

OPEN SESSION AGENDA ITEM

50-3 JANUARY 2018

DATE: January 19, 2018

TO: Members, Board of Trustees

FROM: Sarah L. Cohen, Attorney IV
Office of Board Support, JNE Commission and Appointments

SUBJECT: Board Book Revisions Re Governance Structure of Board of Trustees

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 a final set of proposed Board Book amendments relating to the subject matters covered by the 2017 Task Force.

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. At its November 2017 meeting, the Board of Trustees approved two implementation measures relating to the 2017 Task Force recommendations: (1) a timeline for completion of the Appendix I sub-entity review; and (2) modification of the Board Liaison Policy. And, the Board of Trustees approved amendments to Board Book tab 1.1, containing the State Bar Mission Statement, and Tab 2.4, containing the Board Liaison Policy.

Certain of the 2017 Task Force recommendations fall within the purview of the Board Executive Committee. At its November 2017 meeting, the Board Executive Committee voted to adopt the Trustee Skills Matrix and to develop approaches to address the Board vacancy problem. At its January 2018 meeting, the Board Executive Committee will meet to discuss three additional implementation measures relating to the 2017 Task Force recommendations: (1) Approval of

the Board committee work plans; (2) Adoption of a Cyclical Trustee Training Calendar; and (3) Changes to the Trustee Skills Matrix.

This agenda item builds on the progress made at the July, August and November 2017 Board meetings, and the November 2017 and January 2018 Board Executive Committee meetings, in bringing a final set of Board Book amendments relating to the subject matters covered by the 2017 Task Force to the Board of Trustees for approval. With this agenda item, the work of the Board of Trustees in implementing the recommendations of the 2017 Task Force concludes.

DISCUSSION

Before the Board of Trustees for approval are proposed amendments to Tab 2.2, Tab 2.3 and Tab 2.6, which include:

- Comprehensive Amendments to Tab 2.2 – Size and Composition of Board of Trustees and Elimination of Trustee Elections
- Comprehensive Amendments to Tab 2.3 – Selection and Terms of Officers and Elimination of Officer Elections
- Revisions to Amendments to Tab 2.6 – Composition of Board Executive Committee, Adoption and Approval of Board Committee Work Plans, Assignment of Board Book Amendment Approval to Board Executive Committee, Update to Board Committee Structure Chart

The recommendations of the 2017 Task Force relating to the size and composition of the Board of Trustees and selection of officers are largely consistent with legislative reforms subsequently enacted through Senate Bill 36 (2017-2018 Reg. Sess.), including elimination of Trustee elections, reduction in the size of the Board of Trustees, creation of four-year Trustee terms, changes in officer titles, elimination of the Treasurer position and placement of responsibility for officer selection with the Supreme Court. The proposed amendments to Tab 2.2 and Tab 2.3 conform to Business and Professions Code sections governing the composition of the Board of Trustees and selection of officers, as amended by Senate Bill 36.

FISCAL/PERSONNEL IMPACT

None

RULE AMENDMENTS

None at this time.¹

BOARD BOOK IMPACT

See Attachment A, B and C.

¹ Conforming changes to the State Bar Rules are required and will be undertaken as a separate project in the future.

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 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.

RECOMMENDATION

It is recommended that that the Board of Trustees approves the following resolution:

RESOLVED, that the Board of Trustees approve amendments to the Board Book, Tab 2.2, Tab 2.3 and Tab 2.6, as presented to the Board of Trustees this day and as contained in Attachments A, B and C, and authorize staff to make technical edits and corrections as needed.

ATTACHMENT(S) LIST

- A.** Proposed Amendments to Board Book, Tab 2.2 (red-line and clean format)
- B.** Proposed Amendments to Board Book, Tab 2.3 (red-line and clean format)
- C.** Proposed Amendments to Board Book, Tab 2.6 (red-line and clean format), including Board Committee Structure chart

TAB 2.2

~~ELECTION AND~~ APPOINTMENT OF THE BOARD OF TRUSTEES

Article 1 BOARD COMPOSITION

Section 1 Board of Trustees in General

Section 2 Number of Members

Article 2 THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS ~~LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR PUBLIC AND ATTORNEY MEMBERS~~

Section 1 ~~Membership from~~ Attorney Member Appointments by the Supreme Court ~~Appointment~~

Section 2 ~~Membership from Legislative~~ Attorney Member Appointments by the Legislature

Section 3 Public Members ~~Appointments by the Legislature and Governor; Appointment; Qualifications; Term; Reappointment~~

Article 3 ~~Section 4~~ EMPLOYMENT ~~mployment~~ BY ~~by~~ PUBLIC ~~ublic~~ AGENCIES ~~gencies~~

~~Article 3~~ ELECTED ATTORNEY MEMBERS AND TERMS

~~Section 1~~ Qualifications of Members

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

~~Section 3~~ State Bar Districts—Membership and Composition

~~Section 4~~ Terms and Sequence of Election of Members

~~Section 5~~ Election Policies and Procedures—Statutes and Rules

~~Section 6~~ Disclosure of Petitioners

Article 1 Board Composition

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

Section 1 Board of Trustees in General

~~§6010. Board of Trustees in General~~

(a) ~~The State Bar is governed by a Bboard known as the Bboard of Ttrustees of the State Bar. The Bboard has the powers and duties conferred by the~~ State Bar Act, Business and Professions Code section 6000 et seq~~is chapter.~~

(b) ~~References to~~ As used in this chapter or any other provision of law, “board of governors” shall be deemed to refer to the Bboard of Ttrustees.

(c) Attorney Members: No person is eligible for attorney membership on the Board unless (1) he or she is an active member of the State Bar; and either (1) prior to October 31, 2020, if elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected; or (2) if appointed by the Supreme Court or for the Legislature, he or she maintains his or her principal office for the practice of law within the State of California.

~~(Source~~ Origin: Bus. & Prof. Code, § 6010 (State Bar Act, §20, a. Added by Stats. 1939, ch. 34; aAmended by Stats. 2011, ch. 417, § 9); Bus. & Prof. Code, § 6015 (added by Stats. 1939, ch. 34; amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Section 2 Number of Members

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

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

~~§6011. Number of Members~~

- (a) The ~~B~~board shall consist of no more than ~~19~~~~23~~ members and no ~~fewer~~~~less~~ than ~~13~~~~19~~ members.
- (b) ~~It is the intent of the Legislature that the~~ ~~B~~board ~~shall~~ consist of no more than ~~23~~~~19~~ members and no ~~fewer~~~~less~~ than ~~19~~~~13~~ members during the period of transition from a ~~19~~~~23~~-member board to a ~~13~~~~19~~-member board, as described in Section ~~6009.7~~~~6011~~. ~~It is the intent of the Legislature that t~~~~The~~ ~~B~~board, ~~pursuant to the plan developed by the State Bar as described in Section 6009.7, gradually~~ ~~will~~ decrease its size without shortening, lengthening, or abolishing terms commencing prior to December 31, 201~~7~~~~4~~, with the ultimate goal of instituting a ~~13~~~~9~~-member board no later than October 31, 20~~20~~~~14~~, ~~pursuant to Section 6009.7.~~

(Source: Bus. & Prof. Code, § 6011 (a~~Added by Stats. 1938, ch. 34; a~~Amended by Stats. 1975, ch. 874; Stats 1978, ch. 995; Stats. 1985, ch. 465; Stats. 2011, ch. 417, Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 2

THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS ~~LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR~~ ~~ATTORNEY AND PUBLIC MEMBERS~~

Section 1 ~~Membership from~~ Attorney Member Appointments by the Supreme Court ~~Appointment~~

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

(a) The Supreme Court shall appoint five attorney members of the Bboard pursuant to a process prescribed by California Rules of Court, rule 9.90. Under rule 9.90, the Supreme Court established the State Bar Trustees Nominating Committee to receive applications and screen and evaluate prospective appointees.

~~(a)(b)~~ ~~pursuant to a process that the Supreme Court may prescribe. These~~ Aattorney members appointed by the Supreme Court shall serve for a term of four~~three~~ years and may be reappointed by the Supreme Court for one additional term only.

~~(b)(c)~~ An attorney member elected to the Board ~~pursuant to Section 6013.2~~ may be appointed by the Supreme Court ~~pursuant to this section~~ to a term as an appointed attorney member.

~~(c)(d)~~ The Supreme Court shall fill any vacancy in the term of, and make any reappointment of, any appointed attorney member.

~~(d)(e)~~ When making appointments to the ~~board~~Board, the Supreme Court should consider appointing attorneys that represent the following categories: legal services; small firm or solo practitioners; historically underrepresented groups, including consideration of race, ethnicity, gender, and sexual orientation; and legal academics. ~~In making appointments to the Bboard, the~~ Supreme Court should also consider geographic distribution, years or practice, particularly attorneys who are within the first five years of practice or 36 years of age and under, and participation in voluntary local or Sstate Bbar activities.

(f) The State Bar shall be responsible for carrying out the administrative responsibilities related to the appointment process prescribed by the Supreme Court described in subdivision (a).

(Source: ~~Former Bus. & Prof. Code, § 6013.1 (former § 6013.1~~ added by Stats. 1989, ch. 1223, repealed by Stats. 2011, ch. 417, § 13; ~~and~~ new § 6013.1 added by Stats. 2011, ch. 417, §14; Stats 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018; Cal. Rules of Court, rule 9.90.)

**Section 2 Attorney Member Appointments by the ~~Membership from~~
~~Legislature~~ ive Appointment**

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

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

(b) An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly ~~pursuant to this section~~ shall serve for a term of four ~~three~~ years. When an attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly leaves office before the expiration of his or her term, the vacancy shall be filled for the remainder of the term. An ~~appointed~~ attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly may be reappointed ~~pursuant to this section.~~

(Source: Bus. & Prof. Code, § 6013.3 (a) ~~Added by Stats. 2011, ch. 417, § 15.5; amended by Stats. 2018, ch. 422 [SB 36]]~~; Board of Trustees Resolution, January 2018.)

**Section 3 Public Member ~~Appointments; Appointment; Qualifications; Term;~~
~~Reappointment~~ by the Legislature and Governor**

~~§6013.5 Public Members; Appointment; Qualifications; Term~~

(a) A maximum of Notwithstanding any other provision of law, six members of the Bboard shall be members of the public who have never been ~~members of the State Bar~~ California licensed attorneys or admitted to practice before any court in the United States. ~~They shall be appointed through 1982 by the Governor, subject to the confirmation of the Senate.~~

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

(c) ~~On 1983 one~~ public member shall be appointed by the Senate Committee on ~~Rules and one~~ Rules, one public member shall be appointed by the Speaker of the Assembly, and four ~~.~~

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

~~Each~~Senate. Each ~~respective~~ appointing authority shall fill any vacancy in and make any reappointment to each respective office.

(Source: Bus. & Prof. Code, § 6013.5 (a~~Added by Stats. 1975, ch. 874; a~~Amended by Stats. 1979, ch. 1041; Stats. 1984, ch. 16; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

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

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

Article 3
EMPLOYMENT BY PUBLIC AGENCIES

~~Section 4 — Employment by Public Agencies~~

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

- (a) Except as provided in subdivision (b), any full-time employee of any public agency who serves as a member of the Board of Trustees of ~~the~~ State Bar of California shall not suffer any loss of rights, promotions, salary increases, retirement benefits, tenure, or other job-related benefits, which he or she would otherwise have been entitled to receive.
- (b) Notwithstanding the provisions of subdivision (a), any public agency which employs a person who serves as a member of the Board of Trustees of the State Bar of California may reduce the employee's salary, but no other right or job-related benefit, pro rata to the extent that the employee does not work the number of hours required by statute or written regulation to be worked by other employees of the same grade in any particular pay period and the employee does not claim available leave time. The employee shall be afforded the opportunity to perform job duties during other than regular working hours if such a work arrangement is practical and would not be a burden to the public agency.

~~The Legislature finds that service as a member of the Board of Trustees of the State Bar of California by a person employed by a public agency is in the public interest.~~

(Source: Bus. & Prof. Code, § 6013.5 (a) Added by Stats. 1990, ch. 473, effective August 8, 1990; amended by Stats. 2011, ch. 417.)

~~Article 3~~
~~ELECTED ATTORNEY MEMBERS AND TERMS~~

~~Section 1—Qualifications of Members~~

~~§6015. Qualifications of Members~~

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

~~(a) He or she is an active member of the State Bar.~~

~~(b) Either:~~

~~(1) If elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected.~~

~~(2) If appointed by the Supreme Court or the Legislature, he or she maintains his or her principal office for the practice of law within the State of California. (Added by Stats. 1939, ch. 34. Amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417.)~~

~~Section 2—Tenure of Members; Vacancies; Interim Board~~

~~§6016. Tenure of Members; Vacancies; Interim Board~~

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

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

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

~~Section 3—State Bar Districts—Membership and Composition~~

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

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

Composition of State Bar Districts

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

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

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

Historical Note

Rule 6.30 supersedes

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

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

Historical Note

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

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

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

Section 4 — Terms and Sequence of Election of Members

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

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

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

Historical Note

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

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

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

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

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

~~Section 5 — Election Policies and Procedures~~

~~Statutes and Rules~~

~~§6018. Nominations; Qualifications to Vote~~

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

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

~~§6019. Elections~~

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

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

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

~~Historical Note~~

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

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

~~State Bar Rules 6.1-6.8 (Election of Trustees)~~

~~State Bar Rules 6.30-6.31 (State Bar Districts).~~

Computation Of Deadlines

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

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

Historical Note

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

Election Matters in General

~~(A) Subject to the supervision and control of the board, the Secretary is responsible for administration and supervision of the election of attorney members of the board. These duties include~~

- ~~(1) preparing and distributing election forms and ballots;~~
- ~~(2) preparing and distributing eligibility and voting lists;~~
- ~~(3) determining validity of nominations;~~
- ~~(4) counting ballots;~~
- ~~(5) appointing canvassing boards and recount committees; and~~
- ~~(6) maintaining custody and control of election materials.~~

~~(B) A Nominating Petition, Candidate Statement, or any other form required by rule in this division must be completed in accordance with instructions and filed by the dates set forth in the Schedule of Charges and Deadlines.~~

~~(C) A member's address as it appears in his or her member record will be considered the principal office for the practice of law in determining eligibility for candidacy and voting. If the address appearing on a candidate's member record is a postal or private mailbox, the candidate must also provide the Secretary with the street address of his or her principal office on or before the date set for filing of Nominating Petitions. A candidate must also certify on the Nominating Petition that his or her principal office for the practice of law is maintained in the district from which he or she is running.~~

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

Historical Note

~~This rule supersedes~~

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

Nomination of trustees

- (A) ~~A qualified member must petition for candidacy by filing a completed Nominating Petition. The Nominating Petition may be filed electronically. Candidates who file electronically must retain the original copy of the petition for four years and produce it to the State Bar upon request.~~
- (B) ~~The Secretary may extend the deadline for filing a Nominating Petition up to ten working days if

 - (1) ~~no valid Nominating Petition has been filed;~~
 - (2) ~~the only valid Nominating Petition filed is withdrawn before the deadline in the Schedule of Charges and Deadlines; or~~
 - (3) ~~only one candidate has filed a valid Nominating Petition and has died or become ineligible.~~~~

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

Historical Note

~~This rule supersedes~~

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

Candidate information

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

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

Historical Note

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

Ballots

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

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

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

Historical Note

~~This rule supersedes~~

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

Plurality of votes; tie votes

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

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

Historical Note

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

Recounts

- ~~(A) No later than five days after certification of election results, a candidate may request a recount. The request must be in the manner prescribed by the Secretary and include advance payment of reasonable fees for the cost of the recount. Members of the State Bar may attend a recount, subject to reasonable conditions imposed by the Secretary.~~
- ~~(B) As soon as practicable, the Secretary must appoint a recount committee consisting of five active members who do not initially count ballots. The recount committee must~~

- ~~(1) — recount the ballots;~~
- ~~(2) — examine the ballots not counted;~~
- ~~(3) — determine the number of votes validly cast for each candidate in the election; and~~
- ~~(4) — immediately report the results, which will be final, to the Secretary.~~

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

Historical Note

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

Appointment due to a vacancy

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

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

Historical Note

~~This rule supersedes~~

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

Special election due to a vacancy

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

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

Historical Note

~~This rule supersedes~~

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

Retention of and Public Access to Nominating Petitions

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

~~(Source: Board of Governors' Resolution, November 17, 2006; Board of Trustees Resolution, November 2016.)~~

Section 6—Disclosure of Petitioners

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

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

TAB 2.2

APPOINTMENT OF THE BOARD OF TRUSTEES

Article 1 BOARD COMPOSITION

Section 1 Board of Trustees in General

Section 2 Number of Members

Article 2 THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS

Section 1 Attorney Member Appointments by the Supreme Court

Section 2 Attorney Member Appointments by the Legislature

Section 3 Public Member Appointments by the Legislature and Governor

Article 3 EMPLOYMENT BY PUBLIC AGENCIES

Article 1

Board Composition

Section 1 *Board of Trustees in General*

(a) The State Bar is governed by a Board known as the Board of Trustees of the State Bar. The Board has the powers and duties conferred by the State Bar Act, Business and Professions Code section 6000 et seq.

(b) References to “board of governors” shall be deemed to refer to the Board of Trustees.

(c) Attorney Members: No person is eligible for attorney membership on the Board unless (1) he or she is an active member of the State Bar; and either (1) prior to October 31, 2020, if elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected; or (2) if appointed by the Supreme Court or the Legislature, he or she maintains his or her principal office for the practice of law within the State of California.

(Source: Bus. & Prof. Code, § 6010 (State Bar Act, §20, added by Stats. 1939, ch. 34; amended by Stats. 2011, ch. 417, § 9); Bus. & Prof. Code, § 6015 (added by Stats. 1939, ch. 34; amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Section 2 *Number of Members*

(a) The Board shall consist of no more than 19 members and no fewer than 13 members.

(b) The Board shall consist of no more than 19 members and no fewer than 13 members during the period of transition from a 19-member board to a 13-member board, as described in Section 6011. The Board will decrease its size without shortening, lengthening, or abolishing terms commencing prior to December 31, 2017, with the ultimate goal of instituting a 13-member board no later than October 31, 2020.

(Source: Bus. & Prof. Code, § 6011 (added by Stats. 1938, ch. 34; amended by Stats. 1975, ch. 874; Stats 1978, ch. 995; Stats. 1985, ch. 465; Stats. 2011, ch. 417, Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 2

THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS

Section 1 *Attorney Member Appointments by the Supreme Court*

- (a) The Supreme Court shall appoint five attorney members of the Board pursuant to a process prescribed by California Rules of Court, rule 9.90. Under rule 9.90, the Supreme Court established the State Bar Trustees Nominating Committee to receive applications and screen and evaluate prospective appointees.
- (b) Attorney members appointed by the Supreme Court shall serve for a term of four years and may be reappointed by the Supreme Court for one additional term only.
- (c) An attorney member elected to the Board may be appointed by the Supreme Court to a term as an appointed attorney member.
- (d) The Supreme Court shall fill any vacancy in the term of, and make any reappointment of, any appointed attorney member.
- (e) When making appointments to the Board, the Supreme Court should consider appointing attorneys that represent the following categories: legal services; small firm or solo practitioners; historically underrepresented groups, including consideration of race, ethnicity, gender, and sexual orientation; and legal academics. In making appointments to the Board, the Supreme Court should also consider geographic distribution, years or practice, particularly attorneys who are within the first five years of practice or 36 years of age and under, and participation in voluntary local or State Bar activities.
- (f) The State Bar shall be responsible for carrying out the administrative responsibilities related to the appointment process prescribed by the Supreme Court described in subdivision (a).

