

# AGENDA ITEM

MAY 144

**Ad Hoc Committees; Board  
Committee Governance  
Structure; Composition of the  
Board Operations Committee**

Date: April 26, 2010

To: Board Planning, Program Development and Budget Committee  
Board of Governors

From: Governance Subcommittee

Re: Ad Hoc Committees; Board Committee Governance Structure; Composition of  
the Board Operations Committee

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## EXECUTIVE SUMMARY

At its April 27 meeting, the Governance Committee (1) considered guidelines that would apply to any ad hoc committee, special committee, task force or other working group of the board outside of the structure of the board standing committees (“Ad Hoc Committee”); (2) expressed a preference that the Board’s governance structure be comprised of five standing committees and a Board Operations Committee; and that the composition of the Board Operations Committee be as reflected in its original charter.

This memorandum recommends the guidelines that will apply to “Ad Hoc Committees,” a five standing committee plus Board Operations governance structure, and affirms the composition of the Board Operations Committee.

## ISSUES

### Ad Hoc Committees

Ad hoc committees were created to address matters requiring urgent attention during the current Board year outside of the structure of board standing committees. It is the view of the Governance Committee that the exigencies warranting the board’s reliance on these ad hoc committees have largely passed, and that in order to promote good governance, board democracy and transparency in board decision-making, the guidelines articulated in the recommended resolution should, going forward, apply to any ad hoc committee, special committee, task force or other working group of the board outside of the structure of board standing committees.

## **Board Governance Committee Structure**

A six-committee governance structure was adopted in 2001 with the understanding that the Board could and would continue to refine the structure as experience and need required. In September 2004, the Board opted to combine the SRC and VIC to create COMBAR, and maintain the PPDB, RAD, MOC, and BOPS Committees. During 2005 – 2006, the Board went back to the six-committee governance structure adopted in 2001, which the Board has retained. In 2009 the committee structure was revised to: (1) Divide the former RAD committee into two committees, one for Discipline and one to focus on the Rules Revision Commission and Admissions; (2) Change the focus of Stakeholders to Legal Services, Pro Bono and Equal Access; and (3) Combine MOC and VIC into one Committee, Member Involvement, Relations and Services. PPDB, Audit, and Board Operations remained the as they were.

The Governance Committee recommends that, going forward, the Board Committee structure be comprised of five standing committees and a Board Operations Committee. The other committees may include the following, but should be created in the context of the challenges currently facing the State Bar and the work of the Board.

1. Planning, Program Development, and Budget Committee
2. Regulation, Admission and Discipline Oversight Committee
3. Member Oversight Committee / Volunteer Involvement Committee
4. Stakeholder Relations Committee / Legal Services Committee
5. Audit Committee

## **Composition of the Board Operations Committee**

It is the recommendation of the Governance Committee that the Board Operations Committee, as the executive committee of the Board, be a smaller group of board members that has been delegated specific powers to act in certain circumstances on behalf of the full board.

In reviewing the functionality of the current Board Operations Committee, the Board Governance Committee determined that the committee had grown to include more members, thus becoming unwieldy, and should return to its original composition as described in its original charter adopted in May 2002 and reaffirmed with slight revisions in July 2009.

Excerpted from the charter of the Board Committee on Operations - (Adopted by the Board of Governors May 4, 2002; revised Friday July 2009)

“The Board Committee on Operations shall be chaired by the President of the Board of Governors and consist of the chairs of the other Board Committees, the Executive Director and at least one public member of the Board. It shall be responsible for the effective functioning of the State Bar Board of Governors, for the maintenance and development of Board/Executive Director working relationship, and for oversight of certain high-level internal operational matters.”

**FISCAL / PERSONNEL IMPACT:** None

**RULE AMENDMENTS:** None

**BOARD BOOK/ ADMINISTRATIVE MANUAL IMPACT:** TAB 9, Articles 1 and 2 (need to locate the sections in the Board Book that apply)

## **RECOMMENDATION**

The Governance Committee recommends the following:

- New guidelines with respect to any ad hoc committee, special committee, task force or other working group of the board, as described in the resolution below.
- Going forward, the Board Committee structure should be comprised of five standing committees and a Board Operations Committee. The five committees may include the current standing committees, but should be created based on the challenges currently faced by the Bar and the work of the Board.
- The Board Operations Committee should return to its original composition of a smaller group of board members, as describe in its original charter.

## **PROPOSED COMMITTEE RESOLUTIONS:**

### **PROPOSED BOARD AD HOC COMMITTEE RESOLUTION:**

Should the Board committee agree with the above recommendation, the following resolution would be appropriate.

