

WASHINGTON STATE B A R A S S O C I A T I O N

BOARD OF GOVERNORS MEETING

Minutes

Held Virtually

January 14-15, 2021

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 Kyle Sciuchetti on Thursday, January 14, 2021 at 9:06AM. Governors in attendance were:

Hunter Abell
Sunitha Anjilvel
Lauren Boyd
Treas. Daniel D. Clark
Matthew Dresden
Peter J. Grabicki
Carla Higginson
Russell Knight
Tom McBride
Bryn Peterson
Brett Purtzer
Alec Stephens
Brent Williams-Ruth

Also in attendance were President-Elect Brian Tollefson, Immediate Past President Rajeev Majumdar, Interim Executive Director Terra Nevitt, General Counsel Julie Shankland, Chief Disciplinary Counsel Doug Ende, Director of Advancement Kevin Plachy, Equity & Justice Manager Diana Singleton, Chief Financial Officer Jorge Perez, Chief Regulatory Counsel Renata Garcia, Executive Administrator Shelly Bynum, Chief Communications and Outreach Officer Sara Niegowski, Betsylew Miale-Gix (WSAJ), Nancy Hawkins (Family Law Section), and Ken Henrikson.

Pres. Sciuchetti conducted a roll call to confirm a quorum.

Pres. Sciuchetti began the meeting with a moment of silence to honor the passing of former WSBA Executive Director Paula Littlewood and Judge Charles Smith.

Building a Diversity Training Plan & Follow-Up on Community Agreements ([link](#))

ChrisTiana ObeySumner, CEO and Principal Consultant at Epiphanies of Equity, outlined the process and next steps for the Board's equity training, including a survey to shape the direction of the three trainings the Board is currently planning for the remainder of this year. Discussion followed about how each person can be supported and affirmed in their equity journey, and about Dr. Martin Luther King, Jr's *Letter from a Birmingham Jail* and its relevance today.

Consent Calendar ([link](#))

Pres. Sciuchetti asked if there were any comments or questions related to the consent calendar. There were none. Treas. Clark moved for approval. Motion passed unanimously. Govs. Anjilvel, Higginson, and McBride were not present for the vote.

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

Pres. Sciuchetti reported on the WSBA APEX Awards, transitions in the Washington Supreme Court, proposals before the Court regarding malpractice insurance for lawyers, and action on 2022 license fees, noting that the Court rejected the license fee increase for Limited License Legal Technicians and that the matter will go back to the Budget and Audit Committee for further discussion.

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

Interim Executive Director Nevitt reported on the February Bar Exam and the recent cyber incident involving mywsba.org, provided an update on licensing, and reflected on the impact of former Executive Director Littlewood's passing on the WSBA staff. Discussion followed regarding whether diploma privilege was under consideration.

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

The Board heard public comment from Nancy Hawkins regarding the minutes, announcements relating to executive session, and requests for information related to the cyber incident. Interim Executive Director Nevitt responded.

Proposed Resolution Regarding Rule of Law & Peaceful Transitions of Power ([link](#))

Gov. Abell spoke to the purpose and intent of his resolution. Discussion followed about the characterization of the deaths resulting from events at the U.S. capital on January 6, use of the term "political violence," whether the resolution is consistent with GR 12.2, whether the language asking legislators to "do their duty as they see fit" weakens the intent of the resolution, and the timing of taking a position. Gov. Clark moved to amend the resolution as outlined by Past Pres. Majumdar by striking the penultimate paragraph and modifying the second-to-last paragraph on the first page to reference the death of U.S. Capitol Police Officer Brian D. Sicknick only. Discussion followed, including a suggestion to remove the language "as they see fit." Gov. Clark indicated he would accept the suggestion as a friendly amendment. Motion to amend the resolution passed unanimously. Govs. Higginson and McBride were not present for the vote.

Gov. Clark moved for approval of the resolution as amended. Discussion followed, including the use of the term "political violence" and whether it's stronger or weaker than "violence," the history of violence in our country, the Washington Supreme Courts call to action to address systemic racism, the lack of a reference to racism as the root of the violence, whether more time should be taken with the resolution, whether the resolution is consistent with GR 12.2, whether the term "insurrection" should be used, and whether the language should include a condemnation of the symbols of white supremacy on display. The discussion included reading public comments from Tyler Washington, Diana Singleton, and Betsylew Miale-Gix. The motion to approve the resolution carried 9-1. Govs. Higginson and McBride were not present for the vote.

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

Executive Committee. Pres. Sciuchetti reported that after discussing the practice over a few meetings, the Committee will continue to invite each WSBA entity to have annual dialogue with the Executive Committee.