(Source: Bus. & Prof. Code, § 6013.1 (former § 6013.1 added by Stats. 1989, ch. 1223, repealed by Stats. 2011, ch. 417, § 13; new § 6013.1 added by Stats. 2011, ch. 417, §14; Stats 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018; Cal. Rules of Court, rule 9.90.)

Section 2 *Attorney Member Appointments by the Legislature*

- (a) One attorney member of the Board shall be appointed by the Senate Committee on Rules and one attorney member shall be appointed by the Speaker of the Assembly.
- (b) An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly shall serve for a term of four years. When an

attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly leaves office before the expiration of his or her term, the vacancy shall be filled for the remainder of the term. An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly may be reappointed.

(Source: Bus. & Prof. Code, § 6013.3 (added by Stats. 2011, ch. 417, § 15.5; amended by Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Section 3 Public Member Appointments by the Legislature and Governor

(a) A maximum of six members of the Board shall be members of the public who have never been California licensed attorneys or admitted to practice before any court in the United States.

(b) Each public member shall serve for a term of four years.

(c) One public member shall be appointed by the Senate Committee on Rules, one public member shall be appointed by the Speaker of the Assembly, and four public members shall be appointed by the Governor subject to the confirmation of the Senate. Each appointing authority shall fill any vacancy in and make any reappointment to each respective office.

(Source: Bus. & Prof. Code, § 6013.5 (added by Stats. 1975, ch. 874; amended by Stats. 1979, ch. 1041; Stats. 1984, ch. 16; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 3
EMPLOYMENT BY PUBLIC AGENCIES

- (a) Except as provided in subdivision (b), any full-time employee of any public agency who serves as a member of the Board of Trustees of the State Bar shall not suffer any loss of rights, promotions, salary increases, retirement benefits, tenure, or other job-related benefits, which he or she would otherwise have been entitled to receive.
- (b) Notwithstanding the provisions of subdivision (a), any public agency which employs a person who serves as a member of the Board of Trustees of the State Bar may reduce the employee's salary, but no other right or job-related benefit, pro rata to the extent that the employee does not work the number of hours required by statute or written regulation to be worked by other employees of the same grade in any particular pay period and the employee does not claim available leave time. The employee shall be afforded the opportunity to perform job duties during other than regular working hours if such a work arrangement is practical and would not be a burden to the public agency.

(Source: Bus. & Prof. Code, § 6013.5 (added by Stats. 1990, ch. 473, effective August 8, 1990; amended by Stats. 2011, ch. 417.)

TAB 2.3

OFFICERS

Article 1 OFFICERS, ~~ELECTIONS~~, RESIGNATIONS, VACANCIES

Section 1 Officers

~~Section 2 Elections Generally~~

~~Section 3 Election Procedures~~

Section ~~2~~⁴ Selection and Terms of ~~ball~~^{Officers}

Section ~~3~~⁵ Continuance in Office

Section ~~4~~⁶ Resignations

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

Section 2 Chair~~President~~

Section 3 Vice Chair~~President~~

~~Section 4 Treasurer~~

Section ~~4~~⁵ Secretary

Article 1 OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

Section 1 *Officers*

~~§6020. Officers in General~~

The officers of the State Bar are a ~~Chair~~president, ~~Va~~vice ~~Chair~~president, ~~and a~~
~~S~~ecretary ~~and a treasurer~~.

(Source Origin: Bus & Prof. Code, § 6020 (State Bar Act, §10, ~~a~~ Amended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25); Stats. 2018, ch. 422 (SB 36 eliminated selection of treasurer); Board of Trustees Resolution, January 2018.)

~~Section 2 *Elections--Generally*~~

~~§6021. Election; Time; Assumption of Duties~~

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

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

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

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

~~Section 3 *Election Procedures*~~

- ~~(a) Each year, the President must call a special meeting of the Board to elect his or her successor for the next term. The special meeting must be held on the same day and place as a regularly scheduled meeting of the Board. The election shall be no earlier than 90 days preceding the next scheduled Annual Meeting.~~
- ~~(b) The President, Vice President and Treasurer shall be elected from among all of the Board members.~~
- ~~(c) The Secretary shall be the judge of the election of officers, except that the President shall be judge of the selection of the Secretary.~~
- ~~(d) As to each of the offices mentioned, these procedures shall apply and unless an election for that office is uncontested votes shall be cast by written ballot, however, upon request, a list reflecting how each board member voted will be made available after the outcome is announced. The judge shall distribute the ballots, collect, and count them and report the results to the President who shall announce the vote.~~
- ~~(e) Upon commencement of balloting, each Board member present, other than the President, has the right to vote for his or her choice by casting a single vote for such person from among all of the candidates. If a Board member other than the President (in the absence of the President) is chairing the meeting, that position shall not disqualify such person from voting. In such balloting, the candidate receiving the majority of the valid votes cast shall be deemed elected. Neither abstentions nor votes for a noncandidate shall be a valid vote within the meaning of these procedures.~~
- ~~(f) If no candidate receives a majority of the votes cast, the candidate, or candidates receiving no votes and the candidate with the least number of votes, shall be removed from candidacy. If there is a tie for the least number of votes, the tying candidates shall engage in an elimination election, as described in paragraph (g). The candidate receiving the greatest number of votes in the elimination election shall remain in consideration while other candidates in the elimination election shall be eliminated from further consideration and a further ballot for the office shall be taken among the remaining candidates.~~
- ~~(g) If at any time two or more candidates are tied in an elimination election, a second ballot shall be taken to allow any Board member to change his or her vote or abstention. If the tie continues, an elimination election shall be held among those tied. In the event there is a tie among three or more candidates, an elimination election shall be held among two of the tied candidates, determined by lot. The one who receives the greatest number of votes in that elimination election shall then run against the third~~

~~candidate in the elimination election chosen by lot, if necessary. This procedure shall be repeated so many times as may be necessary to complete the elimination election. The candidate winning the elimination election shall then run against the remaining candidate(s) receiving the greatest number of votes under paragraph (f).~~

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

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

Section 24 Selection and Terms of Officers ~~Secretary~~

(a) Chair and Vice Chair

(1) The selection of the Chair and the Vice Chair shall be made by appointment of the Supreme Court.

(2) For 2018, the Supreme Court shall appoint a Chair and a Vice Chair to serve a term that commences upon appointment and ends at the conclusion of the annual meeting in 2018.

(3) After 2018, the term of the Chair and the Vice Chair shall be one year, and the Chair and the Vice Chair shall assume the duties of their respective offices at the conclusion of the annual meeting following their appointment.

(4) The Chair and Vice Chair shall not serve more than two terms, except that a Chair or Vice Chair who is appointed to fill a vacancy for the balance of a term is eligible to serve two full terms in addition to the remainder of the term for which he or she was appointed.

(5) Members of the Board of Trustees interested in serving as the Chair or the Vice Chair must submit letters of interest to the Supreme Court no later than December 18 in the year preceding commencement of the term of office, and provide an electronic copy of the submission to the Principal Attorney for the Chief Justice.

(Source: Bus. & Prof. Code, § 6021, subd. (a) (Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

(b) Secretary

(1) The ~~S~~ecretary of the State Bar shall be selected annually by the Board and need not be a member of the State Bar.

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

~~§6022. Secretary~~

~~The secretary shall be selected annually by the board and need not be a member of the State Bar. (Origin: State Bar Act, § 18. Amended by Stats. 1970, ch. 510.) The secretary of the State Bar shall serve within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.~~

(Source: [Bus. & Prof. Code, § 6022 \(State Bar Act, § 18, amended by Stats. 1970, ch. 510\)](#); Board of Governors' Resolution, August 2000: Governance Principle 1.9; [Board of Trustees Resolution, January 2018](#).)

Section ~~3~~5 Continuance in Office

~~§6023. Continuance in Office~~

The officers of the State Bar shall continue in office until their successors are ~~elected~~ [appointed](#) and qualify.

(Source~~Origin~~: [Bus. & Prof. Code, § 6023 \(State Bar Act, § 19\)](#); [Stats. 2018, ch. 422 \(SB 36 eliminated officer elections\)](#); [Board of Trustees Resolution, January 2018](#).)

Section ~~4~~6 Resignations

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

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

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

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

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

Section 2 Chair~~President~~

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

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

(b) Additional Roles of the Chair~~President~~:

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

- ~~D~~irector prior to presenting any such terms to the ~~E~~xecutive ~~D~~irector candidate.
- (6) Consults with the Board Executive Committee about material changes to the terms and conditions of employment or performance of any senior executive.
 - (7) Is accountable for what is officially communicated by the Board and State Bar to ~~members of the Bar~~California licensed attorneys, to the public, and to the government (executive, legislative, and judicial branches). ~~—~~May function as a spokesperson or appoint or empower others to function in that capacity.
 - (8) Sets meeting agendas, calls meetings, and presides over meetings of the Board and Board Executive Committee.
 - (9) Resolves disputes and manages conflict among Board members.
 - (10) Assures the Board complies with its by-laws.
 - (11) Supervises, directs and controls the officers of the State Bar.¹
 - (12) Appoints ~~B~~oard committees ~~and~~, their chairs, and liaisons to State Bar sub-entities as needed in consultation with Board Committee chairs. ~~committees~~; (See Tab 2.4, Section 5 – Board of Trustees Liaison Policy for State Bar Sub-Entities.)
 - ~~(13) —Appoints a Board Executive Evaluation Committee, of which the President is an ex-officio member;~~
 - (13) ~~Manages the performance of the Executive Director~~ —in accordance with board goals and objectives ~~by~~;
 - (A) Communicating Board decisions and policies to the Executive Director;
 - (B) Establishing performance expectations and measurement systems for the Executive Director;
 - (C) Facilitatinges the Board role in the hiring, assessment, review and firing of the Executive Director.

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

- (D) Providing input to the Executive Director with respect to the assessment of the General Counsel and Secretary.
- Se
- (E) Facilitating the Executive Director succession planning process ~~for his/her succession.~~
- (14) Facilitates Board discussion and action on State Bar policy. ~~and~~
- (15) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the Board as required by law.
- ~~(16) Based on the goals and objectives set by the Board, manages the performance of the Executive Director by:~~
 - ~~(A) Communicating Board decisions and policies;~~
 - ~~(B) Establishing performance expectations and measurement systems for the Executive Director;~~
 - ~~(C) Facilitates the Board role in hiring, assessment, review and firing of the Executive Director.~~
 - ~~(D) Provides input to the Executive Director with respect to the assessment of the General Counsel and Secretary.~~
- (16) Sets and oversees the goal setting process for the Board.
- (17) Helps in clarifying the roles of the Board and its members.
- ~~(17)~~(18) Ensures that Board members' receive orientation, training, and development.
~~Facilitates the process for his/her succession.~~
- ~~(18) Certificates of Recognition and/or Proclamations~~
- ~~(19)~~
- ~~(20)~~(19) Authorizes issuance of certificates of recognition and/or proclamations bearing the Chair~~President~~'s signature or, if appropriate, that of the requesting Board member, to appropriate persons, groups or staff as long as such requests are made in writing at least three weeks prior to their presentation; and
 - ~~(A) Authorizes the President of the State Bar to issue a Presidential Recognition Award and award up to five individuals or organizations annually for exemplary actions in furtherance of the State Bar's missions and goals. The~~

~~President shall be allotted 20 minutes at the swearing-in ceremony for the newly elected officer at the Annual Meeting to present the award.~~

~~(21)~~(20) Presides over the Governance in the Public Interest Task Force.

~~(22)~~(21) Other duties of the ~~Chair~~President are as the ~~B~~board prescribes and as provided by law.

(Source: Board of Governors' Resolutions, October 24, 1987, May 20, 1997, June 2006, May 2010, January 2011; Bus. & Prof. Code, § 6001.2; Board of Trustees Resolution, March 2013, July 2014, September 2014; State Bar Rule 6.40 adopted effective May 16, 2008; Board of Trustees Resolution, September 2017 (elimination of the Presidential Recognition Award program), January 2018.)

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

~~(d) President Emeritus~~

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

~~(Source: State Bar Rule 6.40 adopted effective May 16, 2008; Board of Governors' Resolution May 2010; Board of Trustees Resolution, March 2013; September 2014; September 2016.)~~

Historical Note

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

Section 3 Vice-~~Chair~~President

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

The Vice ~~Chair~~President of the State Bar serves as: 1) Vice Chair of ~~the~~ Board Executive Committee; ~~and 2) Chair of the Regulation and Discipline Committee.;~~ ~~23) Co-Chair of the Annual Planning Retreat annual Strategic Work Session.~~

(Source: State Bar 6.41 adopted effective May 16, 2008. Bus. & Prof. Code, § 6021, amended effective January 1, 2012; Board of Trustees Resolution, May 2013 (role of Vice President defined); September 12, 2016, January 2018.)

Historical Note

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

~~Section 4 Treasurer~~

~~The Treasurer of the State Bar will: 1) Serve as the Chair of the Planning and Budget Committee; 12) Serve as the Chair of the Audit Committee; 3) Serve as Co-Chair of the annual Strategic Work Session; 2) Be appointed by the President to serve either as Chair or Vice Chair of Planning and Budget; 33) Consult with the Executive Director and CFO and report to the Board regarding matters involving the budget and internal financial controls; and 4 4) Take primary responsibility for ensuring the Board's attention to the Bar's fiscal position, budget, audit reports, and stewardship of Bar assets to ensure protection of the public; and any other duties that the board prescribes.~~

~~(Source: Board of Governors' Resolution, October 9, 1981; State Bar Rule 6.41 adopted effective May 16, 2008; Board of Trustees Resolution, March 2013, September 12, 2016.)~~

Historical Note

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

Section ~~4~~5 Secretary

- (a) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the Board and Board committees.
- (b) The Secretary must give notice of all Board meetings, Board Executive Committee meetings and multi-committee meetings of the ~~State Bar and the b~~Board as required under these rules.
- (c) For all Board meetings, and Board Executive Committee meetings and multi-committee meetings of the Board, the Secretary, in consultation with the Chair, shall:~~President,~~
 - ~~(1) P~~reprepares the agenda.
 - ~~(1)(2) Publish and distributes~~ the agenda and post, agenda item memoranda/reports, ~~committee action summaries and inventories; and~~
 - ~~(2)(3) S~~sets deadlines for the posting ~~distribution~~ of agenda item memoranda/reports.

(d) The Secretary must keep the State Bar seal, having the words and figures "The State Bar of California – July 29, 1927," in safe custody at the main office of the State Bar, unless otherwise ordered by the Bboard.

~~(e) Other duties of the Secretary are as the board prescribes.~~

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

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

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

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

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

(g) Other duties of tThe Secretary shall perform other duties ~~are~~ as the bBoard may prescribes.

(Source: State Bar Rule 6.42 adopted effective May 16, 2008; Board of Governors Resolution, May 1988, September 2004 (gifts); Board of Governors' Resolution, May 20, 1997 (Executive Director choice of Secretary); Board of Trustees Resolution, January 2018.)

TAB 2.3

OFFICERS

Article 1 OFFICERS, RESIGNATIONS, VACANCIES

- Section 1 Officers*
- Section 2 Selection and Terms of Officers*
- Section 3 Continuance in Office*
- Section 4 Resignations*

Article 2 RESPONSIBILITIES OF OFFICERS

- Section 1 General*
- Section 2 Chair*
- Section 3 Vice Chair*
- Section 4 Secretary*

Article 1

OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

Section 1 *Officers*

The officers of the State Bar are a Chair, Vice Chair, and Secretary.

(Source: Bus & Prof. Code, § 6020 (State Bar Act, §10, amended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25); Stats. 2018, ch. 422 (SB 36 eliminated selection of treasurer); Board of Trustees Resolution, January 2018.)

Section 2 *Selection and Terms of Officers*

(a) Chair and Vice Chair

(1) The selection of the Chair and the Vice Chair shall be made by appointment of the Supreme Court.

(2) For 2018, the Supreme Court shall appoint a Chair and a Vice Chair to serve a term that commences upon appointment and ends at the conclusion of the annual meeting in 2018.

(3) After 2018, the term of the Chair and the Vice Chair shall be one year, and the Chair and the Vice Chair shall assume the duties of their respective offices at the conclusion of the annual meeting following their appointment.

(4) The Chair and Vice Chair shall not serve more than two terms, except that a Chair or Vice Chair who is appointed to fill a vacancy for the balance of a term is eligible to serve two full terms in addition to the remainder of the term for which he or she was appointed.

(5) Members of the Board of Trustees interested in serving as the Chair or the Vice Chair must submit letters of interest to the Supreme Court no later than December 18 in the year preceding commencement of the term of office, and provide an electronic copy of the submission to the Principal Attorney for the Chief Justice.

(Source: Bus. & Prof. Code, § 6021, subd. (a) (Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

(b) Secretary

(1) The Secretary of the State Bar shall be selected annually by the Board and need not be a member of the State Bar.

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

(Source: Bus. & Prof. Code, § 6022 (State Bar Act, § 18, amended by Stats. 1970, ch. 510); Board of Governors Resolution, August 2000: Governance Principle 1.9; Board of Trustees Resolution, January 2018.)

Section 3 Continuance in Office

The officers of the State Bar shall continue in office until their successors are appointed and qualify.

(Source: Bus. & Prof. Code, § 6023 (State Bar Act, § 19); Stats. 2018, ch. 422 (SB 36 eliminated officer elections); Board of Trustees Resolution, January 2018.)

Section 4 Resignations

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

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

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

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

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

Section 2 Chair

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

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

(b) Additional roles of the Chair:

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

prior to presenting any such terms to the Executive Director candidate.

- (6) Consults with the Board Executive Committee about material changes to the terms and conditions of employment or performance of any senior executive.
- (7) Is accountable for what is officially communicated by the Board and State Bar to California licensed attorneys, to the public, and to the government (executive, legislative, and judicial branches). May function as a spokesperson or appoint or empower others to function in that capacity.
- (8) Sets meeting agendas, calls meetings and presides over meetings of the Board and Board Executive Committee.
- (9) Resolves disputes and manages conflict among Board members.
- (10) Assures the Board complies with its by-laws.
- (11) Supervises, directs and controls the officers of the State Bar.¹
- (12) Appoints Board committees and their chairs, and liaisons to State Bar sub-entities as needed in consultation with Board Committee chairs. s (See Tab 2.4, Section 5 – Board of Trustees Liaison Policy for State Bar Sub-Entities.)
- (13) Manages the performance of the Executive Director by:
 - (A) Communicating Board decisions and policies to the Executive Director.
 - (B) Establishing performance expectations and measurement systems for the Executive Director.
 - (C) Facilitating the Board role in the hiring, assessment, review and firing of the Executive Director.
 - (D) Providing input to the Executive Director with respect to the assessment of the General Counsel and Secretary.
 - (E) Facilitating the Executive Director succession planning process.

