BOARDS MEMBERS PRESENT: Jessica Sanchez, President, Mesa; Benjamin Taylor, President-Elect, Phoenix; Ted Schmidt, Vice President, Tucson; Sam Saks, Secretary/Treasurer, Tempe; Diandra Benally, Fountain Hills; Sandra Bensley, Tucson; YLD President Nicholas Brown, Phoenix; Jena Decker-Xu, Phoenix; Denis Fitzgibbons, Casa Grande; Sharon Flack, Prescott; Kelsi Lane, Phoenix; Leticia Marquez, Tucson; Robert McWhirter, Phoenix; John Moody, Phoenix; Preston Pollock, Globe; Jennifer Rebholz, Board Advisor, Phoenix; David Rosenbaum, Phoenix; Eric Ruchensky, Flagstaff; D. Christopher Russell, Sierra Vista; Jimmie Dee Smith, Yuma; Public Governors Robyn Austin, Tucson, Cedric Dave, Chandler, Mignonne Hollis, Sierra Vista; At-Large Governors Mike Baumstark, Scottdale, Dave Byers, Phoenix, and Doreen McPaul, Window Rock; Ex-Officio Member Dean Marc Miller, UA College of Law, Tucson.

BOARD MEMBERS WITH EXCUSED ABSENCES: Public Member Jonathan Martone, Paradise Valley.

STAFF: Matt Campbell, System Administrator; Deanna Commack, Executive Assistant; Joel England, CEO/Executive Director; Sarah Epperson, Ethics Counsel; Joe Hengemuehler, Chief Communications Officer; Jessica Iennarella, Controller; Lori Maxwell, Chief Information Officer; Elena Nethers, Director of Diversity, Equity and Inclusion; Lisa Panahi, General Counsel; Amy Rehm, Deputy Chief Bar Counsel; Carrie Sherman, Director of Board Operations; Roberta Tepper, Chief Member Services Officer; Maret Vessella, Chief Bar Counsel.


Call to the Public – Jessica Sanchez
President Sanchez made a Call to the Public and hearing nothing, moved on to the next item on the agenda.

Diversity Survey Results – Professor Tammi Walker

- The D&I survey presentation covered:
  - Executive Summary
  - Survey Purpose and Acknowledgements
  - Survey Design
  - Respondents & Demographics
Key Findings

The results provide the State Bar with a foundation from which to measure future growth; what are next steps?

Q&A session followed:
- Any future survey to be open for a longer timeframe
- Ways to broaden the reach to members to educate/respond to a future survey
- Reiterate confidentiality assured; survey endorsed by the Institutional Review Board
- Compare results with other professions
- Affinity bar leaders asked to provide feedback to the Board’s D&I Panel
- Publish results

**President’s Report** – Jessica Sanchez

- Attended:
  - PCBA Board Meeting and then a Meet and Greet with District 5 members held at Ted Schmidt’s law firm; thanked VP Schmidt for arranging these events
  - Investitures: Phoenix City Judges Patricia George, Frankie Jones, and Alex Navidad
  - Maricopa County Bar Association Holiday Party
  - NCBP 21st Century Lawyer webinar - “A Conversation with DOJ on Increasing Access to Justice”
    - President Sanchez recognized the Arizona Supreme Court for the innovations it has already made to improve access to justice
- Considering holding:
  - the April or May Board meeting outside Phoenix
  - an Executive Council meeting in Window Rock
- Playlist from Board Retreat to be circulated later today; enjoy!

**CEO’s Report** – Joel England

- Introduced:
  - Employee of the 4th Quarter Jennifer Sonier, Professional Development Director
  - Employee of the Year Caitlin Kelly, Program Coordinator in the Legal Services Division
- Attended same events as President Sanchez
- SB 1092 introduced; the State Bar and Supreme Court may not infringe or impede “the political speech rights of any attorney or the attorney’s clients”
- Staff updates:
  - New HR Director starts on January 30
  - CFO Kathy Gerhart to begin phasing out career at the Bar; Controller Jessica Iennarella will become Deputy CFO in April, train extensively on CFO responsibilities not currently handled, and become CFO at yearend

**Proposed Amendments to the SBA Articles of Incorporation** – Lisa Panahi

- The Bar’s Articles of Incorporation were filed in 1987 and needed to be reviewed.
• Some general language clean-up was proposed but Article VII, which deals with the dissolution of the corporation, would be changed to allow the assets to also be distributed to a 501(c)(6), whereas the current Articles only mention assets being distributed to a 501(c)(3).
• Notice was given to the Board at the December meeting that the proposed amendments would be voted on at this meeting; no comments/feedback were received.
• **MOTION:** David Rosenbaum moved, Eric Ruchensky seconded and the motion carried unanimously to approve the proposed amendments to the SBA Articles of Incorporation.

**Consent Agenda** – Jessica Sanchez
President Sanchez asked if there were any matters that needed to be removed from the Consent Agenda and hearing nothing,
• **MOTION:** David Rosenbaum moved, Eric Ruchensky seconded, and the motion carried unanimously to approve the Consent Agenda:
  a) Approval of December 2, 2022 Board Meeting Minutes
  b) Approval of Resignations in Good Standing
  c) Approval of Resignations in Lieu of Reinstatement
  d) Approval of Reinstatement of Member(s) Suspended for Non-Compliance with Annual Membership Fees and/or Trust Account Compliance (Rule 32(c)(10) and/or Rule 43, Ariz. R. Sup. Ct.)
  e) Approval of 2021-2022 Summary Suspensions for Non-Compliance with MCLE Requirements (Rule 45, Ariz. R. Sup. Ct.)
  f) Fee Waiver Denials

**Finance and Audit Committee** – Jessica Iennarella
• Currently anticipating a surplus for the year of $1,554K relative to a budgeted surplus of $389K – excluding investment activity.
  ➢ Revenues – Anticipate $712K favorable variance – Variance primarily driven by increased CLE revenue, advertising sales and rental income
  ➢ Expenses – Anticipate $453K favorable variance – Variance primarily driven by lower bank fees and personnel costs
• December financial statements will be issued in two phases. Preliminary will be issued January 31st. Final, including year-end adjustments, will be out around end of February.

**Information**
• Human Resources Subcommittee – Sandra Bensley
  ➢ Board members will receive a survey to assess the CEO’s 2022 performance
  ➢ Executive Session at February Board meeting to vote on CEO’s compensation

**Adjournment:** 11:00 a.m.

Respectfully submitted,

Sam Saks
Secretary/Treasurer