

DRAFT
OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS MEETING

Special Called Meeting

Monday, July 27, 2020 – 9:00am

*Via Telephonic Open Meeting Pursuant to Governor's March 16, 2020,
Temporary Suspension of Certain Open Meetings Provisions**

The Board of Directors of the State Bar of Texas met in a special called board meeting on July 27, 2020, via Zoom. Chair Charlie Ginn called the meeting to order at 9:03 am, and Executive Director Trey Apffel called the roll. A quorum of voting Board members was present. Director Emily Miller delivered the invocation, and Director Wendy-Adele Humphrey led the pledges to the United States and Texas flags.

Present:

Board Members: Benny Agosto, Immediate Past Chair Jerry Alexander*, Jeff Allison, Andy Almanzán, Chad Baruch, Kate Bihm, Rebekah Brooker, David Calvillo, Luis Cardenas, Derek Cook, Rob Crain, Christina Davis, Alistair Dawson, Michael Dokupil, Dr. Maria Hernandez Ferrier, President-elect Sylvia Borunda Firth, Steve Fischer, TYLA Immediate Past President Victor Flores, Lucy Forbes, Chair Charlie Ginn, Shari Goldsberry, Marc Gravely, August Harris, TYLA President Britney Harrison, Wendy-Adele Humphrey, Michael Hurst, Yolanda Cortés Mares, President Larry McDougal, Carra Miller, Lydia Mount, Steve Naylor, TYLA President-elect Jeanine Rispoli, Carmen Roe, Adam Schramek, Mary Scott, David Sergi, Alan Sims, Jason Smith, Todd Smith, Immediate Past President Randy Sorrels, Diane St. Yves, Andrew Tolchin, Santos Vargas, Michael Vasquez, Amy Welborn, James Wester, and Kim Pack Wilson.

Liaisons*: Judge Les Hatch, Denise Hoggard, Justice Debra Lehrmann, and Judge Kevin Patrick Yeary

Section Representatives*: Carlos Cárdenas, Deborah Cordova, Matthew Kolodoski, Emily Miller, Kathryn Murphy, and Michael Smith

Excused Absences: Judge David S. Morales*
(* denotes nonvoting)

I. REPORTS:

A. Remarks from the General Public:

The board heard oral comments from 61 members of the public on Agenda Item 5.

The board recessed at 10:30 am and returned at 10:41 am.

B. Comments from the President:

President Larry McDougal addressed the board regarding online commentary. **{Exhibit}**¹

The board recessed at 12:46 pm and returned at 1:15 pm.

C. Report from the Chair of the Board:

Chair Ginn addressed the board on the procedures for the closed session and the open floor for directors to speak. **{Exhibit B}**

D. Closed Session: At 1:29 pm, the State Bar Board of Directors recessed the open meeting and reconvened in closed session pursuant to Texas Government Code Section 551.071 to seek advice of board counsel regarding rights and remedies and board governance issues, including conduct of board officers and directors and filling of vacancies. With the exception of Board liaisons and section representatives, all other individuals including non-essential staff and other guests excused themselves from the closed session.

¹ Exhibits are available at www.texasbar.com/board

- E. Open Session: At 3:50 pm, the open session of the State Bar Board of Directors meeting reconvened. During the closed session, only matters relating to seeking advice of board counsel regarding rights and remedies and board governance issues, including conduct of board officers and directors and filling of vacancies.
- F. Report from the Chair of the Board continued:
Discussion ensued amongst the board of directors.

Director Adam Schramek made a motion to create a working group that includes all interested directors to go through all proposals to make sure that those voices are heard and to then report back with proposals as to which of them should be adopted and/or for further discussion. Director Yolanda Cortés Mares seconded. Discussion ensued. Director Rob Crain offered a friendly amendment that the motion give leeway to the working group to include other interested parties from within the bar. The friendly amendment was accepted by Director Schramek and seconded by Director Yolanda Cortés Mares. No further discussion; motion carried.

Director Alistair Dawson made a motion that the board remove authority of President McDougal to speak or send communications on behalf of the State Bar of Texas unless and until that authority is restored by this board at a future meeting. Discussion ensued; motion was tabled for the next scheduled board meeting in September.

Director Adam Schramek made a motion to have Director Dawson's written resolution submitted to legal counsel for the board to be advised on the legality of adopting it at the September meeting. Director Amy Welborn seconded. No discussion; motion carried.

Director Lucy Forbes made a motion based on the African American Lawyers Section's suggestion for the board to be required to take implicit biased training. Director Andrew Tolchin seconded. Discussion ensued. Amended motion that the board receive required implicit bias training by December 31, 2020; motion carried.

Director Jason Smith made a motion that was later modified that the MCLE committee analyze, investigate, and propose a report on including implicit bias training as part of MCLE requirements for Texas lawyers and report back by January 2021. Seconded by Director Kate Bihm. Discussion ensued; motion carried.

Immediate Past President Randy Sorrels motioned that President McDougal prepare and present a preliminary plan of action by the September 25 board of directors meeting and then have a deadline of January 2021 meeting to have a plan in place with an understanding that the board would consider changing these dates if personal circumstances warranted. President McDougal seconded. Discussion ensued; Motion was later modified as a result of the discussion; motion carried.

Director Adam Schramek made a motion to direct the policy manual committee and the nominations and elections committee to coordinate efforts and propose revisions to the State Bar Policy Manual to strengthen the vetting process for State Bar presidential candidates and to implement procedures aimed at assuring that Texas lawyers are better informed of candidate backgrounds before casting their votes. Director Cortés Mares seconded. Discussion ensued; Motion was later modified as a result of the discussion; motion carried.

President-elect Sylvia Borunda Firth made a motion to refer all of the action items contained in the letters from the African American Law section and the National Bar Association to legal counsel to determine which of those might be implemented by the state Bar without running afoul of the limitations in terms of *Keller v. State Bar of California* and to require that such guidance be provided to the board at the September board meeting. Director Amy Welborn seconded. Discussion ensued. Motion carried.

Director Andy Almanzán made a motion that the motion made by Director Dawson be provided to the legal department and that a special called board meeting be scheduled on that issue. Seconded by Director David Calvillo. Discussion ensued. Motion withdrawn.

Director Jason Smith made a motion that the board refer to the Committee on Disciplinary Rules and Referenda consideration of whether to adopt ABA Model Rule 8.4(g) as part of the Texas Rules of Professional Conduct. Director Andy Almanzán seconded. No discussion; motion carried.

Director Santos Vargas made a motion that the board call a special meeting to consider Director Dawson’s motion that was tabled earlier prior to the September regular board meeting, on a date when President McDougal is available. Director Andy Almanzán seconded. Discussion ensued. A roll call vote was called; motion carried.

G. Report from the President-elect:

President-elect Sylvia Borunda Firth gave an update on the creation of a State Bar of Texas Task Force on Diversity, Equity, and Inclusion. {**Exhibit**}

President-elect Sylvia Borunda Firth made a motion to approve the creation of a State Bar of Texas Task Force on Diversity, Equity, and Inclusion. TYLA President-elect Jeanine Rispoli seconded. No discussion; motion carried.

H. Report from General Counsel: no report.

I. Report from Legal Counsel: no report.

There being no further business, the meeting was adjourned at 7:27 pm.

Exhibits referenced in these minutes are available online at www.texasbar.com/board