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

- (14) Facilitates Board discussion and action on State Bar policy.
- (15) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the Board as required by law.
- (16) Sets and oversees the goal setting process for the Board.
- (17) Helps in clarifying the roles of the Board and its members.
- (18) Ensures that Board members receive orientation, training, and development.
- (19) Authorizes issuance of certificates of recognition and/or proclamations bearing the Chair's signature or, if appropriate, that of the requesting Board member, to appropriate persons, groups or staff as long as such requests are made in writing at least three weeks prior to their presentation; and
- (20) Presides over the Governance in the Public Interest Task Force.
- (21) Other duties of the Chair are as the Board prescribes and as provided by law.

(Source: Board of Governors Resolutions, October 24, 1987, May 20, 1997, June 2006, May 2010, January 2011; Bus. & Prof. Code, § 6001.2; Board of Trustees Resolution, March 2013, July 2014, September 2014; State Bar Rule 6.40 adopted effective May 16, 2008; Board of Trustees Resolution, September 2017 (elimination of the Presidential Recognition Award program), January 2018.)

Section 3 Vice Chair

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

The Vice Chair serves as: (1) Vice Chair of the Board Executive Committee; and (2) Chair of the Regulation and Discipline Committee..

(Source: State Bar 6.41 adopted effective May 16, 2008. Bus. & Prof. Code, § 6021, amended effective January 1, 2012; Board of Trustees Resolution, May 2013 (role of Vice President defined) September 12, 2016, January 2018.)

Section 4 Secretary

- (a) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the Board and Board committees.
- (b) The Secretary must give notice of all Board meetings, Board Executive Committee meetings and multi-committee meetings of the Board as required under these rules.
- (c) For all Board meetings, Board Executive Committee meetings and multi-committee meetings of the Board, the Secretary, in consultation with the Chair, shall:
 - (1) Prepare the agenda.
 - (2) Publish the agenda and post agenda item memoranda/reports.
 - (3) Set deadlines for the posting of agenda item memoranda/reports.
- (d) The Secretary must keep the State Bar seal, having the words and figures “The State Bar of California – July 29, 1927,” in safe custody at the main office of the State Bar, unless otherwise ordered by the Board.
- (f) The Executive Director of the State Bar should bring his or her choice for Secretary to the Board for approval.
- (g) The Secretary shall perform other duties as the Board may prescribe.

(Source: State Bar Rule 6.42 adopted effective May 16, 2008; Board of Governors Resolution, May 1988, September 2004 (gifts); Board of Governors Resolution, May 20, 1997 (Executive Director choice of Secretary); Board of Trustees Resolution, January 2018.)

TAB 2.6

BOARD COMMITTEES

Article 1 GENERAL

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

Article 2 CHARTER FOR BOARD EXECUTIVE COMMITTEE

Article 3 CHARTER FOR FINANCE AND PLANNING COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR PROGRAMS COMMITTEE

Article 6 CHARTER FOR AUDIT COMMITTEE

Article 1 GENERAL

Section 1 Committee Role

The Board, under the leadership of its Chair~~President~~, shall establish a Board committee structure that focuses on core functions necessary for the operation of this public corporation. ~~—~~Standing and ad hoc committees shall be designated by the Chair~~President~~ as necessary to carry out the licensing, regulatory and disciplinary functions of the State Bar.

(Source: Board of Governors Resolution, August 2000: Governing Principle 5.1; Board of Governors Resolution May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 2 Standing Board Committees

The Board of Trustees has established a Board committee structure comprised of five standing committees. The ~~Board further directed that the standing committees could include the following, but should be differentiated with the understanding that the Board may continue to refine the structure as experience and need requires:~~ (1) Board Executive Committee; (2) Finance and Planning Committee; (3) Regulation and Discipline Committee; (4) Programs Committee; ~~and;~~ and (5) Audit Committee. It is understood that the Board may continue to refine the Board Committee structure as experience and need dictate.

(Source: Board of Governors Resolution, Annual Organization Meeting, October 19-20, 2001 approving October 10, 2001 Action Plan/Report; Board of Governors Resolutions, September 2004, July 2009, May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 3 Appointment and Composition of Board Committees

- (a) Each standing committee shall have no fewer than five (5) members. The incoming Chair~~President~~ presents and proposes committee chairs, liaisons, and appointments to committees, after consulting with the outgoing Board Executive Committee, subject to the approval of the Board. ~~The Board approves appointments to standing committees at the annual meeting.~~

(Source: Board of Governors Resolutions, September 1991, August 2000, November 2000, October 2001 Action Plan/Report; Board of Governors Resolution, May 2010; Board of Trustees Resolution 2017, 2018.)

- (b) It shall be the policy of the Board that the Chair~~President~~, with the approval of the Board, may appoint ad hoc or special committees to handle special assignments. ~~Any~~ Any such committees automatically are to cease to exist upon completion of its assignment.

(1) Authorization for the creation of any aAd hHoc cCommittee must be sought and obtained by the Chair~~President~~ either from the Bboard as a whole or from the Board Executive Committee.

(2) The authorization for any ad hoc committee ~~(i)~~ must be based upon a written charge setting forth the task or tasks to be carried out, and ~~(ii)~~ must not include any task that is expressly delegated by the Board Book to any standing committee or to the Board as a whole unless it is determined that a special ad hoc committee of targeted focus and limited duration is best suited for completion of the task or tasks.

(3) The Chair~~President~~ will retain full discretion to assign and make reassignments of the Chair and the membership of ad hoc committees, provided that Trustees are consulted in advance, prior to their assignment.

(4) Written notice and an agenda of the meetings of any ad hoc committee must be sent to all Trustees.

(5) Any Trustee who is not a member of an ad hoc committee is permitted to attend ad hoc committee meetings in person or by telephone only as an observer.

(6) Each ad hoc committee shall be deemed dissolved as of the next State Bar annual meeting following its authorization, unless the Board re-authorizes it.

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

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

(Source: Board of Governors Resolutions, September-October 1981, May 2010; Board of Trustees Resolution, November 2016; Board of Trustees Resolution, August 2017, January 2018.)

Section 4 Compliance with Bagley-Keene Open Meeting Act

Meetings of the Board of Trustees and its committees are subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7, ~~and Business and Professions Code section 6026.5.~~

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Bus. & Prof. Code, §§ 6026.5, 6026.7; Board of Trustees Resolution, November 2016, January 2018.)

Section 5 Board Committee Chair Orientation

Staff, designated by the Executive Director, shall meet with committee ~~c~~Chairs at the start of the Board year for an orientation on the work plan ~~and inventory~~ of the committees.

(Source: Board of Governors Resolution, August 2000; Board of Trustees Resolution, August 2017, [January 2018](#).)

Section 6 Board Committee Work Plan

Board committees ~~annually~~ shall submit [to the Board Executive Committee for approval](#) ~~annual~~ work plans. [The work plans shall be submitted](#) on a standard ~~form~~ [template](#).

(Source: Board of Governors Resolution, August 2000: Governing Principle; [Board of Trustees Resolution, January 2018](#).)

Article 2

CHARTER FOR BOARD EXECUTIVE COMMITTEE

The Chair of the Board of Trustees shall serve as the Chair of the Board Executive Committee and the Vice Chair of the Board of Trustees shall serve as its Vice Chair. The Board Executive Committee shall include at least one Board member appointed by each of the following appointing authorities: (1) The Supreme Court; (2) The Governor; (3) The Speaker of the Assembly; and (4) The Senate Committee on Rules. ~~be chaired by the President of the Board of Trustees and its membership shall consist of the officers of the Board of Trustees.~~ In addition, the Board Executive Committee shall include the cChairs of each standing committee, a representative Trustee of each appointing authority, and the Executive Director. ~~An individual Trustee may fill more than one position on the Board Executive Committee, e.g., positions assigned to standing committee cChair and Supreme Court appointee may be filled by the same Trustee.~~ The Executive Director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board Executive Committee. ~~The Vice President of the Board of Trustees serves as the Vice Chair of the Board Executive Committee.~~ The Board Executive Committee shall be responsible for the effective functioning of the Board of Trustees, the maintenance and development of Board of Trustees–Executive Director working relationship, and the oversight of certain high–level internal operational matters.

The Board Executive Committee shall:

- Board of Trustees Functioning: Oversee the functioning of the Board of Trustees by coordinating the work of the other Board cCommittees and approving Board Committee work plans; keep the State ~~Bar Mission~~Bar Mission Statement updated; set Board Member performance standards; monitor Board Member performance; perform the annual Board Assessment; and maintain and update the Trustee Skills Matrix to assist the Board and appointing authorities in Trustee and officer selection and development.
- Board Book: Approve amendments to the Board of Trustees Policy Manual, also referred to as the Board Book.
- Volunteer Management/Coordination: Nominate ~~and appoint members~~volunteer applicants to serve on State Bar sub-entities and external entities; provide adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants; and ensure that all volunteers appointed to serve on State Bar sub-entities are provided uniform orientation on the State Bar mission, program areas, structure and fiscal/administrative policies as well as specific training on the role and responsibilities of the sub-entity on which the volunteer has been appointed to serve.

- Board of Trustees Recruitment: Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to join the Board.
- Trustee Orientation and Development: Develop and oversee execution of a formal Board member capacity building program to ensure that each incoming group of Trustees receives timely training on all significant aspects of the State Bar, the elements of which may include:
 - On-boarding orientation about the State Bar, its governance structure and ~~the~~ Trustees' roles and responsibilities.
 - Training on Admissions and the Discipline System ~~Discipline Day and Admissions Day~~.
 - Ongoing continuing education and training pursuant to a cyclical training calendar.
 - A mentoring program pairing new Board members with senior Board members.
- Secretary Oversight: Oversee the Board Secretary function.
- Executive Director Evaluation: Ensure that the Executive Director/Chief Executive Officer position description is updated as necessary to reflect changing State Bar needs, priorities, and circumstances; annually negotiate Executive Director performance targets and annually or semi-annually evaluate progress in achieving these targets in coordination with the Chair ~~President~~'s performance management duties set forth in Tab 2.3, Article 2, Section 2.
- Litigation Oversight: Address legal issues and ~~that have typically come before the former Legal Committee~~, recommending Board action as appropriate; and provide oversight of litigation involving the State Bar.
- Operational Responsibilities: Address internal operational issues not falling within the purview of ~~the~~ other Board committees and non-delegable to staff (e.g. ratifying union/management Memoranda of Understanding, and recommending changes to internal rules and regulations such as conflict in interest policies, responding to governmental inquiries and other matters such as fee bill negotiations), recommending Board action as appropriate.
- Delegation of Authority: Take action on behalf of the Board when obtaining a quorum of the full Board would not be feasible before it is necessary to take action.
 - Decisions of the Board Executive Committee under this delegation of authority shall be consistent with the goals, values and direction of the Board.
 - The Executive Director, or an authorized staff member, shall report on any action taken under this delegation of authority promptly and in no event later than the next regularly scheduled Board meeting.

- Perform such other functions relevant to the Board Executive Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Committee on Operations Charter, May 2002; Board of Governors Resolutions, July 2009, May 2010, September 2010; Board of Trustees Resolution approving Board Executive Committee Charter, July 2014; Board of Trustees Resolutions, March 13, 2015; November 2016; Board of Trustees Resolution approving the Board Executive Committee Charter, August 2017, [January 2018; Bus. & Prof. Code, § 6029, sub. \(ab\) \(SB 36 \[Stats. 2018, ch. 422\], \)](#).)

Article 3 CHARTER FOR FINANCE AND PLANNING COMMITTEE

The Finance and Planning Committee shall develop and lead the Board's participation in all State Bar planning, budget preparation, and program implementation, including examination of financials, strategic planning and governance review.

The Finance and Planning Committee shall:

- Budget and Planning: Consult with the ~~Chair~~~~President~~, Vice ~~Chair~~~~President~~ and Executive Director on the detailed design of the State Bar's planning and budget development cycle -- with special attention to the Board's role in planning -- and on the annual planning calendar; ensure that the Board participates fully and proactively in the planning process on an ongoing basis; and work with the ~~senior executive team~~ Executive Director and Chief Financial Officer to vet the proposed budget, as well as any mid-year updates ~~and/or~~ proposed changes to the budget, before presentation and recommendation to the Board of Trustees.
- Financial Review: Ensure that the financials are thoroughly examined on a quarterly basis; develop a functional and detailed understanding of the State Bar's revenue streams, expenditures, and overall fiscal conditions and issues in order to be engaged proactively in the budget preparation, development and planning process on an ongoing basis; monitor the State Bar's performance relative to the budget; and ensure that appropriate actions are taken to address any material variances to the budget.
- Strategic Planning Session: Coordinate with the ~~President~~~~Chair~~ and Vice ~~President~~~~Chair~~ the overseeing, preparing for, and hosting the annual strategic planning session.
- Governance Review: Review Board and Board committee functioning; make recommendations to the Board for changes in governance structure to ensure appropriate alignment with State Bar program operations, administrative policy and mission; and ensure incorporation of approved governance recommendations into the State Bar Strategic Plan.
- Oversight: Ensure as part of the annual operational planning/budget preparation process that a department-by-department fiscal review is performed to evaluate budget projections.
- Work Plan: Develop and adopt a Finance and Planning Committee Work Plan for approval by the Board Executive Committee; for each Finance and Planning Committee project, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Finance and Planning Committee and/or the Board.

- Perform such other functions relevant to the Finance and Planning Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Planning, Program Development and Budget Committee Charter, January 2002; Board of Governors Resolutions, July 11, 2008, July 2009, September 2010; Board of Trustees Resolution approving Planning and Budget Committee Charter, July 2014; Board of Trustees Resolution approving the Finance and Planning Committee Charter, August 2017, [January 2018](#).)

Article 4

CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

All members of the Board of Trustees are appointed to the Regulation and Discipline Committee, except for any Board members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee.

(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution, July 2016; California Rule of Court 9.11; Board of Trustees Resolution, October 2016, August 2017.)

The Regulation and Discipline Committee is a performance-monitoring and oversight committee. -It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Regulation and Discipline Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Oversee (as ~~directed~~provided by Bus. & Prof. Code, § 6079.5), the work of the Chief Trial Counsel, who reports to and serves under the Regulation and Discipline ~~is Board~~ Committee.
- Approve ~~any~~ changes to high-level ~~policy-level~~ quality-control ~~measures~~ policies that apply to the functioning of the State Bar Program Areas under the Regulation and Discipline ~~Board~~ Committee's performance-monitoring and oversight authority.
- Review performance reports in Regulation and Discipline ~~Committee~~ meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Regulation and Discipline ~~Board~~ Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Oversee the Annual Discipline Report process and underlying discipline statistics.

- Develop and adopt a Regulation and Discipline Committee Work Plan for approval by the Board Executive Committee; for each Regulation and Discipline Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Regulation and Discipline Committee and/or the Board.
- Perform such other functions relevant to the Regulation and Discipline Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors Resolutions July 2009, September 2010; Board of Trustees Resolution approving Regulation and Discipline Committee Charter, July 2014; Board of Trustees Resolutions November 2015, February 1, 2016, October 2, 2016; Board of Trustees Resolution approving the Regulation and Discipline Committee Charter, August 2017, [January 2018](#).)

Article 5 CHARTER FOR PROGRAMS COMMITTEE

The Programs Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the ~~operational—performance~~operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Programs Committee shall:

- Establish the key elements of a programmatic ~~and financial~~ reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Approve ~~any~~ changes to ~~high-level~~policy-level quality-control ~~policies~~measures that apply to the functioning of the State Bar Program Areas under the ~~is~~ Programs Board C committee's performance-monitoring and oversight authority.
- Review performance reports in Programs C committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the is Programs Board C committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Develop and adopt a Programs Committee Work Plan for approval by the Board Executive Committee; for each Programs Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Programs Committee and/or the Board.
- Perform such other functions relevant to the Programs Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Member Oversight Committee Charter, May 2002; Board of Governors Resolution approving Volunteer Involvement Committee Charter, May 2002; Board of Governors Resolutions, September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014, September 12, 2016; Board of Trustees Resolution approving the Programs Committee Charter, August 2017, January 2018.)

Article 6 AUDIT COMMITTEE

The Audit Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

The Audit Committee shall:

- Undertake the following responsibilities relating to the annual financial statement audit:
 - Recommend appointment of the external auditors, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
 - Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for non-audit services.
 - Review and approve the annual audit scope and the fees of the external auditors.
 - Monitor the progress of the financial statement audit.
 - Evaluate the results, findings and recommendations of the financial statement audit.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the financial statement audit are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent auditor.
 - Monitor the State Bar's implementation of the financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.
 - Review with the ~~senior executive team~~ Chief Financial Officer or his or her designee and the independent auditor the financial statement audit's results, findings and recommendations, including any difficulties encountered; review with the ~~senior executive team~~ Chief Financial Officer or his or her designee and the independent auditor all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
- Undertake the following responsibilities relating to financial statements:
 - Review significant accounting and reporting issues, including complex or unusual transactions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
 - Review the annual financial statements, and consider whether they are complete, consistent with information known to the Audit Committee

- members, employ appropriate accounting principles, and appropriately reflect the financial condition of the State Bar.
 - Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
 - Understand how ~~the senior executive team~~staff develops interim financial information, and the nature and extent of external auditor involvement.
- Undertake the following responsibilities relating to cybersecurity:
 - Recommend commission of a biennial cybersecurity report, taking into account the recommendation of the Executive Director and the Director of Information Technology, to the full Board of Trustees for approval.
 - Review and approve the biennial cybersecurity report scope and fees.
 - Evaluate the results, findings and recommendations of the biennial cybersecurity report.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the biennial cybersecurity report process are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and cybersecurity experts.
 - Monitor the State Bar's implementation of the cybersecurity ~~report recommendations~~report recommendations, working with staff to identify other cybersecurity initiatives that should be undertaken.
 - Review with the ~~senior executive team~~Executive Director or his or her designee and cybersecurity experts the results, findings and recommendations in the cybersecurity report, including any difficulties encountered, to ensure the State Bar's vigilance in identifying, analyzing and addressing any and all cybersecurity vulnerabilities on an ongoing and continuous basis.
 - In the interim year between the biennial reports, review with the Director of Information Technology the status of cybersecurity including progress in implementation of corrective measures and identification of any new risks or concerns; ensure that the Director of Information Technology's responses to any new risks or concerns are appropriate and timely.
 - Review the results of the biennial performance audit conducted by the State Bureau of Audits; and monitor the State Bar's implementation of the financial-related recommendations of the biennial performance audit, working with staff to identify other fiscal and operational initiatives and best practices that should be undertaken.
 - Monitor, review and evaluate the effectiveness and adequacy of the State Bar's internal control structure on an ongoing basis:
 - Ensure that the ~~senior executive team~~State Bar performs its duties pursuant to Tab 4.1, Section 10 of the Board Book, which requires that a

review of the State Bar's budget and fiscal control policies and procedures be undertaken every five years by an independent consultant.

