DUTIES OF BOARD MEMBERS

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Section 1 Board Of Governors Member Responsibilities

Introduction

The Board of Governor's governance model, consistent with the governing practices of other governmental and non-profit boards, indicates that one of the most important functions of the Board is to make sure that prospective members clearly understand and are ready, able, and willing to carry out the governing mission of the State Bar of California. To assist potential candidates considering running for the Board or the various appointing authorities considering public member applicants, the following list is designed to outline the basic skills and competencies necessary to succeed as a Board Member. Obviously, this list is general in nature and not exhaustive.

Board Member Skills and Responsibilities

(a) Be familiar with the mission and purpose of the State Bar of California. A statement of the mission, as well as information on the organization's goals, constituencies, finances, and operation will be available to all prospective members.

(b) Once elected or appointed, members of the Board of Governors should attend and participate in all Board meetings, committee meetings, and other special events such as the Annual Meeting. Members should be made aware of the time commitment necessary to fulfill these obligations.

(c) In order to fulfill each member's fiduciary duty, members will participate fully in the annual budgeting process and attend all budget meetings as scheduled. The State Bar is large and its finances complex, requiring extra diligence of board members. Orientation and training will be provided so that Members understand the complex budget documents.

(d) Members should allocate adequate time to prepare for meetings in advance in order to make sound decisions on behalf of the State Bar, its stakeholders, including the public. This requires review of substantial, written material.

(e) The board has the primary responsibility of leading the organization through governance, with the staff delegated the authority and responsibility of management. Members have the responsibility of understanding the distinctions between these two functions, and how they can as Board members work most effectively in partnership with the staff.

(f) The Board's primary relationship with the professional staff is through the Executive Director; members will actively participate in the Executive Director's performance evaluation and ensure that the Executive Director has the support necessary to implement the policy goals established by the Board of Governors.

(g) In order to effectively govern, members will be familiar with the existing governance structure of the Board of Governors so that each member can establish a good working relationship with other members of the Board and staff.

(h) Members should be knowledgeable about conflict of interest standards and ensure that such conflicts are noted when appropriate in formal filings and at board meetings. It is important for members to place the interests of the organization as a whole before personal, geographic, or special interest group concerns.

(i) As members of the Board of Governors, we are the primary ambassadors for the State Bar. Each member should be prepared to represent the organization to its members and other bar constituents, including members of the public.

(j) Members are encouraged to share their diverse skills and expertise when determining policy.

Minimum Standards of Commitment and Conduct:

(a) Meeting Attendance: Absent emergency circumstances, members will attend all Board and committee meetings on time.

(b) Meeting Protocol: Members will be courteous to one another, guests and staff, avoiding personally directed comments. Board members will avoid interrupting other speakers and yield to the chair or President regarding the order to comment.

(c) Meeting Procedures: Members recognize meetings are conducted according to Board rules, supplemented by Roberts Rules of Order and relevant open/closed meeting rules and regulations.

(d) Confidentiality: Members recognize that matters discussed in closed session are to be kept confidential subject only to open meeting reporting requirements.

(e) Member Education: Members will be expected to learn about the State Bar and its operations and functions. This can be accomplished by attending scheduled orientations or by contacting the President or Executive Director.

(f) Staff Relations: Members recognize staff are a resource and agree to treat staff with courtesy, recognizing the many demands of staff time. Members will endeavor to work with staff through the Executive Director and the Senior Executive Team.

(g) Expense Discipline: Members recognize that the expenses of the Board of Governors are reimbursed from the general fund. Members will employ expense discipline to minimize travel and other costs.

(h) Ethics and Prudence: Members will act ethically and prudently in exercising their duties.

(i) Public Relations: Members are free to make public statements about Board matters; however, the President and the Executive Director or their designees speak for the State Bar as an organization.

(j) Attorney Member Relations: Elected members recognize the importance of attorney member outreach, particularly within their district, and agree to regularly meet with attorney members, local attorney organizations, and volunteer groups, coordinating with the Office of Bar Relations Outreach.

