

WASHINGTON STATE BAR ASSOCIATION

BOARD OF GOVERNORS MEETING MINUTES

Bellevue, WA

September 22-23, 2022

Call to Order and Welcome ([link](#))

The meeting of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Brian Tollefson on Thursday, September 22 at 9:02 AM. Governors in attendance were:

Hunter Abell
Francis Adewale
Sunitha Anjilvel
Lauren Boyd
Pres. Elect Daniel D. Clark
Jordan Couch
Matthew Dresden
Carla Higginson
Tom McBride
Treas. Bryn Peterson
Serena Sayani
Alec Stephens
Brent Williams-Ruth

Also in attendance were Michael Addams (Juvenile Law Section), Mallory Avila, Cathy Biestek, Executive Administrator Shelly Bynum, Adam Chapman, Meng Li Che (WA BIIA), Michael Cherry (Practice of Law Board), IT Director Jon Dawson, Chief Disciplinary Counsel Doug Ende, Volunteer Engagement Advisor Paris Eriksen, ABA Delegate John Felleisen, WSBF President Tracy Flood, Gov. Elect Kevin Fay, Sharon Glenn, Judge Jeffrey Goodwin, Meyha Goyal, Assistant General Counsel Nicole Gustine, Nancy Hawkins (Family Law Section Executive Committee), Associate Director for Regulatory Services Bobby Henry, Gov. Elect Erik Kaeding, Outreach Specialist Michael Kroner, Finance Director Tiffany Lynch, Sections Programs Specialist Carolyn MacGregor, Sara Matheny, Rajeev Majumdar, Christine Moore, Betsylew Miale-Gix, Jerry Moburg, Clay Neilson, Executive Director Terra Nevitt, Chief Communications Officer Sara Niegowski, Gov. Elect Nam Nguyen, Broadcast Services Manager Rex Nolte, Communication Strategies Manager Jennifer Olegario, Facilities & Operations Manager Michael Paugh, RSD Admissions Specialist Ramana Pendyala, Gov. Elect Kari Petrasek, Cinthia Piedra, Advancement Director Kevin Plachy, Educations Program Manager Shanthi Raghu, Gov. Elect Mary Rathbone, Isham Reavis (Court Rules Committee), Parliamentarian G. Kim Risenmay, Equity and Justice Specialist Saleena Salango, Immediate Past President Kyle Sciuchetti, General Counsel Julie Shankland, Chief Equity & Justice Officer Diana Singleton, Chief Culture Officer and Human

Resources Director Glynnis Klinefelter Sio, Mel Simburg (ADR Section), Linda Tollefson, Member Services and Engagement Manager Julianne Unite, and Bailey Zydek (Juvenile Law Section).

Consent Calendar ([link](#))

Pres. Tollefson asked if anyone wished to remove an item from the consent calendar. Gov. Peterson moved for approval. There was no discussion. Motion passed unanimously. Gov. Higginson abstained.

Member & Public Comments ([link](#))

There was no public comment.

President's Report ([link](#))

Pres. Tollefson referred to his written report and acknowledged the passing of former WSBA presidents Jan Erik Peterson and Bill Hyslop. The Board observed a moment of silence.

Executive Director's Report ([link](#))

Executive Director Nevitt provided information about upcoming events and meetings. She encouraged Board members to review themes from this year's outreach in advance of the Board's planning retreat in October. Director Nevitt also welcomed the new governors elect Mary Rathbone of District 4 and Erik Kaeding of District 8 and expressed appreciation for outgoing President Brian Tollefson.

Reports of Standing or Ongoing BOG Committees ([link](#))

Executive Committee. Pres. Tollefson briefly reported on the most recent meeting.

APEX Awards Committee. Gov. Abell encouraged folks to watch the APEX awards and thanked the staff for putting together the President's reception.

Personnel Committee. No report.

Legislative Committee. No report.

Nominations Committee. Gov. Boyd reported that the last meeting needed to be rescheduled due to a lack of quorum.

Equity and Diversity Council. Gov. Anjilvel also noted quorum issues and highlighted the ongoing work of the Council's subcommittees. She also reported on the most recent Legal Lunchbox and an upcoming film screening.

Long-Range Strategic Planning Council. Pres. Tollefson reported that at the most recent meeting the Council discussed the idea of buying a building and other proposals related to the WSBA office space but does not yet have a recommendation for the Board.

Member Engagement Council. No report.

Budget and Audit Committee. No report.

Equity and Disparity Workgroup. Exec. Dir. Nevitt reported that the workgroup charter was just extended with approval of the consent calendar and that the group is gathering feedback on a proposed amendment

of GR 12.2 to bring to the Board in November. She noted that, if approved, the proposed change would go to the Court.

Supreme Court Bar Licensure Task Force. Gov. Williams-Ruth reported that the Task Force will meet on Monday and will hear recommendations regarding the Character and Fitness process.