- Review and approve the independent consultant review scope and fees.
 - Evaluate the results, findings and recommendations of the independent consultant.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the independent consultant review, the annual financial statement audit, the State Auditor's biennial review or any other audit or review are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent consultant.
 - Monitor the implementation of the recommendations, working with staff to identify other internal control initiatives that should be undertaken.
 - Meet with the Chief Financial Officer and other members of ~~the senior management team~~ Bar leadership staff, or their designees, on a biennial basis to:
 - Review and discuss the State Bar's internal control structure, including progress on implementation of the recommendations of the independent consultant and other initiatives undertaken to improve the State Bar's internal control structure.
 - Ensure the State Bar's vigilance in identifying, analyzing and addressing significant internal control structure vulnerabilities on an ongoing and continuous basis.
 - Seek assurances from ~~the senior management team~~ Bar leadership staff on the effectiveness of risk management practices and controls.
 - Reassess whether the policies and procedures provide for the effective identification, assessment, reporting, monitoring and control of the State Bar's principal risks; if they do not, require that the policies and procedures be updated to address any deficiencies.
- Perform such specific oversight functions as expressly requested by the Board of Trustees.
 - Review, on a quarterly basis, reports prepared by the Office of Finance regarding ~~Senior~~ Executives' and Board Members' travel and expense reimbursements.
 - Develop and adopt an Audit Committee Work Plan for approval by the Board Executive Committee; for each Audit Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Audit Committee and/or the Board.

Access to the Chief Financial Officer: The Chief Financial Officer shall have direct access to the Board of Trustees on all financial matters, and is authorized to meet with the Committee, or if more expedient with the Audit Committee Chair, on the Chief Financial Officer's own initiative or at the request of the Audit Committee Chair, outside the presence of other ~~senior executive team members~~ State Bar leadership staff at Audit Committee meetings; in addition, the Audit Committee shall meet independently with the Chief Financial Officer on a quarterly basis.

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

Limitations on the Role and Responsibility of the Audit Committee:

Oversight Scope Defined: The role and responsibility of the Audit Committee is oversight, not preparation of reports or statements or operation.

- The ~~senior executive team~~ Executive Director and Chief Financial Officer and their designees ~~are~~ is responsible for preparing the financial statements; responding to governmental and other reports relating to the State Bar; operating the State Bar, including its financial and accounting systems; and assuring compliance with applicable laws and with policies and procedures established by the Board.
- The external auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to perform.

Reliance on Advisory Information Provided by ~~the Senior Executive Team~~ State Bar Leadership staff, Auditors and Others: In carrying out its oversight function, the Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the external auditors. In discharging their duties, the members of the Audit Committee may rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the Board duly designated with authority in particular areas, or other persons whom the member believes are reliable and competent in the matters presented, provided that in so relying the member is acting in good faith and with that degree of diligence, care and skill which ordinarily prudent the State Bar Audit Committee members would exercise under similar circumstances.

(Source: Board of Governors Resolutions, October 2004, July 2005; Board of Trustees Resolution, July 2014; Audit Committee Resolution January 16, 2015, ratified by the Board of Trustees May 13, 2016; Board of Trustees Resolution approving the Audit Committee Charter, August 2017, January 2018.)

TAB 2.6

BOARD COMMITTEES

Article 1 GENERAL

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

Article 2 CHARTER FOR BOARD EXECUTIVE COMMITTEE

Article 3 CHARTER FOR FINANCE AND PLANNING COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR PROGRAMS COMMITTEE

Article 6 CHARTER FOR AUDIT COMMITTEE

Article 1 GENERAL

Section 1 *Committee Role*

The Board, under the leadership of its Chair, shall establish a Board committee structure that focuses on core functions necessary for the operation of this public corporation. Standing and ad hoc committees shall be designated by the Chair as necessary to carry out the licensing, regulatory and disciplinary functions of the State Bar.

(Source: Board of Governors Resolution, August 2000: Governing Principle 5.1; Board of Governors Resolution May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 2 *Standing Board Committees*

The Board of Trustees has established a Board committee structure composed of five standing committees. The standing committees include: (1) Board Executive Committee; (2) Finance and Planning Committee; (3) Regulation and Discipline Committee; (4) Programs Committee; and (5) Audit Committee. It is understood that the Board may continue to refine the Board Committee structure as experience and need dictate.

(Source: Board of Governors Resolution, Annual Organization Meeting, October 19-20, 2001 approving October 10, 2001 Action Plan/Report; Board of Governors Resolutions, September 2004, July 2009, May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 3 *Appointment and Composition of Board Committees*

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

(Source: Board of Governors Resolutions, September 1991, August 2000, November 2000, October 2001 Action Plan/Report; Board of Governors Resolution, May 2010; Board of Trustees Resolution 2017, 2018.)

- (b) It shall be the policy of the Board that the Chair, with the approval of the Board, may appoint ad hoc or special committees to handle special assignments. Any such committees automatically are to cease to exist upon completion of its assignment.
 - (1) Authorization for the creation of any ad hoc committee must be sought and obtained by the Chair either from the Board as a whole or from the Board Executive Committee.

(2) The authorization for any ad hoc committee must be based upon a written charge setting forth the task or tasks to be carried out, and must not include any task that is expressly delegated by the Board Book to any standing committee or to the Board as a whole unless it is determined that a special ad hoc committee of targeted focus and limited duration is best suited for completion of the task or tasks.

(3) The Chair will retain full discretion to assign and make reassignments of the Chair and the membership of ad hoc committees, provided that Trustees are consulted in advance, prior to their assignment.

(4) Written notice and an agenda of the meetings of any ad hoc committee must be sent to all Trustees.

(5) Any Trustee who is not a member of an ad hoc committee is permitted to attend ad hoc committee meetings in person or by telephone only as an observer.

(6) Each ad hoc committee shall be deemed dissolved as of the next State Bar annual meeting following its authorization, unless the Board re-authorizes it.

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

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

(Source: Board of Governors Resolutions, September-October 1981, May 2010; Board of Trustees Resolution, November 2016; Board of Trustees Resolution, August 2017, January 2018.)

Section 4 Compliance with Bagley-Keene Open Meeting Act

Meetings of the Board of Trustees and its committees are subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7.

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Bus. & Prof. Code, §§ 6026.5, 6026.7; Board of Trustees Resolution, November 2016, January 2018.)

Section 5 *Board Committee Chair Orientation*

Staff, designated by the Executive Director, shall meet with committee chairs at the start of the Board year for an orientation on the work plan of the committees.

(Source: Board of Governors Resolution, August 2000; Board of Trustees Resolution, August 2017, January 2018.)

Section 6 *Board Committee Work Plan*

Board committees shall submit to the Board Executive Committee for approval annual work plans. The work plans shall be submitted on a standard template.

(Source: Board of Governors Resolution, August 2000: Governing Principle; Board of Trustees Resolution, January 2018.)

Article 2

CHARTER FOR BOARD EXECUTIVE COMMITTEE

The Chair of the Board of Trustees shall serve as the Chair of the Board Executive Committee and the Vice Chair of the Board of Trustees shall serve as its Vice Chair. The Board Executive Committee shall include at least one Board member appointed by each of the following appointing authorities: (1) The Supreme Court; (2) The Governor; (3) The Speaker of the Assembly; and (4) The Senate Committee on Rules. In addition, the Board Executive Committee shall include the chairs of each standing committee. An individual Trustee may fill more than one position on the Board Executive Committee, e.g., positions assigned to standing committee chair and Supreme Court appointee may be filled by the same Trustee. The Executive Director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board Executive Committee. The Board Executive Committee shall be responsible for the effective functioning of the Board of Trustees, the maintenance and development of Board of Trustees–Executive Director working relationship, and the oversight of certain high–level internal operational matters.

The Board Executive Committee shall:

- Board of Trustees Functioning: Oversee the functioning of the Board of Trustees by coordinating the work of the other Board committees and approving Board Committee work plans; keep the State Bar Mission Statement updated; set Board Member performance standards; monitor Board Member performance; perform the annual Board Assessment; and maintain and update the Trustee Skills Matrix to assist the Board and appointing authorities in Trustee and officer selection and development.
- Board Book: Approve amendments to the Board of Trustees Policy Manual, also referred to as the Board Book.
- Volunteer Management/Coordination: Nominate volunteer applicants to serve on State Bar sub-entities and external entities; provide adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants; and ensure that all volunteers appointed to serve on State Bar sub-entities are provided uniform orientation on the State Bar mission, program areas, structure and fiscal/administrative policies as well as specific training on the role and responsibilities of the sub-entity on which the volunteer has been appointed to serve.
- Board of Trustees Recruitment: Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to join the Board.
- Trustee Orientation and Development: Develop and oversee execution of a formal Board member capacity building program to ensure that each incoming

group of Trustees receives timely training on all significant aspects of the State Bar, the elements of which may include:

- On-boarding orientation about the State Bar, its governance structure and Trustee roles and responsibilities.
 - Training on Admissions and the Discipline System.
 - Ongoing continuing education and training pursuant to a cyclical training calendar.
 - A mentoring program pairing new Board members with senior Board members.
- Secretary Oversight: Oversee the Board Secretary function.
 - Executive Director Evaluation: Ensure that the Executive Director/Chief Executive Officer position description is updated as necessary to reflect changing State Bar needs, priorities, and circumstances; annually negotiate Executive Director performance targets and annually or semi-annually evaluate progress in achieving these targets in coordination with the Chair's performance management duties set forth in Tab 2.3, Article 2, Section 2.
 - Litigation Oversight: Address legal issues and recommend Board action as appropriate; and provide oversight of litigation involving the State Bar.
 - Operational Responsibilities: Address internal operational issues not falling within the purview of other Board committees and non-delegable to staff (e.g. ratifying union/management Memoranda of Understanding, recommending changes to internal rules and regulations such as conflict in interest policies, responding to governmental inquiries and other matters such as fee bill negotiations), recommending Board action as appropriate.
 - Delegation of Authority: Take action on behalf of the Board when obtaining a quorum of the full Board would not be feasible before it is necessary to take action.
 - Decisions of the Board Executive Committee under this delegation of authority shall be consistent with the goals, values and direction of the Board.
 - The Executive Director, or an authorized staff member, shall report on any action taken under this delegation of authority promptly and in no event later than the next regularly scheduled Board meeting.
 - Perform such other functions relevant to the Board Executive Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Committee on Operations Charter, May 2002; Board of Governors Resolutions, July 2009, May 2010, September 2010; Board of Trustees Resolution approving Board Executive Committee Charter, July 2014; Board of Trustees Resolutions, March 13, 2015; November 2016; Board of Trustees Resolution approving the Board

Executive Committee Charter, August 2017, January 2018; Bus. & Prof. Code, § 6029, sub. (b) (SB 36 [Stats. 2018, ch. 422]).)

Article 3

CHARTER FOR FINANCE AND PLANNING COMMITTEE

The Finance and Planning Committee shall develop and lead the Board's participation in all State Bar planning, budget preparation, and program implementation, including examination of financials, strategic planning and governance review.

The Finance and Planning Committee shall:

- Budget and Planning: Consult with the Chair, Vice Chair and Executive Director on the detailed design of the State Bar's planning and budget development cycle -- with special attention to the Board's role in planning -- and on the annual planning calendar; ensure that the Board participates fully and proactively in the planning process on an ongoing basis; and work with the Executive Director and Chief Financial Officer to vet the proposed budget, as well as any mid-year updates or proposed changes to the budget, before presentation and recommendation to the Board of Trustees.
- Financial Review: Ensure that the financials are thoroughly examined on a quarterly basis; develop a functional and detailed understanding of the State Bar's revenue streams, expenditures, and overall fiscal conditions and issues in order to be engaged proactively in the budget preparation, development and planning process on an ongoing basis; monitor the State Bar's performance relative to the budget; and ensure that appropriate actions are taken to address any material variances to the budget.
- Strategic Planning Session: Coordinate with the Chair and Vice Chair the overseeing, preparing for, and hosting the annual strategic planning session.
- Governance Review: Review Board and Board committee functioning; make recommendations to the Board for changes in governance structure to ensure appropriate alignment with State Bar program operations, administrative policy and mission; and ensure incorporation of approved governance recommendations into the State Bar Strategic Plan.
- Oversight: Ensure as part of the annual operational planning/budget preparation process that a department-by-department fiscal review is performed to evaluate budget projections.
- Work Plan: Develop and adopt a Finance and Planning Committee Work Plan for approval by the Board Executive Committee; for each Finance and Planning Committee project, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Finance and Planning Committee and/or the Board.
- Perform such other functions relevant to the Finance and Planning Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Planning, Program Development and Budget Committee Charter, January 2002; Board of Governors Resolutions, July 11, 2008, July 2009, September 2010; Board of Trustees Resolution approving Planning and Budget Committee Charter, July 2014; Board of Trustees Resolution approving the Finance and Planning Committee Charter, August 2017, January 2018.)

Article 4

CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

All members of the Board of Trustees are appointed to the Regulation and Discipline Committee, except for any Board members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee.

(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution, July 2016; California Rule of Court 9.11; Board of Trustees Resolution, October 2016, August 2017.)

The Regulation and Discipline Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Regulation and Discipline Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Oversee (as directed by Bus. & Prof. Code, § 6079.5), the work of the Chief Trial Counsel, who reports to and serves under the Regulation and Discipline Committee.
- Approve changes to high-level quality-control policies that apply to the functioning of the State Bar Program Areas under the Regulation and Discipline Committee's performance-monitoring and oversight authority.
- Review performance reports in Regulation and Discipline Committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Regulation and Discipline Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Oversee the Annual Discipline Report process and underlying discipline statistics.
- Develop and adopt a Regulation and Discipline Committee Work Plan for

approval by the Board Executive Committee; for each Regulation and Discipline Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Regulation and Discipline Committee and/or the Board.

- Perform such other functions relevant to the Regulation and Discipline Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors Resolutions July 2009, September 2010; Board of Trustees Resolution approving Regulation and Discipline Committee Charter, July 2014; Board of Trustees Resolutions November 2015, February 1, 2016, October 2, 2016; Board of Trustees Resolution approving the Regulation and Discipline Committee Charter, August 2017, January 2018.)

Article 5

CHARTER FOR PROGRAMS COMMITTEE

The Programs Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Programs Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Approve changes to high-level quality-control policies that apply to the functioning of the State Bar Program Areas under the Programs Committee's performance-monitoring and oversight authority.
- Review performance reports in Programs Committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Programs Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Develop and adopt a Programs Committee Work Plan for approval by the Board Executive Committee; for each Programs Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Programs Committee and/or the Board.
- Perform such other functions relevant to the Programs Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Member Oversight Committee Charter, May 2002; Board of Governors Resolution approving Volunteer Involvement Committee Charter, May 2002; Board of Governors Resolutions, September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014, September 12, 2016; Board of Trustees Resolution approving the Programs Committee Charter, August 2017, January 2018.)

Article 6

AUDIT COMMITTEE

The Audit Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

The Audit Committee shall:

- Undertake the following responsibilities relating to the annual financial statement audit:
 - Recommend appointment of the external auditors, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
 - Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for non-audit services.
 - Review and approve the annual audit scope and the fees of the external auditors.
 - Monitor the progress of the financial statement audit.
 - Evaluate the results, findings and recommendations of the financial statement audit.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the financial statement audit are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent auditor.
 - Monitor the State Bar's implementation of the financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.
 - Review with the Chief Financial Officer or his or her designee and the independent auditor the financial statement audit's results, findings and recommendations, including any difficulties encountered; review with the Chief Financial Officer or his or her designee and the independent auditor all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
- Undertake the following responsibilities relating to financial statements:
 - Review significant accounting and reporting issues, including complex or unusual transactions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
 - Review the annual financial statements, and consider whether they are complete, consistent with information known to the Audit Committee members, employ appropriate accounting principles, and appropriately reflect the financial condition of the State Bar.

- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Understand how staff develops interim financial information, and the nature and extent of external auditor involvement.
- Undertake the following responsibilities relating to cybersecurity:
 - Recommend commission of a biennial cybersecurity report, taking into account the recommendation of the Executive Director and the Director of Information Technology, to the full Board of Trustees for approval.
 - Review and approve the biennial cybersecurity report scope and fees.
 - Evaluate the results, findings and recommendations of the biennial cybersecurity report.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the biennial cybersecurity report process are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and cybersecurity experts.
 - Monitor the State Bar's implementation of the cybersecurity report recommendations, working with staff to identify other cybersecurity initiatives that should be undertaken.
 - Review with the Executive Director or his or her designee and cybersecurity experts the results, findings and recommendations in the cybersecurity report, including any difficulties encountered, to ensure the State Bar's vigilance in identifying, analyzing and addressing any and all cybersecurity vulnerabilities on an ongoing and continuous basis.
 - In the interim year between the biennial reports, review with the Director of Information Technology the status of cybersecurity including progress in implementation of corrective measures and identification of any new risks or concerns; ensure that the Director of Information Technology's responses to any new risks or concerns are appropriate and timely.
- Review the results of the biennial performance audit conducted by the State Bureau of Audits; and monitor the State Bar's implementation of the financial-related recommendations of the biennial performance audit, working with staff to identify other fiscal and operational initiatives and best practices that should be undertaken.
- Monitor, review and evaluate the effectiveness and adequacy of the State Bar's internal control structure on an ongoing basis:
 - Ensure that the State Bar performs its duties pursuant to Tab 4.1, Section 10 of the Board Book, which requires that a review of the State Bar's budget and fiscal control policies and procedures be undertaken every five years by an independent consultant.
 - Review and approve the independent consultant review scope and fees.

- Evaluate the results, findings and recommendations of the independent consultant.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the independent consultant review, the annual financial statement audit, the State Auditor's biennial review or any other audit or review are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent consultant.
 - Monitor the implementation of the recommendations, working with staff to identify other internal control initiatives that should be undertaken.
 - Meet with the Chief Financial Officer and other members of Bar leadership staff, or their designees, on a biennial basis to:
 - Review and discuss the State Bar's internal control structure, including progress on implementation of the recommendations of the independent consultant and other initiatives undertaken to improve the State Bar's internal control structure.
 - Ensure the State Bar's vigilance in identifying, analyzing and addressing significant internal control structure vulnerabilities on an ongoing and continuous basis.
 - Seek assurances from Bar leadership staff on the effectiveness of risk management practices and controls.
 - Reassess whether the policies and procedures provide for the effective identification, assessment, reporting, monitoring and control of the State Bar's principal risks; if they do not, require that the policies and procedures be updated to address any deficiencies.
- Perform such specific oversight functions as expressly requested by the Board of Trustees.
 - Review, on a quarterly basis, reports prepared by the Office of Finance regarding Executives' and Board Members' travel and expense reimbursements.
 - Develop and adopt an Audit Committee Work Plan for approval by the Board Executive Committee; for each Audit Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Audit Committee and/or the Board.

Access to the Chief Financial Officer: The Chief Financial Officer shall have direct access to the Board of Trustees on all financial matters, and is authorized to meet with the Committee, or if more expedient with the Audit Committee Chair, on the Chief Financial Officer's own initiative or at the request of the Audit Committee Chair, outside the presence of other State Bar leadership staff at Audit Committee meetings; in

addition, the Audit Committee shall meet independently with the Chief Financial Officer on a quarterly basis.

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

Limitations on the Role and Responsibility of the Audit Committee:

Oversight Scope Defined: The role and responsibility of the Audit Committee is oversight, not preparation of reports or statements or operation.

- The Executive Director and Chief Financial Officer and their designees are responsible for preparing the financial statements; responding to governmental and other reports relating to the State Bar; operating the State Bar, including its financial and accounting systems; and assuring compliance with applicable laws and with policies and procedures established by the Board.
- The external auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to perform.

Reliance on Advisory Information Provided by State Bar Leadership staff, Auditors and Others: In carrying out its oversight function, the Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the external auditors. In discharging their duties, the members of the Audit Committee may rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the Board duly designated with authority in particular areas, or other persons whom the member believes are reliable and competent in the matters presented, provided that in so relying the member is acting in good faith and with that degree of diligence, care and skill which ordinarily prudent the State Bar Audit Committee members would exercise under similar circumstances.

