

OPEN SESSION

AGENDA ITEM

54-111 NOVEMBER 2017

DATE: October 27, 2017

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

FROM: Sarah Cohen
Attorney

SUBJECT: 2017 Governance in the Public Interest Task Force Recommendations

EXECUTIVE SUMMARY

On May 15, 2017, the 2017 Governance in the Public Interest Task Force (Task Force) filed its third triennial report. The 2017 Task Force Report contains recommendations for changes in the operational and governance structure of the State Bar. This agenda item places before the Board of Trustees for approval the following matters relating to the implementation of those Task Force recommendations: (1) a timeline for completion of the sub-entity review; and (2) modification of the Board Liaison Policy. It also places before the Board of Trustees for approval proposed revisions to the Board Book including amendments to Tab 1.1 (containing the State Bar Mission Statement), amendments to Tab 2.4 (containing the Board Liaison Policy) and general clean up.

BACKGROUND

At its July 2017 meeting, the Board of Trustees adopted, upon recommendation of the Board Executive Committee, a new State Bar Mission Statement, as proposed by the 2017 Task Force. At its August 2017 meeting, the Board of Trustees adopted, upon recommendation of the Board Executive Committee, a new Board committee structure and new Board committee charters, as proposed by the 2017 Task Force. The Board also approved a comprehensive set of proposed amendments to Tab 2.6 of the Board Book, encompassing the new Board committee structure and charters, including changes to the Audit Committee charter developed outside the 2017 Task Force process, as well as non-substantive and technical edits for achieving greater consistency in style and format. In approving revised Tab 2.6, the Board also approved relocating the historical notes to a separate end-note section of the Board Book to create a more streamlined document.

This agenda item builds on the progress made at the July and August 2017 Board meetings in bringing a number of the remaining recommendations of the 2017 Task Force to the Board for adoption. It is anticipated that the last remaining recommendation of the 2017 Task Force, a cyclical trustee training calendar, will be brought to the Board for adoption at the January 2018 Strategic Planning Session. With passage of the 2018 fee bill and adoption of the 2017 Task

Force recommendations, along with the ongoing structural and operational reforms, the State Bar is well positioned to achieve Goal 1 of the 2017-2022 Five-Year Strategic Plan, i.e., to successfully transition to the “new State Bar,” an agency focused on public protection, regulating the legal profession, and promoting access to justice.

DISCUSSION

Timeline for Completion of the Sub-entity Review

As the 2017 Task Force observed, State Bar sub-entities serve the State Bar’s functional areas, e.g., admissions/licensing, discipline, access to justice/diversity, ethics, etc. Depending on the specific creating authority and sub-entity design and responsibility, questions arose during the 2017 Task Force process about the scope and composition of sub-entities; the level of Board engagement and oversight; appropriate allocation of tasks between the sub-entities and State Bar staff; and effective structures for transparency and accountability.

Review of the 2016 Task Force Report had already put in motion a series of implementation activities resulting in a reduction in the number of sub-entities operating within the State Bar, and a corresponding reduction in the number of volunteers. Departure of the 16 State Bar Sections and the California Young Lawyers Association pursuant to the 2018 fee authorization bill will achieve yet a further reduction in sub-entities and volunteers. In 2011, there were 46 sub-entities operating within the State Bar. Beginning on January 1, 2018, the effective date of the 2018 fee authorization bill, that number will drop to 12. The State Bar’s corresponding volunteer count will drop from approximately 700 to 200. Even so, as the 2017 Task Force Report states, further review of sub-entities and use of volunteers is needed to assess whether the structure of the sub-entities aligns with assigned tasks, and appropriate oversight mechanisms are in place. The 2017 Task Force identified a variety of issues regarding select sub-entities requiring further study. A detailed summary of its concerns and recommendations is contained in the 2017 Task Force Report, Appendix I, incorporated herein for your convenience as Attachment A.

To ensure timely completion of the sub-entity review, it is recommended that the Board pass a resolution requiring completion of the sub-entity review by August 31, 2018, the end of the current Board year.

Modification of the Board Liaison Policy

As part of its review of Board committee structure and functioning, the 2017 Task Force examined the Board Liaison Policy, which outlines a process by which the President of the Board of Trustees appoints members of the Board of Trustees as liaisons to the State Bar’s sub-entities.

The 2017 Task Force was unanimous in its agreement that the State Bar needs a Board committee process that functions more vigorously. As the Report states, “[t]he Board should not be asked to micro-manage, but rather should be presented with the broader policy issues and choices for consideration and decision-making while maintaining its oversight role on major issues, particularly concerning the discipline system, the admissions function and State Bar finances.” (2017 Task Force Report, p. 32.)

The 2017 Task Force agreed to the following working principles:

1. The number of State Bar sub-entities should be aligned with what the Board and its committees reasonably can be asked to manage and oversee.
2. Each sub-entity should fall under the oversight purview of an appropriate Board committee.
3. Board committees should determine the best methods of interacting with the sub-entities under their oversight purview, including whether to use liaisons.

(2017 Task Force Report, p. 33.)

Existing Board Liaison Policy contained in Tab 2.4, article 1, section 4 of the Board Book authorizes the Board President 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 [sub-entities].” The President’s overall governance responsibilities and close working relationship with the Executive Director enable the President to develop a unique perspective concerning the State Bar’s critical needs. Accordingly, retaining discretionary authority in the President position to make liaison appointments to address those needs is recommended.

It is also recommended that the concerns identified by the 2017 Task Force be addressed by revising the Board Liaison Policy in two ways. First, in making a decision to appoint a liaison, the President of the Board of Trustees would act in consultation with the Chair and Co-Chair of the Board committee charged with oversight responsibility over the State Bar sub-entity at issue. Second, the Chair and Co-Chair of a Board committee would be authorized to recommend to the President of the Board of Trustees that a liaison appointment be made to a sub-entity under that Board committee’s oversight authority.

Board Book Revisions

Attachment B is a comprehensive set of proposed amendments to Tab 1.1, including the new State Bar Mission Statement. A ‘Track Changes’ version and a clean version are included.

Attachment C is a comprehensive set of proposed amendments to Tab 2.4, including modifications to the Board Liaison Policy. A ‘Track Changes’ version and a clean version are included.

Both sets of proposed amendments include revisions in furtherance of the larger Board Book project to update and clean up the Board Book for more optimal operational use.

FISCAL/PERSONNEL IMPACT

None

RULE AMENDMENTS

Not applicable

BOARD BOOK IMPACT

Main Section 1, Tab 1.1.

Main Section 2, Tab 2.4.

STRATEGIC PLAN GOALS & OBJECTIVES 2017-2022

Goal: 1. Successfully transition to the “new State Bar” – an agency focused on public protection, regulating the legal profession, and promoting access to justice.