Board Committee Resolution:

**RESOLVED**, that upon the recommendation of the Governance Committee, the Planning Program Development and Budget Committee recommends that the Board of Governors adopt the following guidelines that will apply to any ad hoc committee,

special committee, task force or other working group of the board outside of the structure of board standing committees (for brevity, each such ad hoc working group is referenced below as an “Ad Hoc Committee”):

1. Authorization for the creation of any Ad Hoc Committee must be sought and obtained by the President either from the board as a whole or from the board operations committee;
2. The authorization for any Ad Hoc Committee (i) must be based upon a written charge setting forth the task or tasks to be carried out, and (ii) must not include any task that is expressly delegated by the Board Book to any standing committee or to the board as a whole;
3. The President will retain full discretion to assign and make reassignments of the Chair and the membership of Ad Hoc Committees, provided that Governors are consulted in advance, prior to their assignment;
4. Written notice and an agenda of the meetings of any Ad Hoc Committee must be sent to all Governors;
5. Any Governor who is not a member of an Ad Hoc Committee must be permitted to attend Ad Hoc Committee meetings in person or by telephone as a non-voting participant; and
6. Each Ad Hoc Committee shall be deemed dissolved as of the next State Bar Annual Meeting following its authorization, unless the board re-authorizes it pursuant to this resolution; and it is

**FURTHER RESOLVED**, that should emergency circumstances or other unusual circumstances arise, the board may at any time suspend these guidelines upon the recommendation of the President.

#### **PROPOSED BOARD GOVERNANCE COMMITTEE STRUCTURE RESOLUTION:**

Should the Board committee agree with the above recommendation, the following resolution would be appropriate.

Board Committee Resolution:

**RESOLVED**, that upon the recommendation of the Governance Committee the Board Planning, Program Development and Budget Committee recommends the Board Committee structure be comprised of five standing committees and a Board Operations Committee;

**FURTHER RESOLVED**, that the other committees may include the following, but should be differentiated with the understanding that the Board may continue to refine the structure as experience and need requires:

1. Planning, Program Development, and Budget Committee
2. Regulation, Admission and Discipline Oversight Committee
3. Member Oversight Committee / Volunteer Involvement Committee
4. Stakeholder Relations Committee / Legal Services Committee
5. Audit Committee

**PROPOSED BOARD OPERATIONS STRUCTURE RESOLUTION:**

Should the Board committee agree with the above recommendation, the following resolution would be appropriate.

Board Committee Resolution:

**RESOLVED**, that upon the recommendation of the Governance Committee the Board Planning, Program Development and Budget Committee recommends that the Board affirm the composition of the Board Operations Committee as described in its original charter adopted by the Board in May 2002 and reaffirmed by the Board in July 2009.

**PROPOSED BOARD RESOLUTIONS**

**PROPOSED BOARD AD HOC COMMITTEE RESOLUTION:**

Should the Board concur with the board committee's recommendation, the following resolution would be in order:

Board Resolution:

**RESOLVED**, that upon the recommendation of the Planning Program Development and Budget Committee the Board of Governors adopts the following guidelines that will apply to any ad hoc committee, special committee, task force or other working group of the board outside of the structure of board standing committees (for brevity, each such ad hoc working group is referenced below as an "Ad Hoc Committee"):

1. Authorization for the creation of any Ad Hoc Committee must be sought and obtained by the President either from the board as a whole or from the board operations committee;
2. The authorization for any Ad Hoc Committee (i) must be based upon a written charge setting forth the task or tasks to be carried out, and (ii) must not include any task that is expressly delegated by the Board Book to any standing committee or to the board as a whole;
3. The President will retain full discretion to assign and make reassignments of the Chair and the membership of Ad Hoc Committees, provided that Governors are consulted in advance, prior to their assignment;
4. Written notice and an agenda of the meetings of any Ad Hoc Committee must be sent to all Governors;
5. Any Governor who is not a member of an Ad Hoc Committee must be permitted to attend Ad Hoc Committee meetings in person or by telephone as a non-voting participant; and
6. Each Ad Hoc Committee shall be deemed dissolved as of the next State Bar Annual Meeting following its authorization, unless the board re-authorizes it pursuant to this resolution; and it is

**FURTHER RESOLVED**, that should emergency circumstances or other unusual circumstances arise, the board may at any time suspend these guidelines upon the recommendation of the President.

#### **PROPOSED BOARD GOVERNANCE COMMITTEE STRUCTURE RESOLUTION:**

Should the Board concur with the board committee's recommendation, the following resolution would be in order:

Board Resolution:

**RESOLVED**, that upon the recommendation of the Board Planning, Program Development and Budget Committee the directs the Board Committee structure be comprised of five standing committees and a Board Operations Committee;

**FURTHER RESOLVED**, that the other committees may include the following, but should be differentiated with the understanding that the Board may continue to refine the structure as experience and need requires:

1. Planning, Program Development, and Budget Committee

2. Regulation, Admission and Discipline Oversight Committee
3. Member Oversight Committee / Volunteer Involvement Committee
4. Stakeholder Relations Committee / Legal Services Committee
5. Audit Committee

**PROPOSED BOARD OPERATIONS STRUCTURE RESOLUTION:**

Should the Board concur with the board committee's recommendation, the following resolution would be in order:

Board Resolution:

**RESOLVED**, that upon the recommendation of the Board Planning, Program Development, and Budget Committee the Board affirms the composition of the Board Operations Committee as described in its original charter adopted by the Board in May 2002 and reaffirmed by the Board in July 2009.