(Source: Board of Governors Resolutions, October 2004, July 2005; Board of Trustees Resolution, July 2014; Audit Committee Resolution January 16, 2015, ratified by the Board of Trustees May 13, 2016; Board of Trustees Resolution approving the Audit Committee Charter, August 2017, January 2018.)

Board Committee Structure

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

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

TAB 2.2

~~ELECTION AND~~ APPOINTMENT OF THE BOARD OF TRUSTEES

Article 1 BOARD COMPOSITION

Section 1 Board of Trustees in General

Section 2 Number of Members

Article 2 THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS ~~LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR PUBLIC AND ATTORNEY MEMBERS~~

Section 1 ~~Membership from~~ Attorney Member Appointments by the Supreme Court ~~Appointment~~

Section 2 ~~Membership from Legislative~~ Attorney Member Appointments by the Legislature

Section 3 ~~Public Members~~ Appointments by the Legislature and Governor; ~~Appointment; Qualifications; Term; Reappointment~~

Article 3 ~~Section 4~~ EMPLOYMENT ~~mployment~~ BY ~~by~~ PUBLIC ~~ublic~~ AGENCIES ~~gencies~~

~~Article 3~~ ELECTED ATTORNEY MEMBERS AND TERMS

~~Section 1~~ Qualifications of Members

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

~~Section 3~~ State Bar Districts – Membership and Composition

~~Section 4~~ Terms and Sequence of Election of Members

~~Section 5~~ Election Policies and Procedures – Statutes and Rules

~~Section 6~~ Disclosure of Petitioners

Article 1 Board Composition

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

Section 1 Board of Trustees in General

~~§6010. Board of Trustees in General~~

(a) ~~The State Bar is governed by a Bboard known as the Bboard of Ttrustees of the State Bar. The Bboard has the powers and duties conferred by the State Bar Act, Business and Professions Code section 6000 et seq~~is chapter.

(b) ~~References toAs used in this chapter or any other provision of law,~~ “board of governors” shall be deemed to refer to the Bboard of Ttrustees.

(c) Attorney Members: No person is eligible for attorney membership on the Board unless (1) he or she is an active member of the State Bar; and either (1) prior to October 31, 2020, if elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected; or (2) if appointed by the Supreme Court or for the Legislature, he or she maintains his or her principal office for the practice of law within the State of California.

~~(SourceOrigin: Bus. & Prof. Code, § 6010 (State Bar Act, §20, a. Added by Stats. 1939, ch. 34; aAmended by Stats. 2011, ch. 417, § 9); Bus. & Prof. Code, § 6015 (added by Stats. 1939, ch. 34; amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)~~

Section 2 Number of Members

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

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

§6011. Number of Members

- (a) The Bboard shall consist of no more than 19~~23~~ members and no fewer~~less~~ than 13~~19~~ members.
- (b) ~~It is the intent of the Legislature that the~~ Bboard shall consist of no more than 23~~19~~ members and no fewer~~less~~ than 19~~13~~ members during the period of transition from a 19~~23~~-member board to a 13~~19~~-member board, as described in Section 6009.7~~6011~~. ~~It is the intent of the Legislature that t~~The Bboard, ~~pursuant to the plan developed by the State Bar as described in Section 6009.7, gradually~~ will decrease its size without shortening, lengthening, or abolishing terms commencing prior to December 31, 2017~~4~~, with the ultimate goal of instituting a 13~~9~~-member board no later than October 31, 2020~~14~~, ~~pursuant to Section 6009.7.~~

(Source: Bus. & Prof. Code, § 6011 (a~~Added by Stats. 1938, ch. 34; a~~Amended by Stats. 1975, ch. 874; Stats 1978, ch. 995; Stats. 1985, ch. 465; Stats. 2011, ch. 417, Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 2

THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS ~~LEGISLATIVE AND SUPREME COURT APPOINTMENTS AND TERMS FOR~~ ~~ATTORNEY AND PUBLIC MEMBERS~~

Section 1 ~~Membership from~~ Attorney Member Appointments by the Supreme Court ~~Appointment~~

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

(a) The Supreme Court shall appoint five attorney members of the ~~B~~board pursuant to a process prescribed by California Rules of Court, rule 9.90. Under rule 9.90, the Supreme Court established the State Bar Trustees Nominating Committee to receive applications and screen and evaluate prospective appointees.

~~(a)(b)~~ ~~–pursuant to a process that the Supreme Court may prescribe. These~~ Aattorney members appointed by the Supreme Court shall serve for a term of ~~four~~three years and may be reappointed by the Supreme Court for one additional term only.

~~(b)(c)~~ An attorney member elected to the Board ~~pursuant to Section 6013.2~~ may be appointed by the Supreme Court ~~pursuant to this section~~ to a term as an appointed attorney member.

~~(c)(d)~~ The Supreme Court shall fill any vacancy in the term of, and make any reappointment of, any appointed attorney member.

~~(d)(e)~~ When making appointments to the ~~board~~Board, the Supreme Court should consider appointing attorneys that represent the following categories: legal services; small firm or solo practitioners; historically underrepresented groups, including consideration of race, ethnicity, gender, and sexual orientation; and legal academics. ~~In making appointments to the Bboard, the~~ Supreme Court should also consider geographic distribution, years or practice, particularly attorneys who are within the first five years of practice or 36 years of age and under, and participation in voluntary local or ~~S~~state ~~B~~bar activities.

(f) The State Bar shall be responsible for carrying out the administrative responsibilities related to the appointment process prescribed by the Supreme Court described in subdivision (a).

(Source: ~~Former Bus. & Prof. Code, § 6013.1 (former § 6013.1~~ added by Stats. 1989, ch. 1223, repealed by Stats. 2011, ch. 417, § 13; ~~and~~ new § 6013.1 added by Stats. 2011, ch. 417, §14; Stats 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018; Cal. Rules of Court, rule 9.90.)

**Section 2 Attorney Member Appointments by the ~~Membership from~~
~~Legislature~~ ive Appointment**

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

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

(b) An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly ~~pursuant to this section~~ shall serve for a term of four ~~three~~ years. When an attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly leaves office before the expiration of his or her term, the vacancy shall be filled for the remainder of the term. An ~~appointed~~ attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly may be reappointed ~~pursuant to this section.~~

(Source: Bus. & Prof. Code, § 6013.3 (a) ~~Added by Stats. 2011, ch. 417, § 15.5; amended by Stats. 2018, ch. 422 [SB 36]]~~; Board of Trustees Resolution, January 2018.)

**Section 3 Public Member ~~Appointments; Appointment; Qualifications; Term;~~
~~Reappointment~~ by the Legislature and Governor**

~~§6013.5 Public Members; Appointment; Qualifications; Term~~

(a) A maximum of ~~Notwithstanding any other provision of law,~~ six members of the Bboard shall be members of the public who have never been ~~members of the State Bar~~ California licensed attorneys or admitted to practice before any court in the United States. ~~They shall be appointed through 1982 by the Governor, subject to the confirmation of the Senate.~~

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

(c) ~~On 1983 one~~ public member shall be appointed by the Senate Committee on ~~Rules and one~~ Rules, one public member shall be appointed by the Speaker of the Assembly, and four ~~.~~

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

~~Each~~Senate. Each ~~respective~~ appointing authority shall fill any vacancy in and make any reappointment to each respective office.

(Source: Bus. & Prof. Code, § 6013.5 (a~~Added by Stats. 1975, ch. 874; a~~Amended by Stats. 1979, ch. 1041; Stats. 1984, ch. 16; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

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

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

Article 3
EMPLOYMENT BY PUBLIC AGENCIES

~~Section 4 — Employment by Public Agencies~~

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

- (a) Except as provided in subdivision (b), any full-time employee of any public agency who serves as a member of the Board of Trustees of ~~the~~ State Bar of California shall not suffer any loss of rights, promotions, salary increases, retirement benefits, tenure, or other job-related benefits, which he or she would otherwise have been entitled to receive.
- (b) Notwithstanding the provisions of subdivision (a), any public agency which employs a person who serves as a member of the Board of Trustees of the State Bar of California may reduce the employee's salary, but no other right or job-related benefit, pro rata to the extent that the employee does not work the number of hours required by statute or written regulation to be worked by other employees of the same grade in any particular pay period and the employee does not claim available leave time. The employee shall be afforded the opportunity to perform job duties during other than regular working hours if such a work arrangement is practical and would not be a burden to the public agency.

~~The Legislature finds that service as a member of the Board of Trustees of the State Bar of California by a person employed by a public agency is in the public interest.~~

(Source: Bus. & Prof. Code, § 6013.5 (a) Added by Stats. 1990, ch. 473, effective August 8, 1990; amended by Stats. 2011, ch. 417.)

~~**Article 3**~~
~~**ELECTED ATTORNEY MEMBERS AND TERMS**~~

~~**Section 1—Qualifications of Members**~~

~~**§6015. Qualifications of Members**~~

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

~~(a) He or she is an active member of the State Bar.~~

~~(b) Either:~~

~~(1) If elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected.~~

~~(2) If appointed by the Supreme Court or the Legislature, he or she maintains his or her principal office for the practice of law within the State of California. (Added by Stats. 1939, ch. 34. Amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417.)~~

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

~~**§6016. Tenure of Members; Vacancies; Interim Board**~~

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

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

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

~~Section 3—State Bar Districts—Membership and Composition~~

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

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

Composition of State Bar Districts

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

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

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

Historical Note

Rule 6.30 supersedes

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

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

Historical Note

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

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

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

Section 4 — Terms and Sequence of Election of Members

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

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

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

Historical Note

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

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

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

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

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

~~Section 5 — Election Policies and Procedures~~

~~Statutes and Rules~~

~~§6018. Nominations; Qualifications to Vote~~

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

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

~~§6019. Elections~~

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

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

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

~~Historical Note~~

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

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

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

Computation Of Deadlines

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

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

Historical Note

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

Election Matters in General

~~(A) Subject to the supervision and control of the board, the Secretary is responsible for administration and supervision of the election of attorney members of the board. These duties include~~

- ~~(1) preparing and distributing election forms and ballots;~~
- ~~(2) preparing and distributing eligibility and voting lists;~~
- ~~(3) determining validity of nominations;~~
- ~~(4) counting ballots;~~
- ~~(5) appointing canvassing boards and recount committees; and~~
- ~~(6) maintaining custody and control of election materials.~~

~~(B) A Nominating Petition, Candidate Statement, or any other form required by rule in this division must be completed in accordance with instructions and filed by the dates set forth in the Schedule of Charges and Deadlines.~~

~~(C) A member's address as it appears in his or her member record will be considered the principal office for the practice of law in determining eligibility for candidacy and voting. If the address appearing on a candidate's member record is a postal or private mailbox, the candidate must also provide the Secretary with the street address of his or her principal office on or before the date set for filing of Nominating Petitions. A candidate must also certify on the Nominating Petition that his or her principal office for the practice of law is maintained in the district from which he or she is running.~~

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

Historical Note

~~This rule supersedes~~

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

Nomination of trustees

- ~~(A) — A qualified member must petition for candidacy by filing a completed Nominating Petition. The Nominating Petition may be filed electronically. Candidates who file electronically must retain the original copy of the petition for four years and produce it to the State Bar upon request.~~
- ~~(B) — The Secretary may extend the deadline for filing a Nominating Petition up to ten working days if

 - ~~(1) — no valid Nominating Petition has been filed;~~
 - ~~(2) — the only valid Nominating Petition filed is withdrawn before the deadline in the Schedule of Charges and Deadlines; or~~
 - ~~(3) — only one candidate has filed a valid Nominating Petition and has died or become ineligible.~~~~

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

Historical Note

~~This rule supersedes~~

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

Candidate information

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

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

Historical Note

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

Ballots

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

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

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

Historical Note

This rule supersedes

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

Plurality of votes; tie votes

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

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

Historical Note

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

Recounts

- ~~(A) No later than five days after certification of election results, a candidate may request a recount. The request must be in the manner prescribed by the Secretary and include advance payment of reasonable fees for the cost of the recount. Members of the State Bar may attend a recount, subject to reasonable conditions imposed by the Secretary.~~
- ~~(B) As soon as practicable, the Secretary must appoint a recount committee consisting of five active members who do not initially count ballots. The recount committee must~~

- ~~(1) — recount the ballots;~~
- ~~(2) — examine the ballots not counted;~~
- ~~(3) — determine the number of votes validly cast for each candidate in the election; and~~
- ~~(4) — immediately report the results, which will be final, to the Secretary.~~

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

Historical Note

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

Appointment due to a vacancy

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

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

Historical Note

~~This rule supersedes~~

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

Special election due to a vacancy

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

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

Historical Note

~~This rule supersedes~~

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

Retention of and Public Access to Nominating Petitions

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

~~(Source: Board of Governors' Resolution, November 17, 2006; Board of Trustees Resolution, November 2016.)~~

Section 6—Disclosure of Petitioners

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

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

TAB 2.2

APPOINTMENT OF THE BOARD OF TRUSTEES

Article 1 BOARD COMPOSITION

Section 1 Board of Trustees in General

Section 2 Number of Members

Article 2 THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS

Section 1 Attorney Member Appointments by the Supreme Court

Section 2 Attorney Member Appointments by the Legislature

Section 3 Public Member Appointments by the Legislature and Governor

Article 3 EMPLOYMENT BY PUBLIC AGENCIES

Article 1

Board Composition

Section 1 *Board of Trustees in General*

(a) The State Bar is governed by a Board known as the Board of Trustees of the State Bar. The Board has the powers and duties conferred by the State Bar Act, Business and Professions Code section 6000 et seq.

(b) References to “board of governors” shall be deemed to refer to the Board of Trustees.

(c) Attorney Members: No person is eligible for attorney membership on the Board unless (1) he or she is an active member of the State Bar; and either (1) prior to October 31, 2020, if elected, he or she maintains his or her principal office for the practice of law within the State Bar district from which he or she is elected; or (2) if appointed by the Supreme Court or the Legislature, he or she maintains his or her principal office for the practice of law within the State of California.

(Source: Bus. & Prof. Code, § 6010 (State Bar Act, §20, added by Stats. 1939, ch. 34; amended by Stats. 2011, ch. 417, § 9); Bus. & Prof. Code, § 6015 (added by Stats. 1939, ch. 34; amended by Stats. 1975, ch. 874; Stats. 1985, ch. 465; Stats. 1989, ch. 1223; Stats. 2011, ch. 417; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Section 2 *Number of Members*

(a) The Board shall consist of no more than 19 members and no fewer than 13 members.

(b) The Board shall consist of no more than 19 members and no fewer than 13 members during the period of transition from a 19-member board to a 13-member board, as described in Section 6011. The Board will decrease its size without shortening, lengthening, or abolishing terms commencing prior to December 31, 2017, with the ultimate goal of instituting a 13-member board no later than October 31, 2020.

(Source: Bus. & Prof. Code, § 6011 (added by Stats. 1938, ch. 34; amended by Stats. 1975, ch. 874; Stats 1978, ch. 995; Stats. 1985, ch. 465; Stats. 2011, ch. 417, Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 2

THE APPOINTING AUTHORITIES – NUMBER AND TERMS OF APPOINTMENTS

Section 1 Attorney Member Appointments by the Supreme Court

- (a) The Supreme Court shall appoint five attorney members of the Board pursuant to a process prescribed by California Rules of Court, rule 9.90. Under rule 9.90, the Supreme Court established the State Bar Trustees Nominating Committee to receive applications and screen and evaluate prospective appointees.
- (b) Attorney members appointed by the Supreme Court shall serve for a term of four years and may be reappointed by the Supreme Court for one additional term only.
- (c) An attorney member elected to the Board may be appointed by the Supreme Court to a term as an appointed attorney member.
- (d) The Supreme Court shall fill any vacancy in the term of, and make any reappointment of, any appointed attorney member.
- (e) When making appointments to the Board, the Supreme Court should consider appointing attorneys that represent the following categories: legal services; small firm or solo practitioners; historically underrepresented groups, including consideration of race, ethnicity, gender, and sexual orientation; and legal academics. In making appointments to the Board, the Supreme Court should also consider geographic distribution, years or practice, particularly attorneys who are within the first five years of practice or 36 years of age and under, and participation in voluntary local or State Bar activities.
- (f) The State Bar shall be responsible for carrying out the administrative responsibilities related to the appointment process prescribed by the Supreme Court described in subdivision (a).

(Source: Bus. & Prof. Code, § 6013.1 (former § 6013.1 added by Stats. 1989, ch. 1223, repealed by Stats. 2011, ch. 417, § 13; new § 6013.1 added by Stats. 2011, ch. 417, §14; Stats 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018; Cal. Rules of Court, rule 9.90.)

Section 2 Attorney Member Appointments by the Legislature

- (a) One attorney member of the Board shall be appointed by the Senate Committee on Rules and one attorney member shall be appointed by the Speaker of the Assembly.
- (b) An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly shall serve for a term of four years. When an

attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly leaves office before the expiration of his or her term, the vacancy shall be filled for the remainder of the term. An attorney member appointed by the Senate Committee on Rules or the Speaker of the Assembly may be reappointed.

(Source: Bus. & Prof. Code, § 6013.3 (added by Stats. 2011, ch. 417, § 15.5; amended by Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Section 3 Public Member Appointments by the Legislature and Governor

(a) A maximum of six members of the Board shall be members of the public who have never been California licensed attorneys or admitted to practice before any court in the United States.

(b) Each public member shall serve for a term of four years.

(c) One public member shall be appointed by the Senate Committee on Rules, one public member shall be appointed by the Speaker of the Assembly, and four public members shall be appointed by the Governor subject to the confirmation of the Senate. Each appointing authority shall fill any vacancy in and make any reappointment to each respective office.

(Source: Bus. & Prof. Code, § 6013.5 (added by Stats. 1975, ch. 874; amended by Stats. 1979, ch. 1041; Stats. 1984, ch. 16; Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

Article 3
EMPLOYMENT BY PUBLIC AGENCIES

- (a) Except as provided in subdivision (b), any full-time employee of any public agency who serves as a member of the Board of Trustees of the State Bar shall not suffer any loss of rights, promotions, salary increases, retirement benefits, tenure, or other job-related benefits, which he or she would otherwise have been entitled to receive.
- (b) Notwithstanding the provisions of subdivision (a), any public agency which employs a person who serves as a member of the Board of Trustees of the State Bar may reduce the employee's salary, but no other right or job-related benefit, pro rata to the extent that the employee does not work the number of hours required by statute or written regulation to be worked by other employees of the same grade in any particular pay period and the employee does not claim available leave time. The employee shall be afforded the opportunity to perform job duties during other than regular working hours if such a work arrangement is practical and would not be a burden to the public agency.

(Source: Bus. & Prof. Code, § 6013.5 (added by Stats. 1990, ch. 473, effective August 8, 1990; amended by Stats. 2011, ch. 417.)

