

THE STATE BAR OF CALIFORNIA

# Board of Trustees Policy Manual



# TABLE OF CONTENTS



<b>Section 1. The State Bar of California .....</b>	<b>1</b>
1.1 Overview.....	1
1.2 Governing Authority .....	1
1.3 Mission.....	1
<b>Section 2. Board of Trustees .....</b>	<b>2</b>
2.1 Composition.....	2
2.2 Board Member Terms.....	2
2.3 Resignation of Board Members.....	3
2.4 Responsibilities of the Board.....	3
2.5 Responsibilities of Board Members.....	4
2.6 Calendar of Board Meetings.....	4
2.7 Officer Selection .....	4
2.8 Responsibilities of the Chair.....	5
2.9 Responsibilities of the Vice-Chair.....	5
2.10 Board Liaisons.....	5
2.11 Board Standing Committees.....	6
2.11.1 Board of Trustees Acting as the Regulation and Discipline Committee.....	6
2.11.2 Audit Committee .....	6
2.11.3 Finance Committee.....	6
2.11.4 Board Executive Committee .....	6

**Section 3. Meeting Procedures ..... 7**

3.1 Applicability of Procedures.....	7
3.2 Bagley-Keene Open Meeting Act.....	7
3.3 Meeting Frequency.....	7
3.4 Meeting Locations .....	7
3.5 Board Member Attendance at Board Meetings.....	7
3.5.1 Definition of a Quorum.....	8
3.6 Agendas .....	8
3.7 Closed Session .....	8
3.8 Record of Meetings .....	8
3.9 Voting on Motions.....	9
3.10 Meeting Rules.....	10
3.11 Audio/Visual Recording or Webcast.....	10
3.12 Public Comment.....	10
3.13 Public Comment on Rules.....	10

**Section 4. Subentities of the State Bar ..... 11**

4.1 Subentities.....	11
4.2 Appointments to Subentities.....	11
4.3 Restriction on Appointments to Subentities.....	11
4.4 Subentity Year.....	11
4.5 Policy on Number of Subentities.....	12
4.6 Presumption on Subentity Size.....	12
4.7 Justification Process for Larger Subentities.....	12
4.8 Sunset Review of Subentities .....	12
4.9 Term of Membership.....	13
4.10 Reappointment of Subentity Volunteers	
Filling Vacancies in Unexpired Terms .....	13

4.11 Selection and Term of Officers.....	13
4.12 Subentities Appointed Exclusively by the Board.....	13
4.12.1 Committee on Professional Responsibility and Conduct.....	13
4.12.2 California Board of Legal Specialization.....	14
4.12.3 Council on Access and Fairness.....	14
4.12.4 Client Security Fund Commission .....	14
4.12.5 Commission on Judicial Nominees Evaluation.....	14
4.12.6 Review Committee of the Commission on Judicial Nominees Evaluation.....	14
4.13 Ad Hoc Committees.....	14
4.14 Subentities with Multiple Appointing Authorities.....	15
4.14.1 Committee of Bar Examiners .....	15
4.14.2 Legal Services Trust Fund Commission.....	15
4.15 Appointment to External Entities .....	15
4.15.1 Judicial Council .....	15
4.15.2 Judicial Council of California Information Technology Advisory Committee.....	15
4.15.3 American Bar Association House of Delegates.....	15
4.15.34 Legal Services Corporation .....	
16	

## **Section 5. Board Planning and Fiscal Oversight..... 17**

5.1 Strategic Planning.....	17
5.2 Fiscal Oversight .....	17
5.2.1 Budget .....	17
5.2.2 Revenue.....	18
5.2.3 Investment Policy.....	18
5.2.4 Reserve Policy .....	18
5.2.5 Contracts.....	19

5.2.6 Settlement of Claims against the State Bar .....	19
5.2.7 Audits .....	19
<b>Section 6. Advocacy: Legislation, Rulemaking, and Amicus Curiae.....</b>	<b>21</b>
6.1 Legislation.....	21
6.2 Rulemaking.....	21
6.3 Amicus Curiae .....	21
<b>Section 7. Staffing.....</b>	<b>23</b>
7.1 Executive Director.....	23
7.2 Chief Trial Counsel .....	24
7.3 General Counsel.....	24
7.4 State Bar Court.....	25
7.5 <del>Sepecial</del> <u>Special</u> Deputy Trial Counsel Administrator.....	26
<b>Section 8. Communication .....</b>	<b>28</b>
8.1 Contact for State Bar Inquiries .....	28
8.2 Use of State Bar Stationery and Business Cards.....	28
8.3 Electronic Communications (Email).....	28
8.4 Responding to Inquiries from the Public or Media .....	29
8.5 Speaking Engagements and Public Outreach.....	29
8.6 Delegation of Authority to Execute Copyright Releases.....	29
<b>Section 9. Expense Reimbursement .....</b>	<b>30</b>
9.1 Board Member Travel.....	30
9.2 Travel Arrangements .....	30
9.3 Lodging for State Bar Meetings.....	30
9.4 Meal Per Diem .....	31
9.5 Statutory Compensation.....	31

<b>Section 10. Board Member Training .....</b>	<b>32</b>
10.1 Board Member Orientation .....	32
10.2 Annual Board Member Training.....	32
<b>Section 11. Ethics and Conflicts of Interest .....</b>	<b>33</b>
11.1 Trustees’ General Duty to Act Ethically and Consistent with Fiduciary Duties.....	33
11.2 Conflict of Interest.....	34
11.2.1 Financial Conflicts.....	34
11.2.2 Personal Conflicts.....	35
11.2.3 Conflicts Regarding State Bar Contracts.....	36
11.3 Disqualification Procedures.....	36
11.3.1 Disqualification by the Trustee.....	36
11.3.2 Disqualification by the Board.....	36
11.4 Conflict of Interest Code for the Board of Trustees of the State Bar of California.....	37
11.4.1 Statements of Economic Interest (Form 700s).....	37
11.4.2 Disqualification Provisions Under the Conflict of Interest Code.....	39
11.5 Training.....	40
11.6 When Trustees Should Seek Advice.....	40
11.7 Enforcement and Authority.....	41
11.8 Policy Restricting Business with the State Bar After Leaving Office.....	43
<b>Appendix A – Standing Committee Charters .....</b>	<b>44</b>
<b>Appendix B – Subentity Duties, Composition, and Appointing Authorities.....</b>	<b>52</b>
<b>Appendix C – Ethics and Conflicts of Interest References.....</b>	<b>63</b>
<b>Appendix D – Commonly Used State Bar Acronyms.....</b>	<b>89</b>
<b>Appendix E – Public Comment Policy for the Board of Trustees and Subentities.....</b>	<b>93</b>

# SECTION 1

## THE STATE BAR OF CALIFORNIA



### 1.1 OVERVIEW

The State Bar of California (hereafter referred to as the State Bar) was created in 1927 as a public corporation and was placed in the Judicial Article of the California Constitution in 1966. It was created to assist the Supreme Court in matters pertaining to the admission, regulation, and discipline of attorneys.

This Policy Manual (commonly known and referred to as the “Board Book”) sets forth high-level descriptions of the basic rules governing the actions of the State Bar’s Board of Trustees, its individual Board members, and State Bar committees and subentities in carrying out the State Bar’s mission. It is intended to be a resource primarily for Board, committee and subentity members. Where more detailed material would assist Board members in fulfilling their responsibilities, appendices provide supplemental information. Staff is responsible for updating the appendices to ensure that they remain current and is authorized to do so without Board action. Amendments to this Policy Manual requires approval by the Board Executive Committee and are subject to ratification by the full Board. ~~a majority vote of members who are present and voting.~~

Material outside the scope of this Policy Manual includes, but is not limited to: State Bar staff administrative policies and procedures; policies and procedures governing individual divisions and offices of the State Bar; detailed legal analyses; contracts and memoranda of understanding; and appointments, policies, and procedures.

### 1.2 GOVERNING AUTHORITY

The governing authority for the State Bar to carry out its role can be found in:

- State Bar Act (Bus. & Prof. Code section 6000 et seq.)
- California Rules of Court (Cal. Rules of Court, Title 9)
- Rules of the State Bar
- Supreme Court decisions

### 1.3 MISSION

The State Bar’s mission is to protect the public and includes the primary functions of licensing, regulation, and discipline of attorneys; the advancement of the ethical and competent practice of law; and support of efforts for greater access to, and inclusion in, the legal system. Diversity and inclusion are an integral part of the State Bar’s public protection mission to build and retain a profession of attorneys capable of providing high-quality legal services and representative of the rich diversity of California’s population.

# SECTION 2

## BOARD OF TRUSTEES



### 2.1 COMPOSITION

The State Bar is governed by its Board of Trustees. The Board consists of 13 members. Five attorney members are appointed by the Supreme Court; one attorney member and one public (nonattorney) member are appointed by the Speaker of the Assembly; and one attorney member and one public member are appointed by the Senate Committee on Rules. Four public members are appointed by the governor and are subject to Senate confirmation. See [here](#) for the current Board membership.

APPOINTING AUTHORITY	ATTORNEY MEMBER	PUBLIC MEMBER (NONATTORNEY)
California Supreme Court	5	0
Speaker of Assembly	1	1
Senate Committee on Rules	1	1
Governor	0	4

To ensure both the talent and diversity needed for optimal functioning of the Board, the State Bar maintains a Trustee Skills Matrix to help identify gaps in Trustee experience and ability. Staff provides appointing authorities with information about the composition of the Board for their consideration when recruiting and appointing Trustees.

A full-time employee of a public agency serving as a Board member may not suffer any loss of rights, promotions, salary increases, retirement benefits, tenure, or other job-related benefits as a result of their serving on the Board.

*(Source: Bus. & Prof. Code §§ 6010, 6011, 6013.1, 6013.3, 6013.5, 6013.6; Cal. Rule of Court 9.90)*

### 2.2 BOARD MEMBER TERMS

Each member is appointed for a term of four years. Rules regarding reappointment depend on the appointing authority and whether the member is an attorney or a public member (nonattorney). Members appointed by the Supreme Court may be reappointed only once. There are no limitations on the reappointment of other members.



When a position becomes vacant it may be filled by the appointing authority with a person who will serve for the remainder of the term.

*(Source: Bus. & Prof. Code §§ 6013.1, 6013.3, 6013.5, 6016)*

## **2.3 RESIGNATION OR REMOVAL OF BOARD MEMBERS**

A Board member, including an officer, may resign at any time by giving written notice to the secretary. The resignation will be effective upon receipt of that notice or on the date specified in the notice.

A Board member, including an officer, may be removed by their respective appointing authority (i.e., the Supreme Court, the Speaker of the Assembly; and the Senate Committee on Rules, or the governor) as authorized by law, including for continued neglect of duties required by law, or for incompetence or unprofessional or dishonorable conduct. Four public members are appointed by the governor and are subject to Senate confirmation.

*(Source: Gov. Code § 1750; Bus. & Prof. Code, § 6016.2)*

## **2.4 RESPONSIBILITIES OF THE BOARD**

The Board is the State Bar's governing body, responsible for developing the guiding policies and principles underpinning its mission. Among its responsibilities, the Board provides guidance and feedback to the executive director to ensure effective management and leadership of the State Bar.

- Responsibilities of the Board also include, but are not limited to:
  - Governing the State Bar through collective policy-making
  - Developing the guiding policies and principles underpinning the State Bar's regulatory mission
  - Adopting the State Bar's Strategic Plan
  - Approving the State Bar's budget
  - Receiving and approving statutorily mandated reports
  - Hiring, evaluating, and terminating the employment of the executive director and the general counsel
  - Appointing and dismissing a chief trial counsel (CTC), the executive director, and the general counsel (appointments are is-subject to confirmation by the State Senate)<sup>1</sup>

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<sup>1</sup> During the CTC's service, the CTC reports to the Board of Trustees acting as the Regulation and Discipline Committee (Bus. & Prof. Code § 6079.5). The requirement that the Senate confirm the appointment of the general counsel and the executive director apply to persons appointed to such positions on or after January 1, 2024. (Bus. & Prof. Code §§ 6011, subd (d); 6012, subd. (d).)

- Reviewing and evaluating its own performance related to its governing responsibility
- Assuring the adjudicatory independence of the State Bar Court
- Appointing volunteers to State Bar committees, commissions, task forces, and other advisory bodies referred to herein as State Bar subentities

The Board reserves authority over all matters pertaining to the State Bar. State Bar officers, agents, Board standing committees and subentities have only the powers delegated to them by the Board. The Board's authority includes determinations of whether actions or positions taken by those actors are consistent with State Bar policies.

*(Source: Bus. & Prof. Code §§ 6010, 6025, 6030; and State Bar Rule 6.21)*

## 2.5 RESPONSIBILITIES OF BOARD MEMBERS

Each Board member is responsible for:

- Being familiar with the mission and purpose of the State Bar
- Participating in all Board meetings and meetings of assigned Board standing committees, including preparing for meetings in order to make sound decisions on behalf of the State Bar
- Being familiar with the existing governance structure of the Board so that each member can establish good working relationships with one another and staff
- Participating in the review and approval of the annual budget
- Being knowledgeable about conflict-of-interest standards and ensuring that reportable conflicts are specifically identified and acknowledged in formal filings and at Board meetings
- Being familiar with [this Policy Manual, including](#) the guidelines for member communication contained in Section 8 of the ~~Board of Trustees~~ Policy Manual
- Being familiar with the requirements of the Bagley-Keene Open Meeting Act
- Being prepared to represent the State Bar in any setting or forum and being able to explain the State Bar's responsibilities, initiatives, accomplishments, and capabilities
- Bringing diverse experience, skills, and expertise to bear when determining policy
- Acting in accordance with their fiduciary responsibilities toward the State Bar
- Recognizing the equal role and responsibility of each Board member
- Ensuring public trust, fairness, and equity, by making decisions based on information presented at a duly noticed public meeting.

## 2.6 CALENDAR OF BOARD MEETINGS

The annual meeting calendar for the Board of Trustees is determined by the due dates for statutorily mandated reports that assist the Board in fulfilling its oversight responsibilities, by the

planning and implementation of Strategic Plan initiatives, and by the Board's ongoing oversight responsibilities. The multiyear Board schedule can be viewed [here](#).

## 2.7 OFFICER SELECTION

The officers of the Board of Trustees are a chair, and vice-chair.

The chair and vice-chair are appointed by the Supreme Court for [a term of up to two years](#)~~one-year terms~~ and may serve up to two terms in this capacity. Officers assume the duties of their respective offices at the conclusion of the annual meeting following their appointment, typically in September. In the event that an officer is appointed to fill a vacancy for the balance of the term, the remainder of that term does not count against the two-term limit.

Officers continue in office until their successors are appointed and qualify. Unless otherwise required by law, officers of the State Bar have only the duties prescribed to them by the Board and are subject to its supervision and control.

Members interested in serving as an officer should submit a letter of interest to the Supreme Court by July 1 and provide an electronic copy of the submission to the principal attorney for the Chief Justice. ~~State Bar staff~~ [The Board secretary](#) sends a reminder announcement to Board members prior to the deadline.

*(Source: Bus. & Prof. Code §§ 6020, 6021, 6022, 6023; State Bar Rule 6.42)*

## 2.8 RESPONSIBILITIES OF THE CHAIR

The Board chair is responsible for:

- Presiding over Board meetings
- Facilitating decision making by the Board
- Encouraging diverse opinions among Board members
- Ensuring that the Board focuses on implementation of the Strategic Plan Keeping the Board informed and aware of policy issues that may affect the functioning of the State Bar
- Resolving disputes and managing conflict among Board members
- Appointing Board members to serve on Board standing committees
- Appointing Board members to serve as liaisons to functional areas of the agency's operation
- Presiding over the Board Executive Committee
- Acting as the key spokesperson on behalf of the Board regarding the annual performance evaluation and the hiring and firing of the executive director
- Acting as the key spokesperson for the State Bar and being accountable for what is officially communicated by the Board and the State Bar to licensed attorneys in California, to the public, and to the government
- Performing other duties as prescribed by the Board and provided for by law

*(Source: Bus. & Prof. Code § 6001.2)*

The Board chair can fully participate in the decision making of the Board, including participating in debate, discussion and voting.

## **2.9 RESPONSIBILITIES OF THE VICE-CHAIR**

The vice-chair is responsible for:

- Acting in the absence of the chair
- Serving as vice-chair of the Board Executive Committee

*(Source: Bus. & Prof. Code § 6021; State Bar Rule 6.41)*

## **2.10 BOARD LIAISONS**

The chair may appoint members of the Board to serve as liaisons to State Bar subentities and to State Bar functional areas of operation. Board liaisons are responsible for facilitating the exchange of information between the Board and those subentities and areas of operation.

## **2.11 BOARD STANDING COMMITTEES**

Board standing committees, composed only of Board members, are responsible for State Bar oversight and policy development through the strategic planning process and development of Committee Work Plans. At the start of each Board year, the incoming chair proposes the number and type of standing committees that will meet during the Board year. The committees proposed by the chair will supplement the work of the statutorily mandated standing committees—the Board Executive Committee and the Board of Trustees acting as the Regulation and Discipline Committee.

Each standing committee must have enough members to carry out its responsibilities under the committee charter, [as applicable](#). The incoming Board chair appoints chairs and members to Board standing committees, subject to approval by the full Board.

### **2.11.1 The Board of Trustees Acting as the Regulation and Discipline Committee**

The Board of Trustees acting as the Regulation and Discipline Committee oversees the work of the attorney discipline system as required under applicable law.

### **2.11.2 Audit Committee**

The Audit Committee is charged with assisting the Board in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee should include at least one public member of the Board.

### 2.11.3 Finance Committee

The Finance Committee leads the Board's participation in oversight, and review of the State Bar's budget preparation.

### 2.11.4 Board Executive Committee

The Board Executive Committee is responsible for the effective functioning of the Board, maintenance and development of the Board—executive director working relationship, and oversight of certain strategic and essential operational matters—including legislative relations—and [recommending to the Board](#) appointments of volunteers to subentities. The executive director sits on the Board Executive Committee but has no vote and is not counted toward a quorum of the committee.

### 2.11.4 Contracts Committee

The Contracts Committee is comprised of the chairs of Board, Audit Committee, and Finance Committee. The chair of the Board serves as the chair of the Contracts Committee. The Contracts Committee is authorized to approve contracts that would otherwise require Board approval as needed in between Board meetings, as set forth in Section 5.2.5 of this Policy Manual.

## SECTION 3

# MEETING PROCEDURES

### 3.1 APPLICABILITY OF THESE PROCEDURES

These meeting procedures apply to meetings of the Board, Board standing committees, and subentities, with the exception of the Commission on Judicial Nominees Evaluation (JNE) and the Review Committee of the Commission on Judicial Nominees Evaluation (RJNE).

### 3.2 BAGLEY-KEENE OPEN MEETING ACT

All meetings of the Board of Trustees, Board standing committees and State Bar subentities, except for the JNE and the RJNE, are subject to the Bagley-Keene Open Meeting Act (Bagley-Keene), unless otherwise provided under applicable law. Bagley-Keene sets forth notice and agenda requirements, provides for public comment, requires that meetings be conducted in open session (except where closed session is expressly authorized), and prohibits discussing or taking action on matters not included on the agenda. The provisions in this Board Book concerning meeting procedures are intended to restate and supplement Bagley-Keene. To the extent any provision in the Board Book may be inconsistent with Bagley-Keene, Bagley-Keene shall prevail. New Board members and members of subentities shall be trained on the requirements of Bagley-Keene before their first meeting to the extent practicable.

*(Source: Gov. Code § 11120 et seq.; Bus. & Prof. Code §§ 6026.7, 6026.5)*

### 3.3 MEETING FREQUENCY

The full Board of Trustees meets at least ~~four~~<sup>six</sup> times each year. The [multiyear meeting schedule](#) is available on the State Bar website.

### 3.4 MEETING LOCATIONS

State Bar meetings are held virtually and when applicable in hybrid format (in-person and virtually) at the State Bar offices in San Francisco or Los Angeles, unless a quorum of the Board votes to meet elsewhere in California, consistent with applicable laws.

*(Source: State Bar Rule 6.91)*

### 3.5 BOARD MEMBER ATTENDANCE AT BOARD MEETINGS

Board members shall, to the extent practicable, attend all Board meetings. Board members unable to attend a meeting should contact the chair, or Board secretary.

Members should notify the chair or Board secretary when they leave a meeting permanently, prior to its official adjournment, to enable the chair to track whether a quorum exists.

### 3.5.1 DEFINITION OF A QUORUM

A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. For the Board of Trustees and all State Bar subentities, a quorum is one more than half of the body of the seats filled.

### 3.6 AGENDAS

The Board secretary in consultation with the executive director and the Board chair prepares agendas for Board meetings. Board members may submit recommended agenda items to the chair for consideration as soon as practicable but at least 15 days prior to the scheduled meeting.

Board standing committee coordinators and State Bar staff assigned to subentities prepare agendas for meetings in consultation with the Board standing committee and subentity chairs, respectively.