APEX Awards Committee. Gov. Knight reported that 775 people have viewed the YouTube recording of the APEX Awards and noted that we are accepting nominations for the 2021 awards.

Personnel Committee. Gov. Anjilvel reported that the Personnel Committee has reviewed and will put forth the Executive Director contract this afternoon.

Legislative Committee. Pres. Sciuchetti noted that the Board will receive a legislative session report tomorrow and introduced Interim Legislative Affairs Specialist Russell Johnson, who will serve in that position following the departure of Legislative Affairs Manager Sanjay Walvekar. Pres. Sciuchetti expressed his appreciation for Mr. Walvekar's work. He reported that we will also be working with contract lobbyist Mike Shaw during the legislative session.

Nominations Review Committee. Pres-Elect Tollefson reported that the Committee's work was disrupted last month due to mywsba.org being down and that they will meet again next month.

Diversity Committee. Gov. Anjilvel reported that the Committee is looking forward to working with the soon-to-be-elected at-large governor. The Committee's priorities are increasing its presence in NWSidebar and *Bar News*, developing a pipeline program, and developing a CLE course for ethics credit in the topic of equity, inclusion, and the mitigation of bias—this is a CLE the WSBA will offer free annually, and the Court is currently considering a rule that would make an ethics credit in this topic mandatory.

Long-Range Planning Committee. Pres. Sciuchetti reported that last month the Committee formed three subcommittees to focus its work, including revising the charter, refining the strategic goals, and outreach.

Member Engagement Workgroup. Gov. Peterson reported that the Committee is focusing on engaging with county bar Zoom meetings and developing a member survey to assess WSBA's voluntary services and programs.

Budget & Audit Committee. Chief Financial Officer Perez reported that WSBA is currently \$403,000 above budgeted expectations, despite projecting a loss for the year, while noting that it is early in the year and some of the budgeted expenses may still materialize.

Approve Executive Director Contract ([link](#))

Gov. Anjilvel introduced the contract as unanimously approved by those present at the last Personnel Committee meeting. Gov. Williams-Ruth moved for approval of the contract as presented by the Personnel Committee. Discussion followed, including a request to post the approved contract on the website, a provision that the job description cannot be amended except by mutual agreement, a provision that provides 6 month of severance in the event that the Executive Director becomes disabled, a provision that provides severance to her estate in the event that the Executive Director dies, and the level of compensation. Gov. Higginson moved to amend the contract to provide that the job description may change from time to time as the employer may direct or determine and that 6 months of severance is not available upon death or disability. Motion failed for lack of a second.

Discussion continued on the underlying motion, including the level of compensation. Gov. Clark moved to amend the motion so that when the contract is signed by all, it be placed, unredacted, on the website. Discussion followed. Gov. Clark accepted a restatement of the amendment by Pres. Sciuchetti to allow for the redaction of the provision relating to notice. Discussion continued, including public comment by Nancy Hawkins and former Gov. Alec Stephens. The motion to amend, as restated, was approved 9-1. Govs. Grabicki and McBride were not present for the vote. The underlying motion passed 8-2. Govs. Grabicki and McBride were not present for the vote.

First Read: Proposed Amendments to WSBA Bylaws Article III Re Inactive to Active Application Fees as Recommended by the LPO and LLLT Boards ([link](#))

Chief Regulatory Counsel Renata Garcia presented the proposed change and its purpose. Discussion followed regarding the purpose of the fee; the rationale for treating attorneys, LPOs, and LLLTs differently; whether a change to the APRs would be preferable to addressing the underlying issue; and the reasons LPOs and LLLTs may need to go inactive. Discussion included public comment from Nancy Hawkins.

Second Read: Conforming Amendments to WSBA Bylaws Articles III, IX, and XI Re Pro Bono Licensure Status ([link](#))

Chief Garcia presented the conforming amendments for second read. Gov. Peterson moved for approval. Motion passed unanimously. Gov. McBride was not present for the vote.

Second Read: WSBA Bylaw Amendment, Article V Re Budget & Audit Committee Class Representation Clarification ([link](#))

Executive Director Nevitt presented the proposed amendment for second read. Gov. Peterson moved for approval. Director Nevitt clarified that the proposed amendment will require that each class have at least two representatives, but can have more, and that the maximum member count is eight, which includes the Treasurer. Motion was approved unanimously. Govs. Knight and McBride were not present for the vote.

Approve Letter in Support of the Office of Public Defense Budget Request as Proposed by the WSBA Council on Public Defense ([link](#))

Chair Travis Stearns presented the Council's request and provided in the materials. Gov. Higginson moved for approval. Gov. Purtzer seconded. Motion passed unanimously.