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 COMMITTEE RECOMMENDATIONS

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

RESOLVED, that the Board of Trustees direct the Programs Committee and the Regulation and Discipline Committee, and assigned Board Committee Coordinators and other responsible staff, to complete the sub-entity review pursuant to Appendix I of the 2017 Governance in the Public Interest Task Force Report by August 31, 2018, the end of the current Board year; and it is

RESOLVED, that the Board of Trustees approve modifications to the Board Liaison policy to provide that decisions by the President of the Board of Trustees to appoint a Board member as a liaison to a sub-entity shall be made in consultation with the Chair and Co-Chair of the Board committees, and to authorize the Chair and Co-Chair of a Board committee to recommend to the President of the Board of Trustees that a liaison appointment be made to a sub-entity under the Board committee’s oversight authority; and it is

FURTHER RESOLVED, that the Board of Trustees approves revisions to the Board book, Tab 1.1 and Tab 2.4, as presented to the Board this day and as contained in Attachments B and C, and authorizes staff to make technical edits and corrections to Tabs 1.1 and Tab 2.4 as needed.

ATTACHMENT(S) LIST

- A. 2017 Governance in the Public Interest Task Force, Appendix I.

B. Proposed Amendments to Board Book, Tab 1.1.

C. Proposed Amendments to Board Book, Tab 2.4.

ATTACHMENT A

Review of Sub-Entities: Background and Recommendations

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Review of Sub-Entities: Background and Recommendations

Committee of Bar Examiners (CBE)

Background: CBE is legislatively directed to:

- Examine applicants for admission to practice law; administer admission requirements; and certify applicants meeting the admission requirements to the Supreme Court. These responsibilities include:
 - Determining eligibility of applicants for admission including whether an applicant possesses good moral character requisite to the practice of law;
 - Developing and administering the bar examination; and
 - Determining appeals from administrative denial of test accommodations.
- Accredited, regulate and oversee non-American Bar Association accredited California law schools.
- Register, regulate and oversee unaccredited law schools in California.

CBE is a working committee, responsible for administering the admissions process, although the Supreme Court retains ultimate authority for admissions.¹ CBE is an advisor to the Supreme Court,² aiding the Court in deciding on admissions to the Bar.³ CBE's workload is large, diverse and significant; its moral character workload alone is substantial.

¹ "Upon certification by the examining committee that the applicant has fulfilled the requirements for admission to practice law, the Supreme Court may admit the applicant as an attorney at law in all the courts of this state and may direct an order to be entered upon its records to that effect." (B&P Code, § 6064.) "Any person refused certification to the Supreme Court for admission to practice may have the action of the board, or of any committee authorized by the board to make a determination on its behalf, pursuant to the provisions of this chapter, reviewed by the Supreme Court, in accordance with the procedure prescribed by the court." (B&P Code, § 6066.)

² The court in *Levanti v. Tippen* (1984) 585 F.Supp. 499, 504 held:

Admission to the practice of law in California is an exercise of the inherent judicial power of the California Supreme Court. Cal. Bus. & Prof. Code §§ 6064-6066. The State Bar of California is a constitutional agency established as a public corporation in the judicial branch of government. Cal. Const. Art. VI, § 9; Cal. Bus. & Prof. Code § 6001. As such, the State Bar is an arm of the California Supreme Court which assists that court in the judicial function of bar admissions. See *Emslie v. State Bar*, 11 Cal.3d 210, 224, 113 Cal.Rptr. 175, 520 P.2d 991 (1974); *Brotsky v. State Bar*, 57 Cal.2d 287, 300-01, 19 Cal.Rptr. 153, 368 P.2d 697 (1962). Likewise, the Committee of Bar Examiners is established pursuant to state law, Cal. Bus. & Prof. Code §§ 6046, 6064, to operate as an administrative arm of the California Supreme Court. *Chaney v. State Bar*, 386 F.2d 962, 966 (9th Cir. 1967); 57 Ops.Cal. Att'y Gen. 583, 584 (1974). ... [CBE] is specifically authorized to determine the form and content of the bar exam, including the passing score and the standards and methods of grading. Cal. Bus. & Prof. Code §§ 6046, 6047, 6060(f), 6060(g), 6062(d). The Committee certifies applicants for admission to the California Supreme Court, but such a recommendation is purely advisory, *Chaney v. State Bar*, *supra*, 386 F.2d at 966, and like all other decisions of the Committee is subject to review by the California Supreme Court. Cal. Bus. & Prof. Code § 6066.

³ The California Supreme Court in *In re Garcia* (2014) 58 Cal.4th 440, 451-452, 446, 465, and footnote 11 held:

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The Board's role in the admissions process is limited. Created by statute, the 19 member CBE includes 10 Board appointed positions, three positions appointed by the Governor, and the remaining six by the two Legislative Houses.⁴ The Board, in establishing the budget for the entire State Bar, determines the operating costs for CBE itself as well as all the staff that support CBE. The Board also fixes application fees payable by applicants for admissions, approves CBE's rules and regulations, and may initiate investigations into admissions matters, but has no power to administer the admissions process, which by statute resides with CBE subject to the Supreme Court's ultimate authority over admissions.

The 2017 Governance in the Public Interest Task Force (Task Force) noted the Board's limited engagement in CBE's work, and the appearance that CBE acts independently, perhaps on account of its statutory authority, in matters that should come to the Board's attention, such as public statements made on behalf of the State Bar and important policy considerations with significant implications on the State Bar's exercise of its licensing responsibilities. The Task Force recommended strengthening the Board's relationship with CBE. The Task Force also noted CBE's large volume of work and range of functions, some arguably more suited for staff or outside entities. For example, a professional accreditation agency may handle better CBE's law school accreditation function; similarly, staff may be positioned better to review various administrative processes (e.g., examination refund requests). Reducing CBE's administrative workload would make time and resources available for broader policy issues.

Accordingly, the Task Force recommends that the A&E Committee take the following action:

- Better define CBE's relationship with the Board.
- Develop a plan for meaningful engagement between CBE and the Board.
- Study the feasibility and desirability of outsourcing the law school accreditation function.
- Study the feasibility and desirability of having State Bar staff perform certain functions currently performed by CBE.

Although both the Legislature and this court possess the authority to establish rules regulating admission to the State Bar, under the California Constitution this court bears the ultimate responsibility and authority for determining the issue of admission. ... [CBE is] the entity within the State Bar ... that administers the California bar examination, investigates the qualifications of bar applicants, and certifies to this court candidates it finds qualified for admission to the State Bar ... [CBE] makes an initial [moral character] determination, on a case-by-case basis, whether an applicant has met his or her burden of establishing good moral character, but this court retains the authority to independently review and weigh the evidence or moral fitness and to make the ultimate determination whether the applicant has satisfied this requirement. ... [CBE] makes recommendations to this court regarding the admission of individual applicants (Bus. & Prof. Code, § 6046), but this court makes the ultimate decision on admission pursuant to the court's constitutional authority over the practice of law in California. (See, e.g., *Brydonjack v. State Bar* (1929) 208 Cal. 439, 445-446, 281 P. 1018.)