TAXICAB. Past Pres. Sciuchetti explained the purpose of the Task Force, which is to clarify roles regarding WSBA's administration of Supreme Court boards. He reported that a drafting group is revising a draft policy for review by the full task force and plans to present a proposal to the Board in November. Past Pres. Sciuchetti answered a question from Nancy Hawkins regarding when the draft policy will be available for review.

Approve 2023 Keller Deduction ([link](#))

Gen. Counsel Shankland provided an overview of the rules that govern the calculation of the Keller deduction. She walked through the calculation. She clarified that in identifying activities that are included in the calculation, WSBA is not determining that those activities are non-germane, but rather are acknowledging that the definition is subject to interpretation. She noted that the deduction was presented to the Budget and Audit Committee, which recommends the proposal to the Board. Gov. Clark moved for approval. Motion passed unanimously. Govs. Adewale and Sayani were not present for the vote.

COVID-19 Report by King County Public Health ([link](#))

Becky Reitzes presented information about COVID-19 vaccine efficacy, how they work and current public health recommendations. There was discussion about death rates and how they compare to those for influenza; that status of the pandemic; and the risks of COVID and the risks of vaccination. Ms. Reitzes further presented on preventing the spread of COVID-19, noting the downsides of mandates. Discussion continued about the role of vaccination is prevention of spreading the disease and the availability of the original vaccines. There was discussion about the existing policy and continued discussion about the best way to prevent transmission.

Budget and Audit Committee Items ([link](#))

Approve 2024 License Fee and Client Protection Fund Fee

Treas. Peterson stated that the Budget and Audit Committee's recommendations with respect to the 2024 License Fee and Client Protection Fund Fee. Pres. Clark moved to adopt the recommendation of the Budget and Audit Committee on the 2024 license fee. There was a discussion about whether to take the items piecemeal or go through all the items at once; comments for and against the motion; perspectives about WSBA's historical performance against the budget; and perspectives about the Board's past statements regarding license fees. Director of Finance Tiffany Lynch shared information about current year projections and projections through FY2026. Discussion continued about WSBA's historical performance compared to budget; the impact of the decision on license fees; comments for and against the motion.

Gov. Williams-Ruth moved to temporarily table the discussion pending discussion on the FY23 Budget. Motion failed 6-5. Discussion continued for and against the motion and on whether the agenda topic could be deferred to a later meeting.

Gov. Stephens called the question. Motion to call the question passed by a two-thirds majority at 8-3. Underlying motion passed 10-2. Gov. Sayani was not present for either vote.

Approve Fiscal Year 2023 Budget

Director Lynch presented an overview of the proposed budget and identified changes from what was presented in July as a first draft of the budget, including an increase to the request for compensation. Director Lynch also provided projections for FY24, FY25 and FY26 based on assumptions that the license fee remains flat and there are no staff adds or increases to the compensation framework. She noted that the worst-case scenario presented in the materials is unlikely to occur in light of what we already know about this year's actuals. Discussion followed about the impact of attrition, and comments on specific items in the budget.

Gov. Williams Ruth moved to adopt the proposed budget. Discussion followed for and against the budget; whether we could expect to beat the budget and the philosophy that went into building the budget; clarification that any revenue from subletting is not included in the budget. Information was shared about WSBA's turnover rate. Motion passed 9-2. Gov. Clark abstained. Gov. Sayani was not present for the vote.

Request to Cosponsor Amendment to GR 9 ([link](#))

Judge Jeffrey Goodwin presented a request from SCJA and DMCJA to co-sponsor an amendment to General Rule 9. He presented the reasons for proposed change, including COVID, the breadth of proposals, and the lack of required involvement of SCJA, DMCJA, and WSBA. Judge Goodwin described the amendment, which would add representatives from those three groups to the Court's Rules Committee. He noted and addressed potential criticisms to the proposal. Discussion followed as to how the proposal might impact the rulemaking process and transparency. Gov. Brent Williams-Ruth moved for adoption of the proposal that WSBA be a co-sponsor of the proposed rule change. Discussion followed in support of and in opposition to the motion, including questions of cost, notice, and whether the proposal could be improved. Gov. Adewale offered a friendly amendment that the matter be referred to the WSBA Rule Committee, which was not accepted. Motion passed 10-2. Govs. Sayani was not present for the vote.

Update on Efforts to Sublet WSBA Space ([link](#))

Adam Chapman and Clay Nielson presented on the status of subletting efforts for the WSBA space and the state of the market. They noted that the barrier is not price, but demand. They also reported that the time to seek to renegotiate the lease is two years from its expiration. They reported that the same timeline applies to look to purchasing a building. Discussion followed about any steps that could or could've been taken to lease the space. Mr. Nielson commented that the economics of renegotiating a lease for a smaller space in 2024 are likely to be make more sense than subletting at a reduced price. Discussion followed exploring ideas for addressing the challenge.

Continuing Legal Education Committee Report ([link](#))

CLE Committee Chair Sharon Glenn presented the purpose of the committee. She noted that biggest challenge with the committee is having sufficient volunteers. Discussion followed as to potential reasons for the lack of volunteers and potential incentives.

