

TAB 2.4

BOARD OF TRUSTEES MEMBER RESPONSIBILITIES

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Article 1

BOARD OF TRUSTEES MEMBER RESPONSIBILITIES

Historical Note

Upon the recommendation of the Committee on Board Development, the 'Board of Governors Member Responsibilities and Commitments' were adopted by the Board of Governors on September 19, 2002.

Section 1 Introduction

The Board of Trustees 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.

Section 2 Board Member Skills and Responsibilities

1. 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.
2. Once elected or appointed, members of the Board of Trustees 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.
3. 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.
4. 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.
5. 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.

6. 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 Trustees.
7. In order to effectively govern, members will be familiar with the existing governance structure of the Board of Trustees so that each member can establish a good working relationship with other members of the Board and staff.
8. 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.
9. As members of the Board of Trustees, 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.
10. Members are encouraged to share their diverse skills and expertise when determining policy.

Section 3 Minimum Standards of Commitment and Conduct

1. Meeting Attendance: Absent emergency circumstances, members will attend all Board and committee meetings on time.
2. 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.
3. 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.
4. Confidentiality: Members recognize that matters discussed in closed session are to be kept confidential subject only to open meeting reporting requirements.
5. 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.

6. 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.
7. Expense Discipline: Members recognize that the expenses of the Board of Trustees are reimbursed from the general fund. Members will employ expense discipline to minimize travel and other costs.
8. Ethics and Prudence: Members will act ethically and prudently in exercising their duties.
9. 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.

Section 4 Time Commitment

Serving as a member of the Board of Trustees 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 Trustees meets formally six (6) to eight (8) times per year, with the average meeting taking the entire day on a Thursday and most of the day on Friday. 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.)

Article 2
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:

Section 1 *Board of Trustees*

- (a) The official duties of a public member of the Board of Trustees appointed pursuant to section 6013.5 of the Business and Professions Code are as follows:
 - (1) Attending meetings of the Board of Trustees and committees of the Board of Trustees;
 - (2) Representing the Board of Trustees 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 Trustees from time to time.

Section 2 *State Bar Court*

- (b) 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 Trustees from time to time.

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