*(Source: State Bar Rule 6.42)*

### 3.7 CLOSED SESSION

All matters discussed in closed session are confidential. Members of the public are not allowed in the meeting room during closed session. [Closed sessions are held and conducted in accordance with Bagley-Keene.](#)

Bagley-Keene, [as supplemented by the State Bar Act](#), sets forth the [grounds for matters that following nonexhaustive list of examples of matters that](#) can be considered in closed session, [including the following examples:](#)

- Certain personnel matters, such as the appointment, evaluation, or dismissal of Board-appointed staff
- Certain California Bar Examination matters, such as the preparation, approval, grading, or administration of examinations
- Anticipated and pending litigation
- Collective bargaining

*(Source: Gov. Code § 11126; Bus. & Prof. Code § 6026.7)*

### 3.8 RECORD OF MEETINGS

Minutes of topics discussed and decisions made at Board meetings shall be maintained by the Board secretary.

The minutes of a closed session are created and maintained by the Board secretary or a staff designee of the executive director.

Board standing committee coordinators and State Bar staff assigned to subentities prepare minutes for open and closed session meetings.

A member not being present at the meeting for which minutes are being approved at a subsequent meeting does not prevent the member from participating in their correction or approval.

The Board secretary is authorized to certify as a true and correct copy of a resolution voted on by the Board, along with the votes taken on such a resolution, prior to approval of the minutes. Board standing committee coordinators and State Bar staff assigned to subentities are similarly authorized as it relates to resolutions before the respective committee and subentities.

*(Source: Gov. Code § 11126.1; State Bar Rule 6.42)*

### **3.9 VOTING ON MOTIONS**

With a quorum of the body present at a duly noticed meeting, approval of a motion requires a majority vote of those members who are present and voting.

To vote at a meeting, Board members must be present in person or by telephone at a properly noticed address. Voting by proxy is not allowed. A roll call vote will be taken after each motion. Members' names will be called and each member will state their vote for the motion as follows:

- Support – Yes
- Oppose – No
- Abstain (not counted as a vote)
- Recused (not counted as a vote)

The chair generally will cast their vote last to avoid influencing the votes of other Board members.

### **Abstentions**

An abstention is an intentional decision by a voting member to not cast a vote on a particular issue or motion. This can occur for various reasons, such as feeling a lack of sufficient information on the issue or believing there is a potential conflict of interest that does not necessarily require formal recusals. Abstentions are not counted towards the total number of votes cast. This means that an issue might pass if more members vote in favor than against, regardless of the number of abstentions.

### **Recusals**



A recusal is a formal process where a Board member removes themselves from participating in a decision-making process due to ~~a potential or perceived~~ [a financial or personal](#) conflict of interest or bias.

### **Substitution of the Roll**

At in-person meetings substitution of the roll is allowed as long as there has been no change in the composition of the body since the last vote or since the call of roll and no members object. Substitution of the roll allows the Board to take action without a roll call vote but, instead, by affirmation of those present without objection.

Substitution of the roll is not permitted at meetings that are held by video- or telephone-conference, [or hybrid meetings in which some members attend in person and others attend by video- or telephone conference](#).

### **Request to Retake Vote Where Member Unable to Vote**

After the vote has been announced, a member who has participated in the discussion and is unable to vote, subsequent to the vote but prior to adjournment of the meeting, may request that a vote be retaken. This request will only be granted by the unanimous consent of the body to rescind the previous vote. Any such request must occur prior to adjournment of the meeting at which the vote took place.

## **3.10 MEETING RULES**

The Board, Board committees, and subentities of the State Bar will use [Rosenberg's Rules of Order](#), to the extent they do not conflict with state law (e.g., Bagley-Keene), as a guide when conducting its meetings.

## **3.11 AUDIO/VISUAL RECORDING OR WEBCAST**

Audio and video of meetings may be recorded and/or broadcast live via Zoom or similar platform.

## **3.12 PUBLIC COMMENT**

The State Bar of California welcomes public comment at all of its public meetings and appreciates listening to a wide range of viewpoints that reflect the diversity of California. The State Bar Board of Trustees has adopted a public comment policy reflecting these values. The public comment policy should apply to all board, committee, and subentity meetings. The policy can be found in [Appendix E](#).

## **3.13 PUBLIC COMMENT ON RULES**

Proposals for the Rules of the State Bar are circulated for public comment before adoption, amendment, or repeal by the Board. The State Bar also makes available for public comment its proposals for the California Rules of Court. Proposals are circulated for a 45-day period, which

can be shortened to a minimum of 30 days or extended to a maximum of 90 days, as designated by the Board.

Public comment is not required in the following circumstances:

- To correct clerical errors; clarify grammar; improve organization; conform to specific changes in a law; update references or citations; or make similar editorial changes;
- To modify a proposal that has been circulated for public comment when the Board deems the modification nonsubstantive, reasonably implicit in the proposal, or a narrowed version of a proposal; or
- To add or modify an appendix to the Rules of the State Bar.

The Board may determine that an emergency requires it to adopt, amend, or suspend a rule on an interim basis without first circulating it for public comment. No interim measure may remain in effect for more than 120 days.

The adoption, amendment, or repeal of a rule becomes effective as of the date specified by the Board. If no date is specified, then the change becomes effective on the date of the Board's action.

***(Source: State Bar Rule 1.10)***

# SECTION 4

## SUBENTITIES OF THE STATE BAR



### 4.1 SUBENTITIES

Subentities of the State Bar are the committees, commissions, boards, and councils that provide support and advice to the Board in a number of key areas of State Bar policies, programs, and operations. Members of subentities are volunteers. Members of some subentities are appointed exclusively by the Board, while others are appointed by multiple appointing authorities. Subentities fall under the oversight of the Board. Unless otherwise provided by applicable laws or rules, the establishment of subentities requires approval by the Board. See [Appendix B](#) for an overview of subentity duties, composition, and appointing authorities.<sup>2</sup> Subentities are subject to the applicable provisions in this Policy Manual.

### 4.2 APPOINTMENTS TO SUBENTITIES

The State Bar solicits applications from members of the legal community and the public to serve on subentities and seeks to ensure that the pool of candidates and the composition of the subentities are inclusive and broadly representative of the diversity of California's population.

The Board's appointments liaison(s) reviews applications and makes appointment recommendations to the Board Executive Committee and then to the full Board. All State Bar volunteers must be provided a formal orientation that includes, among other State Bar-related topics, training on meeting rules of order, Bagley-Keene open meeting requirements, conflicts of interest, the California Public Records Act, implicit bias, and diversity.

### 4.3 RESTRICTION ON APPOINTMENTS TO SUBENTITIES

Advisors, ex officio members, and consultants may not be appointed to State Bar subentities unless authorized by the Board of Trustees.

### 4.4 SUBENTITY YEAR

For all subentities, except the Commission on Judicial Nominees Evaluation, the year begins and ends at the conclusion of the Annual Meeting, typically in September, unless otherwise provided by law.

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<sup>2</sup> The Commission on Judicial Nominees Evaluation is unique among State Bar subentities in that it issues confidential reports on judicial candidates to the governor has autonomy from the Board of Trustees and operates under strict rules of confidentiality as required by Government Code section 12011.5 and State Bar Rules Title 7, Division 1.

#### 4.5 POLICY ON NUMBER OF SUBENTITIES

A subentity may only be created if it has work to do. Similarly, a person may only be appointed to a subentity if the subentity has work assigned to it.

#### 4.6 PRESUMPTION ON SUBENTITY SIZE

Unless a specific exception applies or a justification is established based on workload or need for representation, or otherwise provided by law, subentities shall have no more than seven members.

#### 4.7 JUSTIFICATION PROCESS FOR LARGER SUBENTITIES

Subentities may be created with more than seven members if [approved by the Board and](#) justified by the workload of the subentity or if there is a need for broad representation.

If a proposal for the creation of a subentity recommends that it have more than seven members, that proposal must provide the following information in writing to the Board committee with oversight responsibility:

WORKLOAD REPRESENTATION			
<b>Type of work</b>	Description of the work that will be done by the subentity.	<b>Role needed</b>	Description of the category of representation that is sought and the reason why seven members are insufficiently representative in terms of professional background, geography, demography, etc.
<b>Quantity of work</b>	Description of the reason why the work required of the subentity could not be performed by seven or fewer members.	<b>Reason needed</b>	Description of the reason that role is needed.

#### 4.8 SUNSET REVIEW OF SUBENTITIES

The Board committee with oversight responsibility will then make a recommendation to the full Board based upon its determination of the merits of the request. ~~No subentity may have more than seven members unless the larger size is approved by the Board.~~

All subentities, except those that are statutorily mandated, will be subject to sunset review every five years beginning in 2023. The sunset reviews shall be conducted by the Board Executive Committee, which will make its recommendation to the full Board.

#### **4.9 TERM OF MEMBERSHIP**

Members of subentities serve four-year staggered terms, except where the rules of the subentity specify otherwise. The Board's general policy is to permit only a single term but may make exceptions at its discretion. Exceptions include:

- If the Board fills a vacancy mid-term, the appointee will serve the remainder of the term and is eligible at the Board's discretion for one additional consecutive term;
- Members of the Commission on Judicial Nominees Evaluation serve three-year terms and may serve a fourth year as chair; and
- The two Board members of the Review Committee of the Commission on Judicial Nominees Evaluation are selected by the Board chair at the start of each Board year and serve only one-year terms subject to reappointment by the successor Board chair.

If the Board exercises its discretion and allows reappointment to a second term, the member may not serve a third consecutive term. Members may, however, serve additional years if appointed chair, vice-chair or chair-elect, up to a total of two additional years if the member serves one year as vice-chair or chair-elect and another as chair.

#### **4.10 REAPPOINTMENT OF SUBENTITY VOLUNTEERS FILLING**

##### **FILLING VACANCIES IN UNEXPIRED TERMS**

Unless statute requires otherwise, subentity volunteers appointed to fill a vacancy in unexpired terms of one year or less may be reappointed for an additional full four-year term. Members appointed to fill unexpired vacancies of more than one year are not eligible for reappointment, except to serve as an officer.

#### **4.11 SELECTION AND TERM OF OFFICERS**

Officers of subentities are appointed by the Board to serve for one-year with the possibility of reappointment.

#### **4.12 SUBENTITIES APPOINTED EXCLUSIVELY BY THE BOARD**

##### **4.12.1 Committee on Professional Responsibility and Conduct**

The Committee on Professional Responsibility and Conduct (COPRAC) addresses matters involving professional responsibility to facilitate compliance by licensees with their ethical duties. COPRAC's work consists of drafting advisory opinions on issues of professional responsibility, and studying and recommending changes to the Rules of Professional Conduct. COPRAC also drafts arbitration advisories providing guidance to fee arbitrators administering attorney-client fee disputes under the Mandatory Fee Arbitration Program.

#### **4.12.2 California Board of Legal Specialization**

The California Board of Legal Specialization (CBLS) administers a program that certifies specialists in specific areas of law, identifying those attorneys who have demonstrated proficiency in specialty fields through certification, and encouraging attorney competence. The CBLS recommends program rules and provides policies and guidelines for certification of specialists; develops testing and legal education criteria for specialists; and advises the Board on establishing specialty fields.

#### **4.12.3 Council on Access and Fairness**

The Council on Access and Fairness advises the Board on advancing the State Bar's diversity and inclusion strategies and goals.

#### **4.12.4 Client Security Fund Commission**

The Client Security Fund (CSF) reimburses clients who have lost money or property due to theft or an equivalent dishonest act committed by a California attorney acting in a professional capacity. The CSF Commission administers CSF and considers objections to tentative determinations issued by State Bar staff.

#### **4.12.5 Commission on Judicial Nominees Evaluation**

The Commission on Judicial Nominees Evaluation (JNE) assists the governor in the judicial selection process by providing independent, comprehensive, accurate, and fair evaluations of candidates for judicial appointment and nomination.

*(Source: Gov. Code § 12011.5)*

#### **4.12.6 Review Committee of the Commission on Judicial Nominees Evaluation**

The Review Committee of the Commission on Judicial Nominees Evaluation (RJNE) reviews requests from candidates seeking reconsideration of a "not qualified" rating by the JNE. RJNE evaluates information pertaining to the investigation of the candidate and focuses on possible violations of rules or procedures.

### **4.13 AD HOC COMMITTEES**

Ad hoc committees are established by the Board for the purpose of accomplishing a specific goal within a specified timeframe. Unless the Board extends the term of an ad hoc committee, these committees will sunset automatically when they complete their work or at the end of their specified timeframe. Ad hoc committees can be composed of both Board members and volunteers. See [here](#) for a list of current ad hoc committees.

## **4.14 SUBENTITIES WITH MULTIPLE APPOINTING AUTHORITIES**

### **4.14.1 Committee of Bar Examiners**

The Committee of Bar Examiners (CBE) oversees the California Bar Examination, moral character determination process, and the First-Year Law Students' Examination. The CBE makes recommendations for rules and guidelines governing admissions functions; recommends qualified applicants to the California Supreme Court for admission to practice law in California; accredits law schools; registers unaccredited law schools; and studies and reports on proposed changes in the law and other matters concerning requirements for admission to practice law in California.

### **4.14.2 Legal Services Trust Fund Commission**

The Legal Services Trust Fund Commission administers grant programs that fund nonprofit civil legal aid organizations, including Interest on Lawyers' Trust Accounts grants, the Equal Access Fund, and the Justice Gap Fund.

## **4.15 APPOINTMENT TO EXTERNAL ENTITIES**

### **4.15.1 Judicial Council**

The Judicial Council is the constitutionally created policy-making body of the California courts, the largest court system in the nation. Under the leadership of the Chief Justice and in accordance with the California Constitution, the council is responsible for ensuring the consistent, independent, impartial, and accessible administration of justice. The State Bar appoints four members to the Judicial Council.

*(Source: Cal. Const. Art. VI, § 6; Cal. Rule of Court 10.2)*

### **4.15.2 Judicial Council of California Information Technology Advisory Committee**

The Information Technology Advisory Committee makes recommendations to the council for improving the administration of justice through the use of technology and for fostering cooperative endeavors to resolve common technological issues with other stakeholders in the justice system. The State Bar appoints one lawyer member to the committee.

*(Source: Cal. Rule of Court 10.53)*

### **4.15.3 American Bar Association House of Delegates**

~~The House of Delegates (HOD) is the policy-making body of the American Bar Association (ABA). The State Bar's delegates are part of the California delegation, which also consists of delegates~~

~~appointed by 10 local bar associations, ABA sections and divisions, and former officers and ABA board members. The State Bar appoints six of California's 26 delegates to the ABA's HOD.~~

#### **4.15.4.3 Legal Services Corporation**

The Legal Services Corporation is a nonprofit corporation funded through the federal appropriations process. It seeks to ensure equal access to justice under the law by distributing grants to legal aid organizations providing civil legal assistance to individuals based on federal poverty guidelines. The Board appoints representatives to serve on boards of directors of programs funded by the Legal Services Corporation, including the boards of:

- Legal Services of Northern California
- California Rural Legal Assistance
- California Indian Legal Services
- Legal Aid Foundation of Los Angeles
- Legal Aid Society of Orange County



# SECTION 5

## BOARD PLANNING AND FISCAL OVERSIGHT



### 5.1 STRATEGIC PLANNING

The State Bar develops and adopts a five-year strategic plan which is updated every two years. Each year in ~~January~~February, the State Bar conducts a planning session to review its progress and propose other measures to enhance its mission of public protection. Progress reports are provided to the Supreme Court, the governor, and the Senate and Assembly Committees. See [here](#) for the current Strategic Plan.

*(Source: Bus. & Prof. Code § 6140.12)*

### 5.2 FISCAL OVERSIGHT

#### 5.2.1 Budget

The budget is the primary instrument of fiscal control and contains all income and expenses of the State Bar. The State Bar's strategic plan provides the framework for the annual budget formulation and process. The budget presented to the Board for approval is prepared by the Office of Finance under the direction of the chief financial officer. Each proposed budget includes the estimated revenues, expenditures, and staffing levels for all of the offices and funds administered by the State Bar. The budget correlates to State Bar legislative efforts in that it provides background information for the annual Fee Bill, which is the mechanism through which the State Bar receives the majority of its funding.

A fiscal year is a twelve-month period that is used for financial reporting, tax filings and budgeting by the organization. It is most commonly used for accounting purposes to prepare financial statements. The State Bar's fiscal year runs from January 1 to December 31.

Following is a brief summary of the budget process and its relationship to the Fee Bill:

- ~~January~~February – Board adopts its final budget
- February – State Bar submits its final budget to the Legislature
- May – Fee Bill must pass house of origin
- September – Fee Bill must pass second house
- October – Governor must sign Fee Bill

During the year, quarterly financial report, midyear forecasting and budget-to-actual variance reports must be presented to the Board. An explanation of budgeted line-item variance greater than ~~\$1~~\$200,000 of the budgeted line item shall be included in the report.

The Board may, by resolution, amend any adopted budget, upon the recommendation of the Finance Committee at mid-year. All budget transfers of \$250,000 or more, all transfers between funds of \$100,000 or more, and all increases of budgeted expenditures of \$100,000 or more must be approved by the Board, except in the case of an emergency. In an emergency, they may be approved by the executive director after consultation with the chair and vice-chair with notice given to the Board at its next regularly scheduled meeting.

### **5.2.2 Revenue**

The State Bar receives its revenue from mandatory fees, voluntary donations, examination fees, grants, and other revenue. The majority of the State Bar's revenue comes from mandatory fees, which include the attorney licensing fee. Examination fees include revenues from the First-Year Law Students' Examination and the California Bar Examination. Revenue also includes grants received by the State Bar from a variety of granting agencies and other sources. The State Bar also generates revenue through voluntary fees from licensees and donations.

### **5.2.3 Investment Policy**

It is the policy of the State Bar to invest public funds in a manner that will provide the maximum security with the best investment return, while meeting the daily cash flow demands of the State Bar and conforming to all laws governing the investment of public funds.

This policy is reviewed at least annually for the purpose of recommending needed changes and modifications. The chief financial officer is responsible for initiating the review.

The State of California establishes standards for investment instruments and the State Bar utilizes these standards by diversifying its investment portfolio to minimize the risk of loss.

The chief financial officer will provide quarterly reports to the Board on the status of the State Bar's investment portfolio.

### **5.2.4 Reserve Policy**

The Board has adopted and maintains a reserve policy for specific programs and funds that reflects a two-month, or 17 percent, minimum target reserve level and a 30-percent reserve ceiling. The policy identifies circumstances under which reserves maybe reduced below the minimum target level, such as:

- Meeting one-time needs, including: cash flow; short term revenue gaps; unexpected expenditure requirements or revenue shortfalls; and investments, such as technology, human resources, or other improvements that would strengthen State Bar revenues or reduce future costs; or
- Providing a strategic bridge to the future where a multiyear forecast shows an ongoing structural gap.

The policy also sets parameters for spending reserve balances in excess of the reserve ceiling. Any expenditure that would cause the balance of the General Fund, or any fund within the Restricted or Special Revenue Program Funds, to fall to a level totaling 10 percent or less of recurring annual operating expenses must be approved by the Board. The policy, like other financial policies, should be reviewed and revised periodically by the Board and is an oversight responsibility of the Finance Committee.

### 5.2.5 Contracts

The Board must approve any contract for goods, services, or both, for an aggregate amount greater than \$50,000, or for information technology goods, services, or both, for an aggregate amount greater than \$100,000. The executive director may approve ~~thee~~such contracts between Board meetings due to necessity, provided that the contract is also approved by either the Contracts Committee or the Board Executive Committee and the Board is notified at the next regularly scheduled Board meeting. The Contracts Committee and the Board Executive Committee may also hold joint meetings at which to approve such contracts.

*(Source: Bus. & Prof. Code 6008.6)*

### 5.2.6 Settlement of Claims against the State Bar

The Board must approve settlements involving payments exceeding \$50,000, or in any matter that implicates a material policy issue for the State Bar, upon recommendation of the Board Executive Committee or the committee designated by the Board to review legal matters to the extent it is feasible to obtain such a recommendation prior to the Board's consideration. A "material policy issue" is one with important political or operational consequences for the future of the State Bar. The settlement amount alone will not implicate a material policy issue.

*(Source: Gov. Code § 900 et. seq.)*

### 5.2.7 Audits

The State Bar is subject to the following types of audits:

#### 1. Annual Financial Audit by Independent Auditors

A financial audit is conducted by external independent auditors annually and reviews management and governance practices to ensure their compliance with all applicable standards, including those of the Governmental Accounting Standard Board and the Financial Accounting Standards Board.

*(Source: Bus. & Prof. Code § 6145)*

#### 2. Biannual Audit by the California State Auditor

The audit by the California State Auditor is a financial compliance and performance audit that focuses on the finances, discipline system, and other issues (varying from year to year) determined by the auditor. In addition, the audit follows up on concerns and problems highlighted from previous audits. There are no management practices that are outside of the State Auditor's purview. The State Auditor may audit any function, including confidential and nonpublic files, and including the Office of the Chief Trial Counsel and the Office of General Counsel.

*(Source: Bus. & Prof. Code § 6145)*

### **3. Internal Control Review by Independent Auditors**

The five-year internal control review of the State Bar's budget and fiscal policies and procedures is conducted by an independent consultant under the oversight of the Audit Committee.

# SECTION 6

## ADVOCACY: LEGISLATION, RULEMAKING, AND AMICUS CURIAE



### 6.1 LEGISLATION

The State Bar works closely with the Legislature to ensure that the framework governing the legal profession is consistent with the State Bar's public protection mission and the goals of the State Bar established in its Strategic Plan.