(k) Public Outreach: Both elected and appointed members recognize the importance of member and public education and outreach. To achieve the goals noted regarding public relations and attorney member and public outreach, members will meet with the following groups:

Local and Specialty Bars (Coordinate with Office of Bar Relations Outreach)

Meet Representatives from State Bar Governor's district to:

(1) Educate attorneys on State Bar activities, purpose, structure, etc.;
(2) Listen to input from attorney members;
(3) Involve attorney members in Mid Year, Annual meetings, etc.; and,
(4) Explore co-sponsorship opportunities.

Involve/Recruit Attorney Members and members of the public to:

(1) Apply to Committees/Sections/Commissions; and,
(2) Participate in Mid Year and Annual meetings, other conferences.

Attend District Bar Events in order to represent the State Bar at events such as:

(1) County Bar Installations;
(2) Specialty Bar Installations; and,
(3) Multi-cultural Bar Alliance Receptions

Available to Promote State Bar via Media (Coordinate with Office of Media and Information Services). Members should seek opportunities to:

(1) Draft Op/Ed pieces;
(2) Draft articles for bar associations, community and public service newsletters on State Bar, legal issues; and,
(3) Be available for interviews.

Engage the Public (Coordinate with Office of Media and Information Services) Members should seek to:

(1) Meet members of the public from State Bar Governor's District;
(2) Attend college, high school, and other school career days and law days;
(3) Meet with Service groups and other community organizations.
(4) Distribute consumer education pamphlets, Kids & Law, etc. to public.

Time Commitment

Serving as a member of the Board of Governors is a very time consuming obligation. Meetings, required research and reading, and outreach efforts can occupy as many as ten (10) to twenty (20) hours per week. The Board of Governors meets formally six (6) to eight (8) times per year, with the average meeting taking the entire day on a Friday and most of the day on Saturday. Committee and task force meetings occur on a more ad hoc basis, but can occupy one or more days per month. Combined with attendance at the mid-year and annual meetings of the State Bar of California, a member can expect to devote no less than two to three weeks of typical work days per year to Board efforts. Further information on meeting schedules and other activities of the State Bar of California can be found at its website, www.calbar.ca.gov.

(Source: Board Resolution September 2002.)

Section 2 Orientation

The State Bar shall provide a comprehensive orientation session for new members at the beginning of their term on the board. This session shall include extensive materials, review of the long-range plan, tutorials on key programs and challenges, meetings with continuing board members and key staff members, and visits to State Bar facilities.

(Source: Board of Governors Resolution, August 2000 - Governing Principle 5.2.)

Section 3 The Board Member's Role In Public And Member Outreach

Proposed Activities for Board Members

(a) Media

(1) Provide recognition of lawyers from the Bar through Local Media
(2) Serve as a point person for the Bar with local media outlets
(3) Participate in current events and informational programs on radio and television
(4) Write articles for the State Bar's CalBar Journal, coordinating with the editor; and write articles for local bar and other publications, providing copies to State Bar staff of any articles that are published
(5) Participate in meetings with local newspaper editors, in conjunction with the Bar's Media and Information Services Office

(6) Help get psa's on current topics placed with local media outlets

(b) Meetings w/local bars and local bar leaders

(1) Attend local bar meetings, coordinating with President or Executive Director, as needed
(2) Attend local bar dinners
(3) During attendance at January bar meetings plug appointment opportunities and process

(c) Meetings with local Judges, in coordination with the Executive Director and President

(d) Legislative contact

(1) Distribute State Bar publications, e.g., "Seniors and the Law"
(2) Meet with legislators and/or their representatives to show appreciation for their efforts on issues of concern to the bar
(3) Contact should be coordinated through the Executive Director or the Legislative Office

(e) Specialty and Minority Bars - Serve as conduit of information

(f) Attend Swearing in Ceremonies

(g) Seek opportunities to do outreach to the broader legal community who may or may not be involved with organized bar activities

(h) Participate in Foundation Grant Presentations

(i) "Legal Day" on Campus - participation with local bars in organizing and being involved in events at local schools

(j) Assist in distribution of existing publications, such as "Seniors and the Law" and other bar publications

(k) Assist in the promotion of existing proven curricula and support creation and distribution of new educational curriculum on topics of concern to the Bar

(l) Public - conduct presentations on issues of current concern at public forums

(m) District Web pages - if district web pages or a pilot program are established, provide content for development and maintenance of local district web page, relying on template provided by Bar staff;

(n) Contact with members of the local delegation of the Conference of Delegates of California Bar Associations.

