

**OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS MEETING**

Special Called Meeting

Thursday, September 10, 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 September 10, 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 Steve Naylor delivered the invocation, and Director Amy Welborn 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 47 members of the public relating to Agenda Item 6. **{Exhibit A}**¹

The board recessed at 10:36 am and returned at 10:46 am.

B. Report from the Executive Director:

Executive Director Trey Apffel thanked the directors, State Bar members, and the public for their input, relating that these efforts will help ensure that diversity, equity, and inclusion issues stay at the forefront of the bar's work going forward. **{Exhibit B}**

The board recessed at 11:50 am and returned at 12:10 pm.

C. Report from the Chair of the Board:

Chair Charlie Ginn reported that the approval of the minutes from the July 27, 2020, Special Called Board Meeting will take place at the September 25, 2020, regularly scheduled board meeting.

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

D. Closed Session: At 12:10 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 board

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

counsel's analysis of director Alistair Dawson's July 27, 2020, tabled motion regarding the spokesperson duties of the State Bar President and a revised motion sent to board counsel by Dawson; continued discussion regarding options available to the board; an update on *McDonald et al. v. Sorrels et al* (No. 20-50448 in the Fifth Circuit Court of Appeals) and *Keller* analysis of action items requested of the State Bar President by the African American Lawyers Section (AALS) on July 13, 2020. 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.

E. Open Session: At 3:18 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 board counsel's analysis of director Alistair Dawson's July 27, 2020, tabled motion regarding the spokesperson duties of the State Bar President and a revised motion sent to board counsel by Dawson, continued discussion regarding options available to the board, an update on *McDonald v. Sorrels*, and *Keller* analysis of action items requested of the State Bar President by the African American Lawyers Section (AALS) on July 13, 2020, were discussed.

F. Report from the Chair of the Board continued:
Discussion ensued amongst the board of directors.

Director Alistair Dawson withdrew his motion made at the July 27, 2020, Special Called Board Meeting. Discussion ensued.

Director Alistair Dawson made a motion that the Policy Manual Committee submit to the board a code of conduct to be followed by all officers and directors of the State Bar on a prospective basis, including potential consequences for violations of the code, and that the code of conduct be presented to the board for consideration when it's available. The motion was modified as a result of the discussion to provide that the committee is authorized to obtain legal counsel in connection with its efforts. The motion was seconded by Director Andy Almanzán. Discussion ensued; motion carried.

Director Alistair Dawson made a motion that the Policy Manual Committee present to the board its recommendations for changes in the Policy Manual and/or the State Bar Rules that might enable this board to impeach, remove from office, suspend, or take any other disciplinary action against any officer or director of the State Bar on a prospective basis and that the Board authorize the Policy Manual Committee to coordinate with legal counsel as needed to address any legal questions that might arise in connection with analyzing the issues raised by this motion. Director Rob Crain seconded. Discussion ensued. A roll call vote was called; motion carried.

G. Board Workgroup to Review Public and Member Input on Diversity and Inclusion Issues:
Director Carmen Roe reported on the Justice in Leadership Workgroup that was approved at the July 27 meeting. {Exhibit D}

Director Carmen Roe made a motion that the board approve the roster of the Justice in Leadership Workgroup. Director Andrew Tolchin seconded. No discussion; motion carried.

H. Report from the Chair of the Board continued:
Director Jason Smith made a motion that the board refer ABA Model Rule 8.4(g) and the existing Rule 5.08 of the Texas Disciplinary Rules of professional Conduct to the DCAAP Committee for study and recommendation. Director Andy Almanzán seconded. Discussion ensued; motion carried.

The board recessed at 4:07 pm and returned at 4:15 pm.

Chair Charlie opened the floor for comments from directors.

I. Comments from the President:
President Larry McDougal reported on his upcoming task force, workgroups, and plan to address diversity issues. {Exhibit E}

- J. Report from the President-elect:
President-elect Sylvia Borunda Firth made a motion to approve the roster of the Task Force on Diversity, Equity, and Inclusion. Director David Sergi seconded. No discussion; motion carried. {Exhibit F}
- K. Report from the Immediate Past President:
Immediate Past President Randy Sorrels addressed two topics: what might happen if the State Bar of Texas were to lose its autonomy and social media comments made by Director Steve Fischer. Discussion ensued.
- L. Report from General Counsel: No report.
- M. Nominations and Elections Subcommittee:
Immediate Past President Randy Sorrels reported on the Nominations and Elections committee selection of the two president-elect candidates who will be presented to the board at the September 25 board meeting: Sara Dysart and Laura Gibson.
- N. Report from Legal Counsel: No report.

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