⁴ "The board may establish an examining committee" (B&P Code, § 6046.)

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The statutory authority governing CBE's responsibilities combined with the Supreme Court's ultimate authority over admissions makes imperative that the A&E Committee confer with the Legislature and the Supreme Court to obtain their views on these areas of concern. CBE's unique relationship to the Supreme Court requires careful coordination with the Court on any study, endeavor or initiative to reform the role of the CBE in the admissions process or in the regulation of law schools.

Recommendation: Refer to the A&E Committee for further study, as outlined above.

Law School Council

Background: CBE is statutorily required to communicate and cooperate with this council on the content and format of the bar examination, and law school education and curriculum relating to the bar examination process. The council is composed of law school deans appointed by the Board, CBE appointees and the chair of the A&E Committee. It functions as a de facto advisory body to the CBE designed to facilitate communication between the legal education community and the State Bar, and is convened upon request by CBE. The Task Force recognizes the importance to the State Bar of maintaining a formal relationship with law schools, but the current mechanism is of limited benefit. No mention of the council appears in the Board Book, and there is no explicit Board oversight mechanism to ensure that the Board knows what the council does or whether it is performing its function effectively. A better conceptualization of the role of the council is needed, formally bringing the council within the State Bar organizational structure as a CBE advisory committee. The A&E Committee should consider, with advice from General Counsel, such realignment. In the meantime, given the statutory requirement for communication and cooperation between CBE and the council, the Board should continue council appointments.

Recommendation: Refer to the A&E Committee for further study, as outlined above.

California Board of Legal Specialization (CBLS)

Background: The Supreme Court adopted a rule directing the State Bar to establish and administer a legal specialization certification program. CBLS has functional oversight responsibility for the State Bar's program, which certifies legal specialists in 11 areas of law, assisted by an equal number of specialty advisory commissions in the respective substantive areas covered by legal specialization exams. Each advisory commission is responsible for reviewing applications for certification, and drafting and grading the specialty examinations in its specialty area. The advisory commissions are responsible to CBLS; the Board of Trustees has historically appointed members to both CBLS and the advisory commissions.

At its November 18, 2016, meeting, the Board directed staff to work with the SS&A Committee to modify the appointments process for the 11 advisory commissions. As modified, the advisory commission members will be appointed, and officers selected, by CBLS, not the Board, thus folding the advisory commission function into the overarching umbrella of CBLS and

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eliminating 11 separate sub-entities subject to direct Board appointment and oversight. The change in the appointment process will result in a reduction in Board time spent on appointments, and also in a reduction in staff time spent on preparation of Board agenda items. The addition of paid specialty examination drafters and graders, a new program feature being initiated this year, will reduce the workload of the advisory commissions. CBLS will revisit whether the advisory commissions can be reduced further in size and/or meet less frequently in light of this workload reduction.

There were differing views whether the legal specialization certification program serves a public protection function, or primarily is a benefit to attorneys in the development of their law practices. No conclusive determination was made, but various alternative models for performance of the legal specialization certification program were discussed. One idea is to reposition the function outside the State Bar in a separate independent entity. Another model would have the State Bar retain the regulatory function of reviewing the legal specialization certification process and certifying the entities that certify legal specialists. Yet another idea would bring the legal specialization certification function in-house to be performed by State Bar staff with the assistance of consultants, eliminating the need for CBLS. The Task Force believes that further study is needed to assess this question; that study should be timed to have the benefit of the results of the transition of advisory commission appointments to CBLS, as well as the introduction of paid exam developers and graders. Given that this program area was created by Supreme Court Rule, the Supreme Court's views on the Task Force's areas of concern should be obtained as a first step in any future study.

Recommendation: Refer to the A&E Committee for further study, as outlined above.

Client Security Fund (CSF) Commission

Background: The Commission oversees and administers the CSF, a legislatively created victim restitution program, and decides whether to grant or deny applications for reimbursement. This entails a large volume of work. State Bar staff reviews the applications and makes recommendations to the Commission. Although the value and importance of this legislatively-created program to the State Bar's public protection mission is clear, it raises the following questions:

- Should the Commission be a subcommittee of RAD, so that the reporting relationships are clearer, with ultimate oversight responsibility vested in the Board?
- Is there other work that can be brought in-house to be performed by State Bar staff?
- If current work is transferred to staff, how will that be funded?
- If current work is transferred to staff, should the size of the Commission be reduced?

Noting that the Chief Justice instructed the State Bar to ensure CSF's "adequacy and operational efficiency," the Task Force recommends that RAD consider possible measures to increase the

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timeliness of payments to applicants with qualifying claims. The Task Force notes that the Board does not set CSF funding, which is mandated by statute, but that further work should be done to communicate the need for increased CSF funding.

Recommendation: Refer to the RAD Committee for further study, as outlined above.

Committee on Mandatory Fee Arbitration (MFA)

Background: Fee disputes are the source of many disciplinary complaints; as a result, the Supreme Court considers the State Bar's MFA program to be an appropriate part of the State Bar's comprehensive discipline system. The State Bar's MFA program alleviates the burden on the court system by providing an alternative forum for resolution of fee disputes at the client's request. Ninety percent of cases that go to arbitration are resolved in that forum.

Concerns were raised regarding the risk that some local voluntary bar associations may decide they are no longer able to support the MFA program, and the effect that would have on State Bar staffing. Also, while the MFA program is a critical component of the State Bar's discipline system, questions arose as to the size and scope of the Committee, especially as related to the distribution of work between the Committee and MFA program staff.

The Committee is responsible for reviewing policies on fee arbitrations, assisting local bar association arbitration programs, issuing advisories, and evaluating and proposing legislation. Some of this work is dependent on the unique skills and abilities of Committee members who are often experts in the field of arbitration. Other aspects of the work, however, may be more administrative in nature, suitable for delegation to State Bar staff. A staff review of Committee functional responsibilities indicates that the following tasks may be appropriate for staff, as opposed to the Committee, to perform:

- Modification of training materials
- Updating arbitration awards
- Making public comment on and tracking changes in the law
 - tracking changes in case and statutory law
 - monitoring pending legislation and court cases
 - preparing proposed legislation to conform to case authorities
- Training of local bar staff
- Enforcement of awards
- Updating program materials (notices, sample fee agreement forms, guidelines, etc.)
- Local bar rule changes
- Updating case summaries

The Task Force recommends that RAD study this program area further, conferring with Committee members, staff and stakeholders as appropriate. The above description of potentially delegable work, already completed by staff, will offer a starting point. Depending on the portion

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of current work the Committee ultimately will continue to handle, a further review of the required structure and size of the Committee should also be undertaken.