Governor Liaison Reports & Governor Roundtable ([link](#))

Gov. Abell provided updates on his engagement with the Washington Military Veterans Association. He also expressed appreciation for the work of Julianne Unite and Kevin Plachy on the Rural Practice Project. Gov. Anjilvel reported on work of the Practice of Law Board. Gov. Clark reported on his work with the Law Clerk Board. Gov. Grabicki noted that the LLLT Board is working on helping those in the pipeline to get licensed before the sunset date. Gov. Higginson sought an update on codifying Board policies and suggested a book that tracked historical changes. Gov. Williams-Ruth provided updates on his engagement with the World Peace through Law Section and made remarks in honor of retiring Dean of Student Affairs at Seattle University School of Law Donna Claxton Deming. Gov. Williams-Ruth also shared comments about sexual harassment and assault and the lack of seriousness with which we treat it in the profession. Gov. Peterson reported on his engagement with the sections and minority bar associations he liaises to, including attending an event by the Vietnamese Bar Association. Gov. Dresden reported on his engagement with the sections and the Board of Bar Examiners, which is interested in being involved in the Equity & Disparity Work Group. Former Gov. Stephens and Chair of the Equity and Disparity Work Group reported that the next meeting will be January 25. The Group has met three times and has a number of areas to examine that they will be working to prioritize at the next meeting. Pres-Elect Tollefson reported on his engagement with the Superior Court Judges Association.

Update from the COVID-19 External Task Force ([link](#))

Co-Chairs Kevin Plachy and Michael Cherry provided an update on the work of the External COVID-19 Task Force, specifically the results of the Task Force's member survey. They noted that continuing to provide CLEs will be appreciated and valued and that we should also think about connecting members to the Court and programs that support their physical and mental health.

Legislative Session Report ([link](#))

Gov. Grabicki provided an update on the Legislative Committee and the current session, noting that WSBA has two bar-request pieces of legislation, both brought by the Business Law Section, and is also tracking and monitoring over 160 bills.

Swearing In of At Large Governor ([link](#))

Pres. Sciuchetti made remarks about the at-large election certification process and welcomed Chief Justice Steven González to administer the oath of office to Alec Stephens.

Employee Climate Survey ([link](#))

Pres. Sciuchetti introduced the employee climate survey. He expressed appreciation for the development of the survey and input provided. He noted that the survey summary is a public document and discussed next steps. Discussion followed including the need to take the results seriously, past missteps, interest in engaging in listening sessions and/or facilitated dialogue with employees, tension between the executive team and the staff, the impact that comments by policy makers can have on employees, ownership of the challenge by new Board members, a recommendation to have newer governors, as well as more senior governors, participating in dialogue, and bright spots in the data.

Future of Work at WSBA Report & Executive Director Recommendations ([link](#))

Executive Director Nevitt presented the results of the employee "pulse survey" on the future of work at WSBA. Pres. Sciuchetti deferred discussion to the afternoon to accommodate guest presenters.

Approve Comment to RPC 6.5 as Proposed by Washington's Pro Bono Council ([link](#))

Co-Chair of the WSBA Pro Bono & Public Service Committee Bonnie Rosinbum, Pro Bono Manager Michael Terasaki, and LAW Advocates Executive Director Michael Heatherly presented in support of a suggested amendment to RPC 6.5. Co-Chair Rosinbum provided background on the purpose of the amendment, which is to increase access to justice by allowing eligible programs and participating attorneys some flexibility in navigating conflicts of interest where there is no ongoing attorney-client relationship. Director Heatherly presented on how conflicts can arise in delivering limited-scope pro bono legal services. Pro Bono Council Manager described the proponent's stakeholder engagement, citing wide support from the Access the Justice Board, members of its Delivery Systems Committee, and members of the Pro Bono Council. Chair of the

Committee on Professional Ethics Pam Anderson noted the support of the Committee on the proposed amendments.

Discussion followed, including a concern that this change would cause more harm than it helps; the distinction between the notice provision under RPC 6.5 and informed consent under RPC 1.0A; the extent of the change, which is how and when notice is provided; and the serious impact that notice of a conflict can have on victims of domestic violence. The Board heard public comment from Nancy Hawkins about her experience with these issues as a coordinator of legal clinic in King County and expressing support for the change. Gov. Clark moved for approval of the comment. Motion passed unanimously. Govs. Abell, Higginson, Knight, and McBride were not present for the vote.

American Bar Association Mid-Year Meeting Preview ([link](#))

Past Pres. and ABA Delegate Majumdar presented an overview of the structure of the ABA, described some of the issues that will be presented at the mid-year meeting, and invited input on the issues.

