

OPEN SESSION AGENDA ITEM

703 SEPTEMBER 2018

DATE: September 14, 2018

TO: **Members, Board of Trustees**

FROM: Kimberly DaSilva, Attorney II, Mission Advancement and Accountability

SUBJECT: Board Book Revision – Status Update

EXECUTIVE SUMMARY

This agenda item provides an update to the Board on the status of revisions to the Board Book. The revision is intended to eliminate unnecessary and redundant information that has accumulated over the years and to ensure that the document is a resource to members of the Board, focused on the mission of the Bar, the role of the Board, meeting procedures, committee structure, and staffing, among other issues.

BACKGROUND

The State Bar's Board of Trustees Policy Manual (commonly known as the "Board Book") was adopted in September 2004 as a compilation of statutes, Rules of the State Bar, and other policies and procedures adopted by Board resolutions that govern the operations of the Board and its oversight of the agency. Over time, largely through the process of additional resolutions, it grew into an excessively long and poorly structured document ill-suited to assist Trustees in understanding the mission of the Bar or their role in advancing that mission.

In July 2015, the Board requested a review of the Board Book initiating both non-substantive cleanup and substantive revisions including, but not limited to, revisions related to:

- the Bagley-Keene Open Meeting Act and the California Public Records Act;
- the 2017 Governance in the Public Interest Task Force; and,
- Senate Bill 36.

Due to the excessive length and poor structure of the Board Book the Executive Director of the Bar (ED) and the Board Chair subsequently directed staff to conduct a more comprehensive revision of the Board Book. This more comprehensive revision is intended to make the Board Book consistent in format and style, succinct in presentation, and relevant to the needs of Trustees.

In June of this year, staff solicited bids for a contractor to begin the review and revision process. Out of three bids received, the Bar entered into a contract with Cindi Christenson to assist with the project. Ms. Christenson has served as an Executive Director for two state licensing boards

similar to the State Bar and has experience writing and using board procedures manuals. After evaluating the proposals, Ms. Christenson's work, in particular her work with the Board of Accountancy and the Contractors State License Board, were more comparable to the State Bar's Board than entities for which the other bidders worked.

Working with Bar staff, Ms. Christenson established guidelines to determine whether material should be retained in the Board Book; retained but summarized; updated; moved to another document where the material will be useful, or; removed altogether. Those guidelines, along with representative examples, are provided below.

Guidelines

- Recitation of statutes should be removed or replaced with brief summaries.
 - Example: *(Source: Bus. & Prof. Code, § 6001; Cal. Const. art. VI, § 9; In re Attorney Discipline System (1998) 19 Cal.4th 582, 598-600.; Board of Trustees Resolution, November 2017.)*
- Staff procedures should be placed in internal staff procedure manuals.
 - Example: *Agendas and other writings distributed to all or a majority of the board or a board committee shall be made available [to the public] upon request, except as provided under Government Code section 11125.1(a). Writings distributed to members of the board or a board committee prior to or at a meeting will be available at the meeting. If these writings are prepared by someone other than the State Bar, they will be available as soon as feasible after the meeting.*
- Outdated information should be updated or deleted.
 - Example: *2012-2017 Five-Year Strategic Plan: Original Goals: On February 10, 2012 the Board adopted a Five-Year Strategic Plan that identified three large-scale initiatives which the State Bar would undertake to re-engineer the organization for sustainable, lasting improvement consistent with its public protection mission. These initiatives included: (1) Modernizing State Bar Information Technology; Preserving and Improving State Bar Facilities; and (3) Streamlining the Bar's Programs and Processes.*
- Historical annotations should be removed and placed in internal historical documents.
 - Example: *Historical Note: Statutes 2011, Chapter 417 (Senate Bill 163), § 9 amended Business and Professions Code § 6010 to change the name of the board from Board of Governors to Board of Trustees. Historical actions of the board under the name "Board of Governors" are deemed to mean "Board of Trustees."*
- Governance information, including strategic planning material, should be summarized with links or other references to the full documents that will allow Trustees to find them.
 - Example: *All activities of the State Bar, including its strategic planning responsibilities, are subject to Business and Professions Code section 6001.1, added by Statutes 2011, chapter 417 (Sen. Bill No. 163), which provide that protection of the public shall be the highest priority for the State Bar. SB 163 also required that the Board of Trustees of the State Bar complete and implement a Five-Year Strategic Plan. (Bus. & Prof. Code, § 6140.12, added SB 163, § 42.) In compliance with SB 163 and relevant statutory authorities, the Board adopted a Five-Year Strategic Plan in 2012 that set forth goals and measures for the State Bar consistent with its mandated priority of public protection for the current five year period (2012-2017).*
- Information that is extremely detailed should be removed or summarized.
 - Example: *The Senior Executive for Admissions is the Senior Executive overseeing the attorney admissions function. This position is a Senior Executive of the State Bar serving in conformity with the Executive Staff Rules, subject only*

to the limitation that the State Bar (through its Executive Director) must maintain the integrity of the bar examination and admissions process...

- Redundant material should be removed.
 - Example: The following information appears in a section on the ED's relationship with the Board as well as in the Committee Charter. *The Board Executive Committee is the committee which administers the development and administration of the Executive Director/Board relationship. The Board Executive Committee's functions in this regard include...*
- Committee duties and charters should be moved to an appendix.
 - Example: 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...*

At this point in time Ms. Christenson has developed a template and revised at least one section of the Board Book. A draft Table of Contents is attached to this item.

DISCUSSION

None

FISCAL/PERSONNEL IMPACT

A contract for this update was awarded to Ms. Christenson for \$17,055.

RULE AMENDMENTS

None

BOARD BOOK AMENDMENTS

Revision of entire Board Book.

STRATEGIC PLAN GOALS & OBJECTIVES

Goal: 3. Improve the fiscal and operational management of the State Bar, emphasizing integrity, transparency, accountability, and excellence.

Objective: Improve transparency of the activities of the State Bar and its Board of Trustees.

RECOMMENDATION

None

ATTACHMENT(S) LIST

- A. Draft Revised Table of Contents

DRAFT
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