Recommendation: Refer to the RAD Committee for further study, as outlined above.

Lawyer Assistance Program (LAP) Oversight Committee

Background: In providing comprehensive and confidential assistance to attorneys who abuse alcohol or drugs or suffer from mental illness, LAP helps attorneys address problems with potential negative impact on client representation. The program serves the following four distinct populations:

- Attorneys who voluntarily self-refer into the program.
- Attorneys referred into the program from the disciplinary system.
- Applicants for admission referred into the program from the Committee of Bar Examiners as part of the moral character approval process (currently not covered by statute, they must be funded from non-LAP sources).⁵
- Applicants for admission who voluntarily self-refer into the program to avoid problems in the moral character approval process proactively by addressing substance abuse or mental illness issues lest they interfere in obtaining a license to practice law.

LAP relies on State Bar staff who are licensed clinicians to assess and develop case plans for participants. The LAP Oversight Committee may establish one or more three-member Evaluation Committees in northern and southern California, each consisting of a physician, clinician and a local State Bar member experienced in recovery. Evaluation Committees are authorized to accept or deny applications for admission to LAP; to determine completion of the program; and to terminate individuals from the program. The State Bar contracts with licensed medical health professionals in northern and southern California to facilitate weekly group meetings and monitor the recovery of participants. Notwithstanding the statutory role performed by the Oversight Committee in overseeing the operations of this program, the Board performs its own oversight role, which historically has been limited in scope. The Board appoints half of the 12 Oversight Committee members, who regularly report to the Board. On March 12, 2017, the Board approved the Oversight Committee's three-year strategic plan pursuant to Workforce Planning recommendations.⁶

Two issues emerged in Task Force discussions. The first centered on whether LAP is appropriately situated within the State Bar. The program goal is not in doubt, but the State Bar

⁵ The State Bar hopes to change the LAP statutory scheme to permit funding of applicants for admission.

⁶ Immediately after the Task Force's discussion about LAP, the Oversight Committee presented a three-year Strategic Plan to RAD, focused on outreach (particularly to law schools and recent graduates), education, messaging and efficacy. The Oversight Committee agreed to develop a timeline for implementing the strategic plan and also agreed that physical separation from the State Bar could help to increase participation.

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lacks expertise in matters of substance abuse and mental illness, making it an unusual host. Moreover, concerns have been raised that attorneys might be disinclined to seek assistance from the same entity responsible for attorney discipline, a concern that may explain LAP's low attorney participation rate.⁷ A review of other state practices also suggested that many jurisdictions have chosen to structure their parallel programs as separate entities from the regulatory body precisely because of these types of concerns. The direct relationship between LAP and the discipline system, particularly as related to the direct diversion role it plays for some attorneys appearing before State Bar Court, could be a counter to arguments for separation of the program; this perspective suggests that the State Bar has a responsibility to ensure appropriate quality control of the services being provided and can best do so if LAP is part of the State Bar proper.

Additional Task Force discussion centered on the role of the program's statutory Oversight Committee and the role it plays as related to both Board oversight and program integration with the State Bar's organizational structure.

RAD should determine whether LAP should be retained within the State Bar and, if so what the relationship there should be between the Board and the Oversight Committee to RAD. Also, RAD should develop specific directives to advance the two primary components of the LAP Strategic Plan, education and program design. It is noted that LAP, its Oversight Committee and its funding are set by statute; change in its operational or governance structures, whether by transitioning the work to an independent entity to perform or by modifying the role of the Oversight Committee, will require legislation. The Task Force proposes that RAD study these issues in light of the recently adopted LAP strategic plan and that it do so by conferring with the Oversight Committee, the State Bar Court, staff, and other stakeholders.

Recommendation: Refer to the RAD Committee for further study, as outlined above.

Commission (2nd) for Revision of Rules of Professional Conduct

Background: The commission concluded a two year comprehensive review and overhaul of the California Rules of Professional Conduct on March 31, 2017; the proposed rules have been approved by the Board for submission to the Supreme Court for its consideration and final approval. The appropriateness and importance of the commission's work to the State Bar, characterized by the Supreme Court as a component part of a comprehensive discipline system, is beyond question. The Board approved retaining a 'skeletal' group of commission members, should issues arise during the Supreme Court's review of the rules. TASK FORCE recommends no further action.

Recommendation: Closed.

⁷ Space demands in the State Bar's Los Angeles office may require LAP to relocate into separate quarters, potentially offering an opportunity to assess the impact of relocation on participant census.

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Committee on Professional Responsibility and Conduct (COPRAC)

Background: COPRAC is responsible for interpreting the ethical rules governing the legal profession and issuing advisory opinions to interpret the California Rules of Professional Conduct and related authorities. The work of COPRAC falls within the State Bar's competence function, which, as noted above, the Supreme Court has characterized as an appropriate part of a comprehensive discipline system. The Task Force discussed whether constitutional and antitrust issues might be implicated by COPRAC's advisory opinions. The Task Force concluded that review of COPRAC opinions by the Office of General Counsel would be sufficient to identify and resolve such issues, should they arise.

Recommendation: Closed.

Judicial Candidate Nominations Sub-Entities

- *Commission on Judicial Nominees Evaluation (JNE)*
- *Judicial Nominees Evaluation Review Committee (RJNE)*

Background: JNE is a legislatively created program to evaluate candidates being considered for judicial appointment by the Governor. By statute, the State Bar is required to report to the Governor in confidence its recommendation as to whether candidates are qualified for judicial office. State Bar Rules also establish an appeals process to allow candidates JNE finds unqualified for judicial office to seek reconsideration by RJNE. The Supreme Court's 2016 regulatory fee assessment order declined to fund these two committees as not related to discipline, but stated that both programs serve an important non-discipline public protection function, and encouraged the State Bar to find an alternative funding source. Notwithstanding the Board's appointment authority, by statutory design the Board's oversight of this program is minimal in order to preserve confidentiality and direct reporting to the Governor. Board involvement is thus limited to annual reporting to the SS&A Committee. The Task Force recommends no further action.

Recommendation: Closed.

Access to Justice Committees

- *Committee on Delivery of Legal Services (SCDLS)*
- *California Commission on Access to Justice (CCAJ)*
- *Legal Services Trust Fund Commission (LSTFC)*
- *Council on Access and Fairness (COAF)*

Background: SCDLS, CCAJ, LSTFC and COAF are the State Bar sub-entities focused on access to justice and diversity/inclusion goals and objectives. The work of these sub-entities is central to the State Bar's responsibility for promoting access to justice, diversity, and inclusion and

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participation in the legal system, so that all Californians, but particularly those who are low-income or indigent, might have a means to secure representation for resolution of their legal disputes and meaningful access to the courts.

