, Examinations, Special Admissions