

**OPEN SESSION
AGENDA ITEM**

**November 2018
BOARD EXECUTIVE COMMITTEE ITEM III.F**

DATE: 11/15/2018

TO: **Members, Board Executive Committee**

FROM: Kimberly DaSilva, Attorney, Mission Advancement and Accountability

SUBJECT: Board Book Update

EXECUTIVE SUMMARY

This agenda item provides an update on the revision 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.

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 operation of the Board and its oversight of the Bar. Over time 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 June of this year the Bar contracted with Cindi Christenson, a retired public sector executive who has drafted several board manuals, to extensively revise the Board Book, making it consistent in format and style, succinct in presentation, and relevant to the needs of Trustees. Working with Bar staff, Ms. Christenson established guidelines to determine what material should be retained in the Board Book; condensed; updated; moved to another document where the material will be more useful; or, removed altogether. Those guidelines, along with representative examples, were shared with the Board in an update during its September meeting.

DISCUSSION

The existing Board Book is 273 pages long, broken into five sections based on content. Each section is further broken into multiple “tabs”, which then contain “articles” and, sometimes even additional “sections.” However, the “tabs” were not created based on the content or structure of the overall Board Book. Rather, when the Bar sought to place the document online, to increase transparency, they were created as an administrative tool, for ease of updating the document on the website when necessary to accommodate changes to the Board Book. This is merely one example of the way in which the Board Book has changed over time without consideration for ease of navigation, much less relevance for assisting Trustees in fulfilling their duties.

The revised Board Book, approximately 25 pages in length with approximately 50 additional pages of focused appendices, is an attempt to transform the current Board Book into an informative yet accessible resource for Board members. In doing so, the revision retains many of the current sections, but condenses, updates and deletes, where appropriate. It remains organized in sections but dispenses with any further scaffolding such as “tabs”, which were never intended for the actual reader.

Below is a description of each section, as well as a description of how it differs from the current Board Book. The revised Board Book is organized into 11 sections and includes a list of appendices. The appendices are intended to provide more detailed information as a reference, where the detail is needed, allowing the body of the book to serve as a succinct guide to Trustees. The appendices are also intended to set the foundation for more straightforward updating, on a regular basis, of information that changes from year to year.

Section 1 State Bar of California

Section 1 is condensed from 34 pages in the current Board Book to one half page in the revision by: moving the staffing and strategic planning sections; deleting numerous recitations of statutes from the Business and Professions Code; and consolidating governing authority into bullet points.

Section 2 Board of Trustees

Section 2 is condensed from 57 pages in the current Board Book to approximately six pages in the revision by: deleting a significant amount of historical information; deleting recitations of statutes from the Business and Professions Code; consolidating and refocusing communications policy to emphasize the need for a single media contact; deleting material not relevant to the State Bar’s purpose; summarizing information concerning Board composition, terms, officer selection, resignations, rules of conduct, Board and Board member responsibilities and the duties of the Chair and Vice-Chair. Section 2 also provides summary descriptions of the standing committees, while referring readers to an appendix for detailed information on committee charters.

Section 3 Meeting Procedures

Section 3 is condensed from 27 pages in the current Board Book to approximately four pages in the revision by: consolidating information such as claims against the Bar, amicus participation and public comment; and, moving both the Bar's legislative guidelines adopted earlier this year and the conflict of interest section. Section 3 includes material on: compliance with the Bagley-Keene Open Meeting Act; meeting frequency; location; attendance; quorum; agenda items; notice; closed sessions; meeting records; voting; recording and webcasts; public attendance; public comment; and, types of meetings.

Section 4 Subentities, Task Forces, Committees of the Supreme Court and External Entities

Section 4 has been removed for the time being, pending the finalization of the implementation of Board resolutions regarding State Bar subentities. A separate agenda item being heard by the full Board of Trustees will address the implementation plans following from the Appendix I subentity review directed by the Governance in the Public Interest Task Force. These implementation plans address issues such as the terms of members of subentities, the process for appointing members and officers of subentities, the size of subentities, and other issues that need to be finalized before this section can be completed.