State Bar support for a program of collaborative strategies and initiatives to achieve access to justice was accomplished by the Board in November 2006 when it took formal action to establish the CCAJ. Although the Supreme Court's 2016 regulatory fee assessment order did not fund CCAJ or the Center on Access to Justice (the State Bar office within the Office of Legal Services that supports CCAJ), the Chief Justice, in her letter accompanying the order, made clear that CCAJ and the Center serve important non-discipline public protection functions and are part of the Bar's overall public protection mission.⁸ The Court encouraged the State Bar to find alternative sources of funding in the 2017 non-Fee Bill year.

Board-directed restructuring effective December 31, 2017, will incorporate the work of SCDLS into CCAJ for greater organizational efficiency. Thus, no further appointments will be made to SCDLS, and its projects will either be completed this year, or taken over by CCAJ. The Board has reserved the question whether to create two additional seats on the CCAJ and, if so, the appointing authorities for each, in light of the integration of the two sub-entities.

The Task Force identified two additional issues. First, a determination should be made as to whether the remaining sub-entities, LSTFC and COAF, should be merged into CCAJ or converted into subcommittees of CCAJ. The Senior Director from the Office of Legal Services explained that, unlike SCDLS, LSTFC serves a very specific and limited function in the administration of State Bar grants to non-profit legal services providers, which entails a large volume of work. SCDLS and CCAJ share a common broader focus on public policy creation. That commonality supports consolidating their respective functions. COAF also works at the public policy level, but with a focus on inclusion and diversity, which might be diluted, were COAF to be consolidated with other sub-entities.

The second issue raises the question of whether CCAJ and its operational independence from the Board since its creation 20 years ago may require further clarification. CCAJ is a unique sub-entity. Created by Board resolution to implement one of the recommendations contained in *And Justice for All*, the final published study of the Access to Justice Working Group, it was designed to convene broadly representative groups who could determine the best strategies for improving and supporting access to justice initiatives. CCAJ operates "under the auspices of," but with substantial autonomy from the Board. CCAJ has many diverse appointing authorities (e.g., Judicial Council, Supreme Court, Chamber of Commerce, League of Women Voters, Council of

⁸ The Supreme Court simply questioned, without deciding, its own constitutional authority to order an assessment that extended to non-discipline public protection functions of the State Bar. It did not question the Legislature's authority to do so, as it has done historically. The United States Supreme Court held that the State Bar may constitutionally fund activities germane to regulating the legal profession and improving the quality of legal services out of the mandatory dues of all members. (*Keller v. State Bar of California* (1990) 496 U.S. 1, 13–14.)

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County Law Librarians, etc.). The structural goal is to allow them to collaborate freely and speak with one *independent* voice. With 26 members, only 10 named by the Board, the appointing authorities historically have considered themselves to be “partners” in access to justice initiatives, not a sub-entity, subordinate to the State Bar. Nonetheless, CCAJ reports out its initiatives to the Board on an annual basis and is funded out of State Bar general funds from a budget approved by the Board.⁹ Notwithstanding the above, there is concern about the lack of Board oversight, and clarification of the roles of and relationship between the Board and the CCAJ should be considered.¹⁰

A third concern was identified in the Task Force’s review of the State Bar’s support for access to justice and diversity/inclusion programs: the Board appears to have relegated setting priorities and taking ownership of the Bar’s access to justice agenda to the CCAJ and of the Bar’s diversity/inclusion agenda to COAF, without much engagement in that process. CCAJ and COAF thus present important additional issues for broader consideration: determining how to manage the activities of sub-entities that draw their strength and effectiveness from their independence, and determining how to incorporate access to justice and diversity/inclusion goals and objectives into all aspects of the State Bar’s public protection mission. Given the clear directive from the Chief Justice and the ongoing interest in access to justice activities by the Legislature, there can be little doubt that access to justice programs, as well as diversity/inclusion programs, are valuable, help the public, and are a vital part of the State Bar’s public protection mission. While not without dissent, the Task Force majority concluded that these programs may not relate to discipline, but they are essential to public protection and must be supported by the State Bar, rather than “spun off” into a separate independent entity.

The Task Force recommends that the Board, working with LSTFC, CCAJ and COAF, develop an appropriate operating relationship to formalize the critical ongoing relationship of the State Bar with access to justice and diversity/inclusion programs. The Task Force also recommends that the Board review how all program areas might take advantage of access to justice and

⁹ The budget for the CCAJ’s operating costs is \$28,600. This figure does not include extensive staff time spent supporting the CCAJ. According to the ABA, as of September 2014, 32 states plus the District of Columbia have established access to justice commissions. The most common commission model is for commission staff to be located at a partner institution, usually the courts, the state bar or a bar foundation. The ABA notes that this arrangement occasionally may create complications where staff report to the commission, but are employed by the partner institution. Also the arrangement may hamper the independence of the commission. The ABA concludes that these issues can be worked through and that this model, which is used by the State Bar, has proven to be effective in guaranteeing adequate staffing and resources, which are critical to the success of access to justice commissions. (ABA Resource Center for Access to Justice Initiatives, *Staffing an Access to Justice Commission* (April 2015).)

¹⁰ Recent differences of view have been voiced with regard to CCAJ’s understanding that it need not abide by the Board Book policy requiring Board approval of amicus briefs. CCAJ is strongly of the view that to be effective, operational independence is essential, notwithstanding a need for fiscal and management support by the State Bar. Some Task Force members expressed concern about CCAJ’s perception that it may act independently from the Board’s amicus policy. In SS&A’s further study of CCAJ, these differing views should be reconciled and an understanding reached so that there is a common ground going forward.

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diversity/inclusion goals and objectives so that they become an integrated part of all public protection activities.

Recommendation: Refer to the SS&A Committee for further study, as outlined above.

Substantive Committees

- *Committee on Administration of Justice*
- *Committee on Alternative Dispute Resolution*
- *Committee on Appellate Courts*
- *Committee on Federal Courts*

Background: Responsibility for these Committees was transferred by Board action to the Litigation Section. It is the State Bar's expectation that the work of the Committees will continue on in an independent Sections entity that includes the Litigation Section, if separation of the Sections as contemplated in the 2017 Fee Bill is approved. The Task Force recommends no further action.

Recommendation: Closed.