State Bar staff work with Board legislative liaisons to monitor legislative activity and advocate for the State Bar on legislative, policy, and budget matters before the Legislature and governor. The State Bar generally takes no position on bills involving substantive law. However, it may take a position on an apparent issue of substantive law if issues of procedure and substance are so inextricably intertwined that they directly affect the State Bar's core mission.

Legislative advocacy by Board members, Board standing committees, or subentities in the name of the State Bar may only occur by permission of the Board of Trustees or its designees. No standing committee or subentity of the State Bar may advocate in its own name.

### 6.2 RULEMAKING

To define and carry out statutes contained in the State Bar Act, the Board has promulgated State Bar Rules that the Board may amend or repeal at its discretion. State Bar Rules outline the practices of the State Bar, including those related to its governance, admissions and educational standards, programs, and services.

The Board may recommend to the Supreme Court enactment or modification of Rules of Professional Conduct. Rules of Professional Conduct establish standards of legal ethics and professional responsibility for attorneys in California and take effect upon approval by the Supreme Court.

The State Bar also works with the California Supreme Court on California Rules of Court regarding the practice of law.

*(Source: Bus. & Prof. Code §§ 6025, 6077)*

### 6.3 AMICUS CURIAE

As a regulatory agency, the State Bar does not generally participate in litigation as amicus curiae. Amicus participation by the State Bar will generally be considered only where the litigation impacts issues germane to the State Bar, including the validity, interpretation, and implementation of the State Bar Act and the missions of the State Bar.

No subentity of the State Bar may participate as amicus in its own name in any litigation.

Participation as amicus in the name of the State Bar may occur only by permission of the Board of Trustees or its designees.

Any request for State Bar participation as amicus in any litigation must be submitted to the Office of General Counsel. The Office of General Counsel will make a recommendation whether to participate as amicus. In addition to evaluating requests for participation, the Office of General Counsel may on its own recommend that the State Bar participate as amicus in any litigation.

Any recommendation by the Office of General Counsel whether to participate as amicus will be decided by the full Board of Trustees or, if time does not permit, its chair.

In the event State Bar amicus participation is approved, the Office of General Counsel will, in consultation with the chair and/or a designee of the Board of Trustees, oversee the State Bar's amicus participation, including making any appearance necessary on behalf of the State Bar, overseeing preparation and filing of amicus briefs, and, where applicable, approving amicus briefs drafted by third parties in which the State Bar joins.

Any decision by the State Bar not to participate as amicus curiae in any litigation is not intended to be and should not be interpreted as the State Bar taking any position in such litigation.

# SECTION 7

## STAFFING



### 7.1 EXECUTIVE DIRECTOR

The executive director is appointed by ~~and is directly accountable to~~ the Board of Trustees, and, commencing with appointments made on or after January 1, 2024, subject to confirmation by the State Senate. The executive director is directly accountable to the Board as a whole. While the Board is fundamentally responsible for the governing responsibilities of the State Bar, it delegates responsibility for organizational management to staff through the executive director.

The Board has authority to hire and fire only the executive director, chief trial counsel (CTC), and general counsel. The executive director has final authority to hire or fire all other staff, subject to applicable State Bar rules and regulations and memoranda of understanding with the bargaining units that represent State Bar employees. Because of this organizational structure, the Board and its members should not become involved in personnel decisions or any other matters involving any staff members other than those stated above. Concerns regarding State Bar staff should be directed to the executive director.

The executive director is responsible for the leadership and management of the State Bar according to the strategic direction set by the Board, including:

- Playing an active role in supporting the Board
- Speaking on behalf of the State Bar in public forums
- Executing conflict-of-interest waivers
- Authorizing certificates of recognition and/or proclamations bearing either the Board chair or the requesting Board member's signature to appropriate persons, groups, or staff
- Maintaining key external relationships
- Advancing the State Bar's Strategic Plan
- Providing appropriate direction to staff regarding internal operations and systems development
- Administering State Bar personnel matters
- Managing the financial affairs of the State Bar in an ethical and prudent fashion

An annual and confidential performance evaluation of the executive director will be conducted by the Board Executive Committee and presented to the Board for review and approval within 120 days after the anniversary date of the executive director's appointment. The evaluation will be based on an annual performance plan for the executive director and will be in the form of a memo from the Board chair or designee to the executive director, or as oral feedback from the

Board chair or designee to the executive director which will then be documented in a memo from the executive director to the Board chair. In its discretion the Board Executive Committee may conduct a formal 360-degree survey to solicit stakeholder feedback on the executive director's performance, as one input into the performance evaluation. The Board Executive Committee and/or the Board may meet in closed session to discuss the annual performance evaluation of the executive director.

## 7.2 CHIEF TRIAL COUNSEL

The CTC is the designated legal counsel responsible for the enforcement and prosecutorial arm of the disciplinary system. The Board must appoint a lawyer admitted to practice in California to serve as CTC, subject to confirmation by the State Senate. The CTC is appointed for a term of four years and may be reappointed for additional four-year periods. The CTC serves at the pleasure of the Board and must not engage in private practice.

The CTC reports to and serves under the Board of Trustees acting as the Regulation and Discipline Committee and does not serve under the direction of the executive director. However, the CTC and the Office of the CTC are subject to the executive and administrative authority of the executive director with regard to personnel, budget, facilities, and other institutional matters. While the CTC works with the executive director on personnel and budget matters, the executive director has final authority on those matters. The State Bar, through its executive director, must respect the prosecutorial integrity and independence of the CTC.

An annual and confidential performance evaluation of the CTC will be conducted by the Board Executive Committee and presented to the Board (acting as the Regulation and Discipline Committee) and Executive Committee, within 120 days after the anniversary date of the CTC's appointment. The evaluation will be based on an annual performance plan for the CTC and will be in the form of a memo from the Board chair or designee to the CTC, or as oral feedback from the Board chair or designee to the CTC which will then be documented in a memo from the CTC to the Board chair. In its discretion the Board Executive Committee may conduct a formal 360-degree survey to solicit stakeholder feedback on the CTC's performance, as one input into the performance evaluation. The Board Executive Committee and/or the Board may meet in closed session to discuss the annual performance evaluation of the CTC.

*(Source: Gov. Code § 1774, Bus. & Prof. Code § 6079.5)*

## 7.3 GENERAL COUNSEL

The general counsel is appointed by Board of Trustees, and, commencing with appointments made on or after January 1, 2024, subject to confirmation by the State Senate. The Office of General Counsel is the designated legal counsel to the State Bar as an entity, including the State Bar's subentities, subject to the direction of the Board and its Executive Committee. Under Rule of Professional Conduct 1.13 (Organization as Client), the general counsel represents the State



Bar as an entity, acting through the Board of Trustees as the State Bar's highest body. Legal advice to the State Bar and its subentities shall in all instances be rendered only by the Office of General Counsel, except where the general counsel retains outside counsel in compliance with existing policy for the retention of such counsel.

The general counsel is authorized to take all necessary actions to protect the legal interests of the State Bar. The general counsel shall keep the Board or its designee(s) reasonably informed of significant developments in major legal matters involving the State Bar.

The general counsel is authorized to enter into settlement agreements involving the payment of up to \$25,000, so long as the settlement does not involve a material policy issue as defined by Section 5.2.6 of the Board of Trustees Policy Manual. The delegation of the foregoing settlement authority to the general counsel includes the consideration and rejection of any settlement offer, if the general counsel, in consultation with the executive director, as appropriate, determines that the likely monetary exposure of the State Bar is \$25,000 or less and any such settlement does not involve a material policy issue. The general counsel also has authority to reject settlement offers if the general counsel, in consultation with the executive director, as appropriate, determines that the likely monetary exposure is valued at less than the offer amount and any such settlement does not involve a material policy issue. The general counsel will report to the Board on all settlement offers accepted and rejected that were within either the general counsel's or Executive Committee's settlement authority.

An annual and confidential performance evaluation of the general counsel will be conducted by the Board Executive Committee and presented to the Board for review and approval within 120 days after the anniversary date of the general counsel's appointment. The evaluation will be based on an annual performance plan for the general counsel and will be in the form of a memo from the Board chair or designee to the general counsel, or as oral feedback to the general counsel which will then be documented in a memo from the general counsel to the Board chair. In its discretion the Board Executive Committee may conduct a formal 360-degree survey to solicit stakeholder feedback on the general counsel's performance, as one input into the performance evaluation. The Board Executive Committee and/or the Board may meet in closed session to discuss the annual performance evaluation of the general counsel.

## **7.4 STATE BAR COURT**

The State Bar Court is the court established by the Board of Trustees pursuant to section 6086.5 of the Business and Professions Code.<sup>3</sup> State Bar Court judges are appointed by the California Supreme Court, Legislature, or governor, and are subject to the Rules and Regulations of the

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<sup>3</sup> Business and Professions Code section 6086.5 ["The board of trustees shall establish a State Bar Court, to act in its place and stead in the determination of disciplinary and reinstatement proceedings and proceedings pursuant to subdivisions (b) and (c) of section 6007 to the extent provided by rules adopted by the Board of Trustees pursuant to this chapter."]

State Bar of California Pertaining to the Benefits, Terms and Conditions Governing State Bar Court Judge Service promulgated by the State Bar Board of Trustees.<sup>4</sup>

State Bar Court judges are not judges of a court of record as defined in California Constitution, article 6, section 1. For salary and benefit purposes, judges are employees of the State Bar.<sup>5</sup>

The State Bar Court judges have independence from the State Bar with respect to the performance of their adjudicatory responsibilities and the State Bar shall not interfere with that independence to hear and decide the matters submitted to the judges the judges fairly, correctly, and efficiently.<sup>6</sup> State Bar Court judges are subject to admonition, censure, removal, or retirement by the California Supreme Court on the same grounds as provided for judges of courts of record of this state.<sup>7</sup>

In the proper exercise of its executive and fiscal authority over the State Bar, and in consultation with the presiding judge of the State Bar Court, the Board of Trustees determines the staffing levels and facilities required to meet the State Bar Court's stated priorities and adjudicatory responsibilities. The State Bar executive director, after consultation with the presiding judge of the State Bar Court, may designate an executive staff member to serve as the clerk of the State Bar Court, otherwise referred to as the State Bar Court's administrative officer.<sup>8</sup>

## **7.5 SPECIAL DEPUTY TRIAL COUNSEL ADMINISTRATOR**

The Special Deputy Trial Counsel Administrator (Administrator) is the appointed legal counsel for the Rule 2201 Program in all matters in which the Office of Chief Trial Counsel (OCTC) is recused

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<sup>4</sup> Rules and Regulations of the State Bar of California Pertaining to the Benefits, Terms and Conditions Governing State Bar Court Judge Service, section 1-A ["The following Rules and Regulations are adopted to govern the benefits, terms and conditions under which the judges serve the State Bar Court."]; section 1-B ["These Rules and Regulations are promulgated by the Board of Trustees of the State Bar and may be amended from time to time by the Board."]

<sup>5</sup> Rules and Regulations of the State Bar of California Pertaining to the Benefits, Terms and Conditions Governing State Bar Court Judge Service, section 4-B ["Judges are not judges of a court of record as defined in California Constitution, article 6, section 1. For salary and benefit purposes, judges are employees of the State Bar."]

<sup>6</sup> Rules and Regulations of the State Bar of California Pertaining to the Benefits, Terms and Conditions Governing State Bar Court Judge Service, section 4-B ["With respect to the performance of their adjudicatory responsibilities, judges are independent from the State Bar."]; Rule 1015(a) of the Rules of Procedure of the State Bar of California ["No State Bar entity, officer, employee or agent shall interfere with the adjudicatory independence of the State Bar Court to hear and decide the matters submitted to it fairly, correctly, and efficiently."]

<sup>7</sup> Rules and Regulations of the State Bar of California Pertaining to the Benefits, Terms and Conditions Governing State Bar Court Judge Service, section 3 ["Judges are subject to admonition, censure, removal, or retirement by the Supreme Court on the same grounds as provided for judge of California courts of record.]; Rule 9.11(d) of the California Rules of Court ["A judge of the State Bar Court is subject to discipline or retirement on the same grounds as a judge of a court of this state."]

<sup>8</sup> Rule 1016 of the Rules of Procedure of the State Bar of California ["The Board of Trustees, in consultation with the presiding judge of the State Bar Court, shall determine, in the proper exercise of its executive and fiscal authority over the State Bar, the staffing levels and facilities required to meet the State Bar Court's stated priorities and adjudicatory responsibilities. [ . . . ] The Executive Director may, after consultation with the presiding judge, designate an executive staff member to serve as the State Bar Court's administrative officer [ . . . ]."]

pursuant to rule 2201 of the State Bar Rules of Procedure, and in those matters, the Administrator has all the powers and duties of the CTC. The Board of Trustees acting as the Regulation and Discipline Committee appoints the Administrator. The Administrator shall be an active attorney in good standing but not an employee of the State Bar or member of the Board of Trustees. The Board of Trustees acting as the Regulation and Discipline Committee may remove the Administrator for good cause.

The Administrator reports to and serves under the Board of Trustees acting as the Regulation and Discipline Committee and does not serve under the direction of the executive director. The State Bar must respect the prosecutorial integrity and independence of the Administrator. The Administrator and the Rule 2201 Program are subject to the administrative authority of the State Bar with regard to budget and other institutional matters. The Administrator shall submit regular reports to the Board of Trustees about the status of assigned matters.

The Administrator and the Rule 2201 Program shall comply with the policies of the State Bar and OCTC, unless inconsistent with the purposes of rule 2201 or recusal. The Administrator has the authority to develop program policies and directives that mirror or are consistent with the policies of the State Bar and OCTC. The Administrator shall raise to the Rule 2201 Discipline Liaisons any policies that deviate from State Bar or OCTC policies and shall provide reasons the deviation is necessary or appropriate.

# SECTION 8

## COMMUNICATION



### 8.1 CONTACT FOR STATE BAR INQUIRIES

The prevalence of social media and the media in general require that consumers, applicants, licensees, and other stakeholders be provided with as much information as possible, in a manner that is consistent, timely, and factually accurate. Written or verbal statements made by individual members of the Board, Board standing committees, or subentities could easily be misconstrued as a statement, policy, or decision on behalf of the Board or the State Bar as a whole.

Therefore, the only persons with standing authority to respond to inquiries made to the Board, or to make public statements on behalf of the Board or the State Bar, are the executive director, the chair, or their designees.

While Board members may not speak on behalf of the State Bar unless expressly authorized to do so, Board members may communicate with licensees and other members of the public regarding matters related to the State Bar if:

- The communication is clearly designated as the member's individual act, opinion, or position and not that of the State Bar; and
- No confidential matter or document is commented upon or published or released without prior Board approval; and
- No State Bar funds are expended to further the communication, unless prior Board approval is obtained.

*(Source: State Bar Rule 6.21)*

### 8.2 USE OF STATE BAR STATIONERY AND BUSINESS CARDS

State Bar letterhead is to be used only for official business. Only correspondence that is transmitted by State Bar staff may be printed or written on State Bar letterhead. State Bar business cards, to be used for official business, will be made available to Board members upon request.

### 8.3 ELECTRONIC COMMUNICATIONS (EMAIL)

Board members are encouraged to use their official State Bar email addresses or, in the alternative, to copy or forward their State Bar email accounts when conducting State Bar business. This will ensure that the information created, transmitted, and received by Board members is stored on the State Bar's email server and will enable Board members and the State

Bar to easily search for records responsive to California Public Record Act requests without having to search through personal or work-related emails. It will also ensure that State Bar information is securely and confidentially maintained.

#### **8.4 COMPLIANCE WITH STATE BAR'S RECORD RETENTION POLICY**

Members of the Board of Trustees and State Bar subentities are required to comply with State Bar's Records Retention Policy and associated retention schedules to ensure proper maintenance, storage, and disposal of all State Bar records. The policy provides specific guidance on retention periods for different types of records, including electronically stored information and electronic communications. -Board of Trustees and subentity members of will be provided with a copy of the Records Retention Policy, along with retention schedules and FAQs.

#### **8.4 RESPONDING TO INQUIRIES FROM THE PUBLIC OR MEDIA**

All technical, license, or disciplinary inquiries to a Board or subentity member from applicants, licensees, or members of the public should be referred to the executive director or their designee. Any inquiry or contact from the media should also be referred to the executive director or their designee.

#### **8.5 SPEAKING ENGAGEMENTS AND PUBLIC OUTREACH**

Requests for Board or subentity members to make presentations on behalf of the State Bar should be discussed with and approved by the chair or executive director. Discussion should include the subject matter to be presented.

#### **8.6 DELEGATION OF AUTHORITY TO EXECUTE COPYRIGHT RELEASES**

The Board authorizes the executive director or their designee to execute releases on behalf of the State Bar, in a form approved by the general counsel, for the reprinting and distribution of materials in which the State Bar owns copyrights, for educational purposes.

# SECTION 9

## EXPENSE REIMBURSEMENT



### 9.1 BOARD MEMBER TRAVEL

Board members will be reimbursed for expenses incurred when conducting required State Bar business as provided for in the [Travel and Business-Related Expense Policy for Volunteers and Contractors](#). To seek reimbursement, all members must submit a completed Expense Report on the current electronic version of the Expense Report form to the secretary of the Board and include the required supporting documentation. Members should employ expense discipline to minimize travel expenses. The State Bar will provide Board members with the relevant policies and forms necessary to seek reimbursement.

### 9.2 TRAVEL ARRANGEMENTS

Board members are responsible for coordinating their own travel arrangements to and from State Bar meetings and events, except for lodging when the State Bar has contracted for a block of hotel rooms for a group meeting. The State Bar participates in the California Statewide Travel Program managed exclusively by the Travel Store, and coordinated by Meeting & Travel staff in the State Bar's Office of General Services. Board members may, if they wish, set up a Travel Store profile and make air, car rental, and hotel reservations by phone or by using the Travel Store's online reservation system.

### 9.3 LODGING FOR STATE BAR MEETINGS

The State Bar reserves a block of rooms for most group meetings ~~and events~~. Staff will send an email prior to the meeting ~~or event~~ to identify those members needing a room and will advise the hotel of the attendees. Attendees of that meeting or event should stay at the contracted hotel to ensure that the minimum number of contracted rooms is met. Board members who choose not to stay at the contracted hotel will only be reimbursed up to the State Bar's per diem rate for lodging.

When the State Bar has not reserved a block of hotel rooms for a group meeting or event, Board members should make their own arrangements, but should confirm if government rates or other discounted rates are available. Reimbursement for lodging expenses will be made for the actual cost of a standard hotel room, up to the maximum authorized lodging rate as noted in the travel policy.

#### **9.4 MEAL PER DIEM**

Meal costs will be reimbursed at the authorized per diem meal rate as noted in the travel policy. The meal per diem may not be claimed when a meal is otherwise provided (e.g., a State Bar catered lunch).

#### **9.5 STATUTORY COMPENSATION FOR PUBLIC MEMBERS**

Public members (nonattorneys) of the Board of Trustees are entitled to receive \$50 per day for each day actually spent in the discharge of official duties, not to exceed \$500 per month. Public members of State Bar created subentities are entitled to receive \$50 per day for each day that they attend a subentity meeting of at least one hour in length. All public members must complete and return the Public Member Request for Statutory Compensation form to receive this compensation. Attorney members do not receive any compensation other than travel reimbursement and the per diem for meals and incidentals when traveling on State Bar business.

*(Source: Bus. & Prof. Code § 6028; Board of Trustees, July 23, 2021)*

# SECTION 10

## BOARD MEMBER TRAINING



### 10.1 BOARD MEMBER ORIENTATION

A mandatory Board of Trustees member orientation and training meeting will be conducted in conjunction with the September meeting. All State Bar volunteers must be provided a formal orientation which includes, among other State Bar related topics, training on implicit bias and diversity. Members unable to attend the meeting will be offered the opportunity to schedule a substitute meeting to comply with this requirement and may also watch it on an archived webcast.

*(Source: Bus. & Prof. Code § 6079.1)*

### 10.2 ANNUAL BOARD MEMBER TRAINING

As determined by the chair, in consultation with the executive director, ongoing training of the Board will be given as needed throughout the year in addition to the required training noted in Section 11.5 on relevant ethics statutes and regulations. Topics may include the Bagley-Keene Act, admissions, the disciplinary process, budget process, access to justice, labor relations, antitrust policy, and the California Public Records Act.



# SECTION 11

## ETHICS AND CONFLICTS OF INTEREST



Members of the Board of Trustees must act ethically and prudently in exercising their duties, recognizing that their role is that of a fiduciary. Violations of the applicable statutes and policies governing these duties can result in serious penalties, including fines, disqualification from holding public office, or, in certain cases, criminal sanctions.

Additionally, as set forth below, the Board of Trustees may issue admonishments, sanctions, or censures for violation of ethics and conflicts of interest rules, and may refer an individual Trustee's violations of ethics or conflict of interest rules to the Trustee's appointing authority for consideration for potential removal from the Board of Trustees for cause.