Section 5 Board Planning and Fiscal Oversight

Section 5 is condensed from 30 pages in the current Board Book to approximately three pages in the revision by: consolidating material and moving some to an internal financial policies and procedures document; deleting material that is specific to various funds; and, deleting historical material. Section 5 includes information on: strategic planning; the State Bar budget, including a brief summary of the budget process; revenue sources; audits; contracts that must be approved by the Board; and, settlement of claims against the State Bar.

Section 6 Legislation and Rulemaking

Section 6 is absent from the current Board Book. The former legislative policy was removed by the Board in January of this year when the Board adopted its new "Legislative Program Purpose and Guiding Principles" and, simultaneously eliminated the old "Legislative Policies and Procedures" section (Tab 3.5 of Section 3), pending the Board Book revision, to more properly align the section with those guiding principles. Where the current Board Book incorporates legislation into a shared section with other legal policies and procedures, the revision carves out an entire section specifically addressing Legislation and Rulemaking. Section 6 includes a description of the purpose of the Bar's legislative program as well as the Board's authority to promulgate rules and regulations to implement the State Bar Act.

Section 7 Staffing

Elements of Section 7 are contained in the current Board Book under strategic planning and the State Bar's governing authority. In the proposed, revised Board Book, Section 7 exclusively addresses staffing. Specifically, section 7 includes descriptions of the authority of the Executive Director, the General Counsel, and the Chief Trial Counsel, the Board's relationships with each of these executives, and the process for evaluating, appointing, and removing each of those positions.

Section 8 Communication

The current Board Book includes communication in a section with legal and legislative policies. In the proposed, revised Board Book, Section 8 the communication material has been updated to address social media and to emphasizes the importance of the Executive Director, or her designee, as the single point of contact for inquiries made to the Board. It also requires that all requests for a Board, committee, task force or sub-entity member to make a presentation be submitted to and approved by the Board Chair or the Executive Director.

Section 9 Expense Reimbursement

Section 9 in the proposed, revised Board Book, addresses expense reimbursement. The current Board Book includes this topic in the overarching section on Finance. The new Section 9 includes Board member travel, lodging, reimbursement and statutory compensation for public members. This section also refers readers to an appendix containing the State Bar's detailed Travel and Business Related Expense Policy.

Section 10 Board Member Training

The revision adds a new section, Section 10, dedicated to Board member training, making it clear that all Board members and sub-entity volunteers are required to attend a formal orientation which includes, among other State Bar related topics, training on implicit bias and diversity. Section 10 also describes trainings that occur throughout the year on various topics such as the Bagley-Keene Act, admissions, the disciplinary process and the budget.

Section 11 Guidelines and Procedures

In the revision Section 11 carves out an entire section specifically addressing the State Bar's Conflict of Interest policy, explaining rules regarding: financial disclosures; disqualification from making decisions; conflict rules regarding State Bar contracts; and, the policy restricting Board members from doing business with the State Bar for a period of twelve months after the expiration of his or her term.

Appendices

Because the revision is significantly more summary than the current Board Book, the revised Board Book contains a host of helpful appendices, which provide detailed information on topics relevant to Board members. This is intended to ensure that Board members can still access specific information they need to perform their duties effectively. The appendices include: a list of current Board members; Standing Committee Charters; a list of Ad Hoc Committees with charters; a Board Committee Structure Matrix; a list of Board liaisons; Sub-Entity charters; the current Strategic Plan; the current Travel and Business Related Expense Policy; authority underlying the Conflict of Interest policy; a Glossary of Common State Bar Acronyms; a Cheat Sheet for Chairing a Meeting in Lieu of a Script; and, a calendar of annual Board events.

FISCAL/PERSONNEL IMPACT

None

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. Informational item only.

ATTACHMENT(S) LIST

- A. Revised Board Book, including Appendices**
- B. Current Board Book**