California Young Lawyers Association (CYLA)

Background: If, as anticipated, the 2017 Fee Bill transfers CYLA to the new independent Sections entity, a future relationship between the State Bar and CYLA may include collaboration on certain limited projects, to be periodically re-evaluated, which include:

- Partnering with the LAP to develop and implement an outreach and education initiative for law students and new lawyers.
- Identifying appropriate topics for new lawyer education (e.g., the new 10-hour MCLE requirement for newly admitted attorneys, effective February 1, 2018).
- Identifying, developing, and testing web-based curricula and other modes of delivery attractive to new generations of lawyers.

That State Bar's relationship with CYLA is dependent on developments in the legislative arena. The Task Force recommends no further action.

Recommendation: Closed.

Insurance Committees

- *Committee on Group Insurance Programs (COGIP)*

Background: COGIP monitors the State Bar sponsored group insurance programs, i.e. accidental death and dismemberment, health care, life, disability income, long term care and workers compensation. Board-directed restructuring will eliminate COGIP effective May 31, 2017.

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Responsibility for COGIP insurance products, and the State Bar's affinity programs, is expected to move to the successor Sections entity if the Legislature approves the separation of the Sections as contemplated in the 2017 Fee Bill. During the transition, oversight of the administration of these insurance products and affinity programs will shift from COGIP to State Bar staff, aided by a small number of expert consultants paid from program revenue. The Task Force recommends no further action.

Recommendation: Closed.

- *Committee on Professional Liability Insurance (COPLI)*

Background: COPLI oversees the State Bar's professional liability insurance program, designed to offer attorneys insurance coverage and provide clients with recourse for malpractice. The program includes a professional liability product for newly admitted attorneys, mediators and arbitrators liability insurance, and a business office package. To the extent professional liability insurance provides clients with recourse for malpractice, retention of this insurance program can be seen as serving a public protection function. This is countered by the argument that a professional liability insurance program principally benefits attorneys. Apart from the public protection issue is the question of how best to manage and oversee the program, a matter currently under review. The review will determine whether the program should continue to be overseen by COPLI, or instead should be overseen by a differently structured committee or State Bar staff. Until this analysis is finished, COPLI will be retained in its current form and no change in program supervision will occur to ensure continuity. Once this review is complete, RAD should determine whether the State Bar's professional liability insurance program continues to be aligned with the State Bar's public protection focus; and, if so, how best to structure its oversight and management.

Recommendation: Refer to the SS&A Committee for further study, as outline above.

Review of External Entities

The State Bar's annual fee statement includes voluntary contributions to the California Supreme Court Historical Society, the Conference of Delegates, the Justice Gap Fund and the California Bar Foundation. This procedure will likely be used to collect voluntary Sections' dues if they become an independent entity as contemplated in the 2017 Fee Bill. The State Bar also makes appointments to external entities, including the American Bar Association (ABA) House of Delegates, Judicial Council, Continuing Education of the Bar (CEB) Governing Committee, and Boards of Directors for legal aid organizations funded by the Legal Services Corporation. The Task Force makes no recommendation for change here.

The 2017 Fee Bill proposes that the proposed new independent Sections entity 'assume' some of the State Bar's role in making appointments to the ABA House of Delegates and all appointments to the CEB Governing Committee, subject to approval by the external entities.

APPENDIX I

Study of these issues is underway by State Bar staff as part of the work to achieve a successful separation of the Sections if the Legislature so approves. No significant problems are anticipated.¹¹ The Task Force recommends no further action.

Recommendation: Closed.

¹¹ State Bar staff has in fact learned that if the Sections separate, they will be entitled to their own independent ABA delegates, determined by ABA formula. These will be in addition to those the State Bar supports. Meanwhile conversations with CEB and the State Bar staff have begun. In the event the Legislature approves the separation of the Sections from the State Bar, it is anticipated that the CEB and the new independent Sections entity will enter into their own memorandum of understanding. That will be in addition to any new memorandum of understanding between the State Bar and CEB.

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 34 Offices of the State Bar of California

~~Section 5~~ California Bar Journal

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. 4th 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. 4th 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 1991¹; May 20, 1997, Planning Meeting²; Board of Governors' Resolution, July 11, 2008³; 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

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.~~)

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 Offices of the State Bar of California

Article 1

THE STATE BAR OF CALIFORNIA

Section 1 Statutes

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(Source: Bus. & Prof. Code, § 6001; Cal. Const. art. VI, § 9; *In re Attorney Discipline System* (1998) 19 Cal.4th 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. & Prof. Code, § 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.4th 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. & Prof. Code, § 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. & Prof. Code, § 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. & Prof. Code, § 6001.1.)

Section 2 Mission

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(Source: Board of Governors Resolution, August 1991; May 20, 1997, Planning Meeting; 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 Offices of The State Bar of California

Unless otherwise ordered by the Board, 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 Board must be filed at the main office.

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

Article 1
THE STATE BAR OF CALIFORNIA

Section 1 Statutes

The State Bar of California was created as a public corporation by the State Bar Act of 1927. In 1966, the electorate adopted a constitutional provision placing the State Bar in the judicial article of the California Constitution. 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.

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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.

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

Section 2 Mission

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(Source: Board of Governors Resolution, August 1991; May 20, 1997, Planning Meeting; 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 Offices of The State Bar of California

Unless otherwise ordered by the Board, 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 Board must be filed at the main office.

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

TAB 2.4

~~BOARD OF TRUSTEES RESPONSIBILITIES MEMBER~~

Article 1 BOARD OF TRUSTEES MEMBER RESPONSIBILITIES, SKILLS, STANDARDS OF CONDUCT AND TIME COMMITMENT

Section 1 Introduction

Section 2 Board Member ~~Skills and~~ Responsibilities

Section 3 Board Member Skills

Section ~~43~~ Minimum Standards of ~~Commitment and~~ Conduct

Section ~~54~~ Board of Trustees Liaison Policy for State Bar Sub-
Entities~~Committees~~

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

Section 6 Time Commitment

~~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 ~~indicates~~ 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 under the various appointing authorities, ~~considering public member applicants~~, the following sections ~~list are~~ are designed to outline the general basic responsibilities, skills, standards of conduct and time commitment and competencies necessary to succeed as a Board Member. Obviously, this list is general in nature and not exhaustive.

Section 2 Board Member Skills and Responsibilities

1. Be familiar with the mission and purpose of the State Bar of California.
~~A statement of the mission, as well as information on the organization's goals, constituencies, finances, and operation will be available to all prospective members.~~
- 1.2. ~~Once elected or appointed, M~~members of the Board of Trustees should must attend and participate in all Board meetings and, committee meetings of Bboard 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 Board member's fiduciary duty, members shall ~~will~~ participate ~~fully~~ in the annual budgeting process ~~and attend all budget meetings as scheduled~~; ~~T~~ the State Bar is large and its finances complex, requiring that members be extraordinarily diligent in carrying out their responsibilities ~~diligence of board members~~; ~~o~~ Orientation and training will be provided so that mMembers understand the complex budget documents.
- 3.4. Members must ~~should~~ 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~~ members must anticipate that such preparation requires review of substantial, written material.

