



BOARD EXECUTIVE COMMITTEE CHARTER

The chair of the Board of Trustees shall serve as the chair of the Board Executive Committee and the vice-chair of the Board of Trustees shall serve as its vice-chair. The Board Executive Committee shall include at least one Board member appointed by each of the following appointing authorities: (1) The Supreme Court; (2) The Governor; (3) The Speaker of the Assembly; and (4) The Senate Committee on Rules. The executive director shall be a member of the Board Executive Committee, but shall have no vote and shall not be counted towards a quorum of the Board Executive Committee. The Board Executive Committee shall be responsible for the effective functioning of the Board of Trustees, the maintenance and development of Board of Trustees–executive director working relationship, and the oversight of certain high–level internal operational matters.

The Board Executive Committee shall:

- **Board of Trustees Functioning:** Oversee the functioning of the Board of Trustees by coordinating the work of the other Board committees and approving Board Committee work plans; keep the State Bar Mission Statement updated; set Board Member performance standards; monitor Board Member performance; perform the annual Board Assessment; and maintain and update the Trustee Skills Matrix to assist the Board and appointing authorities in Trustee and officer selection and development.
- **Board Book:** Approve amendments to the Board of Trustees Policy Manual, also referred to as the Board Book, subject to Board ratification.
- **Volunteer Management/Coordination:** Review and approve recommendations of volunteer applicants to serve on State Bar subentities and external entities with the goal of ensuring well-qualified and diverse membership on the subentities and external entities.
- **Executive Director Evaluation:** An annual performance evaluation of the executive director will be conducted by the Executive Committee and presented to the Board for review and approval within 90 days of the anniversary date of the executive director’s appointment. The Executive Committee will conduct its evaluation using a performance plan established in conjunction with the Office of Human Resources and executive director. The performance plan will be provided to the executive director within 90 days of appointment. The State Bar may meet in closed session to discuss the annual performance evaluation of the executive director.

- **General Counsel Evaluation:** The Office of General Counsel is the designated legal counsel to the Bar as an entity, including the State Bar's subentities, subject to the direction of the Board and its Executive Committee or the committee designated by the Board to review legal matters.

An annual performance evaluation of the General Counsel will be conducted by the Executive Committee and executive director and will be presented to the Board for review within 90 days of the anniversary date of the General Counsel's appointment. The Executive Committee will conduct its evaluation using a performance plan established in conjunction with the Office of Human Resources and the executive director. The performance plan will be provided to the General Counsel within 90 days of appointment. The State Bar may meet in closed session to discuss the annual performance evaluation of the General Counsel.

- **Chief Trial Counsel Evaluation:** The chief trial counsel is the designated legal counsel responsible for the enforcement/prosecutorial arm of the disciplinary system. The executive director selects the chief trial counsel, the selection is appointed by the Board, and the candidate is subject to Senate confirmation. The chief trial counsel is appointed for a term of four years and may be reappointed for additional terms. The chief trial counsel reports to the Regulation and Discipline Committee in connection with the exercise of prosecutorial direction.

An annual performance evaluation of the chief trial counsel will be conducted by the Regulation and Discipline Committee and Executive Committee and will be presented to the Board for review within 90 days of the anniversary date of the chief trial counsel's appointment. The Regulation and Discipline Committee will conduct its evaluation using a performance plan established in conjunction with the Office of Human Resources and executive director. The performance plan will be provided to the chief trial counsel within 90 days of appointment. The Bar may meet in closed session to discuss the annual performance evaluation of the chief trial counsel.

- **Senior Executive Oversight:** Receive reports from the executive director regarding any material changes to terms and conditions of employment or performance of any senior executive.
- **Litigation Oversight:** Address legal issues and recommend Board action as appropriate; and provide oversight of litigation involving the State Bar.
- **Settlement Authority Oversight:** Receive reports from General Counsel on all non-material policy settlements up to \$25,000. Authorizes nonmaterial policy settlements between \$25,001 and \$50,000 and reports about the settlements to the Board on a quarterly basis. Makes recommendations to the Board for all settlements more than \$50,000.
- **Operational Responsibilities:** Address internal operational issues not falling within the purview of other Board committees and nondelegable to staff (e.g. ratifying union/management Memoranda of Understanding, recommending changes to internal

rules and regulations such as conflict in interest policies, responding to governmental inquiries and other matters such as fee bill negotiations), recommending Board action as appropriate.

- **Delegation of Authority:** Take action on behalf of the Board when obtaining a quorum of the full Board would not be feasible before it is necessary to take action.
 - Decisions of the Board Executive Committee under this delegation of authority shall be consistent with the goals, values, and direction of the Board.
 - The executive director, or an authorized staff member, shall report on any action taken under this delegation of authority promptly and in no event later than the next regularly scheduled Board meeting.
- Perform such other function relevant to the Board Executive Committee's subject area as the Board of Trustees may from time-to-time assign.