(o) Full participation at State Bar meetings will be expected, including attendance at broadest possible range of meetings of constituent groups and others holding events at the State Bar mid-year and annual meetings; meetings of constituent groups will be coordinated to avoid overlap.

(p) Committee liaison contact work.

Means to Support Outreach

(a) Outreach Pallet - board members should maintain an updated set of relevant speeches and materials, relying on the basic information provided by bar staff, supplementing those materials with local information and other relevant information. Board members will receive an index of materials that are available on the website and elsewhere.

(Source: Board of Governors Resolution May 2003.)

Section 4 Official Duties of Public Members--Defined

The board defines as follows the term "official duties" as that term is used in subdivision (c) of section 6028 of the Business and Professions Code:

(a) The official duties of a public member of the Board of Governors appointed pursuant to section 6013.5 of the Business and Professions Code are as follows:

(1) Attending meetings of the Board of Governors and committees of the Board of Governors;

(2) Representing the Board of Governors before other governmental bodies and officials, State Bar committees and boards, the Conference of Delegates and other bar associations and law related organizations;

(3) Meeting with State Bar personnel;

(4) Such other duties as may be prescribed by the Board of Governors from time to time.

(b) The official duties of a public member of the Committee of Bar Examiners appointed pursuant to section 6046.5 of the Business and Professions Code are as follows:

(1) Attending meetings of the Committee of Bar Examiners and subcommittees of the Committee of Bar Examiners;

(2) Representing the Committee of Bar Examiners before the Board of Governors, other governmental bodies and officials, law schools and law school associations within California and other law education related organizations;

(3) Meeting with State Bar personnel; and

(4) Such other duties as may be prescribed by the Board of Governors from time to time.

(c) The official duties of a public member of the State Bar Court appointed pursuant to section 6086.6 of the Business and Professions Code are as follows:

(1) Attending meetings of the State Bar Court and committees of the State Bar Court;

(2) Sitting as a member of hearing panels, advisory review panels and department of the State Bar Court;

(3) Preparing decisions;

(4) Meeting with State Bar personnel; and

(5) Such other duties as may be prescribed by the Board of Governors from time to time.

(Source: Board of Governors' Resolution, September 1977.)

Section 5 Communications With Local Bars

Recognizing varying local conditions, it shall be the duty of each board member to meet regularly and otherwise communicate with local bar leaders, report on State Bar activities and collect local bar sentiments on topics of interest.

(Source: Board of Governors' Resolution, September 2004.)

Section 6 Outreach to Members

Each member of the Board of Governors shall commit to undertaking the following actions to the best of his or her ability:

(a) Participate in local bar association activities in his or her district;

(b) Solicit comments, concerns and opinions from and provide information to members in his or her district regarding major State Bar policy issues;

(c) Publicly acknowledge the individual efforts of the volunteers in his or her district for their singular work; and

(d) Promote formal and informal channels of communication with members that each governor represents.

Public members of the Board of Governors shall commit to undertaking any of the above, as they pertain to both members of the State Bar and the public.

(Source: Board of Governors' Resolution, September 2004.)

Section 7 Board Liaison Policy for State Bar Committees

Upon recommendation of the Board Committee on Volunteer Involvement, the Board hereby adopts the following liaison policy for State Bar committees. This policy replaces the former Board Committee on Volunteer Involvement's Outreach Program and shall be implemented as soon as practical.

(a) Assignment of Board Members to Specific Committees

(1) Each member of the Board of Governors will be assigned by the President to serve as a Liaison or Outreach Coordinator for one or more of the State Bar standing committees, special boards, committees and commissions, and section executive committees, taking into consideration each member's preferences as much as possible, with an eye toward getting as much actual contact between the Board members and the committee.

(2) To the extent possible, the Board member will continue with this relationship for three years.

(3) Each year the President may adjust the assignments to accommodate incoming Board members and changes in Board member preferences.