4.5. The 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; ~~mMembers have the responsibility of understanding~~ must understand the distinctions between these two functions; and how they 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 Executive Director's Leadership Team; members ~~must will~~ actively participate in the Executive Director's performance evaluation; ~~and ensure that the Executive Director~~ and the senior executive Leadership Team ~~have~~ has the support necessary to implement the policy goals established by the Board of Trustees.

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

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

9. ~~As M~~members of the Board of Trustees, ~~we~~ are the primary ambassadors for the State Bar; ~~e~~Each member ~~must~~ 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.~~ Members are encouraged to share their diverse experience, skills and expertise when determining policy.

11. Members shall should attend swearing-in ceremonies.

12. The Chair will designate two member teams to serve as liaisons in the area of communications and governmental affairs, and in other areas as the Chair determines will assist the Board in fulfilling its oversight responsibilities.

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

~~10.~~

Section 3 Board Member Skills

1. The Board of Trustees needs a variety of talent to perform its oversight and policy-making 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 of Trustees, 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 of Trustees for their consideration in recruiting and appointing trustees, the Board intends to aid appointing authorities in identifying and meeting any unmet need on the Board while respecting appointing authorities' authority and discretion.
3. In addition to diversity, 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
 - Access to Justice (Legal Aid, etc.)
 - Ethics
 - Talent and Human Resources

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

Section 4 Minimum Standards of Commitment and Conduct

1. Meeting Attendance: Absent emergency circumstances, ~~members~~members ~~must~~will attend all Board and Board committee meetings on time.
2. Meeting Protocol: Members ~~should~~will be courteous to one another, guests and staff, avoiding personally directed comments;~~—~~ Board members ~~should~~will avoid interrupting ~~other~~ speakers and yield to the Chair ~~or President~~ regarding the order to comment.

3. Meeting Procedures: Members recognize that meetings are conducted according to Board rules, supplemented by Roberts Rules of Order and relevant open/closed meeting rules and regulations.
4. Confidentiality: Members recognize that matters discussed in closed session ~~are to must~~ be kept confidential subject only to open meeting reporting requirements; members must not disclose or of such confidential information to the media, or others, including on a 'non attribution' or other basis.
5. Member Education: Members ~~will be are~~ expected to learn about the State Bar and its operations and functions, which. ~~This~~ can be accomplished by attending scheduled ~~and trainings and or by contacting the individual briefings by the Chair President,~~ or Executive Director or other members of the Executive Director's leadership team.
6. Staff Relations: Members recognize that staff are a resource and agree to treat staff with courtesy, recognizing the many demands ~~on~~ staff time; ~~Members may not give direction to staff and must direct any requests for information from staff will endeavor to work coordinate with staff through the Executive Director and the Executive Director's leadership team Senior Executive Team; in seeking requests to staff.~~
7. Expense Discipline: Members recognize that the expenses of the Board of Trustees are reimbursed from the ~~general fund~~ General Fund; ~~Aas fiduciaries, m~~Members ~~must 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 ~~will must~~ act ethically and prudently in exercising their duties, recognizing that their role is that of a fiduciary.
9. Public Relations: While mMembers are free to make public statements about Board matters in their individual capacities; ~~however, T~~they recognize that personal statements, on the one hand, and statements made on behalf of the State Bar, on the other, can be difficult to distinguish; accordingly, members acknowledge that only the Chair President and the Executive Director or their authorized designees are entitled 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 Mmembers 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; — members are encouraged to engage with California licensed attorneys, 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 54 Board of Trustees Liaison Policy for State Bar ~~Committees~~Sub-Entities

~~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 State Bar Sub-Entities~~Committees~~
 - (1) The ~~Chair~~President is authorized to determine may, as needed, at his or her discretion and in consultation with the Chair of the relevant Board committee, appoint 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 assigned State Bar sub-entity~~committee; and the~~ Chair of a Board Committee may recommend to the Chair of the Board

of Trustees that a liaison appointment be made to a State Bar sub-entity under that committee's oversight authority.

~~(2) To the extent possible, the Board member will continue with this relationship for three years.~~

~~(3)(2) Each year the Chair/President may adjust the liaison assignments to accommodate incoming Board members and changes in Board members' preferences or changes in the need for liaison appointments.~~

~~(4)(3) If appointed as a liaison, the Each Board member liaison will attend at least one meeting of one of his or her assigned State Bar sub-entity committees during each committee year.~~

~~(5)(4) 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)(5) 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/Board Committee Coordinator Responsibilities at the Meetings

(1) Demonstrate to State Bar sub-entity volunteers-committee members that their work is known by the Board and appreciated.

(2) Ascertain areas of need ~~where committee needs help.~~

(3) Ask about and listen to goals and projects of the State Bar sub-entity 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 regarding Notice and Attendance

(1) Staff will e-mail notices of upcoming State Bar sub-entity committee meetings to liaisons~~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 changes.

(2) For State Bar sub-entities~~committee's~~ that have full advance calendars, staff ~~will~~shall provide the meeting calendars to the liaisons~~appropriate board members~~ as soon as the annual calendars are available.

(3) Liaisons~~Board members~~ who wish to attend a State Bar sub-entity committee meeting should advise ~~contact~~ the Board Committee Coordinator of their planned attendance~~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)~~(4) The ~~Board Liaisons/~~Board Committee Coordinators ~~must are to~~ notify committee appropriate 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 6 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. ~~Board c~~Committee ~~and task force~~ meetings may occur in conjunction with the Board meetings or on a more ad hoc basis, ~~and 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 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 2.4

TRUSTEES RESPONSIBILITIES

Article 1	BOARD OF TRUSTEES MEMBER RESPONSIBILITIES, SKILLS, STANDARDS OF CONDUCT AND TIME COMMITMENT
Section 1	<i>Introduction</i>
Section 2	<i>Board Member Responsibilities</i>
Section 3	<i>Board Member Skills</i>
Section 4	<i>Minimum Standards of Conduct</i>
Section 5	<i>Board of Trustees Liaison Policy for State Bar Sub-Entities</i>
Section 6	<i>Time Commitment</i>

Article 1

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

Section 1 Introduction

The Board of Trustees governance model, consistent with the governing practices of other governmental regulatory boards, requires that the Board ensure that prospective Trustees 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 joining the Board and the various appointing authorities, the following sections are designed to outline the general responsibilities, skills, standards of conduct and time commitment necessary to succeed as a Board Member.

