

# **OPEN SESSION**

## **AGENDA ITEM**

### **III.A MARCH 2018**

**DATE:** March 8, 2018

**TO:** Members, Board Executive Committee

**FROM:** Michael G. Colantuono, Chair  
Leah T. Wilson, Executive Director

**SUBJECT:** Chair/Executive Director Framework

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#### **DISCUSSION**

Together, the 2017 Governance in the Public Interest Task Force Report and the 2018 fee bill resulted in a number of important governance reforms at the State Bar. These included a reduction in the number of Board committees from six to five; consolidation of responsibility for discipline-related program areas under one committee and non-discipline related program areas under another; and revised committee charters clarifying the scope and purpose of each.

As part of the next phase of the process to institutionalize good governance, we, in consultation with Dr. Elise Walton, the State Bar's organizational design consultant, have developed a structural framework outlining the respective roles of the Executive Director and Board Chair.

The framework is specifically designed to: (1) ensure that the Executive Director and Chair have clarity as to "who does what"; (2) enable the Executive Director and Chair to communicate with others about their different and shared responsibilities; (3) specify how the Chair and Executive Director can jointly build a culture of collaboration between the Board and management; and (4) examine whether past practice should continue or be modified considering new or changed conditions. While the framework as presented represents our best efforts to codify these important roles and responsibilities, the document will naturally evolve over time.

This is an informational item only. Staff is developing an Administrative Manual that will be used to ensure the organized development and memorialization of procedures and processes by which the Board of Trustees and State Bar executive staff can work together to function in a forward-looking, consistent, and transparent manner. These include processes for trustee on-boarding and off-boarding; trustee training, development, and assessment; developing effective Board committee staff relationships including bi-weekly Chair/Vice Chair calls; creating a proactive legislative agenda to enhance the State Bar's public protection mission; and ensuring greater Board engagement with State Bar sub-entities. As indicated by the examples of the types of processes to be contained therein, the Administrative Manual will include a level of operational detail not appropriate for the Board Book.

It is important for this type of documentation to take place as part of institutional succession planning and ensuring the long-term viability of the improvements that the Board has made over the last several years.

## **FISCAL/PERSONNEL IMPACT**

None.

## **RULE AMENDMENTS**

None.

## **BOARD BOOK AMENDMENTS**

Several Board Book provisions are implicated by the Chair/Executive Director Framework including Tab 2.3 Article 2 Sections 2(a)(3), (b)(6) and (b)(7) and Tab 1.3 Article 1 Sections 2-5. As with much of the Board Book, these provisions appear to be inconsistent with both current and past practice, and are in need of revision; the framework as presented does not align with the Board Book, an issue that will be addressed in a future revision effort. Rather than continue to modify the Board Book in a piecemeal fashion, which has created unintended organizational and consistency challenges, staff proposes to affirmatively identify instances of misalignment to ensure transparency with the Board, as well as to flag for a future comprehensive Board Book clean-up effort.

## **STRATEGIC PLAN GOALS & OBJECTIVES**

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

Objective C: Implement and pursue governance, composition, and operations reforms needed to ensure that the Board’s structure and processes optimally align with the State Bar’s public protection mission.

## **RECOMMENDATION**

None.

## **ATTACHMENT(S) LIST**

- A.** Executive Director/ Chair Framework

## Executive Director/Chair Roles and “Building a Culture of Collaboration”

- ☐ **Primary:** Denote the role that leads, or has primary responsibility for the activity.
- ☐ **Secondary:** Denote the role that is support, in that the activity is a secondary responsibility for that role.
- ☐ **Joint:** If responsibility is truly shared, designate both roles with a J.