Request to Make Public Comment Supporting a Resolution of the Center for Human Rights and Constitutional Law Concerning the Detention of Immigrant Children ([link](#))

Civil Rights Section Past Chair Molly Matter presented the request to sign on to the resolution on behalf of the Civil Right Section, including background on the resolution, its importance, and the application of GR 12 and the *Keller* case. World Peace Through Law Section Chair Anne Watanabe presented the request to sign on to the resolution on behalf of the World Peace Through Law Section, as well as summarizing the resolution, addressing its importance, and explaining the application of GR 12.2. Gov. Grabicki moved that the BOG support the resolution. Discussion followed about the application of GR 12. Motion passed unanimously. Govs. Abell, Higginson, Knight, and McBride were not present for the vote.

Judicial Information Systems Committee Report ([link](#))

WSBA Judicial Information Systems Committee (JISC) Representative Bob Taylor presented. He discussed funding for the court computer systems, noting that the source – traffic citations – is declining and they are exploring other funding sources. He reported that in terms of existing operations, the JISC is in good budgetary shape. He discussed the growing and urgent needs of individual courts that cannot always be met by JISC's statewide efforts. He discussed current projects including the Courts of Limited Jurisdiction system project which is now on track and the creation of a charging system to pay for an e-filing system. Discussion followed, including the prospect for coordinating with neighboring states and the lack of a unified court system.

Presentation on WSBA's Member Wellness Program ([link](#))

Member Wellness Manager Dan Crystal presented an overview of the need to focus on member wellness, WSBA programming, and national efforts, including a request that the Board considering the creation of a task force. Discussion followed, including a suggestion to consider the growth of this program during the budget development for next year and the potential use of reserve funds, support for growth of the program, and the shrinking nature of the program over the years.

Access to Justice Board Annual Report ([link](#))

Chair Frances Adewale and Board Members Esperanza Borboa, Terry Price, and Judge Fred Corbit presented an overview of the ATJ Board's mission and work, including its emphasis on race equity, the Access to Justice Conference, the creation of a community advisory group that was compensated for its time, creation of a checklist for working with those impacted by the pandemic, the updated ATJ Technology principles and the need to address technology barriers for those that need to access justice, Equal Justice Lobby Day (which will be virtual this year), and the Goldmark Lunch (which will also be remote) to raise money for civil legal aid in our state. Discussion followed including awareness of the WSBA Equity & Disparity Work Group, curiosity about the populations most impacted by the digital divide, language access, and challenges with disparate court systems and data.

Future of Work at WSBA Report & Executive Director Recommendations Continued ([link](#))

Discussion continued about the future of work at WSBA, including a proposal by Gov. Grabicki for Director Nevitt to assess and create a budget for the needs and exploration of moving WSBA closer to Sea-Tac Airport with light rail access; surveying the membership about their preference for the WSBA office; a proposal by Treas. Clark to reduce the footprint at the current location and to work with the Budget and Audit Committee initially to develop revisions to the current year and next year's budget; the fact that we have more analysis to do before making decisions; suggestion for a joint committee of Personnel, Long Range Planning, and Budget & Audit; the need to start with these decisions now; and whether subletting is realistic. The Board heard public comment by Nancy Hawkins. Gov. Higginson moved to contract with JLL to list the space for sublease. Gov. Purtzer seconded. Governors emphasized that WSBA should start assessing the space for potential sublease now. It was noted that the Executive Director should have the authority to lease it however she sees fit. Discussion ensued about the intent of the motion and the scope of authorization the Executive Director will have. Gov. Grabicki moved to amend to authorize the Executive Director to explore listing all or a part of the space for sublease and that if she determines it is appropriate to enter into a listing with JLL and pursue negotiations but that any actual sublease would be brought back to the Board for approval. Discussion followed about the need for the amendment and its distinction from the original. The motion to amend failed 8-3. Gov. McBride abstained. Gov. Knight was not present for the vote. The underlying motion passed unanimously. Gov. Knight was not present for the vote. Discussion followed.

Remarks on At-Large Election ([link](#))

Pres. Sciuchetti and Gov. Stephens made closing remarks about the impressive slate of candidates for the at-large position. Gov. Stephens noted that this was the first statewide election and thanked Paris Eriksen for her work managing that. He also thanked Hon. Paul Bastine, ret.; Chris Meserve; Bill Pickett; Paul Swegle; and Ron Ward for their support. Gov. Stephens also reflected on the passing of former Executive Director Paula Littlewood and Judge Charles V. Johnson.

ADJOURNMENT

There being no further business, Pres. Sciuchetti adjourned the meeting at 3:52 PM on Friday, January 15, 2021.

Respectfully submitted,



Terra Nevitt
WSBA Executive Director & Secretary