This Section 11 summarizes Trustees' obligations with respect to ethics and conflicts of interest. Trustees remain bound by all applicable law, including Business and Professions Code sections 6035–6038, Government Code sections 1090, et seq., and the Conflict of Interest Code for the Board of Trustees of the State Bar of California, and should read these provisions in their entirety. (See [Appendix C.](#))

### 11.1 TRUSTEES' GENERAL DUTY TO ACT ETHICALLY AND CONSISTENT WITH FIDUCIARY DUTIES

Trustees must conduct themselves ethically, honestly, and with integrity in all dealings relating to the State Bar. Principles of fairness, good faith, and respect consistent with all applicable laws and regulations must govern Trustees conduct.

Trustees are fiduciaries who must exercise disinterested skill and undivided loyalty to the State Bar in their work as Trustees, including all participation in State Bar decision making and when communicating or appearing as a representative of the State Bar. Stewardship of the public interest must be their primary concern in all work as Trustees. Trustees must act for the common good of Californians, and not for any private or personal interest.

Consistent with these duties, Trustees must not use State Bar resources (including but not limited to State Bar staff time, equipment, supplies, facilities, and the State Bar name) for private gain or any political or personal purposes.

These ethical requirements are consistent with and support the State Bar's [organizational values](#) of Clarity, Investing in Our People, Excellence, Respect, and Growth Mindset.

## 11.2 CONFLICT OF INTEREST

Because Trustees are required to exercise disinterested skill and undivided loyalty to the State Bar, it is incumbent upon Trustees to recognize when they have a financial or personal conflict of interest under applicable law, so that they may recuse themselves from participating in any ~~decisionmaking~~decision-making affected by such conflicts. It is ultimately the responsibility of each Trustee to disqualify themselves from decision making where they have a financial or personal conflict. A Trustee who fails to disqualify themselves from participating in a decision where there is a personal or financial conflict may be personally liable for criminal or civil penalties, as discussed below in Section 11.7; however, a Trustee's failure to disqualify themselves or to otherwise comply with the obligations set forth in this Section 11 does not invalidate any Board action unless provided for by applicable law.

### 11.2.1 Financial Conflicts

Pursuant to Business and Professions Code, section 6036, subdivision (a), a Trustee has a financial conflict in a State Bar decision, and should not in any way participate in or attempt to affect such decision making, if they have a financial interest, as that term is defined in section 87103 of the Government Code, that it is reasonably foreseeable may be materially affected, in a manner distinguishable from the effect on the public generally, by the decision.

In general, Trustees have a financial interest in their own and/or their spouse's, registered domestic partner's, or dependent children's<sup>9</sup> personal finances, including expenses, income, assets, or liabilities.

Additionally, Trustees generally have a financial interest in:

- Any business entity in which they or their spouse, registered domestic partner, and/or dependent children have an investment of \$2,000 or more;
- Any business entity in which they or their spouse, registered domestic partner, and/or dependent children are a director, officer, partner, trustee, employee, or hold any position of management;
- Any individual or entity from which the Trustee or their spouse, registered domestic partner, and/or dependent children have received income of \$500 or more, or gifts totaling ~~\$590-630~~ or more<sup>9</sup>, within the previous 12 months; and
- Any real property in which they or their spouse, registered domestic partner, and/or dependent children hold a \$2,000 or greater interest.

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<sup>9</sup> Until December 31, ~~2024~~2026, ~~\$590-630~~ is the threshold at and above which a donor of a gift is considered a financial interest. The Fair Political Practices Commission will issue a regulation updating the threshold prior to or shortly after December 31, ~~2024~~2026.

Whether a financial interest would be “materially” affected by a State Bar decision is a fact-intensive inquiry. If a Trustee has any financial interest that may be materially affected by a State Bar decision, they should consult with the general counsel or designated staff from the Office of General Counsel to determine whether this constitutes a financial conflict requiring recusal.

*(Source: Bus. & Prof. Code § 6036, Gov. Code § 87103.)*

### **11.2.2 Personal Conflicts**

Pursuant to Business and Professions Code, section 6036, subdivision (b), a Trustee has a personal conflict with a State Bar decision, and should not in any way participate in or attempt to affect such decision making, if they have a personal interest in the decision that may prevent the Trustee from applying disinterested skill and undivided loyalty to the State Bar in making or participating in the making of the decision. Even if a Trustee believes they can apply disinterested skill and undivided loyalty despite the existence of a personal interest, they have a conflict if it would appear to a reasonable person that the interest would prevent the Trustee from applying disinterested skill and undivided loyalty to the State Bar.

The question whether such a personal interest exists is highly fact-specific. In general, a Trustee likely has a disqualifying personal interest in a State Bar decision if the decision would have an impact, distinct from the impact on the public generally, on the Trustee or any person with whom the Trustee has, or in the previous 12 months has had, a personal or professional relationship.

A Trustee has a “personal relationship” with a person if the person and the Trustee are relatives or they have another relationship of a nature that could be perceived by a reasonable person as personal and potentially affecting the Trustee’s ability to act impartially with respect to the person. For these purposes, “relative” means any of the following: foster, step and adoptive relationships; spouse or domestic partner or significant other; child; great-grandparents; grandparents; parents; father-in-law or father of domestic partner or significant other; mother-in-law or mother of a domestic partner or significant other; uncles; aunts; siblings (including half-siblings); grandchildren; great-grandchildren; sons-in-law; daughters-in-law; nephews; nieces; and first cousins. Thus, for example, a Trustee would have a personal relationship with any of the following: parent, sibling, first cousin, significant other, roommate, or close friend.

A Trustee has a “professional relationship” with a person if the Trustee employs or is a partner, officer, director, or employee of an entity that employs the person; is employed by the person or an entity in which the person is a partner, officer, director, or employee; is a member of a joint venture, partnership, or other for-profit or non-profit entity of which the person is also a member; represents or is a member of an entity that represents the person; is represented by the person or an entity in which the person is a member; or has another relationship of a nature that could be perceived by a reasonable person as professional and potentially affecting the individual’s ability to act impartially with respect to the person. Thus, for example, a Trustee

would have a professional relationship with any of the following: an attorney who is a partner or associate in a law firm from which another attorney is representing the Trustee in any legal dispute; an IT consultant employed by the Trustee; or a person who sits on the board of a nonprofit food bank for which the Trustee is also a board member.

Other examples of where a Trustee may have a disqualifying personal interest in a State Bar decision include decisions involving issues on which the Trustee, or any organization of which they are a member, director, officer, partner, trustee, employee, or in which they hold any position of management or leadership, have taken public positions based on their private or personal interests. Thus, for example, if a Trustee is on the board of a professional association that has publicly advocated for or against a State Bar policy, the Trustee likely has a disqualifying personal interest in any State Bar decision involving such policy.

*(Source: Bus. & Prof. Code § 6036.)*

### **11.2.3 Conflicts Regarding State Bar Contracts**

Strict conflicts of interest rules also apply to State Bar contracts. Trustees cannot be financially interested in any contract made by them in their official capacity, by the Board, or by the State Bar. For conflict purposes, a contract includes, but is not limited to, purchase orders, payments for goods and services, leases, and grants.

If one Trustee has a “financial interest,” the State Bar cannot enter into the contract. There are, of course, exceptions to this rule. See [Appendix C](#) for references.

*(Source: Gov. Code § 1090.)*

## **11.3 DISQUALIFICATION PROCEDURES**

### **11.3.1 Disqualification by the Trustee**

If a Trustee has a financial or personal conflict in a State Bar decision, they must disqualify themselves from making, participating in the making of, or attempting to influence such decision. Additionally, they must: (1) immediately disclose the interest at any public meeting at which the decision is considered, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence another Trustee, and (4) refrain from voting. When disclosing the interest, it is sufficient that the Trustee indicate only the existence of a disqualifying financial or personal interest, without disclosing the specific interest.

### **11.3.2. Disqualification by the Board**

While it is the responsibility of a Trustee to determine whether they have a personal conflict or financial conflict such that they must disqualify themselves from participating in a State Bar decision, when facts indicating an existence of a conflict of interest are brought to the Office of General Counsel’s attention for evaluation and the Office of General Counsel advises a Trustee

that they should disqualify themselves from the decision, they are generally expected to do so. If a Trustee indicates that they will not follow disqualification advice, the general counsel or designee will notify the chair or vice-chair or, if both are the subject of the disqualification advice, the chair of the Board's Audit Committee or the entire Board, as appropriate under the circumstances. Any Trustee may then move, prior to the Board's discussion or consideration of the decision at issue, that the Trustee subject to the disqualification advice be precluded by the Board from participating in the discussion and any vote on the decision. The Trustee who is the subject of the motion and the general counsel or designee shall both be permitted to speak on the motion, and then the Board shall vote on whether the Trustee should be excluded from participation in discussion and any vote on the decision. The Trustee who is the subject of the motion shall not vote on the motion.

*(Source: Bus. & Prof. Code § 6036.)*

## **11.4 CONFLICT OF INTEREST CODE FOR THE BOARD OF TRUSTEES OF THE STATE BAR OF CALIFORNIA**

As required by the Political Reform Act (Government Code section 81000, *et seq*), the Board of Trustees has adopted, and the Chief Justice of California has approved, a Conflict of Interest Code for the Board of Trustees of the State Bar of California (Conflict of Interest Code, see [Appendix C](#)). The Conflict of Interest Code incorporates the provisions of the model code promulgated by the Fair Political Practices Commission (FPPC); all references in the Conflict of Interest Code to "designated employee," "public official," or "state administrative official" are deemed to include Trustees.

Trustees should read, and are bound by, the entire Conflict of Interest Code (see [Appendix C](#)). This Section 11 provides a brief summary of the Conflict of Interest Code, which sets forth Trustees' obligations with respect to disclosing financial interests and disqualification from certain decision making, and contains prohibitions regarding honoraria, gifts, and loans.

### **11.4.1 Statements of Economic Interest (Form 700s)**

Sections 3 through 7 of the Conflict of Interest Code set forth Trustees' obligations to disclose financial interests through the filing of Statements of Economic Interest, or Form 700s. Trustees are generally required to file Assuming Office statements within 30 days of becoming Trustees (covering the year prior to appointment), Annual statements by April 1 each year, or the first business day thereafter (covering the prior calendar year), and Leaving Office statements within 30 days of leaving office (covering the current year up to the date of departure).

Financial interests that are potentially reportable include:

- a Trustee's (or their spouse's, registered domestic partner's or children's) investments or real estate interests valued at \$2,000 or more;

- sources of income to the Trustee or their dependent children of \$500 or more during the reporting period (including the 50 percent community property share of a Trustee's spouse's or registered domestic partner's income attributable to the Trustee);
- business positions held by the Trustee, even if unpaid; and
- sources of gifts totaling \$50 or more during the reporting period (gifts to family members are not generally attributable to Trustees so long as there is an established relationship between the donor and the family member where it would generally be appropriate for the family member to receive the gift, and the donor is not involved in any State Bar action or business in which the Trustee will foreseeably participate). Under certain circumstances set forth in Section 8.4 of the Conflict of Interest Code, a personal loan to a Trustee must be considered a gift and reported as such.

There are a number of exceptions to the gift reporting requirement, including gifts from family, reciprocal holiday exchanges, and gifts from long-time friends; these and other exceptions are detailed in the FPPC's gifts, honoraria, travel and loans [fact sheet](#). Some of the most commonly used exceptions detailed in the fact sheet include:

- Items that are returned to the donor, or for which the Trustee reimburses the donor, within 30 days of receipt.
- Items that are donated, unused, to a non-profit tax-exempt organization in which the Trustee or immediate family member does not hold a position, or to a government agency, within 30 days of receipt without claiming a tax deduction.
- Items received from the Trustee's family, as defined in the fact sheet.
- Reciprocal holiday gifts that are not substantially disproportionate in value.
- Items received from an individual where it is clear the gift was made because of an existing personal or professional relationship and there is no evidence whatsoever at the time the item is given that the Trustee makes or participates in the type of governmental decisions that may have a reasonably material financial effect on the individual who gave the item.

The FPPC provides resources helpful to determining whether a financial interest is reportable on its [Form 700 webpage](#).

Investments, real estate interests, sources of income and gifts, and business positions meeting the thresholds described above need only be reported on Trustees Form 700s if they fall within one or more of the three Disclosure Categories set forth at Appendix B of the Conflict of Interest Code. Appendix B of the Conflict of Interest Code provides greater detail, but in general, Trustees are required to report:

- interests in real property located in or within two miles of California, except personal residences used solely for personal use (Disclosure Category 1);
- investments in, sources of income or gifts received from, or business positions held in persons or entities subject to the regulatory or licensing authority of the State Bar, or that

have an application pending before the State Bar – broadly, the California legal industry (Disclosure Category 2); and

- investments in, sources of income or gifts received from, or business positions held in businesses located or doing business in California of the type that does business with the State Bar (Disclosure Category 3).

If a Trustee is concerned that disclosure of financial interests would violate attorney-client privilege or another privilege recognized under California law, they should follow the procedure set forth in [Appendix C](#) of the Conflict of Interest Code for asserting the privilege.

#### **11.4.2 Disqualification Provisions Under the Conflict of Interest Code**

The Conflict of Interest Code requires Trustees to refrain from participating in or attempting to influence decision making in two situations; where disqualification is required, Trustees must disqualify themselves as provided above in Section 11.2.3.

First, Section 9 of the Conflict of Interest Code imposes the same obligations as Business and Professions Code section 6036, subdivision (a): Trustees must disqualify themselves where they have a financial conflict as discussed above in Section 11.2.1.

Additionally, pursuant to Section 9.5 of the Conflict of Interest Code, Trustees must disqualify themselves from any State Bar decision relating to any contract where the Trustee knows or has reason to know that any party to the contract is a person with whom the Trustee, or any member of the Trustee's immediate family has, within 12 months prior to the time when the official action is to be taken: (A) engaged in a business transaction on terms not available to members of the public, regarding any investment or interest in real property, or (B) engaged in a business transaction on terms not available to members of the public regarding the rendering of goods or services valued at \$1,000 or more.

#### **11.4.3 Prohibitions Regarding Honoraria, Gifts, and Loans**

The Conflict of Interest Code imposes several prohibitions upon Trustees.

*Honoraria:* Pursuant to Section 8, Trustees may not accept any honorarium from a source that falls within Disclosure Categories 2 or 3 of the Conflict of Interest Code. For purposes of this prohibition, an "honorarium" means any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, meeting, social event, meal, or like gathering. Notwithstanding the above, earned income for services customarily provided in connection with the practice of a bona fide business, trade, or profession (such as practicing law, teaching, banking, and medicine) is not considered an "honorarium," unless the sole or predominant activity of the business, trade, or profession is making speeches. This and other exceptions are detailed in the FPPC's gifts, honoraria, travel and loans [fact sheet](#).

*Gifts:* Pursuant to Section 8.1, Trustees may not accept gifts with a total value of more than \$~~590~~ **630** in a calendar year from any source that falls within Disclosure Categories 2 or 3 of the Conflict of Interest Code. The same exceptions applicable to the gift reporting requirement

discussed above in Section 11.4.1 apply to the gift prohibition as well, and are detailed in the FPPC's gifts, honoraria, travel and loans [fact sheet](#).

*Personal Loans:* Trustees are also prohibited, pursuant to Section 8.2, from receiving any personal loan from any officer, employee, member, or consultant of the State Bar. Trustees further are prohibited from receiving any personal loan from any person who has a contract with the State Bar, except for loans from banks or other financial institutions or indebtedness created as part of a retail installment or credit card transaction, provided the loans are made or debt is created in the lender's regular course of business on terms available to members of the public without regard to the Trustee's official status. These prohibitions do not apply to loans from a person which, in the aggregate, do not exceed \$500 at a time, and do not generally apply to loans from a public official's close family.

## 11.5 TRAINING

Trustees must take a training course on the relevant ethics statutes and regulations (including regarding conflicts of interest, disqualification, and statements of economic interest (known as Form 700s)) that govern the official conduct of Trustees within the first six months of taking office, and then at least once during every consecutive period of two calendar years commencing on the first odd-numbered year after the Trustee takes office.

The State Bar will offer a training course at least once a year so that Trustees can fulfill this requirement.

## 11.6 WHEN TRUSTEES SHOULD SEEK ADVICE

It is each Trustee's responsibility to identify any financial or personal conflicts of interest in State Bar decisions and to disqualify themselves from decision making when such conflicts exist. Liability for failing to comply with conflicts of interest and ethics provisions, such as by participating in decision making where there is a financial or personal conflict, ultimately falls on Trustees as individuals, and may include criminal and civil penalties as discussed below in Section 11.7.

In preparing for Board meetings, Trustees should review all agenda items and consider whether they have connections to any individuals or businesses or other entities mentioned in the agenda item or that would likely be affected by a decision on the agenda item such that the Trustee may have a financial or personal conflict.

To help Trustees identify conflicts—and to assist the Office of General Counsel in its efforts to assist in screening for such conflicts—all Trustees are encouraged to meet with the Office of General Counsel to discuss potential sources of conflicts shortly after taking office. Additionally, Trustees are encouraged to contact the general counsel or designee to discuss any changed circumstances that could give rise to conflicts. These include, but are not limited to:



- New employers, or new positions or responsibilities at existing employers;
- New membership in or leadership roles in professional associations or other nonprofit organizations;
- New volunteer roles or activities, especially activities involving fundraising;
- Instances in which a person with whom the Trustee has a personal or professional relationship becomes a State Bar employee, volunteer, vendor, consultant, or contractor.

Advice regarding financial conflicts can also be obtained directly from the Fair Political Practices Commission (FPPC), via email at [advice@fppc.ca.gov](mailto:advice@fppc.ca.gov) or by telephone at 1-866-275-3722. The FPPC provides further information about financial conflicts of interest on its [website](#). Trustees who obtain advice from the FPPC are encouraged to share any advice received with the general counsel or designee.

### 11.7 ENFORCEMENT AND ACCOUNTABILITY

The Board of Trustees takes seriously any violation by Trustees of applicable ethics or conflicts of interests laws or regulations. In the event that a Trustee is alleged by another Trustee to have violated any applicable ethics or conflicts of interests laws or regulations, such allegation should be made to the chair and/or vice-chair of the Board. If the chair and vice-chair are both the subject of the allegation, the person making the allegation should contact the general counsel and the executive director for assistance. The general counsel and/or executive director, as ~~circumstances require appropriate~~, shall take ~~necessary appropriate~~ actions to review, and where appropriate, investigate such allegation. Following ~~such appropriate~~ review of the allegation, the general counsel or designee will report back to the chair, vice-chair and/or the Board, as appropriate under the circumstances, in a ~~suitable n appropriate~~ forum, with a ~~recommended~~ course of action ~~as deemed appropriate~~.

The Board's consideration of the allegation and any potential action may take place in open session or, if authorized under applicable law, closed session.

The Board may choose to take no action if it determines no violation of applicable ethics or conflicts of interest laws or regulations occurred. Alternatively, it may pursue one of the following actions:

- *Admonition:* This is the least severe form of action. An admonition may typically be directed to all members of the Board of Trustees, reminding them that a particular type of behavior is in violation of applicable law or regulations and that if it occurs or is found to have occurred, it could make a Trustee subject to sanction or censure. An admonition may be issued in response to a particular alleged action or actions, although it would not necessarily have to be triggered by such allegations. An admonition may be issued by the Board of Trustees without any findings of fact regarding allegations, and because it is a

warning or reminder, it would not require a separate hearing to determine whether the allegation is true.

- *Sanction*: This is the next most severe form of action. Sanction should be directed to a particular Trustee based on a particular action (or set of actions) that is determined to be in violation of applicable law or regulations, but is considered by the Board to be not sufficiently serious to require censure. A sanction is distinguished from censure in that it is not a punishment. Because it is not punishment or discipline, a sanction would not require a separate hearing; however, the Trustee subject to sanction must be given an opportunity to be heard regarding the allegation before any sanction is issued.
- *Censure*: Censure is the most severe form of action available to the Board of Trustees. Censure is a formal statement of the Board officially reprimanding one of its members. It is a punitive action, which serves as a penalty imposed for wrongdoing. It may be combined with loss of committee assignments and/or a referral to the authority that appointed the Trustee along with a request and recommendation that the appointing authority remove the Trustee from the Board for cause. Censure should be used for cases in which the Board determines the violation is a serious offense. If the Board decides to propose censure it may not issue the censure at the Board meeting where the issue is first considered. Rather, the Board must set the matter for consideration at a future meeting, at which the Trustee subject to the potential sanction must be given advanced notice and an opportunity to be heard, and at which the Trustee may be represented by counsel.

These self-imposed accountability measures are in addition to any other remedies or penalties available under applicable law.

Pursuant to Business and Professions Code section 6037, any Trustee who intentionally violates the obligation to disqualify themselves from a State Bar decision in which they have a financial interest that is reasonably foreseeable may be materially affected, in a manner distinguishable from the effect on the public generally, is guilty of a misdemeanor, punishable by imprisonment in the county jail not exceeding five days, or by a fine not exceeding one thousand dollars (\$1,000), or by both. If the Trustee is an attorney, a certified copy of the record of conviction shall be transmitted to the Supreme Court for disposition as provided in Business and Professions Code sections 6101 and 6102.

