



The State Bar of California

OPEN SESSION AGENDA ITEM BOARD EXECUTIVE COMMITTEE III.A

DATE: December 17, 2020

TO: Members, Board Executive Committee

FROM: Marc Shapp, Assistant General Counsel, Office of General Counsel

SUBJECT: Waiver for Good Cause of Policy Restricting Leah Wilson from Conducting Business with the State Bar after Leaving Office Pursuant to Board Policy Manual 11.2

EXECUTIVE SUMMARY

State Bar policy restricts senior managers from doing business with the State Bar within 12 months following the termination of their employment. The Board or its designee may waive this policy for good cause. At its January 2020 meeting, the Board approved a waiver of the restriction as to then-outgoing Executive Director Leah Wilson. The State Bar and Ms. Wilson entered into a contract subject to that waiver for work to be performed on policy initiatives already underway at the time of Ms. Wilson's resignation as Executive Director.

This item seeks Board Executive Committee approval again to waive the restriction for good cause as to Ms. Wilson. Approval of this new waiver will allow the State Bar to continue to retain Ms. Wilson as a consultant to support the successful implementation of important policy initiatives, including initiatives begun after her tenure.

BACKGROUND

State Bar policy restricts former senior managers from doing business with the State Bar within 12 months following the termination of their employment. Located at Board Policy Manual Section 11.2, the policy states:

Members of the Board of Trustees and Senior Managers designated by the Executive Director, for a period of twelve months following expiration of their term of office or termination of employment, shall not:

Seek to do, or do, business with the State Bar for monetary gain, or act as agent or attorney for, or otherwise represent any person, for compensation by making any formal or informal appearance, or any oral or written communication before the State Bar, or any officer or employee or agent thereof, if the appearance or communication is for the purpose of influencing official State Bar action, including the awarding or revocation of services, contracts, or the sale or purchase of goods or property.

The Board, or its designee, may waive the requirements of this policy for good cause.

Former State Bar Executive Director Leah Wilson resigned her position, effective January 17, 2020. At its January 2020 meeting, the Board of Trustees approved a waiver of the Board policy to allow the State Bar to retain Ms. Wilson as a consultant. At that time, staff recommended the waiver for good cause because the State Bar would “benefit from Ms. Wilson’s unique knowledge and expertise to further ongoing policy initiatives she directed during her tenure as Executive Director.”

DISCUSSION

Staff recommends that the Board Executive Committee waives the policy restricting doing business with the State Bar as to Ms. Wilson for good cause. For nearly one year, the Interim Executive Director has served the dual roles of Interim Executive Director and Chief of Programs during a tumultuous period with unprecedented issues—including implementation of a State Bar-wide work-from-home policy, the administration of the first online Bar Examination, and other changes necessitated by the ongoing COVID-19 pandemic. It is anticipated that the increased demands on both positions will continue through mid-2021. Additional high-level support is critical to ensure that the Interim Executive Director has the necessary bandwidth to effectively perform the responsibilities of the position.

No individual other than Ms. Wilson has the background, skill, or knowledge to provide the assistance needed as quickly, accurately, or effectively. As noted above, the Board of Trustees once already found good cause to waive the policy restricting Ms. Wilson from doing business with the State Bar—for *ongoing* policy initiatives. The new contract with Ms. Wilson will cover matters including *new* policy initiatives.

At its November 2020 meeting, the Board of Trustees approved staff’s request to execute a new contract between the State Bar and Ms. Wilson. However, that request was made only regarding the requirement under Business and Professions Code section 6008.6 for Board of Trustees approval of non-IT contracts for goods or services with a value in excess of \$50,000. Based on the foregoing, staff believes a separate waiver of the policy to obtain additional

services from Ms. Wilson would be prudent. The Board Executive Committee is authorized to take the recommended action pursuant to the authority delegated to it by the Board of Trustees.

The Board Executive Committee therefore is requested to waive—for good cause—the policy restricting former senior managers from doing business with the State Bar within 12 months of termination of employment to allow staff to engage Ms. Wilson as a consultant able to assist the Interim Executive Director with tasks commensurate with Ms. Wilson’s unique knowledge and expertise.

FISCAL/PERSONNEL IMPACT

The Board of Trustees already has approved a new contract with Ms. Wilson in an amount not to exceed \$140,000. Therefore, waiver of the policy will allow the State Bar to enter into a contract that has already been approved.

AMENDMENTS TO RULES OF THE STATE BAR

None

AMENDMENTS TO BOARD OF TRUSTEES POLICY MANUAL

None

STRATEGIC PLAN GOALS & OBJECTIVES

Goal: None - core business operations

RECOMMENDATIONS

Should the Board Executive Committee concur in the proposed action, passage of the following resolution is recommended:

RESOLVED, that the Board Executive Committee waives Board Policy Manual Section 11.2 (Policy Restricting Former Members of the Board of Trustees and the Senior Managers Designated by the Executive Director from Doing Business with the State Bar), as applied to Leah Wilson, for good cause.

ATTACHMENT(S) LIST

None