

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

## BOARD OF GOVERNORS SPECIAL MEETING

Public Session Minutes

Seattle, WA

March 19, 2018

Due to the resignation of President Furlong, President-elect Bill Pickett was sworn in as WSBA President by The Honorable Chris Lanese of the Thurston County Superior Court.

The Special Meeting Public Session of the Board of Governors of the Washington State Bar Association (WSBA) was called to order by President Bill Pickett on Monday, March 19, 2018, at 3:35 p.m., at the WSBA Conference Center, Seattle, Washington. Governors in attendance were:

Dan W. Bridges  
Daniel D. Clark  
James K. Doane  
Kim E. Hunter  
Jean Y. Kang (phone)  
Rajeev D. Majumdar  
Christina A. Meserve  
Athán P. Papailiou (phone)  
G. Kim Risenmay  
Alec Stephens (phone)  
Paul Swegle  
Judge Brian Tollefson (ret.)

Also in attendance were Immediate Past-President Bill Hyslop (phone), Executive Director Paula Littlewood, General Counsel Sean Davis, Chief Regulatory Counsel Jean McElroy, Chief Disciplinary Counsel Doug Ende, Director of Human Resources Frances Dujon-Reynolds, Chief Operations Officer Ann Holmes, Director of Advancement/Chief Development Officer Terra Nevitt, Chief Communications and Outreach Officer Sara Niegowski, and Executive Assistant Margaret Shane. Governors Hayes and Sciuchetti were not present for the meeting.

President Pickett reviewed the items to be discussed and advised that he would not entertain any motions during this meeting as nothing was on the agenda for “action.” Discussion ensued regarding the meeting agenda set by former President Furlong being different from the agenda submitted by the Governors requesting this special meeting. President Pickett reminded the Board that, according to the WSBA Bylaws, the President sets the agenda for all Board meetings and that he would be following President Furlong’s agenda, which had been posted on the website as notice to the members of what would be discussed at this meeting.

### **DISCUSSION TO ESTABLISH A PROCESS FOR REVIEW OF AMENDMENTS TO THE WSBA BYLAWS**

President Pickett advised the Board that Governor Bridges had made a new proposed Process to the Board via email shortly before the meeting started. Governor Bridges distributed and reviewed his proposed Action Plan for Proposed Bylaw Amendments (Action Plan) and noted that he used former President Furlong’s proposed process as a template. Governor Risenmay asked that the following refinements and clarifications be included in the Action Plan: (1) that detailed Minutes be prepared for all proceedings that dealt with the subjects listed on the agenda for the March 19 BOG meeting; and that detailed minutes would continue to be kept for all subsequent meetings dealing with the topics of the March 19 agenda; (2) that the minutes contain a separate, by individual, record of each vote on any motion taken in the course of these proceedings, including the specific motion made, the name of the person making the motion, the name of the person seconding the motion, and the yea or nay vote of each person voting by name; (3) that no action to remove any Board of Governor position would take effect until and unless the Washington Supreme Court issued a new Order approving such a change in WSBA’s Bylaws; and that (4) any request for a Washington Supreme Court Order approving such a change in WSBA’s Bylaws be accompanied by a Majority Report, explaining to the Court the reasons why those governors voting in favor of such a change believe the change is appropriate, and a Minority Report, explaining to the Court the reasons why those Governors voting against such a change believe the change is inappropriate. The Board of Governors voted to approve each of these four proposals and include them in the Action Plan. An additional suggestion was made to change the word “stayed” in the first sentence to “held in abeyance.”

Further discussion ensued regarding sending the Court a status update regarding the process the Board is undertaking in relation to the Order; whether the Order needs to be implemented immediately; that there is no deadline for implementation contained in the Order; that the Board needs to adopt a process and work through it; and that it appears some Governors are trying to forestall electing the three new At-Large seats so that the proposed Bylaws amendments can be voted on without their input and votes.

Governor Risenmay raised a point of order that any action the Board takes at this meeting and at future meetings will be null and void until the three new At-Large seats created by the Supreme Court Order have been filled by electing qualified people to those positions and swearing them in so they can participate with the rest of the Governors in the Bylaws Amendment Process. President Pickett did not rule on this point of order. General Counsel Davis was asked for his legal advice, and he replied that he could not give the Board legal advice in Public Session. The Board did not adjourn and go into Executive Session so it could receive General Counsel Davis' advice on this matter. Chief Regulatory Counsel McElroy emphasized that she was not giving legal advice, just describing procedure and timing of events. She then stated that the Bylaw amendments were adopted at the Board's September 2016 meeting contingent upon approval by the Court, and that the subsequent Order by the Court approved changing the size and makeup of the Board and implementation of those changes as described in the September 2016 Bylaw amendments.

Governor Majumdar moved that the Board adopt Governor Bridges' Action Plan as amended during discussions. President Pickett reminded the Board that, as stated at the beginning of the meeting, he would not entertain any motions. He explained that Governor Bridges distributed his proposed Action Plan to the Board shortly before the meeting, it had not been posted on the website with the rest of the meeting materials, and the membership had not seen it. He stated that in order to invite member engagement and to be transparent, the proposed Action Plan needs to be sent to the membership for feedback and comment.

## **PROPOSED BYLAW AMENDMENTS**

President Pickett referred the Board to the proposed Bylaw amendments contained in the meeting materials. Discussion ensued regarding eliminating Executive Session except for personnel matters and lawsuit matters; the mechanics of getting a Special Meeting scheduled and materials posted on the website; whether the President has the authority to not accept motions; the importance of the Board continuing to act with transparency and engaging the members; the importance of working collaboratively together; and the need for another Special Meeting. Governor Majumdar suggested Saturday, April 7, 2018, and agreed to circulate the proposed date.

## **ADJOURNMENT**

There being no further business in Public Session, the Special Meeting Public Session was adjourned at 5:20 p.m. on Monday, March 19, 2018.

Respectfully submitted,

*Paula C. Littlewood*

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WSBA Executive Director & Secretary