Business and Professions Code section 6037 further provides that any Trustee who intentionally violates the obligation to disqualify themselves from a State Bar decision if they have a personal interest in the decision that may prevent the Trustee from applying disinterested skill and undivided loyalty to the State Bar in making or participating in the making of a decision shall be liable for a civil penalty not to exceed five hundred dollars (\$500) for each violation. The civil penalty may be assessed and recovered in a civil action in a court of competent jurisdiction brought in the name of the State only by a district attorney of a county in which the Trustee

resides or maintains offices, and the penalty collected shall be paid to the treasurer of that county.

The Conflict of Interest Code has the force of law. The FPPC may initiate administrative proceedings and impose penalties of up to \$5,000 for each violation of the Conflict of Interest Code. Further, willful or knowing violation of the Conflict of Interest Code is a misdemeanor; a conviction could result in imprisonment of up to 364 days and/or other penalties. For instance, if convicted of a knowing or willful violation of the Conflict of Interest Code, a Trustee could be fined the greater of \$10,000 or three times the amount the Trustee failed to report properly or unlawfully received.

*(Source: Bus. & Prof. Code § 6037; Gov. Code §§ 83116, 91000, 91005.5.)*

## **11.8 APPLICATION OF ETHICS AND CONFLICT OF INTEREST PROVISIONS TO MEMBERS OF SUBENTITIES**

Unless otherwise provided by law, including State Bar Rules, and except where context suggests otherwise, Policy Manual Sections 11.1 through 11.3 and Sections 11.6 through 11.7 apply to members of subentities listed in the Conflict of Interest Code for Designated Employees of the State Bar of California or otherwise instructed that they are required to make financial disclosures pursuant to that code, and govern the duty of such members to act ethically and consistent with fiduciary duties, the determination of a conflict of interest, the procedures for disqualification, training, when to seek advice, and enforcement and accountability. To the extent any subentity has practices or internal guidelines concerning ethics or conflicts of interest, they should be interpreted and applied consistently with Policy Manual Sections 11.1 through 11.3 and Sections 11.6 through 11.7, and, to the extent they are duplicative of or inconsistent with Policy Manual Sections 11.1 through 11.3 and Sections 11.6 through 11.7, the practices or internal guidelines should reviewed and revised. As applied to members of subentities and committees, the references to “Trustee” and “Board” in the foregoing sections should be construed as referring, respectively, to the member of the subentity and the subentity itself.

### **11.8-9 POLICY RESTRICTING BUSINESS WITH THE STATE BAR AFTER LEAVING OFFICE**

Members of the Board of Trustees and senior managers designated by the executive director for a period of 12 months following expiration of their term of office or termination of employment shall not:

Seek to do, or do, business with the State Bar for monetary gain, or act as an agent or attorney for, or otherwise represent any person, for compensation by making any formal or informal appearance, or any oral or written communication before the State Bar, or any officer or employee or agent thereof, if the appearance or communication is for the purpose of influencing official State Bar action, including the awarding or revocation of services, contracts, or the sale or purchase of goods or property.

The Board, or its designee, may waive the requirements of this policy for good cause.

## APPENDIX A

### STANDING COMMITTEE CHARTERS

#### CHARTER FOR BOARD EXECUTIVE COMMITTEE

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 toward 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 oversee:

- **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, General Counsel, and Chief Trial Counsel Evaluation:** An annual and confidential performance evaluation of the executive director, general counsel, and chief trial counsel will be conducted by the Board Executive Committee and presented to the Board (for the executive director and general counsel and to the Board acting as the Regulation and Discipline Committee for the chief trial counsel) for review and approval within 120 days after the anniversary date of the executive director's, general counsel's, and chief trial counsel's appointment. The evaluation will be based on an annual performance plan for the executive director, general counsel, and chief trial counsel and will be in the form of a memo from the Board chair or designee to the executive director, general counsel, or chief trial counsel, or as oral feedback from the Board chair or designee to the executive director, general counsel, or chief trial counsel which will then be documented in a memo from the executive director, general counsel, or chief trial counsel to the Board chair. In its discretion the Board Executive Committee may conduct a formal 360-degree survey to solicit stakeholder feedback on the executive director's, general counsel's, or chief trial counsel's performance, as one input into the performance evaluation. The Board Executive Committee and/or the Board may meet in closed session to discuss the annual performance evaluation of the executive director, general counsel, and chief trial counsel.
- **Senior Executive Oversight:** 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:** Authorizes settlement payments of \$25,001 to \$50,000, so long as the settlement does not involve a material policy issue as defined by Section 5.2.6 of the Board of Trustees Policy Manual. To the extent feasible prior to the Board's

consideration, makes recommendations to the Board for all settlement agreements involving the payment of more than \$50,000 or where the settlement involves a material policy issue.

- **Operational Responsibilities:** Address internal operational issues not falling within the purview of other Board committees and to nondelegable 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 functions relevant to the Board Executive Committee's subject area as the Board of Trustees may assign from time to time.

## CHARTER FOR FINANCE COMMITTEE

The Finance Committee shall develop and lead the Board's participation in all State Bar budget preparation.

The Finance Committee shall:

- **Budget Process:** Consult with the chair, vice-chair, and executive director on the detailed design of the State Bar's budget development cycle and work with the executive director and chief financial officer to vet the proposed budget, as well as any midyear updates or proposed changes to the budget, before presentation and recommendation to the Board of Trustees. Recommend to the Board any amendment to the adopted budget. The Board of Trustees adopts the final budget annually in ~~January~~February, and authorizes the Finance Committee to preliminarily approve the budget in December, to provide staff with authorization to spend for the period beginning ~~January~~February 1 to the date of the ~~January-February Board of Trustees meeting. This authorization is limited to average monthly expenditures for the prior year in addition to expenditures previously approved by the Board of Trustees.~~
- **Financial Review:** Ensure that the financials are thoroughly examined on a quarterly basis; develop a functional and detailed understanding of the State Bar's revenue streams,

expenditures, and overall fiscal conditions and issues in order to be engaged proactively in the budget preparation, development, and planning process on an ongoing basis; monitor the State Bar's performance relative to the budget; and ensure that appropriate actions are taken to address any material variances to the budget.

- **Oversight:** Ensure as part of the annual operational planning/budget preparation process that an office-by-office fiscal review is performed to evaluate budget projections.
- **Work Plan:** Develop and adopt a Finance Committee Work Plan for approval by the Board Executive Committee. For each Finance Committee project, the Work Plan shall include a description of the project, the Strategic Plan Goal(s), Strategy, and Implementation Step(s) that are furthered by the project, and an estimated timeline for completion and presentation to the Finance Committee and/or the Board.
- Perform such other functions relevant to the Finance Committee's subject area as the Board of Trustees may assign from time to time.

## **CHARTER FOR THE BOARD OF TRUSTEES ACTING AS THE REGULATION AND DISCIPLINE COMMITTEE**

The Board of Trustees acting as the Regulation and Discipline Committee is responsible for monitoring the operational performance of the State Bar's work related to attorney discipline. .

The Board of Trustees acting as the Regulation and Discipline Committee shall:

- Establish the key elements of a programmatic reporting process, including the content, format, and frequency of performance reports to the Board, and oversee implementation of the process.
- Oversee (as directed by Bus. & Prof. Code, § 6079.5), the work of the chief trial counsel (CTC), who reports to and serves under the Board of Trustees acting as the Regulation and Discipline Committee.
- CTC Job Description: Ensure that the CTC position description is updated as necessary to reflect changing State Bar needs and priorities.
- Approve an annual performance plan for the CTC to reflect operational and leadership goals for the position. The performance plan will be provided to the CTC within 90-120 days of appointment and within 90-120 days of the anniversary date of appointment thereafter.
- Review and approve an annual performance evaluation of the CTC.
- Approve changes to high-level quality-control policies that apply to the functioning of the State Bar program areas under the Board of Trustees acting as the Regulation and Discipline Committee's performance-monitoring and oversight authority.
- Review performance reports in meetings of the Board acting as the Regulation and Discipline Committee and report program performance to the full Board.
- Identify and oversee the implementation of needed corrective actions.

- Oversee the preparation of in-depth assessments of program/function effectiveness for presentation at the annual strategic planning session.
- Review internal and external audit reports as they relate to the functions of the State Bar under the Board of Trustees acting as the Regulation and Discipline Committee's performance monitoring and oversight authority and oversee implementation of recommendations identified therein.
- Monitor the work of the special deputy trial counsel administrator assigned to the management of cases from which the CTC's Office is recused under Rule 2201 of the Rules of Procedure of the State Bar.
- Oversee the Annual Discipline Report process and underlying discipline statistics.
- Perform such other functions relevant to oversight of the attorney discipline system as needed.

## CHARTER FOR AUDIT COMMITTEE

The Audit Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibility as related to the integrity of accounting and financial reporting processes, the system of internal controls, and audit processes. In addition, the Audit Committee is charged with overseeing risk management and compliance efforts. The Audit Committee has a goal of including at least one public member of the Board of Trustees.

The Audit Committee shall:

- Undertake the following responsibilities relating to the annual financial statement audit:
  - Recommend appointment of the external auditors, taking into account their recommendation of the executive director and chief financial officer, for approval by the full Board of Trustees.
  - Evaluate the independence of the external auditors, including their recent or planned future engagement by the State Bar for nonaudit services.
  - Review and approve the annual audit scope and fees of the external auditors.
  - Monitor the progress of the financial statement audit.
  - Evaluate the results, findings, and recommendations of the financial statement audit.
  - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the financial statement audit are appropriate and timely.
  - Serve as a direct communications link between the Board of Trustees and the independent auditor.
  - Monitor the State Bar's implementation of the financial statement audit recommendations, working with staff to identify other compliance initiatives that should be undertaken.



- Review with the chief financial officer or their designee and the independent auditor the financial statement audit's results, findings, and recommendations, including any difficulties encountered; review with the chief financial officer or their designee and the independent auditor all matters required to be communicated to the Audit Committee under generally accepted auditing standards. Undertake the following responsibilities relating to financial statements:
  - Review significant accounting and reporting issues—including complex or unusual transactions—and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
  - Review the annual financial statements, and consider whether they are complete, consistent with information known to the Audit Committee members, employ appropriate accounting principles, and appropriately reflect the financial condition of the State Bar.
  - Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
  - Understand how staff develops interim financial information, and the nature and extent of external auditor involvement.
- Undertake the following responsibilities relating to cybersecurity:
  - Recommend commission of a biennial cybersecurity report, taking into account the recommendation of the executive director and the director of information technology, to the full Board of Trustees for approval.
  - Review and approve the biennial cybersecurity report scope and fees.
  - Evaluate the results, findings, and recommendations of the biennial cybersecurity report.
  - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the biennial cybersecurity report process are appropriate and timely.
  - Serve as a direct communications link between the Board of Trustees and cybersecurity experts.
  - Monitor the State Bar's implementation of the cybersecurity report recommendations, working with staff to identify other cybersecurity initiatives that should be undertaken.
  - Review with the executive director or their designee and cybersecurity experts the results, findings, and recommendations in the cybersecurity report, including any difficulties encountered, to ensure the State Bar's vigilance in identifying, analyzing, and addressing any and all cybersecurity vulnerabilities on an ongoing and continuous basis.
  - In the interim year between the biennial reports, review with the director of information technology the status of cybersecurity, including progress

implementing corrective measures and identifying any new risks or concerns; ensure that the director of information technology's responses to any new risks or concerns are appropriate and timely.

- Review the results of the biennial performance audit conducted by the State Bureau of Audits; and monitor the State Bar's implementation of the financial related recommendations of the biennial performance audit, working with staff to identify other fiscal and operational initiatives and best practices that should be undertaken.
- Monitor, review, and evaluate the effectiveness and adequacy of the State Bar's internal control structure on an ongoing basis:
  - Ensure that a review of the State Bar's budget and fiscal control policies and procedures be undertaken every five years by an independent consultant review, and approve the independent consultant review scope and fees
  - Evaluate the results, findings, and recommendations of the independent consultant
  - Ensure that the State Bar's responses to control weaknesses and compliance issues identified in the course of the independent consultant review, the annual financial statement audit, the State Auditor's biennial review, or any other audit or review are appropriate and timely.
  - Serve as a direct communications link between the Board of Trustees and the independent consultant.
  - Monitor the implementation of the recommendations, working with staff to identify other internal control initiatives that should be undertaken.
  - Meet with the chief financial officer and other members of State Bar leadership staff or their designees on a biennial basis to:
    - Review and discuss the State Bar's internal control structure, including progress on implementing the recommendations of the independent consultant and other initiatives undertaken to improve the State Bar's internal control structure.
    - Ensure the State Bar's vigilance in identifying, analyzing, and addressing significant internal control structure vulnerabilities on an ongoing and continuous basis.
    - Seek assurances from Bar leadership staff on the effectiveness of risk management practices and controls.
    - Reassess whether the policies and procedures provide for the effective identification, assessment, reporting, monitoring, and control of the State Bar's principal risks; if they do not, require that the policies and procedures be updated to address any deficiencies.

- Perform such specific oversight functions as expressly requested by the Board of Trustees.
- Review, on a quarterly basis, reports prepared by the Office of Finance regarding executives' and Board members' travel and expense reimbursements.
- Develop and adopt an Audit Committee Work Plan for approval by the Board Executive Committee. For each Audit Committee project listed on the work plan, the work plan shall include a description of the project, the Strategic Plan Goal(s), Strategy, and Implementation Step(s) that are furthered by the project and an estimated timeline for completion and presentation to the Audit Committee and/or the Board.
- **Access to the Chief Financial Officer:** The chief financial officer shall have direct access to the Board of Trustees on all financial matters, and is authorized to meet with the committee, or if more expedient, with the Audit Committee chair, on the chief financial officer's own initiative or at the request of the Audit Committee chair, outside the presence of other State Bar leadership staff at Audit Committee meetings. In addition, the Audit Committee shall meet independently with the chief financial officer on a quarterly basis.
- **Access to Information:** The State Bar Audit Committee may request any independent auditor, expert, officer, trustee, agent, or employee of the State Bar to appear before it to report on the financial condition of the State Bar and answer any questions the Audit Committee might have, relating to the accomplishment of its responsibilities enumerated in this charter.
- **Limitations on the Role and Responsibilities of the Audit Committee:** The role and responsibility of the Audit Committee is oversight, not preparation of reports, or statements, or operations.
  - The executive director and chief financial officer and their designees are responsible for preparing the financial statements; responding to governmental and other reports relating to the State Bar; operating the State Bar, including its financial and accounting systems; and assuring compliance with applicable laws and with policies and procedures established by the Board.
  - The external auditors are responsible for auditing the financial statements and such other functions as they are specifically engaged to perform.
- **Reliance on Advisory Information Provided by State Bar Leadership Staff, Auditors, and Others:** In carrying out its oversight function, the Audit Committee is not expected to provide expert or special assurance as to the State Bar's financial statements or professional certification as to the work of the State Bar's staff or of the external auditors. In discharging their duties, the members of the Audit Committee may rely on information, opinions, reports, or statements, including financial statements or other financial data, prepared or presented by officers, employees, internal or external counsel, public accountants, committees of the Board duly designated with authority in particular areas; or other persons whom the member believes are reliable and competent in the matters

presented, provided that in so relying the member is acting in good faith, and with that degree of diligence, care, and skill that ordinarily prudent State Bar Audit Committee members would exercise under similar circumstances.

# APPENDIX B

## SUBENTITY DUTIES, COMPOSITION, AND APPOINTING AUTHORITIES



Essential information regarding subentity duties, composition, and appointing authorities is included in the Board of Trustees Policy Manual to provide general information about the scope of work of State Bar subentities, and their relationship to the State Bar and the Board of Trustees. Detailed provisions governing the work of subentities can be found in statute, California Rules of Court, State Bar Rules, and Resolutions of the Board of Trustees<sup>1</sup> of the State Bar as specified in references underneath each subentity's charge.

### California Board of Legal Specialization (CBLS)

#### Charge

*Administer a program to encourage attorney competence by certifying, as legal specialists, attorneys who have demonstrated proficiency in specified areas of law. The California Board of Legal Specialization (CBLS) may recommend that the Board of Trustees approve additional areas of legal specialization and their related certification standards. The CBLS may also recommend that the Board of Trustees authorize other entities to grant certification.*

*(Cal Rules of Court, 9.35; Rules of the State Bar, Title 3, Division 2, Chapter 2, Rule 3.90)*

#### Membership Composition, Appointment Process, and Terms

##### Number of Members

Up to seven members

##### Specific Composition Requirements or Guidelines

Membership must be comprised of at least five attorney members and up to two nonattorneys.

##### Appointing Authority

Board of Trustees

##### Procedures for Appointment

Board of Trustees Policy Manual, Section 4.2

##### Officers

Chair and vice-chair appointed by the Board of Trustees to serve one-year terms, with the possibility of reappointment.

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<sup>1</sup> References to Board of Trustees resolutions include resolutions of the Board of Governors, the previous name for the Board of Trustees.

## **Member Terms**

Four years

## **Client Security Fund Commission (CSF)**

### **Charge**

*–The Client Security Fund Commission administers the CSF and considers– objections to tentative decisions –rendering final decisions in such cases. The CSF Commission also makes recommendations to the Board of Trustees on the interest rate assessed on reimbursement.*

*(Source: Rules of the State Bar, Title 3, Division 4, Chapter 1, Rule 3.420)*

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

Five members

### **Specific Composition Requirements or Guidelines**

No more than three members may be present or former licensees.

### **Appointing Authority**

Board of Trustees Policy Manual, section 4.2

### **Officers**

Chair and vice-chair appointed by the Board of Trustees to serve one-year terms, with the possibility of reappointment.

## **Member Terms**

Four years

## **Commission on Judicial Nominees Evaluation (JNE)**

### **Charge**

*Assist the governor in the judicial selection process and thereby promote a California judiciary of quality and integrity by providing independent, comprehensive, accurate, and fair evaluations of candidates for judicial appointment and nomination.*

*(Source: Government Code § 12011.5; State Bar Rules Title 7, Division 1)*

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

At least 27 and no more than 38 members.

**Specific Composition Requirements or Guidelines**

To the extent feasible, at least 80 percent of the members must be active, licensed attorneys in good standing, and the balance public members. One of the licensed attorneys must be a former judge, preferably of an appellate court.

**Appointing Authority**

Board of Trustees Policy Manual, section 4.2

**Officers**

Chair and vice-chair appointed by the Board of Trustees for one-year service.

**Member Terms**

Three-year term as member and fourth year as chair.

## **Committee of Bar Examiners (CBE)**

### **Charge**

*Examine all applicants for admission to practice law; administer the requirements for admission to practice law; certify to the Supreme Court for admission those applicants who fulfill the requirements. Inherent in the administration of the requirements of admission is the responsibility for determining the prelegal and legal education eligibility of applicants, and whether an applicant possesses the requisite good moral character to practice law. The committee also is empowered to accredit law schools and register unaccredited and correspondence law schools, in accordance with State Bar Rules, in California.*

*(Source: Bus. & Prof. Code § 6046 et seq.; California Rules of Court 9.4; State Bar Rules, Title 4)*

### **Membership Composition, Appointment Process, and Terms**

#### **Number of Members**

19 examiners

#### **Appointment and Composition Requirements or Guidelines**

The California Supreme Court appoints 10 examiners, including one judge and nine attorneys (one of whom must have been admitted to practice law within three years of their appointment). The governor, the Senate, and the Assembly each appoints three public members.

#### **Appointing Authorities**

California Supreme Court  
Governor  
Senate  
Assembly

#### **Procedures for Appointment**

The Supreme Court must make its appointments from a list of candidates nominated by the Board of Trustees of the State Bar pursuant to a procedure approved by the court.

#### **Officers**

Chair and vice-chair are appointed by the Supreme Court to serve one-year terms, with the possibility of reappointment.

#### **Member Terms**

Four years (except as specified in Bus. and Prof. Code § 6046.5)



## **Committee on Professional Responsibility and Conduct (COPRAC)**

### **Charge**

*Address matters involving professional responsibility to facilitate compliance by licensees with their ethical duties and address certain matters concerning mandatory fee arbitration.*

*The committee's work includes, but is not limited to: drafting advisory opinions on issues of professional responsibility based on hypothetical questions submitted to the committee or developed by the committee on its own initiative; drafting arbitration advisories providing guidance to fee arbitrators administering attorney–client fee disputes under the Mandatory Fee Arbitration Program; conducting studies and providing consultation and assistance to the Board on matters involving professional responsibility; and studying and recommending changes to the Rules of Professional Conduct. The committee sponsors educational and outreach programs, including an annual ethics symposium.*

*(Source: Bus. & Prof. Code § 6200 – 6206; State Bar Rules Title 3, Division 4, Chapter 2)*

### **Membership Composition, Appointment Process, and Terms**

#### **Number of Members**

13 members

#### **Appointment and Composition Requirements or Guidelines**

For leadership continuity, committee staff will generally nominate the committee member serving as vice-chair to serve as chair in the committee year following service as vice-chair, and the committee member serving as chair to serve as advisor in the committee year following service as chair.

#### **Appointing Authority**

Board of Trustees Policy Manual, Section 4.2

#### **Officers**

Chair, vice-chair, and advisor appointed by the Board of Trustees to serve one-year terms, with the possibility of reappointment.