Section 2 Board Member Responsibilities

1. Be familiar with the mission and purpose of the State Bar of California.
2. Members of the Board of Trustees must attend and participate in all Board meetings and meetings of Board committees to which they have been assigned.
3. In order to fulfill each Board member's fiduciary duty, members shall participate in the annual budgeting process; the State Bar is large and its finances complex, requiring that members be extraordinarily diligent in carrying out their responsibilities; orientation and training will be provided so that members understand the complex budget documents.
4. Members must allocate adequate time to prepare for meetings in order to make sound decisions on behalf of the State Bar and its stakeholders, including the public; members must anticipate that such preparation requires review of substantial, written material.
5. The Board has the primary responsibility of governing the State Bar through collective policy-making; staff are delegated the authority and responsibility of management; members must understand the distinctions between these two functions and how they can as Board members work most effectively in partnership with staff.
6. The Board's primary relationship with staff is through the Executive Director and the Executive Director's Leadership Team; members must ensure that the Executive Director and the Leadership Team have the support necessary to implement the policy goals established by the Board of Trustees.
7. In order to govern effectively, members must be familiar with the existing governance structure of the Board of Trustees so that each member can establish good working relationships with each other and staff.

8. Members must be knowledgeable about conflict of interest standards and ensure that reportable conflicts are specifically identified and acknowledged in formal filings and at Board meetings. It is incumbent on members to place the statutory directives of the State Bar above any personal, geographic, or special interest group interests.
9. Members of the Board of Trustees are the primary ambassadors for the State Bar; each member must 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.
10. Members are encouraged to share their diverse experience, skills and expertise when determining policy.
11. Members should attend swearing-in ceremonies.
12. The Chair will designate two member teams to serve as liaisons in the area of communications and governmental affairs, and in other areas as the Chair determines will assist the Board in fulfilling its oversight responsibilities.

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

Section 3 *Board Member Skills*

1. The Board of Trustees needs a variety of talent to perform its oversight and policy-making 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 of Trustees, 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 of Trustees for their consideration in recruiting and appointing trustees, the Board intends to aid appointing authorities in identifying and meeting any unmet need on the Board while respecting appointing authorities' authority and discretion.
3. In addition to diversity, 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
- Access to Justice (Legal Aid, etc.)
- Ethics
- Talent and Human Resources

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

Section 4 Minimum Standards of Conduct

1. Meeting Attendance: Absent emergency circumstances, members must attend all Board and Board committee meetings on time.
2. Meeting Protocol: Members should be courteous to one another, guests and staff, avoiding personally directed comments; Board members should avoid interrupting speakers and yield to the Chair regarding the order to comment.
3. Meeting Procedures: Members recognize that meetings are conducted according to Board rules, supplemented by Roberts Rules of Order and relevant open/closed meeting rules and regulations.
4. Confidentiality: Members recognize that matters discussed in closed session must be kept confidential subject only to open meeting reporting requirements; members must not disclose such confidential information to the media, or others, including on a 'non attribution' or other basis.
5. Member Education: Members are expected to learn about the State Bar and its operations and functions, which can be accomplished by attending scheduled trainings and individual briefings by the Chair, Executive Director or other members of the Executive Director's leadership team.
6. Staff Relations: Members recognize that staff are a resource and agree to treat staff with courtesy, recognizing the many demands on staff time; Members may not give direction to staff and must direct any requests for information from staff through the Executive Director or the Executive Director's leadership team.
7. Expense Discipline: Members recognize that the expenses of the Board of Trustees are reimbursed from the General Fund; as fiduciaries, members must 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 must act ethically and prudently in exercising their duties, recognizing that their role is that of a fiduciary.

9. Public Relations: While members are free to make public statements about Board matters in their individual capacities, they recognize that personal statements, on the one hand, and statements made on behalf of the State Bar, on the other, can be difficult to distinguish; accordingly, members acknowledge that only the Chair and the Executive Director or their authorized designees are entitled to speak for, or on behalf of, the State Bar.
10. Education and Outreach: Members recognize the importance of education and outreach in the successful functioning of the State Bar, and should maintain current, relevant materials for outreach and education purposes; members are encouraged to engage with California licensed attorneys, 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.

(Source: Board of Governors Resolution, September 2002 (State Bar of California Board of Governors Member Responsibilities); Board of Governors Resolution, May 2003, September 2004.)

Section 5 *Board of Trustees Liaison Policy for State Bar Sub-Entities*

- (a) Assignment of Board Members to Specific State Bar Sub-Entities
 - (1) The Chair may, as needed, at his or her discretion and in consultation with the Chair of the relevant Board committee, appoint members of the Board of Trustees to serve as liaisons to State Bar standing committees, special boards, committees and commissions, , taking into consideration each member's preferences as much as possible, with an eye toward getting as much actual contact between the Board member and the assigned State Bar sub-entity; and the Chair of a Board Committee may recommend to the Chair of the Board of Trustees that a liaison appointment be made to a State Bar sub-entity under that committee's oversight authority.
 - (2) The Chair may adjust the liaison assignments to accommodate incoming Board members and changes in members' preferences or changes in the need for liaison appointments.
 - (3) If appointed as a liaison, the Board member liaison will attend at least one meeting of one of his or her assigned State Bar sub-entity during each committee year.

- (4) Board members' travel expenses to attend the meetings will be reimbursed in accordance with established Board and State Bar policies.
- (b) Liaison/Board Committee Coordinator Responsibilities at the Meetings
 - (1) Demonstrate to State Bar sub-entity volunteers that their work is known by the Board and appreciated.
 - (2) Ascertain areas of need.
 - (3) Ask about and listen to goals and projects of the State Bar sub-entity. Do they overlap in any way with other projects?
 - (4) Report on and answer questions about Board activities and goals.
- (c) Process regarding Notice and Attendance
 - (1) Staff will e-mail notices of upcoming State Bar sub-entity meetings to liaisons 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 changes.
 - (2) For State Bar sub-entities that have full advance calendars, staff will provide the meeting calendars to the liaisons as soon as the annual calendars are available.
 - (3) Liaisons who wish to attend a State Bar sub-entity meeting should advise the Board Committee Coordinator of their planned attendance.
 - (4) The liaisons/Board Committee Coordinators must notify appropriate staff of the meetings they plan to attend so that staff may coordinate catering, distribution of agenda materials, etc.

Section 6 *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 to twenty hours per week. The Board of Trustees meets formally six to eight times per year, with the average meeting taking the entire day on a Thursday and most of the day on Friday. Board committee meetings may occur in conjunction with the Board meetings or on a more ad hoc basis, and can occupy one or more days per month. A member can expect to devote no less than two to three weeks of typical work days per year to Board efforts. Further information on meeting schedules and other activities of the State Bar of California can be found at its website, www.calbar.ca.gov.

(Source: Board Resolution, September 2002.)