<b>Mission and Strategy</b>	<b>ED</b>	<b>Chair</b>	<b>Comments</b>
1. <i>Promote the mission of the State Bar</i>	J	J	
2. <i>Develop the Strategic Plan</i>	J	J	In conjunction with the Board
3. <i>Review strategic plans or initiatives before presentation to the Board or appropriate committees</i>	P		
4. <i>Ensure the Board has sufficient engagement to fully understand and support the strategic plan</i>	P	S	
5. <i>Approve strategic plans and major initiatives</i>	S	P	In conjunction with the Board
6. <i>Translate strategy into relevant goals and metrics of organizational performance</i>	J	J	
7. <i>Reinforce mission and strategic orientation throughout the State Bar through personal behavior, leadership and management</i>	P		
8. <i>Periodically review progress on achieving Strategic Plan goals and objectives .</i>	J	J	
9. <i>Make timely resource decisions, providing ‘final vote’ when resolving conflict between strategic or investment choices</i>	P	S	In conjunction with the Board
10. <i>Periodically validate the relevance and impact of the Mission and Strategic Plan</i>	S	P	In conjunction with the Board

## Executive Director/Chair Roles and “Building a Culture of Collaboration”

<b>Performance Management</b>	<b>ED</b>	<b>Chair</b>	
<i>11. Regularly monitors progress toward and performance on overall goals</i>	J	J	
<i>12. Identify organizational performance issues and take quick, thoughtful countermeasures to address</i>	P		
<i>13. Provide constructive, developmental guidance to the Executive Director both in formal reviews and informally throughout the year</i>		P	In conjunction with the Board
<i>14. Provide constructive, developmental guidance to key management staff</i>	P		
<i>15. Ensure appropriate risk reviews and safeguards, particularly as related to reputational risk</i>	P	S	
<b>Partnerships and Relationships</b>	<b>ED</b>	<b>Chair</b>	
<i>16. Identify and select external relationships that help the State Bar achieve its mission and maintain financial viability</i>	P	S	
<i>17. Manage external partnerships/relationships</i>	P	S	
<i>18. Provide thought leadership in key public, professional and advocacy venues</i>	J	J	
<i>19. Leverage established relationships to consistently create value and opportunities for the State Bar</i>	P	S	
<i>20. Maintain the State Bar’s profile and agenda with key stakeholders</i>	J	J	

## Executive Director/Chair Roles and “Building a Culture of Collaboration”

<b>Board &amp; Management Roles</b>	<b>ED</b>	<b>Chair</b>	
<i>21. Ensure clarity of roles and activity between the Board and Management</i>	S	P	
<i>22. Ensure there is a clear accountability within the organization for Board related duties (e.g., Committee support)</i>	P	S	
<i>23. Lead the Board to fully execute its governance roles and responsibilities</i>		P	
<i>24. Collaborate with and support Board Committees in their responsibilities</i>	S	P	
<i>25. Design overall Board agenda, identifying the most critical issues the Board must address, including those mandated by statute or policy</i>	S	P	
<i>26. Design and develop the Board Book</i>	P	S	In conjunction with the Board
<b>Board &amp; Management Engagement</b>			
<i>27. Handle controversy in the Board ensuring different views are aired and, where necessary, resolution achieved</i>		P	
<i>28. Address controversy among management staff, appraising Board when and if appropriate</i>	P		
<i>29. Provide constructive, developmental guidance and feedback to the Board and individual members as appropriate</i>		P	
<i>30. Manage Board composition, including selection of members and Committee and leadership appointments (as well as recommending specific member (s) step down)</i>		P	Given the fact that the State Bar has multiple external appointing authorities, this is a joint responsibility related to maintaining relationships with external stakeholders

## Executive Director/Chair Roles and “Building a Culture of Collaboration”

<i>31. Identify strategic or policy issues with mission critical impact or fiscal materiality that the Board should review</i>	P	S	
<i>32. Ensure Board is informed early on strategic shifts, emerging professional and legal issues, staff reorganizations and budget concerns</i>	P		
<i>33. Ensure management is informed of key Board actions and recommendations</i>	P		
<i>34. Manage Board scope to stay within its role, pulling back when the Board oversteps into management responsibilities</i>		P	