#### **Member Terms**

Four years

## **Committee of State Bar Accredited and Registered Schools (CSBARS)**

### **Charge**

*Advise the State Bar of California's Committee of Bar Examiners (CBE) on matters relating to the promulgation of new rules, guidelines, and amendments to the rules and guidelines for California*

*accredited law schools, and for unaccredited law schools, as well as other issues related to legal education.*

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

Seven members

### **Appointment and Composition Requirements or Guidelines**

Three members will be deans from accredited schools; two will be deans from registered, unaccredited schools; and two members selected by the chair and vice-chair of CBE. One of the CBE appointees may be a nonvoting consultant with expertise in accreditation issues.

### **Appointing Authority**

Board of Trustees

Committee of Bar Examiners

### **Procedures for Appointment**

Board of Trustees Policy Manual, section 4.2

### **Officers**

Chair and vice-chair appointed by the Committee of Bar Examiners to serve one-year terms, with the possibility of reappointment.

### **Member Terms**

Four years

## **Council on Access and Fairness (COAF)**

### **Charge<sup>2</sup>**

*Assist and advise the Board of Trustees in defining and advancing the State Bar's diversity and inclusion strategies and goals.*

*Study, recommend, and help devise curricula designed to educate California attorneys on diversity and inclusion principles.*

*Promote programs and strategies to improve diversity initiatives impacting the pipeline, particularly at California law schools, for the Bar Exam and within the legal profession.*

*Evaluate the state of diversity and inclusion in the profession annually.*

*Identify barriers to entry into, and retention and advancement in the legal profession, and propose solutions to address barriers.*

*Explore, promote, encourage, and partner in collaborative efforts to increase diversity and inclusion in the profession and in the judiciary.*

*Comment and advise, when requested by the Board of Trustees or the executive director, on barriers directly related to access opportunities within the profession for attorneys from diverse backgrounds.*

*When requested by the Board of Trustees, train subentities and other stakeholders on diversity and inclusion topics.*

*Serve as a representative of the State Bar, as requested by the Board of Trustees, on issues of diversity and inclusion.*

*(Resolutions of the Board of Trustees: March 1982, July 1992, June 1993, March 1995, November 2000, January 2002, July 2002, November 2006, and September 2018)*

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

10 members

### **Specific Composition Requirements or Guidelines**

None

### **Appointing Authority**

Board of Trustees

### **Procedures for Appointment**

Board of Trustees Policy Manual, section 4.2

### **Officers**

Chair and vice-chair appointed by the Board of Trustees to serve one-year terms, with the possibility of reappointment.

### **Member Terms**

Four years

## **Lawyer Assistance Program Oversight Committee (LAPOC)**

### **Charge**

*Oversee the operation of the Lawyer Assistance Program as necessary to establish policies, practices, and procedures to support the program goal of offering education and rehabilitative programs to attorneys, former attorneys, State Bar applicants and law students suffering from substance abuse and mental health disorders.*

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<sup>2</sup> The charge of the Council on Access and Fairness was approved by the Programs Committee of the Board of Trustees on March 14, 2019.

*(Source: Bus. & Prof. Code § 6231 et seq.; State Bar Rules Title 3, Division 2, Chapter 5, Rule 3.241)*

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

12 members

### **Specific Composition Requirements or Guidelines**

Six members appointed by the Board of Trustees including two who are licensed mental health professionals, one who is a physician and one member of the board of directors of a statewide nonprofit established for the purpose of assisting lawyers with alcohol or substance abuse problems; and two members who are attorneys, at least one of which is in recovery and has five years of continuous sobriety.

Four members appointed by the governor including two attorneys and two public members.

One member of the public appointed by the Speaker of the Assembly, and one member of the public appointed by the Senate Committee on Rules.

### **Appointing Authority**

Board of Trustees

Governor

Senate Committee on Rules

Speaker of the Assembly

### **Officers**

Chair and vice-chair appointed by the Board of Trustees to serve one-year terms, with the possibility of reappointment.

### **Member Terms**

Four years

### **Law School Council (LSC)**

#### **Charge**

*The Committee of Bar Examiners of the State Bar of California (CBE) shall communicate and cooperate with the Law School Council (Business and Professions Code section 6046.6(b)). The council may provide expertise and advise to the CBE for matters relating to aspects of ABA-approved law school education relevant to the bar exam and licensure, as may be requested by the law schools, the CBE, the State Bar of Trustees, or the Court may identify topics appropriate for ad hoc working groups related to those subjects, and may offer nominations of ABA law school deans to participate on CBE and other bar-appointed working groups.*

(Source: Bus. & Prof. Code § 6046.6 (b))

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

Seven members

### **Specific Composition Requirements or Guidelines**

Membership must be comprised of no more than seven deans or their representatives (staff or faculty) from ABA-approved schools in California.

### **Appointing Authority**

Committee of Bar Examiners

### **Officers**

Chair is appointed by the Committee of the Bar Examiners to serve a one-year term, with the possibility of reappointment.

### **Member Terms**

Four years

## **Legal Services Trust Fund Commission (LSTFC)**

### **Charge**

*Administer, in accordance with legal requirements and State Bar Rules, revenue from Interest on Lawyers' Trust Accounts and other funds remitted to the Legal Services Trust Fund Program of the State Bar including the Equal Access Fund from the Judicial Council pursuant to the California state budget. The LSTFC determines an applicant's eligibility for grants. The LSTFC monitors and evaluates a recipient's compliance with Trust Fund Requirements and grant terms. The LSTFC also reviews denial or termination of funding and complaints from any person or entity when a grant recipient fails to meet Trust Fund Requirements.*

(Source: Rules of the State Bar, Title 3, Division 5, Chapter 2, Rule 3.661)

## **Membership Composition, Appointment Process, and Terms**

### **Number of Members**

24 members

### **Specific Composition Requirements or Guidelines**

Membership must be comprised of no more than 21 voting members and three nonvoting bench officers. The Board of Trustees appoints six voting members. The chair of the Judicial Council appoints the 10 members, including the three nonvoting judicial advisors. The Senate Committee

on Rules and the Speaker of the Assembly each appoint two commissioners. The commission itself appoints four members, including at least two members that are or have been within five years of appointment, indigent persons as defined by Business and Professions Code section 6213. Historically, these positions have been appointed by the Board of Trustees.

No employee or independent contractor acting as a consultant to any agency that is a potential recipient of funds under the Legal Services Trust Fund Program shall be appointed to the commission. (State Bar Rule 3.662.)

### **Appointing Authority**

Chair of Judicial Council  
Board of Trustees

### **Procedures for Appointment**

Board of Trustees Policy Manual, section 4.2

### **Officers**

Chair and vice-chair appointed by the Judicial Council to serve one-year terms, with the possibility of reappointment.

### **Member Terms**

Four years

## **Review Committee of the Commission on Judicial Nominees Evaluation (RJNE)**

### **Charge**

*Review requests from candidates who are seeking reconsideration of a “not qualified” rating by the Commission on Judicial Nominees Evaluation (JNE). The Review Committee of the Commission on Judicial Nominees Evaluation (RJNE) reviews the record from the JNE commission investigation of the candidate and focuses on possible violations of rules or procedures.*

*(Source: State Bar Rules Title 7, Article 6, Rule 7.66)*

### **Membership Composition, Appointment Process, and Terms**

#### **Number of Members**

Five members

#### **Specific Composition Requirements or Guidelines**

RJNE must be made up of two members of the Board of Trustees—one attorney member, one public member—one past member of the JNE Commission, and two at-large members.

**Appointing Authority**

Board of Trustees Policy Manual, section 4.2, except for two Trustees appointed by the incoming Board chair at the beginning of the Board year.

**Officers**

Chair

**Member Terms**

Four years, except for two Trustee members who serve one-year terms subject to reappointment by the incoming Board chair at the beginning of the Board year.

# APPENDIX C

## ETHICS AND CONFLICTS OF INTEREST REFERENCES



### RELEVANT STATUTORY PROVISIONS

#### [Links to Relevant Business & Professions Code Sections](#)

##### [§ 6035. Definitions](#)

~~Unless the contrary is stated or clearly appears from the context, the definitions set forth in Chapter 2 (commencing with section 82000) of Title 9 of the Government Code shall govern the interpretation of this article.~~

##### [§ 6036. Disqualification of member for financial or personal interest; exception; disclosure](#)

~~(a) Any member of the board of trustees shall disqualify himself from making, participating in the making of, or attempting to influence any decisions of the State Bar in which the member has a financial interest, as that term is defined in Section 87103 of the Government Code, that it is reasonably foreseeable may be affected materially by the decision.~~

~~(b) Any member of the board of trustees shall likewise disqualify himself when there exists a personal interest that may prevent the member from applying disinterested skill and undivided loyalty to the State Bar in making or participating in the making of decisions.~~

~~(c) Notwithstanding subdivisions (a) and (b), no member shall be prevented from making or participating in the making of any decision to the extent that the member's participation is legally required for the action or decision to be made. The fact that a member's vote is needed to break a tie does not make the member's participation legally required for the purposes of this section.~~

~~(d) A member required to disqualify himself because of a conflict of interest shall (1) immediately disclose the interest, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence another member, and (4) refrain from voting. It is sufficient for the purpose of this section that the member indicate only that the member has a disqualifying financial or personal interest.~~

~~(e) For purposes of this article and unless otherwise specified, "member" means any appointed or elected member of the board of trustees.~~

##### [§ 6037. Violations by members; validity of action or decision of Board; misdemeanor; termination of member; civil and criminal penalties](#)

~~No action or decision of the State Bar shall be invalid because of the participation therein by a member or members of the board of trustees in violation of Section 6036. However, any member~~



who intentionally violates the provisions of subdivision (a) of Section 6036 is guilty of a misdemeanor, punishable by imprisonment in the county jail not exceeding five days, or by a fine not exceeding one thousand dollars (\$1,000), or by both, and, if the member is an attorney member of the board, a certified copy of the record of conviction shall be transmitted to the Supreme Court for disposition as provided in Sections 6101 and 6102. Upon entry of final judgment of conviction, the member's term of office on the board of trustees, and duties and authority incidental thereto, shall automatically terminate. Any member who intentionally violates the provisions of subdivision (b) of Section 6036 shall be liable for a civil penalty not to exceed five hundred dollars (\$500) for each violation, which shall be assessed and recovered in a civil action in a court of competent jurisdiction brought in the name of the state only by a district attorney of a county in which the member resides or maintains offices and the penalty collected shall be paid to the treasurer of that county.

**§ 6038. Governmental decisions of specified state agencies; applicability of article to State Bar members thereof**

Attorney members of the Judicial Council, members of the Commission on Judicial Performance who are not judges, and employees designated in the Conflict of Interest Code of the State Bar of California are subject to provisions of this article with respect to making, participating in the making, or attempting to influence governmental decisions of their respective state agencies other than decisions of a judicial or quasi-judicial nature.

## Links to Relevant Government Code Sections

### § 1090. Conflicts of interest contracts, sales, and purchases

~~(a) Members of the Legislature, state, county, district, judicial district, and city officers or employees shall not be financially interested in any contract made by them in their official capacity, or by any body or board of which they are members. Nor shall state, county, district, judicial district, and city officers or employees be purchasers at any sale or vendors at any purchase made by them in their official capacity.~~

~~(b) An individual shall not aid or abet a mMember of the Legislature or a state, county, district, judicial district, or city officer or employee in violating subdivision (a).~~

~~(c) As used in this article, “district” means any agency of the state formed pursuant to general law or special act, for the local performance of governmental or proprietary functions within limited boundaries.~~

### § 1091. Remote interest of officer or member

~~(a) An officer shall not be deemed to be interested in a contract entered into by a body or board of which the officer is a member within the meaning of this article if the officer has only a remote interest in the contract, and if the fact of that interest is disclosed to the body or board of which the officer is a member and noted in its official records; and thereafter the body or board authorizes, approves, or ratifies the contract in good faith by a vote of its membership sufficient for the purpose without counting the vote or votes of the officer or member with the remote interest.~~

~~(b) As used in this article, “remote interest” means any of the following:~~

~~(1) — That of an officer or employee of a nonprofit entity exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code (26 U.S.C. Sec. 501(c)(3)), pursuant to Section 501(c)(5) of the Internal Revenue Code (26 U.S.C. Sec. 501(c)(5)), or a nonprofit corporation, except as provided in paragraph (8) of subdivision (a) of Section 1091.5.~~

~~That of an employee or agent of the contracting party, if the contracting party has 10 or more other employees, and if the officer was an employee or agent of that contracting party for at least three years prior to the officer initially accepting their office and the officer owns less than three percent of the shares of stock of the contracting party; and the employee or agent is not an officer or director of the contracting party and did not directly participate in formulating the bid of the contracting party.~~

For purposes of this paragraph, time of employment with the contracting party by the officer shall be counted in computing the three-year period specified in this paragraph even though the contracting party has been converted from one form of business organization to a different form of business organization within three years of the initial taking of office by the officer. Time of employment in that case shall be counted only if, after the transfer or change

in organization, the real or ultimate ownership of the contracting party is the same or substantially similar to that which existed before the transfer or change in organization. For purposes of this paragraph, stockholders, bondholders, partners, or other persons holding an interest in the contracting party are regarded as having the "real or ultimate ownership" of the contracting party.

~~(2) That of an employee or agent of the contracting party, if all of the following conditions are met:~~

- ~~(A) The agency of which the person is an officer is a local public agency located in a county with a population of less than four million.~~
- ~~(B) The contract is competitively bid and is not for personal services.~~
- ~~(C) The employee or agent is not in a primary management capacity with the contracting party, is not an officer or a director of the contracting party, and holds no ownership interest in the contracting party.~~
- ~~(D) The contracting party has 10 or more other employees.~~
- ~~(E) The employee or agent did not directly participate in formulating the bid of the contracting party.~~
- ~~(F) The contracting party is the lowest responsible bidder.~~

~~2. That of a parent in the earnings of their minor child for personal services.~~

~~3. That of a landlord or tenant of the contracting party.~~

~~That of an attorney of the contracting party or that of an owner, officer, employee, or agent of a firm that renders, or has rendered, service to the contracting party in the capacity of stockbroker, insurance agent, insurance broker, real estate agent, or real estate broker, if these individuals have not received and will not receive remuneration, consideration, or a commission as a result of the contract, and if these individuals have an ownership interest of 10 percent or more in the law practice or firm, stock brokerage firm, insurance firm, or real estate firm.~~

~~4. That of a member of a nonprofit corporation formed under the Food and Agricultural Code or a nonprofit corporation formed under the Corporations Code for the sole purpose of engaging in the merchandising of agricultural products or the supplying of water.~~

~~5. That of a supplier of goods or services when those goods or services have been supplied to the contracting party by the officer for at least five years prior to their election or appointment to office.~~

~~6. That of a person subject to the provisions of section 1090 in any contract or agreement entered into pursuant to the provisions of the California Land Conservation Act of 1965.~~

- ~~7. Except as provided in subdivision (b) of section 1091.5, that of a director of, or a person having an ownership interest of, 10 percent or more in a bank, bank holding company, or savings and loan association with which a party to the contract has a relationship of borrower or depositor, debtor or creditor.~~
- ~~8. That of an engineer, a geologist, an architect, or a planner employed by a consulting engineering, architectural, or planning firm. This paragraph applies only to an employee of a consulting firm who does not serve in a primary management capacity, and does not apply to an officer or a director of a consulting firm.~~
- ~~9. That of an elected officer otherwise subject to section 1090, in any housing assistance payment contract entered into pursuant to section 8 of the United States Housing Act of 1937 (42 U.S.C. Sec. 1437f) as amended, provided that the housing assistance payment contract was in existence before section 1090 became applicable to the officer and will be renewed or extended only as to the existing tenant, or, in a jurisdiction in which the rental vacancy rate is less than five percent, as to new tenants in a unit previously under a section 8 contract. This section applies to any person who became a public official on or after November 1, 1986.~~
- ~~10. That of a person receiving salary, per diem, or reimbursement for expenses from a government entity.~~
- ~~11. That of a person owning less than 3 percent of the shares of a contracting party that is a for-profit corporation, provided that the ownership of the shares derived from the person's employment with that corporation.~~
- ~~12. That of a party to litigation involving the body or board of which the officer is a member in connection with an agreement in which all of the following apply:
  - ~~(A) The agreement is entered into as part of a settlement of litigation in which the body or board is represented by legal counsel.~~
  - ~~(B) After a review of the merits of the agreement and other relevant facts and circumstances, a court of competent jurisdiction finds that the agreement serves the public interest.~~
  - ~~(C) The interested member has recused themselves from all participation, direct or indirect, in the making of the agreement on behalf of the body or board.~~~~
- ~~13. That of a person who is an officer or employee of an investor-owned utility that is regulated by the Public Utilities Commission with respect to a contract between the investor-owned utility and a state, county, district, judicial district, or city body or board of which the person is a member, if the contract requires the investor-owned~~

~~utility to provide energy efficiency rebates or other type of program to encourage energy efficiency that benefits the public when all of the following apply:~~

~~(A) The contract is funded by utility consumers pursuant to regulations of the Public Utilities Commission.~~

~~(B) The contract provides no individual benefit to the person that is not also provided to the public, and the investor-owned utility receives no direct financial profit from the contract.~~

~~(C) The person has recused themselves from all participation in making the contract on behalf of the state, county, district, judicial district, or city body or board of which they are a member.~~

~~(D) The contract implements a program authorized by the Public Utilities Commission.~~

~~14. That of an owner or a partner of a firm serving as an appointed member of an unelected board or commission of the contracting agency if the owner or partner recuses themselves from providing any advice to the contracting agency regarding the contract between the firm and the contracting agency and from all participation in reviewing a project that results from that contract.~~

~~—  
(c)~~

~~This section is not applicable to any officer interested in a contract who influences or attempts to influence another member of the body or board of which they are a member to enter into the contract.~~

~~\_\_\_\_ The willful failure of an officer to disclose the fact of their interest in a contract pursuant to this section is punishable as provided in section 1097. That violation does not void the contract unless the contracting party had knowledge of the fact of the remote interest of the officer at the time the contract was executed.~~

~~(d) This section shall be repealed on January 1, 2026.~~

#### **§ 1091.5. Interests not constituting an interest in a contract**

~~a. An officer or employee shall not be deemed to be interested in a contract if their interest is any of the following:~~

- ~~(1) The ownership of less than 3 percent of the shares of a corporation for profit, provided that the total annual income to them from dividends, including the value of stock dividends, from the corporation does not exceed 5 percent of their total annual income, and any other payments made to them by the corporation do not exceed 5 percent of their total annual income.~~
- ~~(2) That of an officer in being reimbursed for their actual and necessary expenses incurred in the performance of official duties.~~
- ~~(3) That of a recipient of public services generally provided by the public body or board of which they are a member, on the same terms and conditions as if they were not a member of the body or board.~~
- ~~(4) That of a landlord or tenant of the contracting party if the contracting party is the federal government or any federal department or agency; this state or an adjoining state; any department or agency of this state or an adjoining state; any county or city of this state or an adjoining state; or any public corporation or special, judicial, or other public district of this state or an adjoining state; unless the subject matter of the contract is the property in which the officer or employee has the interest as landlord or tenant in which event their interest shall be deemed a mere interest within the meaning of, and subject to, the provisions of section 1091.~~

- ~~(5) That of a tenant in a public housing authority created pursuant to part 2 (commencing with section 34200) of Division 24 of the Health and Safety Code in which they serve as a member of the board of commissioners of the authority or of a community development commission created pursuant to part 1.7 (commencing with section 34100) of Division 24 of the Health and Safety Code.~~
- ~~(6) That of a spouse of an officer or employee of a public agency in their spouse's employment or officeholding if their spouse's employment or officeholding has existed for at least one year prior to their election or appointment.~~
- ~~(7) That of a nonsalaried member of a nonprofit corporation, provided that this interest is disclosed to the body or board at the time of the first consideration of the contract, and provided further that this interest is noted in its official records.~~
- ~~(8) That of a noncompensated officer of a nonprofit, tax-exempt corporation, which, as one of its primary purposes, supports the functions of the body or board or to which the body or board has a legal obligation to give particular consideration, and provided further that this interest is noted in its official records. For purposes of this paragraph, an officer is "noncompensated" even though they receive reimbursement from the nonprofit, tax-exempt corporation for necessary travel and other actual expenses incurred in performing the duties of their office.~~
- ~~(9) That of a person receiving salary, per diem, or reimbursement for expenses from a government entity, unless the contract directly involves the department of the government entity that employs the officer or employee, provided that the interest is disclosed to the body or board at the time of consideration of the contract, and provided further that the interest is noted in its official record.~~
- ~~(10) — That of an attorney of the contracting party or that of an owner, officer, employee, or agent of a firm which renders, or has rendered, service to the contracting party in the capacity of stockbroker, insurance agent, insurance broker, real estate agent, or real estate broker, if these individuals have not received and will not receive remuneration, consideration, or a commission as a result of the contract, and if these individuals have an ownership interest of less than 10 percent in the law practice or firm, stock brokerage firm, insurance firm, or real estate firm.~~
- ~~(11) — E~~

~~Except as provided in subdivision (b), that of an officer or employee of, or a person having less than a 10-percent ownership interest in, a bank, bank holding company, or savings and loan association with which a party to the contract has a relationship of borrower, depositor, debtor, or creditor.~~

~~(12) — That of:~~

~~(A) a bona fide nonprofit, tax-exempt corporation having among its primary purposes the conservation, preservation, or restoration of park and natural lands or historical resources for public benefit, which corporation enters into an agreement with a public agency to provide services related to park and natural lands or historical resources and which services are found by the public agency, prior to entering into the agreement or as part of the agreement, to be necessary to the public interest to plan for, acquire, protect, conserve, improve, or restore park and natural lands or historical resources for public purposes and~~

~~(B) any officer, director, or employee acting pursuant to the agreement on behalf of the nonprofit corporation. For purposes of this paragraph, “agreement” includes contracts and grants, and “park,” “natural lands,” and “historical resources” shall have the meanings set forth in subdivisions (d), (g), and (i) of section 5902 of the Public Resources Code. Services to be provided to the public agency may include those studies and related services, acquisitions of property and property interests, and any activities related to those studies and acquisitions necessary for the conservation, preservation, improvement, or restoration of park and natural lands or historical resources.~~

~~(13) — That of an officer, an employee, or a member of the Board of Directors of the California Housing Finance Agency with respect to a loan product or program, if the officer, employee, or member participated in the planning, discussions, development, or approval of the loan product or program and both of the following two conditions exist:~~

~~(A) The loan product or program is or may be originated by any lender approved by the agency.~~

~~(B) The loan product or program is generally available to qualifying borrowers on terms and conditions that are substantially the same for all qualifying borrowers at the time the loan is made.~~

~~(14) — That of a party to a contract for public services entered into by a special district that requires a person to be a landowner or representative of a landowner to serve on the board of which the officer or employee is a member, on the same terms and conditions as if they were not a member of the body or board. For purposes of this~~



paragraph, “public services” includes the powers and purposes generally provided pursuant to provisions of the Water Code relating to irrigation districts, California water districts, water storage districts, or reclamation districts.