(4) Each Board member liaison will attend at least one meeting of one of his or her assigned committees during each committee year

(5) Board members' travel expenses to attend the meetings will be reimbursed in accordance with established Board and State Bar policies (e.g., the State Bar will reimburse travel expenses for no more than two Board liaison attending the same committee meeting).

(6) *Committee of Bar Examiners and Commission on Judicial Nominees Evaluation*: The VIC chair and vice chair and members will serve as the liaison contacts and coordinators for communications and attendance at meetings.

(7) *Sections*: Liaisons assigned to section executive committees are required to attend the executive committee meetings of their assigned entity at the Annual Meeting at a minimum and are also strongly encouraged to also attend the Section Education Institute and the Spring Summit.

Representatives from the Task Force shall be invited to the Board's annual planning meeting.

(b) Liaison/Coordinator Responsibilities at the Meetings

(1) Demonstrate to committee members that their work is known by the Board and appreciated.

(2) Ascertain areas where committee needs help.

(3) Ask about and listen to goals and projects of the committee. Do they overlap in any way with other projects?

(4) Report on and answer questions, if able, about board activities and goals.

(5) Report to VIC and the Board on the date of the visit and feedback from the committee, e.g., describe any issues or concerns.

(c) Process re Notice and Attendance

(1) Staff will e-mail notices of upcoming committee meetings to Board members and to the extent practical, the notice will be at least one month in advance of the meeting. The e-mail distribution will be scheduled approximately every two weeks to include any last minute scheduling.

(2) For committee's that have full advance calendars, staff shall provide the meeting calendars to the appropriate board members as soon as the annual calendars are available.

(3) Board members who wish to attend a committee meeting should contact the Coordinator to advise him or her of the meetings they plan to attend.

(4) A typical visit would last 1-1/2 to 2 hours. Visiting Board members should be encouraged to visit just prior to or after the lunch hour and during the lunch hour.

(5) The Board Liaisons/Coordinators are to notify committee staff of the meetings they plan to attend so that staff may coordinate catering, distribution of agenda materials, etc.

(6) Following a meeting, committee staff should e-mail the VIC chair and VIC staff coordinator the names of the Board members who attended the meeting.

(d) Attendance at Committee Meetings Held at State Bar Conferences

(1) A Board member will attend each and every meeting of the State Bar standing, section executive and special committees held at State Bar Conferences, including but not limited to the Section Education Institute, Spring Summit, Bar Leadership Conferences, and State Bar Annual Meeting.

(2) All Board members shall be encouraged to attend the Section Education Institute and the Spring Summit, pending fiscal feasibility and approval of Planning re budget issues.

(3) Board members should notify the designated staff as to which meetings they plan to attend and staff will coordinate the information with the President, VIC Chair, and the committees.

State Bar Committees with Individual Board Member Assignments

Standing Committees

1. Administration of Justice, North and South
2. Alternative Dispute Resolution (ADR)
3. Appellate Courts
4. Delivery of Legal Services (SCDLS)
5. Federal Courts
6. Group Insurance Programs
7. Mandatory Fee Arbitration
8. Professional Responsibility and Conduct and its Rules subcommittees
9. State Bar-Approved Professional Liability Insurance

Special Boards, Committees and Commissions

10. Board of Legal Specialization and its 8 Law Advisory Commissions
11. California Commission on Access to Justice
12. Council on Access and Fairness
13. CEB Governing Committee
14. Client Security Fund Commission
15. LAP Oversight Committee
16. Legal Services Trust Fund Commission

Section Executive Committees

17. Antitrust & Unfair Competition
18. Business Law
19. Criminal Law
20. Environmental Law
21. Family Law
22. Intellectual Property Law

23. International Law
24. Labor and Employment Law
25. Law Practice Management & Technology
26. Litigation
27. Public Law
28. Real Property Law
29. Solo and Small Firm
30. Taxation
31. Trusts and Estates
32. Workers Compensation Law

Committees with VIC Chair and Members Assigned as Liaison

1. Bar Examiners
2. Commission on Judicial Nominees Evaluation (JNE)

(Source: Board of Governors' Resolution, March 2004, November 2006.)