

# AGENDA ITEM

MAY 143

**Role of the President /  
Role of the President-  
Elect**

Date: April 26, 2010

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

From: Governance Subcommittee

Re: Role of the President / Role of the President- Elect

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## EXECUTIVE SUMMARY

Business & Professions Code §6024 provides, except as to those duties set forth by statute, the Board of Governors ("Board") may prescribe the duties of officers of the State Bar.

This item proposes changes to the role of the President and adds language related to the President-elect. (Board Book, Tab 5 (Officers), Article 2, Section 1 (a) (b)). The changes relate to emphasizing the presidential focus on the Long Range Strategy; a required consultation with the Board Operations Committee about any material changes in the employment or performance of any senior executive; and a requirement that the President-Elect consult with the Board Operations Committee on proposed committee chairs, liaisons, and appointments to committees.

## ISSUE

The Governance Subcommittee met on Thursday, April 22 to review its work product to date - the breakout sessions conducted at the November 2009 Board of Governors meeting and interviews of past Presidents - and to discuss identified issues, such as clarifying the roles of the President and the President-elect (Board Book, Tab 5 (Officers), Article 2, Section 1 (a)(b)) as they relate to the Long Rang Strategy; material changes in the employment or performance of any senior executive; and proposed committee chairs, liaisons, and appointments to committees for the coming Board year.

More specifically, the Governance Subcommittee believes a key role of the President is to assure that the Board focuses on the Long Range Strategy. Additionally, any material changes in the employment or performance of a Senior Executive should

require direct consultation with the Board Operations Committee. Lastly, the President-Elect should be required to consult with the Board Operations committee on proposed committee chairs, liaisons and appointments to committees for the coming Board year.

Under Business and Professions Code, section 6024, the officers of the State Bar have only such duties and the Board may prescribe.<sup>1</sup> Pursuant to State Bar Rule 6.20, all State Bar officers, agents, committees, commissions, and other entities have only the powers, duties, and authority delegated by the board and are subject to its supervision and control. Notwithstanding any delegation, the board reserves authority over all matters pertaining to the State Bar, including whether actions or positions taken by a State Bar officer, agent, committee, commission, or other entity are consistent with State Bar policies.<sup>2</sup>

**FISCAL / PERSONNEL IMPACT:**

None

**RULE AMENDMENTS:** None

**BOARD BOOK/ ADMINISTRATIVE MANUAL IMPACT:** Board Book, Tab 5 (Officers), Article 2, Section 1 (a)(b)

**RECOMMENDATION**

**PROPOSED BOARD 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 Board Planning, Program Development, and Budget Committee recommends that Board of Governors amend Board Book, Tab 5 (Officers), Article 2, Section 1 (a) (b) in the form attached hereto.

**PROPOSED BOARD RESOLUTION:**

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<sup>1</sup> It is the Board of Governors that has the powers and duties specified in the State Bar Act. (Bus. & Prof. Code, § 6010. The only duty delegated by statute to the officers of the State Bar is the authority of the president and the vice-president ,in the president's absence or inability to act, to preside over meetings of the State Bar and Board, (Bus. & Prof. Code, § 6024.) Other duties are "such as the [B]oard may prescribe." (*Ibid.*)

<sup>2</sup> Bus. & Prof. Code, §§ 6010, 6025 and 6030.

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

**RESOLVED**, that upon the recommendation of the Board Planning, Program Development, and Budget Committee the Board of Governors amends Board Book, Tab 5 (Officers), Article 2, Section 1 (a) (b) in the form attached hereto.