- a. ~~An officer or employee shall not be deemed to be interested in a contract made pursuant to competitive bidding under a procedure established by law if their sole interest is that of an officer, a director, or an employee of a bank or savings and loan association with which a party to the contract has the relationship of borrower or depositor, debtor, or creditor.~~

#### **§ 1092. Avoidance of contracts; limitations period**

- (a) ~~Every contract made in violation of any of the provisions of section 1090 may be avoided at the instance of any party, except the officer interested therein. No such contract may be avoided because of the interest of an officer therein unless the contract is made in the official capacity of the officer, or by a board or body of which they are a member.~~
- (b) ~~An action under this section shall be commenced within four years after the plaintiff has discovered, or in the exercise of reasonable care should have discovered, a violation described in subdivision (a).~~

#### **§ 87103. Financial interest in decision by public official**

~~A public official has a financial interest in a decision within the meaning of section 87100 if it is reasonably foreseeable that the decision will have a material financial effect, distinguishable from its effect on the public generally, on the official, a member of their immediate family, or any of the following:~~

- a. ~~Any business entity in which the public official has a direct or indirect investment worth \$2,000 or more.~~
- b. ~~Any real property in which the public official has a direct or indirect interest worth \$2,000 or more.~~
- c. ~~Any source of income, except gifts or loans by a commercial lending institution made in the regular course of business on terms available to the public without regard to official status, aggregating \$500 or more in value provided or promised to, received by, the public official within 12 months prior to the time when the decision is made.~~
- d. ~~Any business entity in which the public official is a director, an officer, a partner, a trustee, an employee, or holds any position of management.~~
- e. ~~Any donor of, or any intermediary or agent for a donor of, a gift or gifts aggregating \$250 or more in value provided to, received by, or promised to the public official within 12 months prior to the time when the decision is made. The amount of the value of gifts specified by this~~

~~subdivision shall be adjusted biennially by the commission to equal the same amount determined by the commission pursuant to subdivision (f) of section 89503.~~

~~For purposes of this section, “indirect investment or interest” means any investment or interest owned by the spouse or dependent child of a public official, by an agent on behalf of a public official, or by a business entity or trust in which the official, the official’s agents, spouse, and dependent children own directly, indirectly, or beneficially a 10-percent interest or greater.~~

#### **§ 87206. Investment or interest in real property; statement; contents**

~~If an investment or an interest in real property is required to be disclosed under this article, the statement shall contain:~~

- ~~(a) A statement of the nature of the investment or interest.~~
- ~~(b) The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged.~~
- ~~(c) The address or other precise location of the real property.~~
- ~~(d) A statement whether the fair market value of the investment or interest in real property equals or exceeds \$2,000 but does not exceed \$10,000; whether it exceeds \$10,000 but does not exceed \$100,000; whether it exceeds \$100,000 but does not exceed \$1,000,000; or whether it exceeds \$1,000,000.~~
- ~~(e) In the case of a statement filed under sections 87203 or 87204, if the investment or interest in real property was partially or wholly acquired or disposed of during the period covered by the statement, and the date of acquisition or disposal.~~
- ~~(f) For purposes of disclosure under this article, “interest in real property” does not include the principal residence of the filer or any other property which the filer utilizes exclusively as the filer’s personal residence.~~

#### **§ 87207. Income; statement; contents**

- ~~(a) If income is required to be reported under this article, the statement shall contain, except as provided in subdivision (b):~~
  - ~~(1) The name and address of each source of income aggregating \$500 or more in value, or \$50 or more in value if the income was a gift, and a general description of the business activity, if any, of each source.~~
  - ~~(2) A statement whether the aggregate value of income from each source, or in the case of a loan, the highest amount owed to each source, was at least \$500 but did not exceed \$1,000; whether it was in excess of \$1,000 but was not greater than \$10,000;~~

~~whether it was greater than \$10,000 but not greater than \$100,000; or whether it was greater than \$100,000.~~

~~(3) A description of the consideration, if any, for which the income was received.~~

~~(4) In the case of a gift, the amount and the date on which the gift was received, and the travel destination for purposes of a gift that is a travel payment, advance, or reimbursement.~~

~~(5) In the case of a loan, the annual interest rate, the security, if any, given for the loan, and the term of the loan.~~

~~(b) If the filer's pro rata share of income to a business entity, including income to a sole proprietorship, is required to be reported under this article, the statement shall contain:~~

~~(1) The name, address, and a general description of the business activity of the business entity.~~

~~(2) The name of every person from whom the business entity received payments if the filer's pro rata share of gross receipts from that person was equal to or greater than \$10,000 during a calendar year.~~

~~(c)~~

~~If a payment for travel, including an advance or reimbursement, is required to be reported pursuant to this section, it may be reported on a separate travel reimbursement schedule, which shall be included in the filer's statement of economic interests. A filer who chooses not to use the travel schedule shall disclose payments for travel as a gift, unless it is clear from all surrounding circumstances that the services provided were equal to or greater in value than the payments for the travel, in which case the travel may be reported as income.~~

## **CONFLICT OF INTEREST CODE FOR THE BOARD OF TRUSTEES OF THE STATE BAR OF CALIFORNIA**

(Current Version Approved by the Chief Justice of California or Designee on November 21, 2023)

The Political Reform Act (Government Code section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission has adopted a regulation, California Code of Regulations, title 2, section 18730 ("Regulation 18730"), which contains the terms of a standard conflict of interest code.

The State Bar of California has incorporated the terms of Regulation 18730 set forth below (and any future amendments thereto as may be duly adopted by the Fair Political Practices Commission), to constitute the amended Conflict of Interest Code for the Board of Trustees of the State Bar of California. The provisions of Regulation 18730, which appear below, along with this and the following page, Appendix A (Designated Positions of the Board of Trustees of the State Bar of California), Appendix B (Disclosure Categories for the Members of the Board of Trustees of the State Bar of California), and Appendix C (Privileged Information Withheld from a Statement of Economic Interests), constitute the complete Conflict of Interest Code for the Board of Trustees of the State Bar of California.

The disqualification obligations set forth in Sections 9 and 9.5 of Regulation 18730 are in addition to those set forth in Business and Professions Code section 6036, as that section or any other provision of the State Bar Act (Bus. & Prof. Code, § 6000, et seq.) concerning disqualification due to conflicts of interest may be amended from time to time. Effective January 1, 2024, under Business and Professions Code section 6036, Trustees must disqualify themselves from making, participating in the making of, or attempting to influence any decision of the State Bar of California (1) when the Trustee has a financial interest and it is reasonably foreseeable that the interest may be affected materially by the decision; or (2) when the Trustee has a personal interest that may prevent the Trustee from applying disinterested skill and undivided loyalty to the State Bar in making or participating in the making of the decision.

Effective January 1, 2024, pursuant to California Business and Professions Code section 6001, subdivision (e)(3), Trustees are additionally subject to the conflicts of interest provisions relating to contracts set forth in Government Code sections 1090 to 1097.2, inclusive, and are deemed state officers thereunder. These provisions generally provide, subject to certain exceptions, that

state officers shall not be financially interested in any contract made by them in their official capacity or by any board of which they are members.

The disclosure procedure set forth in Section 10 of Regulation 18730 is in addition to that set forth in Business and Professions Code section 6036, subdivision (d). Under this provision, a Trustee disqualified, due to a conflict of interest, from making, participating in the making of, or attempting to influence any decisions of the State Bar of California shall (1) immediately disclose the interest, (2) withdraw from any participation in the matter, (3) refrain from attempting to influence another Trustee, and (4) refrain from voting. Consistent with section 6036, subdivision (d), it is sufficient that the Trustee indicate only the existence of a disqualifying financial or personal interest, without disclosing the specific interest.

All references to “designated employees” in Regulation 18730 shall be deemed to include Trustees of the State Bar of California. All references to “public official” in Regulation 18730 shall be deemed to include Trustees of the State Bar of California, notwithstanding Government Code section 82048, subdivision (b)(2). All references to “state administrative official” in Regulation 18730 shall be deemed to include Trustees of the State Bar of California, notwithstanding Government Code section 87400, subdivision (b).

### **Place of Filing of Statements of Economic Interests (Form 700)**

Statements of Economic Interests (also known as Form 700) of members of the Board of Trustees shall be filed with the Board Secretary of the State Bar. The Board Secretary shall make and retain a copy of each statement and forward the originals to the clerk of the Supreme Court within ten days after the filing deadline or within ten days after receipt in the case of statements filed late. In the event of electronic filing of the statement, the Board Secretary shall submit an electronic copy of the filed statement to the Supreme Court, which shall be deemed an original. The Board Secretary shall make the statements available for public inspection and reproduction. (Gov. Code, § 81008.)

(Regulations of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations)

### **§ 18730. Provisions of Conflict of Interest Codes**

- (a) Incorporation by reference of the terms of this regulation along with the designation of employees and the formulation of disclosure categories in the Appendix referred to below constitute the adoption and promulgation of a conflict of interest code within the meaning of Section 87300 or the amendment of a conflict of interest code within the meaning of Section 87306 if the terms of this regulation are substituted for terms of a conflict of interest code already in effect. A code so amended or adopted and promulgated requires the reporting of reportable items in a manner substantially equivalent to the requirements of article 2 of chapter 7 of the Political Reform Act,

Sections 81000, et seq. The requirements of a conflict of interest code are in addition to other requirements of the Political Reform Act, such as the general prohibition against conflicts of interest contained in Section 87100, and to other state or local laws pertaining to conflicts of interest.

- (b) The terms of a conflict of interest code amended or adopted and promulgated pursuant to this regulation are as follows:

### **Section 1: Definitions**

The definitions contained in the Political Reform Act of 1974, regulations of the Fair Political Practices Commission (Regulations 18110, et seq.), and any amendments to the Act or regulations, are incorporated by reference into this conflict of interest code.

### **Section 2: Designated Employees**

The persons holding positions listed in the Appendix are designated employees. It has been determined that these persons make or participate in the making of decisions which may foreseeably have material effect on economic interests.

### **Section 3: Disclosure Categories**

This code does not establish any disclosure obligation for those designated employees who are also specified in Section 87200 if they are designated in this code in that same capacity or if the geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction in which those persons must report their economic interests pursuant to article 2 of chapter 7 of the Political Reform Act, Sections 87200, et seq.

In addition, this code does not establish any disclosure obligation for any designated employees who are designated in a conflict of interest code for another agency, if all of the following apply:

- (A) The geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction of the other agency;
- (B) The disclosure assigned in the code of the other agency is the same as that required under article 2 of chapter 7 of the Political Reform Act, Section 87200; and
- (C) The filing officer is the same for both agencies [FN1]

Such persons are covered by this code for disqualification purposes only. With respect to all other designated employees, the disclosure categories set forth in the Appendix specify which kinds of economic interests are reportable. Such a designated employee shall disclose in the employee's statement of economic interests those economic interests the employee has which are of the kind described in the disclosure categories to which the employee is assigned in the Appendix. It has been determined that the economic interests set forth in a designated employee's disclosure categories are the kinds of economic interests which the employee foreseeably can affect materially through the conduct of the employee's office.

#### Section 4: Statements of Economic Interests: Place of Filing

The code reviewing body shall instruct all designated employees within its code to file statements of economic interests with the agency or with the code reviewing body, as provided by the code reviewing body in the agency's conflict of interest code. [FN2]

#### Section 5: Statements of Economic Interests: Time of Filing

- (A) Initial Statements. All designated employees employed by the agency on the effective date of this code, as originally adopted, promulgated and approved by the code reviewing body, shall file statements within 30 days after the effective date of this code. Thereafter, each person already in a position when it is designated by an amendment to this code shall file an initial statement within 30 days after the effective date of the amendment.
- (B) Assuming Office Statements. All persons assuming designated positions after the effective date of this code shall file statements within 30 days after assuming the designated positions, or if subject to State Senate confirmation, 30 days after being nominated or appointed.
- (C) Annual Statements. All designated employees shall file statements no later than April 1. If a person reports for military service as defined in the Servicemember's Civil Relief Act, the deadline for the annual statement of economic interests is 30 days following the person's return to office, provided the e person, or someone authorized to represent the person's interests, notifies the filing officer in writing prior to the applicable filing deadline that the person is subject to that federal statute and is unable to meet the applicable deadline, and provides the f filing officer verification of the person's military status.
- (D) Leaving Office Statements. All persons who leave designated positions shall file statements within 30 days after leaving office.

#### Section 5.5 Statements for Persons Who Resign Prior to Assuming Office

Any person who resigns within 12 months of initial appointment, or within 30 days of the date of notice provided by the filing officer to file an assuming office statement, is not deemed to have assumed office or left office, provided the person did not make or participate in the making of, or use the person's position to influence any decision and did not receive or become entitled to receive any form of payment as a result of the person's appointment. Such persons shall not file either an assuming or leaving office statement.

- (A) Any person who resigns a position within 30 days of the date of a notice from the filing officer shall do both the following:
  - 1. File a written resignation with the appointing power; and
  - 2. File a written statement with the filing officer declaring under penalty of perjury that during the period between appointment and resignation the person did not make, participate in the making, or use the position to influence any decision of

the agency or receive, or become entitled to receive, any form of payment by virtue of being appointed to the position.

## **Section 6: Contents of and Period Covered by Statements of Economic Interests**

### **(A) Contents of Initial Statements.**

Initial statements shall disclose any reportable investments, interests in real property and business positions held on the effective date of the code and income received during the 12 months prior to the effective date of the code.

### **(B) Contents of Assuming Office Statements.**

Assuming office statements shall disclose any reportable investments, interests in real property and business positions held on the date of assuming office or, if subject to State Senate confirmation or appointment, on the date of nomination, and income received during the 12 months prior to the date of assuming office or the date of being appointed or nominated, respectively.

### **(C) Contents of Annual Statements.**

Annual statements shall disclose any reportable investments, interests in real property, income and business positions held or received during the previous calendar year provided, however, that the period covered by an employee's first annual statement shall begin on the effective date of the code or the date of assuming office whichever is later, or for a board or commission member subject to Section 87302.6, the day after the closing date of the most recent statement filed by the member pursuant to Regulation 18754.

### **(D) Contents of Leaving Office Statements.**

Leaving office statements shall disclose reportable investments, interests in real property, income and business positions held or received during the period between the closing date of the last statement filed and the date of leaving office.



## Section 7: Manner of Reporting

Statements of economic interests shall be made on forms prescribed by the Fair Political Practices Commission and supplied by the agency, and shall contain the following information:

(A) Investment and Real Property Disclosure.

When an investment or an interest in real property [FN3] is required to be reported, [FN4] the statement shall contain the following:

1. A statement of the nature of the investment or interest;
2. The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged;
3. The address or other precise location of the real property;
4. A statement whether the fair market value of the investment or interest in real property equals or exceeds \$2,000, exceeds \$10,000, exceeds \$100,000, or exceeds \$1,000,000.

(B) Personal Income Disclosure. When personal income is required to be reported, [FN5] the statement shall contain:

1. The name and address of each source of income aggregating \$500 or more in value, or \$50 or more in value if the income was a gift, and a general description of the business activity, if any, of each source;
2. A statement whether the aggregate value of income from each source, or in the case of a loan, the highest amount owed to each source, was \$1,000 or less, greater than \$1,000, greater than \$10,000, or greater than \$100,000;
3. A description of the consideration, if any, for which the income was received;
4. In the case of a gift, the name, address and business activity of the donor and any intermediary through which the gift was made; a description of the gift; the amount or value of the gift; and the date on which the gift was received;
5. In the case of a loan, the annual interest rate and the security, if any, given for the loan and the term of the loan.

(C) Business Entity Income Disclosure. When income of a business entity, including income of a sole proprietorship, is required to be reported, [FN6] the statement shall contain:

1. The name, address, and a general description of the business activity of the business entity;
2. The name of every person from whom the business entity received payments if the filer's pro rata share of gross receipts from such person was equal to or greater than \$10,000.

(D) Business Position Disclosure. When business positions are required to be reported, a designated employee shall list the name and address of each business entity in which the employee is a director, officer, partner, trustee, employee, or in which the employee

holds any position of management, a description of the business activity in which the business entity is engaged, and the designated employee's position with the business entity.

- (E) Acquisition or Disposal During Reporting Period. In the case of an annual or leaving office statement, if an investment or an interest in real property was partially or wholly acquired or disposed of during the period covered by the statement, the statement shall contain the date of acquisition or disposal.

## **Section 8: Prohibition on Receipt of Honoraria**

- (A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept any honorarium from any source, if the member or employee would be required to report the receipt of income or gifts from that source on the member's or employee's statement of economic interests.
- (B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.
- (C) Subdivisions (a), (b), and (c) of Section 89501 shall apply to the prohibitions in this section.
- (D) This section shall not limit or prohibit payments, advances, or reimbursements for travel and related lodging and subsistence authorized by Section 89506.

### **Section 8.1: Prohibition on Receipt Gifts in Excess of \$590630**

- (A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept gifts with a total value of more than \$590630 in a calendar year from any single source, if the member or employee would be required to report the receipt of income or gifts from that source on the member's or employee's statement of economic interests.
- (B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.
- (C) Subdivisions (e), (f), and (g) of Section 89503 shall apply to the prohibitions in this section.

### **Section 8.2: Loans to Public Officials**

- (A) No elected officer of a state or local government agency shall, from the date of the election to office through the date that the officer vacates office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the elected officer holds office or over which the elected officer's agency has direction and control.
- (B) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while he or she holds office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the public official holds office or over which the public official's agency has direction and control. This subdivision

shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

- (C) No elected officer of a state or local government agency shall, from the date of the election to office through the date that the officer vacates office, receive a personal loan from any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control.

This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status.

- (D) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while the official holds office, receive a personal loan from any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control. This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status. This subdivision shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

- (E) This section shall not apply to the following:

1. Loans made to the campaign committee of an elected officer or candidate for elective office.
2. Loans made by a public official's spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such persons, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.
3. Loans from a person which, in the aggregate, do not exceed \$500 at any given time.
4. Loans made, or offered in writing, before January 1, 1998.

### **Section 8.3: Loan of Terms**

- (A) Except as set forth in subdivision (B), no elected officer of a state or local government agency shall, from the date of the officer's election to office through the date the officer vacates office, receive a personal loan of \$500 or more, except when the loan is in writing and clearly states the terms of the loan, including the parties to the loan agreement, date of the loan, amount of the loan, term of the loan, date or dates when payments shall be

due on the loan and the amount of the payments, and the rate of interest paid on the loan.

(B) This section shall not apply to the following types of loans:

1. Loans made to the campaign committee of the elected officer.
2. Loans made to the elected officer by his or her spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.
3. Loans made, or offered in writing, before January 1, 1998.

(C) Nothing in this section shall exempt any person from any other provision of Title 9 of the Government Code.

#### **Section 8.4: Personal Loans**

(A) Except as set forth in subdivision (B), a personal loan received by any designated employee shall become a gift to the designated employee for the purposes of this section in the following circumstances:

1. If the loan has a defined date or dates for repayment, when the statute of limitations for filing an action for default has expired.
2. If the loan has no defined date or dates for repayment, when one year has elapsed from the later of the following:
  - a. The date the loan was made.
  - b. The date the last payment of \$100 or more was made on the loan.
  - c. The date upon which the debtor has made payments on the loan aggregating to less than \$250 during the previous 12 months.

(B) This section shall not apply to the following types of loans:

1. A loan made to the campaign committee of an elected officer or a candidate for elective office.
2. A loan that would otherwise not be a gift as defined in this title.
3. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor has taken reasonable action to collect the balance due.
4. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor, based on reasonable business considerations, has not undertaken collection action. Except in a criminal action, a creditor who claims that a loan is not a gift on the basis of this paragraph has the burden of proving that the decision for not taking collection action was based on reasonable business considerations.
5. A loan made to a debtor who has filed for bankruptcy and the loan is ultimately discharged in bankruptcy.