TAB 2.3

OFFICERS

Article 1 OFFICERS, ~~ELECTIONS~~, RESIGNATIONS, VACANCIES

Section 1 Officers

~~Section 2 Elections--Generally~~

~~Section 3 Election Procedures~~

Section ~~2~~⁴ Selection and Terms of ~~ball~~^{Officers}

Section ~~3~~⁵ Continuance in Office

Section ~~4~~⁶ Resignations

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

Section 2 Chair~~President~~

Section 3 Vice Chair~~President~~

~~Section 4 Treasurer~~

Section ~~4~~⁵ Secretary

Article 1 OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

Section 1 *Officers*

~~§6020. Officers in General~~

The officers of the State Bar are a ~~Chair~~president, ~~Va~~vice ~~Chair~~president, ~~and a~~
~~S~~ecretary ~~and a treasurer.~~

(Source Origin: Bus & Prof. Code, § 6020 (State Bar Act, §10, aAmended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25); Stats. 2018, ch. 422 (SB 36 eliminated selection of treasurer); Board of Trustees Resolution, January 2018.)

~~Section 2 — Elections — Generally~~

~~§6021. Election; Time; Assumption of Duties~~

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

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

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

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

~~Section 3 — Election Procedures~~

- ~~(a) Each year, the President must call a special meeting of the Board to elect his or her successor for the next term. The special meeting must be held on the same day and place as a regularly scheduled meeting of the Board. The election shall be no earlier than 90 days preceding the next scheduled Annual Meeting.~~
- ~~(b) The President, Vice President and Treasurer shall be elected from among all of the Board members.~~
- ~~(c) The Secretary shall be the judge of the election of officers, except that the President shall be judge of the selection of the Secretary.~~
- ~~(d) As to each of the offices mentioned, these procedures shall apply and unless an election for that office is uncontested votes shall be cast by written ballot, however, upon request, a list reflecting how each board member voted will be made available after the outcome is announced. The judge shall distribute the ballots, collect, and count them and report the results to the President who shall announce the vote.~~
- ~~(e) Upon commencement of balloting, each Board member present, other than the President, has the right to vote for his or her choice by casting a single vote for such person from among all of the candidates. If a Board member other than the President (in the absence of the President) is chairing the meeting, that position shall not disqualify such person from voting. In such balloting, the candidate receiving the majority of the valid votes cast shall be deemed elected. Neither abstentions nor votes for a noncandidate shall be a valid vote within the meaning of these procedures.~~
- ~~(f) If no candidate receives a majority of the votes cast, the candidate, or candidates receiving no votes and the candidate with the least number of votes, shall be removed from candidacy. If there is a tie for the least number of votes, the tying candidates shall engage in an elimination election, as described in paragraph (g). The candidate receiving the greatest number of votes in the elimination election shall remain in consideration while other candidates in the elimination election shall be eliminated from further consideration and a further ballot for the office shall be taken among the remaining candidates.~~
- ~~(g) If at any time two or more candidates are tied in an elimination election, a second ballot shall be taken to allow any Board member to change his or her vote or abstention. If the tie continues, an elimination election shall be held among those tied. In the event there is a tie among three or more candidates, an elimination election shall be held among two of the tied candidates, determined by lot. The one who receives the greatest number of votes in that elimination election shall then run against the third~~

~~candidate in the elimination election chosen by lot, if necessary. This procedure shall be repeated so many times as may be necessary to complete the elimination election. The candidate winning the elimination election shall then run against the remaining candidate(s) receiving the greatest number of votes under paragraph (f).~~

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

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

Section 24 Selection and Terms of Officers ~~Secretary~~

(a) Chair and Vice Chair

(1) The selection of the Chair and the Vice Chair shall be made by appointment of the Supreme Court.

(2) For 2018, the Supreme Court shall appoint a Chair and a Vice Chair to serve a term that commences upon appointment and ends at the conclusion of the annual meeting in 2018.

(3) After 2018, the term of the Chair and the Vice Chair shall be one year, and the Chair and the Vice Chair shall assume the duties of their respective offices at the conclusion of the annual meeting following their appointment.

(4) The Chair and Vice Chair shall not serve more than two terms, except that a Chair or Vice Chair who is appointed to fill a vacancy for the balance of a term is eligible to serve two full terms in addition to the remainder of the term for which he or she was appointed.

(5) Members of the Board of Trustees interested in serving as the Chair or the Vice Chair must submit letters of interest to the Supreme Court no later than December 18 in the year preceding commencement of the term of office, and provide an electronic copy of the submission to the Principal Attorney for the Chief Justice.

(Source: Bus. & Prof. Code, § 6021, subd. (a) (Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

(b) Secretary

(1) The ~~S~~ecretary of the State Bar shall be selected annually by the Board and need not be a member of the State Bar.

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

~~§6022. Secretary~~

~~The secretary shall be selected annually by the board and need not be a member of the State Bar. (Origin: State Bar Act, § 18. Amended by Stats. 1970, ch. 510.) The secretary of the State Bar shall serve within parameters set by the Board, the State Bar Act, the Supreme Court and other appropriate provisions of law.~~

(Source: [Bus. & Prof. Code, § 6022 \(State Bar Act, § 18, amended by Stats. 1970, ch. 510\)](#); Board of Governors' Resolution, August 2000: Governance Principle 1.9; [Board of Trustees Resolution, January 2018](#).)

Section ~~35~~ Continuance in Office

~~§6023. Continuance in Office~~

The officers of the State Bar shall continue in office until their successors are ~~elected~~ [appointed](#) and qualify.

(Source~~Origin~~: [Bus. & Prof. Code, § 6023 \(State Bar Act, § 19\)](#); [Stats. 2018, ch. 422 \(SB 36 eliminated officer elections\)](#); [Board of Trustees Resolution, January 2018](#).)

Section ~~46~~ Resignations

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

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

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

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

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

Section 2 Chair~~President~~

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

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

(b) Additional Roles of the Chair~~President~~:

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

- ~~D~~irector prior to presenting any such terms to the ~~E~~xecutive ~~D~~irector candidate.
- (6) Consults with the Board Executive Committee about material changes to the terms and conditions of employment or performance of any senior executive.
 - (7) Is accountable for what is officially communicated by the Board and State Bar to ~~members of the Bar~~California licensed attorneys, to the public, and to the government (executive, legislative, and judicial branches). ~~—~~May function as a spokesperson or appoint or empower others to function in that capacity.
 - (8) Sets meeting agendas, calls meetings, and presides over meetings of the Board and Board Executive Committee.
 - (9) Resolves disputes and manages conflict among Board members.
 - (10) Assures the Board complies with its by-laws.
 - (11) Supervises, directs and controls the officers of the State Bar.¹
 - (12) Appoints ~~B~~oard committees ~~and~~, their chairs, and liaisons to State Bar sub-entities as needed in consultation with Board Committee chairs. ~~s~~committees; (See Tab 2.4, Section 5 – Board of Trustees Liaison Policy for State Bar Sub-Entities.)
 - ~~(13) —Appoints a Board Executive Evaluation Committee, of which the President is an ex-officio member;~~
 - (13) ~~Manages the performance of the Executive Director~~ —in accordance with board goals and objectives ~~by~~;¹
 - (A) Communicating Board decisions and policies to the Executive Director;
 - (B) Establishing performance expectations and measurement systems for the Executive Director;
 - (C) Facilitatinges the Board role in the hiring, assessment, review and firing of the Executive Director.

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

- (D) Providing input to the Executive Director with respect to the assessment of the General Counsel and Secretary.
- Se
- (E) Facilitating the Executive Director succession planning process ~~for his/her succession.~~

- (14) Facilitates Board discussion and action on State Bar policy. ~~and~~
- (15) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the Board as required by law.

- ~~(16) Based on the goals and objectives set by the Board, manages the performance of the Executive Director by:~~
 - ~~(A) Communicating Board decisions and policies;~~
 - ~~(B) Establishing performance expectations and measurement systems for the Executive Director;~~
 - ~~(C) Facilitates the Board role in hiring, assessment, review and firing of the Executive Director.~~
 - ~~(D) Provides input to the Executive Director with respect to the assessment of the General Counsel and Secretary.~~
- (16) Sets and oversees the goal setting process for the Board.
- (17) Helps in clarifying the roles of the Board and its members.
- ~~(17)~~(18) Ensures that Board members' receive orientation, training, and development.
~~Facilitates the process for his/her succession.~~

- ~~(18) Certificates of Recognition and/or Proclamations~~
- ~~(19)~~
- ~~(20)~~(19) Authorizes issuance of certificates of recognition and/or proclamations bearing the Chair~~President~~'s signature or, if appropriate, that of the requesting Board member, to appropriate persons, groups or staff as long as such requests are made in writing at least three weeks prior to their presentation; and
 - ~~(A) Authorizes the President of the State Bar to issue a Presidential Recognition Award and award up to five individuals or organizations annually for exemplary actions in furtherance of the State Bar's missions and goals. The~~

~~President shall be allotted 20 minutes at the swearing-in ceremony for the newly elected officer at the Annual Meeting to present the award.~~

~~(21)~~(20) Presides over the Governance in the Public Interest Task Force.

~~(22)~~(21) Other duties of the ~~Chair~~President are as the ~~B~~board prescribes and as provided by law.

(Source: Board of Governors' Resolutions, October 24, 1987, May 20, 1997, June 2006, May 2010, January 2011; Bus. & Prof. Code, § 6001.2; Board of Trustees Resolution, March 2013, July 2014, September 2014; State Bar Rule 6.40 adopted effective May 16, 2008; Board of Trustees Resolution, September 2017 (elimination of the Presidential Recognition Award program), January 2018.)

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

~~(d) President Emeritus~~

~~(1) After expiration of his or her term and leaving office at the Annual Meeting, the President may serve as President Emeritus for one year, which is the time between two consecutive Annual Meetings.~~

~~(2) The President Emeritus is not a member of the Board. The President Emeritus may attend and participate in meetings of the Board, but may not vote.~~

~~(3) The President Emeritus may engage in other activities and functions that are coordinated by the President and the Chief Executive Officer.~~

~~(Source: State Bar Rule 6.40 adopted effective May 16, 2008; Board of Governors' Resolution May 2010; Board of Trustees Resolution, March 2013; September 2014; September 2016.)~~

Historical Note

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

Section 3 Vice-~~Chair~~President

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

The Vice ~~Chair~~President of the State Bar serves as: 1) Vice Chair of ~~the~~ Board Executive Committee; and 2) Chair of the Regulation and Discipline Committee.; ~~23) Co-Chair of the Annual Planning Retreat annual Strategic Work Session.~~

(Source: State Bar 6.41 adopted effective May 16, 2008. Bus. & Prof. Code, § 6021, amended effective January 1, 2012; Board of Trustees Resolution, May 2013 (role of Vice President defined); September 12, 2016, January 2018.)

Historical Note

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

~~Section 4 Treasurer~~

~~The Treasurer of the State Bar will: 1) Serve as the Chair of the Planning and Budget Committee; 12) Serve as the Chair of the Audit Committee; 3) Serve as Co-Chair of the annual Strategic Work Session; 2) Be appointed by the President to serve either as Chair or Vice Chair of Planning and Budget; 33) Consult with the Executive Director and CFO and report to the Board regarding matters involving the budget and internal financial controls; and 4 4) Take primary responsibility for ensuring the Board's attention to the Bar's fiscal position, budget, audit reports, and stewardship of Bar assets to ensure protection of the public; and any other duties that the board prescribes.~~

~~(Source: Board of Governors' Resolution, October 9, 1981; State Bar Rule 6.41 adopted effective May 16, 2008; Board of Trustees Resolution, March 2013, September 12, 2016.)~~

Historical Note

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

Section 45 Secretary

- (a) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the Board and Board committees.
- (b) The Secretary must give notice of all Board meetings, Board Executive Committee meetings and multi-committee meetings of the ~~State Bar and the b~~Board as required under these rules.
- (c) For all Board meetings, and Board Executive Committee meetings and multi-committee meetings of the Board, the Secretary, in consultation with the Chair, shall:President,

(1) P~~p~~repares the agenda.

~~(1)(2)~~ P~~ublish and distributes~~ the agenda and post; agenda item memoranda/reports; ~~committee action summaries and inventories;~~
and

~~(2)(3)~~ S~~sets~~ deadlines for the posting ~~distribution~~ of agenda item memoranda/reports.

(d) The Secretary must keep the State Bar seal, having the words and figures "The State Bar of California – July 29, 1927," in safe custody at the main office of the State Bar, unless otherwise ordered by the Bboard.

~~(e) Other duties of the Secretary are as the board prescribes.~~

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

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

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

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

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

(g) Other duties of tThe Secretary shall perform other duties ~~are~~ as the bBoard may prescribes.

(Source: State Bar Rule 6.42 adopted effective May 16, 2008; Board of Governors Resolution, May 1988, September 2004 (gifts); Board of Governors' Resolution, May 20, 1997 (Executive Director choice of Secretary); Board of Trustees Resolution, January 2018.)

TAB 2.3

OFFICERS

Article 1 OFFICERS, RESIGNATIONS, VACANCIES

- Section 1 Officers*
- Section 2 Selection and Terms of Officers*
- Section 3 Continuance in Office*
- Section 4 Resignations*

Article 2 RESPONSIBILITIES OF OFFICERS

- Section 1 General*
- Section 2 Chair*
- Section 3 Vice Chair*
- Section 4 Secretary*

Article 1

OFFICERS, ELECTIONS, RESIGNATIONS, VACANCIES

Section 1 *Officers*

The officers of the State Bar are a Chair, Vice Chair, and Secretary.

(Source: Bus & Prof. Code, § 6020 (State Bar Act, §10, amended by Stats. 1957, ch. 551; Stats. 2011, ch. 417, § 25); Stats. 2018, ch. 422 (SB 36 eliminated selection of treasurer); Board of Trustees Resolution, January 2018.)

Section 2 *Selection and Terms of Officers*

(a) Chair and Vice Chair

(1) The selection of the Chair and the Vice Chair shall be made by appointment of the Supreme Court.

(2) For 2018, the Supreme Court shall appoint a Chair and a Vice Chair to serve a term that commences upon appointment and ends at the conclusion of the annual meeting in 2018.

(3) After 2018, the term of the Chair and the Vice Chair shall be one year, and the Chair and the Vice Chair shall assume the duties of their respective offices at the conclusion of the annual meeting following their appointment.

(4) The Chair and Vice Chair shall not serve more than two terms, except that a Chair or Vice Chair who is appointed to fill a vacancy for the balance of a term is eligible to serve two full terms in addition to the remainder of the term for which he or she was appointed.

(5) Members of the Board of Trustees interested in serving as the Chair or the Vice Chair must submit letters of interest to the Supreme Court no later than December 18 in the year preceding commencement of the term of office, and provide an electronic copy of the submission to the Principal Attorney for the Chief Justice.

(Source: Bus. & Prof. Code, § 6021, subd. (a) (Stats. 2018, ch. 422 [SB 36]); Board of Trustees Resolution, January 2018.)

(b) Secretary

(1) The Secretary of the State Bar shall be selected annually by the Board and need not be a member of the State Bar.

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

(Source: Bus. & Prof. Code, § 6022 (State Bar Act, § 18, amended by Stats. 1970, ch. 510); Board of Governors Resolution, August 2000: Governance Principle 1.9; Board of Trustees Resolution, January 2018.)

Section 3 Continuance in Office

The officers of the State Bar shall continue in office until their successors are appointed and qualify.

(Source: Bus. & Prof. Code, § 6023 (State Bar Act, § 19); Stats. 2018, ch. 422 (SB 36 eliminated officer elections); Board of Trustees Resolution, January 2018.)

Section 4 Resignations

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

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

Article 2 RESPONSIBILITIES OF OFFICERS

Section 1 General

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

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

Section 2 Chair

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

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

(b) Additional roles of the Chair:

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

prior to presenting any such terms to the Executive Director candidate.

- (6) Consults with the Board Executive Committee about material changes to the terms and conditions of employment or performance of any senior executive.
- (7) Is accountable for what is officially communicated by the Board and State Bar to California licensed attorneys, to the public, and to the government (executive, legislative, and judicial branches). May function as a spokesperson or appoint or empower others to function in that capacity.
- (8) Sets meeting agendas, calls meetings and presides over meetings of the Board and Board Executive Committee.
- (9) Resolves disputes and manages conflict among Board members.
- (10) Assures the Board complies with its by-laws.
- (11) Supervises, directs and controls the officers of the State Bar.¹
- (12) Appoints Board committees and their chairs, and liaisons to State Bar sub-entities as needed in consultation with Board Committee chairs. s (See Tab 2.4, Section 5 – Board of Trustees Liaison Policy for State Bar Sub-Entities.)
- (13) Manages the performance of the Executive Director by:
 - (A) Communicating Board decisions and policies to the Executive Director.
 - (B) Establishing performance expectations and measurement systems for the Executive Director.
 - (C) Facilitating the Board role in the hiring, assessment, review and firing of the Executive Director.
 - (D) Providing input to the Executive Director with respect to the assessment of the General Counsel and Secretary.
 - (E) Facilitating the Executive Director succession planning process.

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

- (14) Facilitates Board discussion and action on State Bar policy.
- (15) Makes public statements as appropriate regarding State Bar policy, position and work, with related reports to the Board as required by law.
- (16) Sets and oversees the goal setting process for the Board.
- (17) Helps in clarifying the roles of the Board and its members.
- (18) Ensures that Board members receive orientation, training, and development.
- (19) Authorizes issuance of certificates of recognition and/or proclamations bearing the Chair's signature or, if appropriate, that of the requesting Board member, to appropriate persons, groups or staff as long as such requests are made in writing at least three weeks prior to their presentation; and
- (20) Presides over the Governance in the Public Interest Task Force.
- (21) Other duties of the Chair are as the Board prescribes and as provided by law.

(Source: Board of Governors Resolutions, October 24, 1987, May 20, 1997, June 2006, May 2010, January 2011; Bus. & Prof. Code, § 6001.2; Board of Trustees Resolution, March 2013, July 2014, September 2014; State Bar Rule 6.40 adopted effective May 16, 2008; Board of Trustees Resolution, September 2017 (elimination of the Presidential Recognition Award program), January 2018.)

Section 3 Vice Chair

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

The Vice Chair serves as: (1) Vice Chair of the Board Executive Committee; and (2) Chair of the Regulation and Discipline Committee..

(Source: State Bar 6.41 adopted effective May 16, 2008. Bus. & Prof. Code, § 6021, amended effective January 1, 2012; Board of Trustees Resolution, May 2013 (role of Vice President defined) September 12, 2016, January 2018.)

Section 4 Secretary

- (a) The Secretary must keep at the main office of the State Bar a record of minutes of all meetings and actions of the Board and Board committees.
- (b) The Secretary must give notice of all Board meetings, Board Executive Committee meetings and multi-committee meetings of the Board as required under these rules.
- (c) For all Board meetings, Board Executive Committee meetings and multi-committee meetings of the Board, the Secretary, in consultation with the Chair, shall:
 - (1) Prepare the agenda.
 - (2) Publish the agenda and post agenda item memoranda/reports.
 - (3) Set deadlines for the posting of agenda item memoranda/reports.
- (d) The Secretary must keep the State Bar seal, having the words and figures “The State Bar of California – July 29, 1927,” in safe custody at the main office of the State Bar, unless otherwise ordered by the Board.
- (f) The Executive Director of the State Bar should bring his or her choice for Secretary to the Board for approval.
- (g) The Secretary shall perform other duties as the Board may prescribe.

(Source: State Bar Rule 6.42 adopted effective May 16, 2008; Board of Governors Resolution, May 1988, September 2004 (gifts); Board of Governors Resolution, May 20, 1997 (Executive Director choice of Secretary); Board of Trustees Resolution, January 2018.)