ABA Annual Meeting Report ([link](#))

Delegates John Felleisen and Kari Petrasek presented on their roles as ABA delegates, highlighted some of the policy issues addressed by the ABA, provided an overview of the new officers. Kari Petrasek was recognized for being elected as a delegate at-large at the ABA. Discussion followed regarding the relationship in other states between bar associations and ABA delegates and about how decisions are arrived at.

Swearing in of Board Officers and Governors ([link](#))

The fiscal year 2024 officers and governors were sworn in by Chief Justice Steven González.

Approve ETHOS Report ([link](#))

Executive Director Nevitt explained the process for developing and the goal of the ETHOS Report. Gov. Abell explained the process for developing and the goal of the minority report attached to the report. Gov. Abell moved for adoption of the ETHOS Report. Discussion followed for and against the motion, focusing primarily on whether a minority report should be included and whether the tone of the primary report should be less neutral. Motion passed 7-5. Gov. Sayani was not present for the vote.

LLLT Board Proposed Amendment to APR 28 ([link](#))

Chair Nancy Ivarinen presented on the work of the Board since the program was sunset by the Washington Supreme Court, including administering the final admissions exam. She presented the proposed changes to APR 28, including reducing the size of the Board, eliminating responsibilities that are no longer relevant, and amendments to align the rule with legislative changes to non-parental custody laws. The Board took comment from Nancy Hawkins on behalf of the Family Law Section that they believe any proposed rule changes should be delayed pending the completing of the work of TAXICAB. She further commented in opposition to proposed new powers for the Board.

Gov. Clark moved that the Board recommend that the Court deny this proposed amendment. It was clarified that the intent of the motion is that WSBA send a letter to the Court actively opposing the changing. Discussion followed for and against the motion, including the intent and impact of the amendments, the process for influencing the proposed changes, and decision of the Court to sunset the program. Motion passed 5-4. Govs. Adewale, Anjilvel, McBride, and Sayani.

Annual Discussion with Deans ([link](#))

Executive Director Nevitt introduced Deans Tamara Lawson, the Toni Rembe Dean and Professor of Law at the University of Washington School of Law; Jacob Rooksby, the Smithmoore Myers Dean of Gonzaga University School of Law; and Anthony Varona the Dean of the Seattle University School of Law. The Board engaged in discussions with deans about matters facing law schools and law school graduates, including applicants to the Washington State Bar Association.

Review Volunteer Vaccination Policy

Gov. Stephens moved to postpone the topic of revising the vaccination policy until the November meeting and at that time we have a full proposal change. Motion was approved by acclamation with Gov. Clark abstaining.

Annual Meeting of the Foundation Members ([link](#))

The annual meeting of the Washington State Bar Foundation was called to order by Pres. Tracy Flood at 2:10 PM. She reported on the Foundation's financials and the funding that would be granted to WSBA and for the Powerful Community grants in FY23. She sought approval of the FY23 officers and trustees. Gov. Stephens moved to approve treasurer Richard Bird to continue for another year as a trustee in the additional year officer position. Motion carried unanimously. Govs. Anjilvel, Higginson, McBride, Sayani and Williams-Ruth were not present.

Motion to approve the slate as presented. Motion carried unanimously. Govs. Anjilvel, Higginson, McBride, Sayani and Williams-Ruth were not present.

Pres. Flood adjourned the meeting of the Foundation at 2:25 PM.

Approve Revisions to the Fiscal Policies and Procedures ([link](#))

Treas. Elect Adewale presented the proposed revisions noting that implementation would be delayed to allow for WSBA staff to align its systems and internal procedures with the policy changes. There was a discussion about the delayed implementation. Gov. Clark moved for adoption. Motion carried 8-1.

Suggested Amendments to APR, GR, and LPO RPCs ([link](#))

Associate Director of RSD Bobby Henry requested approval of the proposed changes for submission to the Washington Supreme Court. He reviewed the substantive changes. Discussion followed about specific provisions of the proposed rule, including the requirement of a legal education. Gov. Couch moved for approval of the proposal. Motion passed unanimously. Goves Anjilvel, McBride, Sayani, and Williams-Ruth were not present for the vote.

Update on the Executive Director Evaluation ([link](#))

Discussion followed, during which it was clarified that the current Board and the next Board would both contribute to the evaluation and that there would not be a second evaluation in FY23.

Gov. Clark that there be an 18-month evaluation as well as a FY23 evaluation. Discussion followed regarding the motion, including the process moving forward. It was clarified that the 18 months referenced in proposal included FY22 and 6 months of FY23, to get the process back on track for FY24. Gov. Clark sought to withdraw his motion and the second agreed. Gov. Higginson moved that there be one evaluation done of the ED for FY22 that will be composed of the governors seated through today and there will be another evaluation for FY23 composed of the governors seated at the end of the day today onward. Motion failed for lack of a second.

ADJOURNMENT ([link](#))

There being no further business, Pres. Clark adjourned the meeting at 3:43PM on Friday, September 23, 2022.

Respectfully submitted,

Terra Nevitt

Terra Nevitt

WSBA Executive Director & Secretary