- (C) Nothing in this section shall exempt any person from any other provisions of Title 9 of the Government Code.

### **Section 9: Disqualification**

No designated employee shall make, participate in making, or in any way attempt to use the employee's official position to influence the making of any governmental decision which the employee knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of the official's immediate family or on:

- (A) Any business entity in which the designated employee has a direct or indirect investment worth \$2,000 or more;
- (B) Any real property in which the designated employee has a direct or indirect interest worth \$2,000 or more;
- (C) Any source of income, other than gifts and other than loans by a commercial lending institution in the regular course of business on terms available to the public without regard to official status, aggregating \$500 or more in value provided to, received by or promised to the designated employee within 12 months prior to the time when the decision is made;
- (D) Any business entity in which the designated employee is a director, officer, partner, trustee, employee, or holds any position of management; or
- (E) Any donor of, or any intermediary or agent for a donor of, a gift or gifts aggregating ~~\$590~~ 630 or more provided to, received by, or promised to the designated employee within 12 months prior to the time when the decision is made.

### **Section 9.3: Legal Required Participation**

No designated employee shall be prevented from making or participating in the making of any decision to the extent the employee's participation is legally required for the decision to be made. The fact that the vote of a designated employee who is on a voting body is needed to break a tie does not make the employees' participation legally required for purposes of this section.

### **Section 9.5: Disqualification of State Officers and Employees**

In addition to the general disqualification provisions of section 9, no state administrative official shall make, participate in making, or use the official's position to influence any governmental decision directly relating to any contract where the state administrative official knows or has reason to know that any party to the contract is a person with whom the state administrative official, or any member of the official's immediate family has, within 12 months prior to the time when the official action is to be taken:

- (A) Engaged in a business transaction or transactions on terms not available to members of the public, regarding any investment or interest in real property; or
- (B) Engaged in a business transaction or transactions on terms not available to members of the public regarding the rendering of goods or services totaling in value \$1,000 or more.

### **Section 10: Disclosure of Disqualifying Interest**

When a designated employee determines that the employee should not make a governmental decision because the employee has a disqualifying interest in it, the determination not to act may be accompanied by disclosure of the disqualifying interest.

### **Section 11: Assistance of the Commission and Counsel**

When a designated employee determines that the employee should not make a governmental decision because the employee has a disqualifying interest in it, the determination not to act may be accompanied by disclosure of the disqualifying interest.

### **Section 12: Assistance of the Commission and Counsel**

This code has the force and effect of law. Designated employees violating any provision of this code are subject to the administrative, criminal and civil sanctions provided in the Political

Reform Act, Sections 81000-91014. In addition, a decision in relation to which a violation of the disqualification provisions of this code or of Section 87100 or 87450 has occurred may be set aside as void pursuant to Section 91003.

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<sup>1</sup> Designated employees who are required to file statements of economic interests under any other agency's conflict of interest code, or under article 2 for a different jurisdiction, may expand their statement of economic interests to cover reportable interests in both jurisdictions, and file copies of this expanded statement with both entities in lieu of filing separate and distinct statements, provided that each copy of such expanded statement filed in place of an original is signed and verified by the designated employee as if it were an original. See Section 81004.

<sup>2</sup> See Section 81010 and Regulation 18115 for the duties of filing officers and persons in agencies who make and retain copies of statements and forward the originals to the filing officer.

<sup>3</sup> For the purpose of disclosure only (not disqualification), an interest in real property does not include the principal residence of the filer.

<sup>4</sup> Investments and interests in real property which have a fair market value of less than \$2,000 are not investments and interests in real property within the meaning of the Political Reform Act. However, investments or interests in real property of an individual include those held by the individual's spouse and dependent children as well as a pro rata share of any investment or interest in real property of any business entity or trust in which the individual, spouse and dependent children own, in the aggregate, a direct, indirect or beneficial interest of 10 percent or greater.

## Appendix A – Designated Positions of the Board of Trustees of the State Bar of California

Designated Position	Disclosure Categories
Member of the Board of Trustees	1, 2, 3

## **Appendix B – Disclosure Categories for the Members of the Board of Trustees of the State Bar of California**

In this appendix, “reportable investments” do not include: bank accounts; money market accounts; certificates of deposit; government bonds; insurance policies; cryptocurrency; commodities; annuities; shares in a credit union; government defined-benefit pension plans; certain interests held in a blind trust; or diversified mutual funds, or substantially similar funds, that meet the requirements of California Code of Regulations, title 2, section 18237. Assets held in retirement accounts must be disclosed if the assets are reportable items, such as common stock (investments) or real estate (interest in real property). “Income” does not include salary received from governmental sources. “Positions” includes employee, partner, officer, director, trustee, and any other management position. An interest in real property used as the Trustee’s personal residence is only required to be reported if the residence is also used as a place of business.

### **Category 1**

All reportable interests in real property located in California or within two miles of California.

### **Category 2**

All reportable investments in, sources of income (including loans, gifts, and travel payments) received from, or positions held in, persons or entities that are subject to the regulatory or licensing authority of the State Bar of California or have an application for a license or other certification or approval pending before the State Bar of California, including but not limited to: California attorneys and law firms, including without limitation law corporations and limited liability partnerships; law schools; law students; applicants to become licensed by the State Bar of California; California lawyer referral services; California legal aid providers; providers of mandatory continuing legal education in California; and financial institutions offering IOLTA (Interest on Lawyers’ Trust Accounts) accounts in California.

### **Category 3**

All reportable investments in, sources of income (including loans, gifts, and travel payments) received from, or positions held in, businesses that are located in or do business in California and manufacture, provide, or sell in California goods, services, supplies, materials, machinery or equipment of a type purchased or leased by the State Bar of California, including without limitation:

- (a) Legal services;
- (b) Legal publications and legal research providers;
- (c) Vendors of office supplies, office equipment, office furniture or business maintenance supplies or services, typesetting, printing or duplicating services or equipment, messenger services, mass mailing services, and security services;



- (d) Travel agencies, hotels, meeting planning services, event or meeting rental services, conference rooms or similar event rentals, airlines, car rental agencies, ground transport entities, vendors of meeting space, and food services;
- (e) Insurance companies, brokerage firms, carriers, holding companies, underwriters, brokers, solicitors, agents, adjusters, claims managers, actuaries, and third-party administrators;
- (f) Banks and other financial institutions;
- (g) Vendors of computers, computer hardware, maintenance, software, SaaS, data processing, web hosting, web design, computer consulting services, video or telecom supplies, services, consulting or equipment, providers of audio-visual production services and IT related services;
- (h) Real estate brokerage firms, real estate agents, real estate brokers and companies that engage in property management, land development, construction or the acquisition or sale or leasing or subleasing of real property;
- (i) Providers of consulting, rehabilitative, educational treatment or other services concerning the prevention, treatment or rehabilitation of persons suffering from chemical dependency;
- (j) Public relations and/or media management consultants; and
- (k) Employee benefit providers and administrators of employee benefits, personnel consulting services and employment agencies.

### **Appendix C – Privileged Information Withheld from a Statement of Economic Interests**

If a member of the Board of Trustees of the State Bar of California believes that disclosure in a Statement of Economic Interests of the name of a person or entity, the disclosure of which would otherwise be required under this Conflict of Interest Code for the Board of Trustees of the State Bar of California, would violate a legally recognized privilege under California law, the member may assert the privilege as follows:

- a) The member shall not report in the disclosure statement the information asserted to be privileged.
- b) The member shall file with the disclosure statement a separate statement under penalty of perjury that (1) advises the filing officer that a reportable person or entity has not been reported, (2) asserts the applicable privilege, (3) states the legal basis for the assertion, and (4) states, as specifically as possible without defeating the privilege, facts that demonstrate why the privilege is applicable.
- c) The Chief Justice of California, or designee(s), shall determine if the privilege is applicable. The Chief Justice of California, or designee(s), may request additional information from the member and consider additional evidence in camera. If the Chief Justice of California, or designee(s), determines that disclosure is required, the member shall disclose the unreported information within 15 days after the clerk of the Supreme Court mails notice of the determination.

# APPENDIX D

## COMMONLY USED STATE BAR ACRONYMS



ACRONYM	MEANING
<del>AB</del>	<del>Assembly Bill</del>
ABA	American Bar Association
<del>ADA</del>	<del>Americans with Disabilities Act</del>
ABA	American Bar Association
ACTC	Assistant Chief Trial Counsel
<del>ADA</del>	<del>Americans with Disabilities Act</del>
ADP	Alternative Discipline Program
ADR	Annual Discipline Report
AENC	Applicant Evaluation and Nominations Committee
AIMS	Admissions Information Management System
ALD	Agreement in Lieu of Discipline
AJUD	Assembly Judiciary Committee
AOR	Address on Record
<del>ARCR</del>	<del>Attorney Regulation &amp; Consumer Resources</del>
ASL	American Sign Language
<del>ATILS</del>	<del>Task Force on Access Through Innovation of Legal Services</del>
BBC	Bench-Bar Coalition
BOT	Board of Trustees
CAAL	California Academy of Appellate Lawyers
CAPA	California Attorney Practice Analysis
CBE	Committee of Bar Examiners
CBLS	California Board of Legal Specialization
CBX	California Bar Exam
CDAA	California District Attorneys Association
CEB	Continuing Education of the Bar
CJP	Commission on Judicial Performance

CLA	California Lawyers Association
CLE	Continuing Legal Education
CMS	Case Management System
COAF	Council on Access and Fairness
COPRAC	Committee on Professional Responsibility and Conduct
CPRA	California Public Records Act
CSA	California State Auditor
CSBARS	Committee of State Bar Accredited and Registered Law Schools
CSF	Client Security Fund
CSFC	Client Security Fund Commission
CTC	Chief Trial Counsel
CTJG	Closing the Justice Gap
CW	Complaining Witness
DA	District Attorney
(Decd.)	Deceased (in parentheses, after person's name)
DOJ	Department of Justice
<u>DOR</u>	<u>Division of Regulation</u>
ED	Executive Director
ENEC	Early Neutral Evaluation Conference
FAQ	Frequently Asked Question
FBI	Federal Bureau of Investigation
FP	Fingerprint
FYLSX	First-Year Law Students' Exam
GC	General Counsel
GIPITF	Governance in the Public Interest Task Force
HR	Human Resources
IOLTA	Interest on Lawyers' Trust Account
IT	Information Technology
<u>ITAC</u>	<u>Information Technical Advisory Committee</u>
JC	Judicial Council
JD	Juris Doctor
JNE	Judicial Nominees Evaluation Commission
LAO	Legislative Analyst's Office

LAP	Lawyer Assistance Program
LAPOC	Lawyer Assistance Program Oversight Committee
LC	Law Corporation
LEP	Limited English Proficiency
LLC	Limited Liability Company
LLP	Limited Liability Partnership

LSC	Law School Council
LSTFC	Legal Services Trust Fund Commission
LRS	Lawyer Referral Service
MAAD	Mission Advancement & Accountability Division
MCLE	Minimum Continuing Legal Education
MCWG	Moral Character Working Group
MJP	Multijurisdictional Practice
MOU	Memorandum of Understanding
NA/UPL	Nonattorney/Unauthorized Practice of Law
NC	Noncompliant
OA&I	Office of Access & Inclusion
OCTC	Office of Chief Trial Counsel
ODY	Odyssey Case Management System
OGC	Office of <del>the</del> General Counsel
OPC	Office of Professional Competence
OPSCP	Office of Professional Support & Client Protection

~~ORIA-ORS~~ ~~Office of Research & Institutional Accountability~~ Office of Research and Statistics

PERB	Public Employment Relations Board
PLI	Practicing Law Institute
PSR	Public Service Representative
RAC	Advisory Committee on California Accredited Law School Rules
RAD	Regulation and Discipline Committee
RADC	Reportable Action Discipline Case
RFI	Request for Information
RFP	Request for Proposal
RFQ	Request for Qualifications or Request for Quote
RJNE	Review Committee for Judicial Nominees Evaluation Commission

SBC	State Bar Court
SBI	State Bar Initiated Discipline Case
SBN	State Bar Number
SCSE	Strategic Communications & Stakeholder Engagement

ACRONYM	MEANING
SDTC	Special Deputy Chief Trial Counsel
SJUD	Senate Judiciary Committee
SLAPP	Strategic Lawsuit Against Public Participation
SME	Subject-Matter Expert
SUSRS	Statewide Uniform Statistical Reporting System
UPL	Unauthorized Practice of Law
VOIP	Voice Over Internet Protocol
VRI	Video Remote Interpreting (for American Sign Language)

# APPENDIX E

## PUBLIC COMMENT POLICY FOR THE BOARD OF TRUSTEES AND SUBENTITIES

The State Bar of California welcomes public comment at all of its public meetings and appreciates listening to a wide range of viewpoints that reflect the diversity of California. These public comment rules are designed to ensure that members of the public may exercise their right to be heard, as well as ensure that the State Bar is able to fulfill its obligation to conduct business on behalf of the people of California in a timely fashion.

### **Written Public Comment**

Members of the public may submit comments in writing before any public meeting by sending them directly to the email address listed on the agenda.

To allow sufficient time for the Board and subentity members to review written public comments, members of the public are encouraged to submit written comments at least 24 hours prior to the start of a meeting. Written comments received less than 24 hours before the start of the meeting may not be provided to members prior to the meeting but in any event will be distributed the following business day.

Written materials brought to a meeting for distribution will be held by the Board secretary or committee coordinator and will be distributed after the meeting.

Information regarding how to provide public comment will be on each meeting webpage and all meeting agendas.

### **Oral Public Comment**

The State Bar welcomes public comment in person, over the telephone, or by video conference. Instructions for making oral comment are posted on the State Bar's website and include the process for signing up to speak. Members of the public are encouraged to sign up to speak in advance of the meeting but may speak at the time public comment is called. Members of the public attending the meeting remotely will be called on in the order that they appear in the attendee list. Those who sign-up to provide oral comment in person will be recognized in the order in which they signed up. These instructions are consistent with the State Bar's Public Comment Policy and the Bagley-Keene Open Meeting Act.

### **Making A Written Request to Speak**

Individuals may request to speak in advance of a meeting, or they can make the request at the meeting. Information about how to sign-up in advance will be on each meeting agenda as well as on the meeting webpage.

Those who submit a written request to speak will receive a written confirmation of receipt. Members of the public are asked to provide the speaker's first and last name and the topic or the number of the specific agenda item they wish to address. People will be called to speak in the order in which they signed-up.

The deadline for advance sign-up to speak is 24 hours prior to the start of the meeting. The chair of all State Bar meetings generally calls for public comment at the beginning of each meeting. The chair will set a time limit for each speaker of not less than two minutes per speaker prior to the start of the public comment period. The time limit will be the same for all speakers on a particular item.

When a large number of speakers wish to comment on one item on the agenda, the chair may decide to take general public comment at the start of the meeting and take public comment on a specific agenda item when that item is called.

The State Bar encourages groups of people who have a shared position to appoint one or more spokesperson(s) to speak for their group. The chair shall verbally request those who share their views to stand up or raise their hands via Zoom to acknowledge the number of people signifying their support to communicate more fully to those who are unable to see because of vision impairment or because they are participating by telephone without video.

Members of the public cannot cede their time to another speaker.

The chair has the discretion to allow members of the public who wish to speak following closure of the public comment to make remarks at any time during the meeting.

Given time constraints, it is not guaranteed that all who request to speak will be accommodated. The time allotted for public comment will vary according to the number of requests received and the time available. ~~If numerous requests are received, individual speaker time may be limited, but will be not less than two minutes per speaker prior to the start of the public comment period. For meetings that do not have a set end time or that are noticed for a duration of greater than two hours, a~~After two hours of public comment, inclusive of a 10-minute break, or up to the first 100 speakers, whichever comes first, the chair may declare the public comment session closed. ~~For meetings that are noticed for a duration of less than two hours, after one hour of public comment, or up to 50 speakers, whichever comes first, the chair may declare the public comment session closed.~~

~~The foregoing time limitations do not apply to hearings held in open session in which the Board, committee, or subentity is considering action against a specific person or entity. Such a person or entity~~ Organizational entities who will be directly affected by an action will receive additional time to address the body ~~at the time the agenda item is heard. The chair may place reasonable, however time~~ limits ~~will be placed on either on~~ the total time or the number of official representatives ~~of the person or entity~~ that can address the body. ~~Comment by affected entities will be heard at the time the respective agenda item is called. Such persons or E~~Entities who wish



to address the body must contact the Board secretary or committee coordinator not less than 72 hours in advance of the meeting for scheduling purposes.

### **Requests for Accommodation**

Individuals in need of interpreters or other reasonable accommodations to address or observe a meeting are asked to provide at least 72 hours' notice to allow sufficient time to make arrangements~~must contact the Board secretary or committee coordinator at least three business days in advance of the meeting~~. Reasonable accommodations will be provided free of charge. Individuals providing public comment at the meeting~~Public speakers~~ who require interpreters shall be given at least twice the time limit for other speakers. The granting of additional time for speakers who require other accommodations is at the discretion of the chair but must be sufficient to allow people needing special accommodations to have an equal opportunity to address the State Bar as those who do not.

### **Maintain Decorum at Meetings**

A meeting is a limited public forum, and State Bar policy bodies must give broad rein to a speaker's right of self-expression so long as comments made relate to the specific agenda item or to items under the jurisdiction of the Board or the committee/subentity at which the comment is made~~State Bar of California~~. Members of the public have the right to comment on or criticize the State Bar's programs, practices, policies, and services, as well as its members and staff.

The State Bar of California invites public comment about its operations, including comment about the performance of its public officials and employees. However, any person—whether that person is attending in person, by phone, or by video conference—who engages in disorderly conduct or utters loud, threatening, offensive, or abusive language that actually disrupts, disturbs, impedes, or otherwise renders infeasible~~impedes~~ the orderly conduct of the meeting shall, at the discretion of the chair, be barred~~removed from the meeting~~from further audience before the body at that meeting~~Prior to removal, the chair or their designee shall warn the person that their behavior is disrupting the meeting and that their failure to cease their behavior may result in their removal. To the extent the warning is given to a person providing public comment, the person's time for public comment will be held while the warning is given. After providing the warning, the chair or their designee may remove the person if they do not promptly cease their disruptive behavior. No warning prior to removal is required if the person is engaged in a true threat of force, namely a threat that has sufficient indicia of intent and seriousness, that a reasonable observer would perceive it to be an actual threat to use force by the person making the threat.~~

In addition, State Bar policies, along with federal and state laws, prohibit discrimination against or harassment of State Bar employees based on race, color, ancestry, national origin, ethnicity, citizenship, sex (including pregnancy, childbirth, breastfeeding, or related medical conditions), age, religion, religious creed, disability or medical condition, HIV/AIDS status, genetic information, sexual orientation, marital status (including domestic partnership), gender, gender identity, ~~gender~~ gender expression, sexual orientation, military and veteran status, or any other status

protected by state or federal laws. Should there be any such discriminatory or harassing comments during public comment, at the discretion of the chair, the following actions shall be taken:

1. The chair shall read, at the chair's option, the State Bar's policy regarding discrimination and harassment into the record. That policy is as follows:  
"The State Bar maintains zero tolerance for unlawful harassment, discrimination, and retaliation. Employees must, at all times, treat all other employees, job applicants, and persons providing services to the State Bar with respect and dignity in accordance with this policy. Likewise, the State Bar will not tolerate harassment, discrimination, or retaliation against its employees, job applicants, or members of the public by any employees, or by any person with whom the State Bar has a business, service, or professional relationship."
2. The chair shall state that comments in violation of State Bar policy regarding discrimination and harassment will not be condoned and inform the speaker that their language is unwanted, unwelcome and/or inappropriate, and that they interfere with the ability of those present to listen and understand;
3. The chair shall further state that any State Bar employee who is offended or otherwise does not wish to attend due to the remarks is excused from attendance at the meeting during the remarks;
4. The speaker's time will be held during the chair's admonishment and the speaker will receive their full allotment of time unless the speaker's comments actually disrupt, disturb, impede, or otherwise render infeasible ~~impede~~ the orderly conduct of the meeting;
5. The speaker will be allowed to continue after the admonishment; and
6. The chair may call a recess to allow staff or public to leave and/or provide de-escalation.

In-person attendees at the meeting shall not wear or display signs, placards, banners, hats, costumes or similar items at any time in the room where the meeting is held that obstruct the view of other audience members. In no event shall signs, placards, banners, props or similar items be larger than 8 ½ by 11 inches, taped to wall or doors, be illuminated, or be attached to any pole, stick or other device. Signs, placards, or banners attached to any pole, stick, or device must be left outside of the security screening.

#### **Waive Rules in Case of Emergency Situations**

~~The State Bar may waive or override the above rules in case of emergency situations as defined in Section 11125.5(a-b) of the Bagley-Keene Open Meetings Act, or to maintain the orderly conduct of the meeting as defined by Section 11126.5 of the Bagley-Keene Open Meetings Act.~~

Please note that comments and materials received will, in full, become part of the public record.



# The State Bar *of California*