TAB 2.6

BOARD COMMITTEES

Article 1 GENERAL

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

Article 2 CHARTER FOR BOARD EXECUTIVE COMMITTEE

Article 3 CHARTER FOR FINANCE AND PLANNING COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR PROGRAMS COMMITTEE

Article 6 CHARTER FOR AUDIT COMMITTEE

Article 1 GENERAL

Section 1 Committee Role

The Board, under the leadership of its Chair~~President~~, shall establish a Board committee structure that focuses on core functions necessary for the operation of this public corporation. ~~—~~Standing and ad hoc committees shall be designated by the Chair~~President~~ as necessary to carry out the licensing, regulatory and disciplinary functions of the State Bar.

(Source: Board of Governors Resolution, August 2000: Governing Principle 5.1; Board of Governors Resolution May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 2 Standing Board Committees

The Board of Trustees has established a Board committee structure comprised of five standing committees. The ~~Board further directed that the~~ standing committees ~~could include the following, but should be differentiated with the understanding that the Board may continue to refine the structure as experience and need requires:~~ (1) Board Executive Committee; (2) Finance and Planning Committee; (3) Regulation and Discipline Committee; (4) Programs Committee; ~~and;~~ and (5) Audit Committee. It is understood that the Board may continue to refine the Board Committee structure as experience and need dictate.

(Source: Board of Governors Resolution, Annual Organization Meeting, October 19-20, 2001 approving October 10, 2001 Action Plan/Report; Board of Governors Resolutions, September 2004, July 2009, May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 3 Appointment and Composition of Board Committees

- (a) Each standing committee shall have no fewer than five (5) members. The incoming Chair~~President~~ presents and proposes committee chairs, liaisons, and appointments to committees, after consulting with the outgoing Board Executive Committee, subject to the approval of the Board. ~~The Board approves appointments to standing committees at the annual meeting.~~

(Source: Board of Governors Resolutions, September 1991, August 2000, November 2000, October 2001 Action Plan/Report; Board of Governors Resolution, May 2010; Board of Trustees Resolution 2017, 2018.)

- (b) It shall be the policy of the Board that the Chair~~President~~, with the approval of the Board, may appoint ad hoc or special committees to handle special assignments. ~~Any~~ Any such committees automatically are to cease to exist upon completion of its assignment.

(1) Authorization for the creation of any ~~a~~Ad ~~h~~Hoc ~~c~~Committee must be sought and obtained by the ~~Chair~~President either from the ~~B~~board as a whole or from the Board Executive Committee.

(2) The authorization for any ad hoc committee ~~(i)~~ must be based upon a written charge setting forth the task or tasks to be carried out, and ~~(ii)~~ must not include any task that is expressly delegated by the Board Book to any standing committee or to the Board as a whole unless it is determined that a special ad hoc committee of targeted focus and limited duration is best suited for completion of the task or tasks.

(3) The ~~Chair~~President will retain full discretion to assign and make reassignments of the Chair and the membership of ad hoc committees, provided that Trustees are consulted in advance, prior to their assignment.

(4) Written notice and an agenda of the meetings of any ad hoc committee must be sent to all Trustees.

(5) Any Trustee who is not a member of an ad hoc committee is permitted to attend ad hoc committee meetings in person or by telephone only as an observer.

(6) Each ad hoc committee shall be deemed dissolved as of the next State Bar annual meeting following its authorization, unless the Board re-authorizes it.

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

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

(Source: Board of Governors Resolutions, September-October 1981, May 2010; Board of Trustees Resolution, November 2016; Board of Trustees Resolution, August 2017, [January 2018](#).)

Section 4 Compliance with Bagley-Keene Open Meeting Act

Meetings of the Board of Trustees and its committees are subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7, ~~and Business and Professions Code section 6026.5.~~

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Bus. & Prof. Code, §§ 6026.5, 6026.7; Board of Trustees Resolution, November 2016, [January 2018](#).)

Section 5 Board Committee Chair Orientation

Staff, designated by the Executive Director, shall meet with committee ~~c~~Chairs at the start of the Board year for an orientation on the work plan ~~and inventory~~ of the committees.

(Source: Board of Governors Resolution, August 2000; Board of Trustees Resolution, August 2017, [January 2018](#).)

Section 6 Board Committee Work Plan

Board committees ~~annually~~ shall submit [to the Board Executive Committee for approval](#) ~~annual~~ work plans. [The work plans shall be submitted](#) on a standard ~~form~~ [template](#).

(Source: Board of Governors Resolution, August 2000: Governing Principle; [Board of Trustees Resolution, January 2018](#).)

Article 2

CHARTER FOR BOARD EXECUTIVE COMMITTEE

The Chair of the Board of Trustees shall serve as the Chair of the Board Executive Committee and the Vice Chair of the Board of Trustees shall serve as its Vice Chair. The Board Executive Committee shall include at least one Board member appointed by each of the following appointing authorities: (1) The Supreme Court; (2) The Governor; (3) The Speaker of the Assembly; and (4) The Senate Committee on Rules. ~~be chaired by the President of the Board of Trustees and its membership shall consist of the officers of the Board of Trustees.~~ In addition, the Board Executive Committee shall include the cChairs of each standing committee, a representative Trustee of each appointing authority, and the Executive Director. ~~An individual Trustee may fill more than one position on the Board Executive Committee, e.g., positions assigned to standing committee cChair and Supreme Court appointee may be filled by the same Trustee.~~ The Executive Director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board Executive Committee. ~~The Vice President of the Board of Trustees serves as the Vice Chair of the Board Executive Committee.~~ The Board Executive Committee shall be responsible for the effective functioning of the Board of Trustees, the maintenance and development of Board of Trustees–Executive Director working relationship, and the oversight of certain high–level internal operational matters.

The Board Executive Committee shall:

- Board of Trustees Functioning: Oversee the functioning of the Board of Trustees by coordinating the work of the other Board cCommittees and approving Board Committee work plans; keep the State ~~Bar Mission~~Bar Mission Statement updated; set Board Member performance standards; monitor Board Member performance; perform the annual Board Assessment; and maintain and update the Trustee Skills Matrix to assist the Board and appointing authorities in Trustee and officer selection and development.
- Board Book: Approve amendments to the Board of Trustees Policy Manual, also referred to as the Board Book.
- Volunteer Management/Coordination: Nominate ~~and appoint members~~volunteer applicants to serve on State Bar sub-entities and external entities; provide adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants; and ensure that all volunteers appointed to serve on State Bar sub-entities are provided uniform orientation on the State Bar mission, program areas, structure and fiscal/administrative policies as well as specific training on the role and responsibilities of the sub-entity on which the volunteer has been appointed to serve.

- Board of Trustees Recruitment: Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to join the Board.
- Trustee Orientation and Development: Develop and oversee execution of a formal Board member capacity building program to ensure that each incoming group of Trustees receives timely training on all significant aspects of the State Bar, the elements of which may include:
 - On-boarding orientation about the State Bar, its governance structure and ~~the Trustees'~~ roles and responsibilities.
 - Training on Admissions and the Discipline System~~Discipline Day and Admissions Day.~~
 - Ongoing continuing education and training pursuant to a cyclical training calendar.
 - A mentoring program pairing new Board members with senior Board members.
- Secretary Oversight: Oversee the Board Secretary function.
- Executive Director Evaluation: Ensure that the Executive Director/Chief Executive Officer position description is updated as necessary to reflect changing State Bar needs, priorities, and circumstances; annually negotiate Executive Director performance targets and annually or semi-annually evaluate progress in achieving these targets in coordination with the Chair~~President's~~ performance management duties set forth in Tab 2.3, Article 2, Section 2.
- Litigation Oversight: Address legal issues ~~and that have typically come before the former Legal Committee,~~ recommending Board action as appropriate; and provide oversight of litigation involving the State Bar.
- Operational Responsibilities: Address internal operational issues not falling within the purview of ~~the~~ other Board committees and non-delegable to staff (e.g. ratifying union/management Memoranda of Understanding, ~~and~~ recommending changes to internal rules and regulations such as conflict in interest policies, responding to governmental inquiries and other matters such as fee bill negotiations), recommending Board action as appropriate.
- Delegation of Authority: Take action on behalf of the Board when obtaining a quorum of the full Board would not be feasible before it is necessary to take action.
 - Decisions of the Board Executive Committee under this delegation of authority shall be consistent with the goals, values and direction of the Board.
 - The Executive Director, or an authorized staff member, shall report on any action taken under this delegation of authority promptly and in no event later than the next regularly scheduled Board meeting.

- Perform such other functions relevant to the Board Executive Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Committee on Operations Charter, May 2002; Board of Governors Resolutions, July 2009, May 2010, September 2010; Board of Trustees Resolution approving Board Executive Committee Charter, July 2014; Board of Trustees Resolutions, March 13, 2015; November 2016; Board of Trustees Resolution approving the Board Executive Committee Charter, August 2017, [January 2018; Bus. & Prof. Code, § 6029, sub. \(ab\) \(SB 36 \[Stats. 2018, ch. 422\]-\)](#).)

Article 3

CHARTER FOR FINANCE AND PLANNING COMMITTEE

The Finance and Planning Committee shall develop and lead the Board's participation in all State Bar planning, budget preparation, and program implementation, including examination of financials, strategic planning and governance review.

The Finance and Planning Committee shall:

- Budget and Planning: Consult with the ~~Chair~~~~President~~, Vice ~~Chair~~~~President~~ and Executive Director on the detailed design of the State Bar's planning and budget development cycle -- with special attention to the Board's role in planning -- and on the annual planning calendar; ensure that the Board participates fully and proactively in the planning process on an ongoing basis; and work with the ~~senior executive team~~ Executive Director and Chief Financial Officer to vet the proposed budget, as well as any mid-year updates ~~and/or~~ proposed changes to the budget, before presentation and recommendation to the Board of Trustees.
- Financial Review: Ensure that the financials are thoroughly examined on a quarterly basis; develop a functional and detailed understanding of the State Bar's revenue streams, expenditures, and overall fiscal conditions and issues in order to be engaged proactively in the budget preparation, development and planning process on an ongoing basis; monitor the State Bar's performance relative to the budget; and ensure that appropriate actions are taken to address any material variances to the budget.
- Strategic Planning Session: Coordinate with the ~~President~~~~Chair~~ and Vice ~~President~~~~Chair~~ the overseeing, preparing for, and hosting the annual strategic planning session.
- Governance Review: Review Board and Board committee functioning; make recommendations to the Board for changes in governance structure to ensure appropriate alignment with State Bar program operations, administrative policy and mission; and ensure incorporation of approved governance recommendations into the State Bar Strategic Plan.
- Oversight: Ensure as part of the annual operational planning/budget preparation process that a department-by-department fiscal review is performed to evaluate budget projections.
- Work Plan: Develop and adopt a Finance and Planning Committee Work Plan for approval by the Board Executive Committee; for each Finance and Planning Committee project, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Finance and Planning Committee and/or the Board.

- Perform such other functions relevant to the Finance and Planning Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Planning, Program Development and Budget Committee Charter, January 2002; Board of Governors Resolutions, July 11, 2008, July 2009, September 2010; Board of Trustees Resolution approving Planning and Budget Committee Charter, July 2014; Board of Trustees Resolution approving the Finance and Planning Committee Charter, August 2017, [January 2018](#).)

Article 4

CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

All members of the Board of Trustees are appointed to the Regulation and Discipline Committee, except for any Board members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee.

(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution, July 2016; California Rule of Court 9.11; Board of Trustees Resolution, October 2016, August 2017.)

The Regulation and Discipline Committee is a performance-monitoring and oversight committee. -It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Regulation and Discipline Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Oversee (as ~~directed~~provided by Bus. & Prof. Code, § 6079.5), the work of the Chief Trial Counsel, who reports to and serves under the Regulation and Discipline ~~is Board~~ Committee.
- Approve ~~any~~ changes to high-level ~~policy-level~~ quality-control ~~measures~~ policies that apply to the functioning of the State Bar Program Areas under the Regulation and Discipline ~~Board~~ Committee's performance-monitoring and oversight authority.
- Review performance reports in Regulation and Discipline ~~C~~ommittee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Regulation and Discipline ~~Board~~ Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Oversee the Annual Discipline Report process and underlying discipline statistics.

- Develop and adopt a Regulation and Discipline Committee Work Plan for approval by the Board Executive Committee; for each Regulation and Discipline Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Regulation and Discipline Committee and/or the Board.
- Perform such other functions relevant to the Regulation and Discipline Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors Resolutions July 2009, September 2010; Board of Trustees Resolution approving Regulation and Discipline Committee Charter, July 2014; Board of Trustees Resolutions November 2015, February 1, 2016, October 2, 2016; Board of Trustees Resolution approving the Regulation and Discipline Committee Charter, August 2017, [January 2018](#).)

Article 5 CHARTER FOR PROGRAMS COMMITTEE

The Programs Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the ~~operational—performance~~operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Programs Committee shall:

- Establish the key elements of a programmatic ~~and financial~~ reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Approve ~~any~~ changes to ~~high-level~~policy-level quality-control ~~policies~~measures that apply to the functioning of the State Bar Program Areas under the ~~is~~ Programs Board C committee's performance-monitoring and oversight authority.
- Review performance reports in Programs C committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the is Programs Board C committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Develop and adopt a Programs Committee Work Plan for approval by the Board Executive Committee; for each Programs Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Programs Committee and/or the Board.
- Perform such other functions relevant to the Programs Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Member Oversight Committee Charter, May 2002; Board of Governors Resolution approving Volunteer Involvement Committee Charter, May 2002; Board of Governors Resolutions, September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014, September 12, 2016; Board of Trustees Resolution approving the Programs Committee Charter, August 2017, January 2018.)

Article 6 AUDIT COMMITTEE

The Audit Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

The Audit Committee shall:

- Undertake the following responsibilities relating to the annual financial statement audit:
 - Recommend appointment of the external auditors, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
 - Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for non-audit services.
 - Review and approve the annual audit scope and the fees of the external auditors.
 - Monitor the progress of the financial statement audit.
 - Evaluate the results, findings and recommendations of the financial statement audit.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the financial statement audit are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent auditor.
 - Monitor the State Bar's implementation of the financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.
 - Review with the ~~senior executive team~~ Chief Financial Officer or his or her designee and the independent auditor the financial statement audit's results, findings and recommendations, including any difficulties encountered; review with the ~~senior executive team~~ Chief Financial Officer or his or her designee and the independent auditor all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
- Undertake the following responsibilities relating to financial statements:
 - Review significant accounting and reporting issues, including complex or unusual transactions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
 - Review the annual financial statements, and consider whether they are complete, consistent with information known to the Audit Committee

- members, employ appropriate accounting principles, and appropriately reflect the financial condition of the State Bar.
 - Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
 - Understand how ~~the senior executive team~~staff develops interim financial information, and the nature and extent of external auditor involvement.
- Undertake the following responsibilities relating to cybersecurity:
 - Recommend commission of a biennial cybersecurity report, taking into account the recommendation of the Executive Director and the Director of Information Technology, to the full Board of Trustees for approval.
 - Review and approve the biennial cybersecurity report scope and fees.
 - Evaluate the results, findings and recommendations of the biennial cybersecurity report.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the biennial cybersecurity report process are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and cybersecurity experts.
 - Monitor the State Bar's implementation of the cybersecurity ~~report recommendations~~report recommendations, working with staff to identify other cybersecurity initiatives that should be undertaken.
 - Review with the ~~senior executive team~~Executive Director or his or her designee and cybersecurity experts the results, findings and recommendations in the cybersecurity report, including any difficulties encountered, to ensure the State Bar's vigilance in identifying, analyzing and addressing any and all cybersecurity vulnerabilities on an ongoing and continuous basis.
 - In the interim year between the biennial reports, review with the Director of Information Technology the status of cybersecurity including progress in implementation of corrective measures and identification of any new risks or concerns; ensure that the Director of Information Technology's responses to any new risks or concerns are appropriate and timely.
 - Review the results of the biennial performance audit conducted by the State Bureau of Audits; and monitor the State Bar's implementation of the financial-related recommendations of the biennial performance audit, working with staff to identify other fiscal and operational initiatives and best practices that should be undertaken.
 - Monitor, review and evaluate the effectiveness and adequacy of the State Bar's internal control structure on an ongoing basis:
 - Ensure that the ~~senior executive team~~State Bar performs its duties pursuant to Tab 4.1, Section 10 of the Board Book, which requires that a

review of the State Bar's budget and fiscal control policies and procedures be undertaken every five years by an independent consultant.

- Review and approve the independent consultant review scope and fees.
 - Evaluate the results, findings and recommendations of the independent consultant.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the independent consultant review, the annual financial statement audit, the State Auditor's biennial review or any other audit or review are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent consultant.
 - Monitor the implementation of the recommendations, working with staff to identify other internal control initiatives that should be undertaken.
 - Meet with the Chief Financial Officer and other members of ~~the senior management team~~ Bar leadership staff, or their designees, on a biennial basis to:
 - Review and discuss the State Bar's internal control structure, including progress on implementation of the recommendations of the independent consultant and other initiatives undertaken to improve the State Bar's internal control structure.
 - Ensure the State Bar's vigilance in identifying, analyzing and addressing significant internal control structure vulnerabilities on an ongoing and continuous basis.
 - Seek assurances from ~~the senior management team~~ Bar leadership staff on the effectiveness of risk management practices and controls.
 - Reassess whether the policies and procedures provide for the effective identification, assessment, reporting, monitoring and control of the State Bar's principal risks; if they do not, require that the policies and procedures be updated to address any deficiencies.
- Perform such specific oversight functions as expressly requested by the Board of Trustees.
 - Review, on a quarterly basis, reports prepared by the Office of Finance regarding ~~Senior~~ Executives' and Board Members' travel and expense reimbursements.
 - Develop and adopt an Audit Committee Work Plan for approval by the Board Executive Committee; for each Audit Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Audit Committee and/or the Board.

Access to the Chief Financial Officer: The Chief Financial Officer shall have direct access to the Board of Trustees on all financial matters, and is authorized to meet with the Committee, or if more expedient with the Audit Committee Chair, on the Chief Financial Officer's own initiative or at the request of the Audit Committee Chair, outside the presence of other ~~senior executive team members~~ State Bar leadership staff at Audit Committee meetings; in addition, the Audit Committee shall meet independently with the Chief Financial Officer on a quarterly basis.

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

Limitations on the Role and Responsibility of the Audit Committee:

Oversight Scope Defined: The role and responsibility of the Audit Committee is oversight, not preparation of reports or statements or operation.

- The ~~senior executive team~~ Executive Director and Chief Financial Officer and their designees ~~are~~ is responsible for preparing the financial statements; responding to governmental and other reports relating to the State Bar; operating the State Bar, including its financial and accounting systems; and assuring compliance with applicable laws and with policies and procedures established by the Board.
- The external auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to perform.

Reliance on Advisory Information Provided by ~~the Senior Executive Team~~ State Bar Leadership staff, Auditors and Others: In carrying out its oversight function, the Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the external auditors. In discharging their duties, the members of the Audit Committee may rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the Board duly designated with authority in particular areas, or other persons whom the member believes are reliable and competent in the matters presented, provided that in so relying the member is acting in good faith and with that degree of diligence, care and skill which ordinarily prudent the State Bar Audit Committee members would exercise under similar circumstances.

(Source: Board of Governors Resolutions, October 2004, July 2005; Board of Trustees Resolution, July 2014; Audit Committee Resolution January 16, 2015, ratified by the Board of Trustees May 13, 2016; Board of Trustees Resolution approving the Audit Committee Charter, August 2017, January 2018.)

TAB 2.6

BOARD COMMITTEES

Article 1 GENERAL

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

Article 2 CHARTER FOR BOARD EXECUTIVE COMMITTEE

Article 3 CHARTER FOR FINANCE AND PLANNING COMMITTEE

Article 4 CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

Article 5 CHARTER FOR PROGRAMS COMMITTEE

Article 6 CHARTER FOR AUDIT COMMITTEE

Article 1 GENERAL

Section 1 *Committee Role*

The Board, under the leadership of its Chair, shall establish a Board committee structure that focuses on core functions necessary for the operation of this public corporation. Standing and ad hoc committees shall be designated by the Chair as necessary to carry out the licensing, regulatory and disciplinary functions of the State Bar.

(Source: Board of Governors Resolution, August 2000: Governing Principle 5.1; Board of Governors Resolution May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 2 *Standing Board Committees*

The Board of Trustees has established a Board committee structure composed of five standing committees. The standing committees include: (1) Board Executive Committee; (2) Finance and Planning Committee; (3) Regulation and Discipline Committee; (4) Programs Committee; and (5) Audit Committee. It is understood that the Board may continue to refine the Board Committee structure as experience and need dictate.

(Source: Board of Governors Resolution, Annual Organization Meeting, October 19-20, 2001 approving October 10, 2001 Action Plan/Report; Board of Governors Resolutions, September 2004, July 2009, May 2010; Board of Trustees Resolution, August 2017, January 2018.)

Section 3 *Appointment and Composition of Board Committees*

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

(Source: Board of Governors Resolutions, September 1991, August 2000, November 2000, October 2001 Action Plan/Report; Board of Governors Resolution, May 2010; Board of Trustees Resolution 2017, 2018.)

- (b) It shall be the policy of the Board that the Chair, with the approval of the Board, may appoint ad hoc or special committees to handle special assignments. Any such committees automatically are to cease to exist upon completion of its assignment.
 - (1) Authorization for the creation of any ad hoc committee must be sought and obtained by the Chair either from the Board as a whole or from the Board Executive Committee.

(2) The authorization for any ad hoc committee must be based upon a written charge setting forth the task or tasks to be carried out, and must not include any task that is expressly delegated by the Board Book to any standing committee or to the Board as a whole unless it is determined that a special ad hoc committee of targeted focus and limited duration is best suited for completion of the task or tasks.

(3) The Chair will retain full discretion to assign and make reassignments of the Chair and the membership of ad hoc committees, provided that Trustees are consulted in advance, prior to their assignment.

(4) Written notice and an agenda of the meetings of any ad hoc committee must be sent to all Trustees.

(5) Any Trustee who is not a member of an ad hoc committee is permitted to attend ad hoc committee meetings in person or by telephone only as an observer.

(6) Each ad hoc committee shall be deemed dissolved as of the next State Bar annual meeting following its authorization, unless the Board re-authorizes it.

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

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

(Source: Board of Governors Resolutions, September-October 1981, May 2010; Board of Trustees Resolution, November 2016; Board of Trustees Resolution, August 2017, January 2018.)

Section 4 Compliance with Bagley-Keene Open Meeting Act

Meetings of the Board of Trustees and its committees are subject to the Bagley-Keene Open Meeting Act, as required by Business and Professions Code section 6026.7.

SEE: TAB 2.5, Article 1, Section 2.

(Source: State Bar Rule 6.57, adopted effective November 20, 2015; Bus. & Prof. Code, §§ 6026.5, 6026.7; Board of Trustees Resolution, November 2016, January 2018.)

Section 5 *Board Committee Chair Orientation*

Staff, designated by the Executive Director, shall meet with committee chairs at the start of the Board year for an orientation on the work plan of the committees.

(Source: Board of Governors Resolution, August 2000; Board of Trustees Resolution, August 2017, January 2018.)

Section 6 *Board Committee Work Plan*

Board committees shall submit to the Board Executive Committee for approval annual work plans. The work plans shall be submitted on a standard template.

(Source: Board of Governors Resolution, August 2000: Governing Principle; Board of Trustees Resolution, January 2018.)

Article 2

CHARTER FOR BOARD EXECUTIVE COMMITTEE

The Chair of the Board of Trustees shall serve as the Chair of the Board Executive Committee and the Vice Chair of the Board of Trustees shall serve as its Vice Chair. The Board Executive Committee shall include at least one Board member appointed by each of the following appointing authorities: (1) The Supreme Court; (2) The Governor; (3) The Speaker of the Assembly; and (4) The Senate Committee on Rules. In addition, the Board Executive Committee shall include the chairs of each standing committee. An individual Trustee may fill more than one position on the Board Executive Committee, e.g., positions assigned to standing committee chair and Supreme Court appointee may be filled by the same Trustee. The Executive Director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board Executive Committee. The Board Executive Committee shall be responsible for the effective functioning of the Board of Trustees, the maintenance and development of Board of Trustees–Executive Director working relationship, and the oversight of certain high–level internal operational matters.

The Board Executive Committee shall:

- Board of Trustees Functioning: Oversee the functioning of the Board of Trustees by coordinating the work of the other Board committees and approving Board Committee work plans; keep the State Bar Mission Statement updated; set Board Member performance standards; monitor Board Member performance; perform the annual Board Assessment; and maintain and update the Trustee Skills Matrix to assist the Board and appointing authorities in Trustee and officer selection and development.
- Board Book: Approve amendments to the Board of Trustees Policy Manual, also referred to as the Board Book.
- Volunteer Management/Coordination: Nominate volunteer applicants to serve on State Bar sub-entities and external entities; provide adequate public notice of appointment opportunities to ensure a well-qualified and diverse field of applicants; and ensure that all volunteers appointed to serve on State Bar sub-entities are provided uniform orientation on the State Bar mission, program areas, structure and fiscal/administrative policies as well as specific training on the role and responsibilities of the sub-entity on which the volunteer has been appointed to serve.
- Board of Trustees Recruitment: Inform the legal community about the work of the Board and fashion and execute strategies that encourage qualified and diverse candidates to join the Board.
- Trustee Orientation and Development: Develop and oversee execution of a formal Board member capacity building program to ensure that each incoming

group of Trustees receives timely training on all significant aspects of the State Bar, the elements of which may include:

- On-boarding orientation about the State Bar, its governance structure and Trustee roles and responsibilities.
 - Training on Admissions and the Discipline System.
 - Ongoing continuing education and training pursuant to a cyclical training calendar.
 - A mentoring program pairing new Board members with senior Board members.
- Secretary Oversight: Oversee the Board Secretary function.
 - Executive Director Evaluation: Ensure that the Executive Director/Chief Executive Officer position description is updated as necessary to reflect changing State Bar needs, priorities, and circumstances; annually negotiate Executive Director performance targets and annually or semi-annually evaluate progress in achieving these targets in coordination with the Chair's performance management duties set forth in Tab 2.3, Article 2, Section 2.
 - Litigation Oversight: Address legal issues and recommend Board action as appropriate; and provide oversight of litigation involving the State Bar.
 - Operational Responsibilities: Address internal operational issues not falling within the purview of other Board committees and non-delegable to staff (e.g. ratifying union/management Memoranda of Understanding, recommending changes to internal rules and regulations such as conflict in interest policies, responding to governmental inquiries and other matters such as fee bill negotiations), recommending Board action as appropriate.
 - Delegation of Authority: Take action on behalf of the Board when obtaining a quorum of the full Board would not be feasible before it is necessary to take action.
 - Decisions of the Board Executive Committee under this delegation of authority shall be consistent with the goals, values and direction of the Board.
 - The Executive Director, or an authorized staff member, shall report on any action taken under this delegation of authority promptly and in no event later than the next regularly scheduled Board meeting.
 - Perform such other functions relevant to the Board Executive Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Committee on Operations Charter, May 2002; Board of Governors Resolutions, July 2009, May 2010, September 2010; Board of Trustees Resolution approving Board Executive Committee Charter, July 2014; Board of Trustees Resolutions, March 13, 2015; November 2016; Board of Trustees Resolution approving the Board

Executive Committee Charter, August 2017, January 2018; Bus. & Prof. Code, § 6029, sub. (b) (SB 36 [Stats. 2018, ch. 422]).)

Article 3

CHARTER FOR FINANCE AND PLANNING COMMITTEE

The Finance and Planning Committee shall develop and lead the Board's participation in all State Bar planning, budget preparation, and program implementation, including examination of financials, strategic planning and governance review.

The Finance and Planning Committee shall:

- Budget and Planning: Consult with the Chair, Vice Chair and Executive Director on the detailed design of the State Bar's planning and budget development cycle -- with special attention to the Board's role in planning -- and on the annual planning calendar; ensure that the Board participates fully and proactively in the planning process on an ongoing basis; and work with the Executive Director and Chief Financial Officer to vet the proposed budget, as well as any mid-year updates or proposed changes to the budget, before presentation and recommendation to the Board of Trustees.
- Financial Review: Ensure that the financials are thoroughly examined on a quarterly basis; develop a functional and detailed understanding of the State Bar's revenue streams, expenditures, and overall fiscal conditions and issues in order to be engaged proactively in the budget preparation, development and planning process on an ongoing basis; monitor the State Bar's performance relative to the budget; and ensure that appropriate actions are taken to address any material variances to the budget.
- Strategic Planning Session: Coordinate with the Chair and Vice Chair the overseeing, preparing for, and hosting the annual strategic planning session.
- Governance Review: Review Board and Board committee functioning; make recommendations to the Board for changes in governance structure to ensure appropriate alignment with State Bar program operations, administrative policy and mission; and ensure incorporation of approved governance recommendations into the State Bar Strategic Plan.
- Oversight: Ensure as part of the annual operational planning/budget preparation process that a department-by-department fiscal review is performed to evaluate budget projections.
- Work Plan: Develop and adopt a Finance and Planning Committee Work Plan for approval by the Board Executive Committee; for each Finance and Planning Committee project, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Finance and Planning Committee and/or the Board.
- Perform such other functions relevant to the Finance and Planning Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Planning, Program Development and Budget Committee Charter, January 2002; Board of Governors Resolutions, July 11, 2008, July 2009, September 2010; Board of Trustees Resolution approving Planning and Budget Committee Charter, July 2014; Board of Trustees Resolution approving the Finance and Planning Committee Charter, August 2017, January 2018.)

Article 4

CHARTER FOR REGULATION AND DISCIPLINE COMMITTEE

All members of the Board of Trustees are appointed to the Regulation and Discipline Committee, except for any Board members appointed and serving on the Supreme Court's Applicant Evaluation and Nomination Committee.

(Source: California Rules of Court, rule 9.11(a)(2); Board of Trustees Resolution, July 2016; California Rule of Court 9.11; Board of Trustees Resolution, October 2016, August 2017.)

The Regulation and Discipline Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Regulation and Discipline Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Oversee (as directed by Bus. & Prof. Code, § 6079.5), the work of the Chief Trial Counsel, who reports to and serves under the Regulation and Discipline Committee.
- Approve changes to high-level quality-control policies that apply to the functioning of the State Bar Program Areas under the Regulation and Discipline Committee's performance-monitoring and oversight authority.
- Review performance reports in Regulation and Discipline Committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Regulation and Discipline Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Oversee the Annual Discipline Report process and underlying discipline statistics.
- Develop and adopt a Regulation and Discipline Committee Work Plan for

approval by the Board Executive Committee; for each Regulation and Discipline Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Regulation and Discipline Committee and/or the Board.

- Perform such other functions relevant to the Regulation and Discipline Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving the Regulation, Admissions and Discipline Oversight Committee Charter, May 2002; Board of Governors Resolutions July 2009, September 2010; Board of Trustees Resolution approving Regulation and Discipline Committee Charter, July 2014; Board of Trustees Resolutions November 2015, February 1, 2016, October 2, 2016; Board of Trustees Resolution approving the Regulation and Discipline Committee Charter, August 2017, January 2018.)

Article 5

CHARTER FOR PROGRAMS COMMITTEE

The Programs Committee is a performance-monitoring and oversight committee. It is accountable for monitoring the operational performance of the State Bar Program Areas identified on the Board Committee Structure Matrix appended to Tab 2.6.

The Programs Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Approve changes to high-level quality-control policies that apply to the functioning of the State Bar Program Areas under the Programs Committee's performance-monitoring and oversight authority.
- Review performance reports in Programs Committee meetings and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.
- Oversee the preparation of in depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Programs Committee's performance-monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Develop and adopt a Programs Committee Work Plan for approval by the Board Executive Committee; for each Programs Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Programs Committee and/or the Board.
- Perform such other functions relevant to the Programs Committee's subject area as the Board of Trustees may from time to time assign.

(Source: Board of Governors Resolution approving Member Oversight Committee Charter, May 2002; Board of Governors Resolution approving Volunteer Involvement Committee Charter, May 2002; Board of Governors Resolutions, September 2005, July 2009, September 2010; Board of Trustees Resolution approving the Admissions and Education Committee Charter, July 2014, September 12, 2016; Board of Trustees Resolution approving the Programs Committee Charter, August 2017, January 2018.)

Article 6

AUDIT COMMITTEE

The Audit Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

The Audit Committee shall:

- Undertake the following responsibilities relating to the annual financial statement audit:
 - Recommend appointment of the external auditors, taking into account the recommendation of the Executive Director and Chief Financial Officer, for approval by the full Board of Trustees.
 - Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for non-audit services.
 - Review and approve the annual audit scope and the fees of the external auditors.
 - Monitor the progress of the financial statement audit.
 - Evaluate the results, findings and recommendations of the financial statement audit.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the financial statement audit are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and the independent auditor.
 - Monitor the State Bar's implementation of the financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.
 - Review with the Chief Financial Officer or his or her designee and the independent auditor the financial statement audit's results, findings and recommendations, including any difficulties encountered; review with the Chief Financial Officer or his or her designee and the independent auditor all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
- Undertake the following responsibilities relating to financial statements:
 - Review significant accounting and reporting issues, including complex or unusual transactions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
 - Review the annual financial statements, and consider whether they are complete, consistent with information known to the Audit Committee members, employ appropriate accounting principles, and appropriately reflect the financial condition of the State Bar.

- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Understand how staff develops interim financial information, and the nature and extent of external auditor involvement.
- Undertake the following responsibilities relating to cybersecurity:
 - Recommend commission of a biennial cybersecurity report, taking into account the recommendation of the Executive Director and the Director of Information Technology, to the full Board of Trustees for approval.
 - Review and approve the biennial cybersecurity report scope and fees.
 - Evaluate the results, findings and recommendations of the biennial cybersecurity report.
 - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the biennial cybersecurity report process are appropriate and timely.
 - Serve as a direct communications link between the Board of Trustees and cybersecurity experts.
 - Monitor the State Bar's implementation of the cybersecurity report recommendations, working with staff to identify other cybersecurity initiatives that should be undertaken.
 - Review with the Executive Director or his or her designee and cybersecurity experts the results, findings and recommendations in the cybersecurity report, including any difficulties encountered, to ensure the State Bar's vigilance in identifying, analyzing and addressing any and all cybersecurity vulnerabilities on an ongoing and continuous basis.
 - In the interim year between the biennial reports, review with the Director of Information Technology the status of cybersecurity including progress in implementation of corrective measures and identification of any new risks or concerns; ensure that the Director of Information Technology's responses to any new risks or concerns are appropriate and timely.
- Review the results of the biennial performance audit conducted by the State Bureau of Audits; and monitor the State Bar's implementation of the financial-related recommendations of the biennial performance audit, working with staff to identify other fiscal and operational initiatives and best practices that should be undertaken.
- Monitor, review and evaluate the effectiveness and adequacy of the State Bar's internal control structure on an ongoing basis:
 - Ensure that the State Bar performs its duties pursuant to Tab 4.1, Section 10 of the Board Book, which requires that a review of the State Bar's budget and fiscal control policies and procedures be undertaken every five years by an independent consultant.
 - Review and approve the independent consultant review scope and fees.

- Evaluate the results, findings and recommendations of the independent consultant.
- Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the independent consultant review, the annual financial statement audit, the State Auditor's biennial review or any other audit or review are appropriate and timely.
- Serve as a direct communications link between the Board of Trustees and the independent consultant.
- Monitor the implementation of the recommendations, working with staff to identify other internal control initiatives that should be undertaken.
- Meet with the Chief Financial Officer and other members of Bar leadership staff, or their designees, on a biennial basis to:
 - Review and discuss the State Bar's internal control structure, including progress on implementation of the recommendations of the independent consultant and other initiatives undertaken to improve the State Bar's internal control structure.
 - Ensure the State Bar's vigilance in identifying, analyzing and addressing significant internal control structure vulnerabilities on an ongoing and continuous basis.
 - Seek assurances from Bar leadership staff on the effectiveness of risk management practices and controls.
 - Reassess whether the policies and procedures provide for the effective identification, assessment, reporting, monitoring and control of the State Bar's principal risks; if they do not, require that the policies and procedures be updated to address any deficiencies.
- Perform such specific oversight functions as expressly requested by the Board of Trustees.
- Review, on a quarterly basis, reports prepared by the Office of Finance regarding Executives' and Board Members' travel and expense reimbursements.
- Develop and adopt an Audit Committee Work Plan for approval by the Board Executive Committee; for each Audit Committee project listed on the Work Plan, the Work Plan shall include a description of the project, the Strategic Plan Goal(s) and Objective(s) that are furthered by the project and an estimated timeline for completion and presentation to the Audit Committee and/or the Board.

Access to the Chief Financial Officer: The Chief Financial Officer shall have direct access to the Board of Trustees on all financial matters, and is authorized to meet with the Committee, or if more expedient with the Audit Committee Chair, on the Chief Financial Officer's own initiative or at the request of the Audit Committee Chair, outside the presence of other State Bar leadership staff at Audit Committee meetings; in

addition, the Audit Committee shall meet independently with the Chief Financial Officer on a quarterly basis.

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

Limitations on the Role and Responsibility of the Audit Committee:

Oversight Scope Defined: The role and responsibility of the Audit Committee is oversight, not preparation of reports or statements or operation.

- The Executive Director and Chief Financial Officer and their designees are responsible for preparing the financial statements; responding to governmental and other reports relating to the State Bar; operating the State Bar, including its financial and accounting systems; and assuring compliance with applicable laws and with policies and procedures established by the Board.
- The external auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to perform.

Reliance on Advisory Information Provided by State Bar Leadership staff, Auditors and Others: In carrying out its oversight function, the Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the external auditors. In discharging their duties, the members of the Audit Committee may rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the Board duly designated with authority in particular areas, or other persons whom the member believes are reliable and competent in the matters presented, provided that in so relying the member is acting in good faith and with that degree of diligence, care and skill which ordinarily prudent the State Bar Audit Committee members would exercise under similar circumstances.

(Source: Board of Governors Resolutions, October 2004, July 2005; Board of Trustees Resolution, July 2014; Audit Committee Resolution January 16, 2015, ratified by the Board of Trustees May 13, 2016; Board of Trustees Resolution approving the Audit Committee Charter, August 2017, January 2018.)

Board Committee Structure

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

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