

Executive Director's Message

by Karen A. Gould



Council: the Governing Body of the Virginia State Bar

THE GOVERNING BODY OF THE Virginia State Bar is Council, which consists of eighty-one lawyers, sixty-five of whom are elected representatives of their judicial circuits. The number of representatives from each circuit varies, depending upon the number of lawyers in their respective circuits, representing over 23,000 active Virginia lawyers.¹ The Fairfax contingent, the 19th circuit, has the most representatives with fourteen, representing more than 6,000 lawyers. Each of the thirty-one judicial circuits has at least one representative,² no matter how few lawyers it has,³ as set forth by the Council bylaws. Nine members are appointed as “at large” members by the Supreme Court of Virginia. Four members represent the conferences: the Diversity Conference, the Conference of Local Bar Associations, the Senior Lawyers Conference, and the Young Lawyers Conference. The president, president-elect, and immediate past president are also members of Council. The three officers and four conference representatives serve yearly terms; the remainder are elected or appointed to serve three-year terms and may be re-elected or reappointed for a second three-year term.

Council is almost as diverse as the composition of the legal profession in Virginia in terms of ethnic background, practice type, firm size, gender, religion, and sexual orientation. There are or have been whites, blacks, Asians, Middle Easterners, Hispanics, etc. There are four Council members employed by legal aid societies spread

throughout Virginia. Commonwealth’s attorneys and criminal defense attorneys populate the ranks. Beverly Leatherbury, of the Eastern Shore, is both an assistant commonwealth’s attorney and county attorney for her jurisdiction. Rhysa South is with the Henrico County Attorney’s Office. There are many family law lawyers on Council. Solo and general practitioner Bill Bradshaw hails from Big Stone Gap in far Southwest Virginia. Bankruptcy lawyer Paula Beran practices in a two-person setting in Richmond. President Michael Robinson is with mega-firm Venable, one of the few big firms represented on Council. The plaintiffs’ bar and defense bar are also well represented.

Why are these facts important? Council serves an important function in the regulation of the legal profession in Virginia. Its members analyze, comment, debate, and vote upon proposed rule changes and statutory amendments affecting the legal profession before the proposed rule changes and statutory amendments are presented to the Supreme Court of Virginia for consideration. Diversity is important. No matter what the source of the diversity it brings different viewpoints to the table and enriches the discussion.

In these troubling times of economic downturn, the Virginia State Bar is always looking for ways to save money. Should the size of Council be reduced to cut costs?

Council meets three times a year. The Executive Committee meets five times a year and can act on matters

for Council between its meetings. The Executive Committee consists of thirteen members of Council: the three officers; the four conference chairs, and six at-large members from Council. The VSB currently budgets \$97,000 for the three meetings of Council, which includes the travel expenses of the Council members. EC meetings are budgeted at \$22,000 for five meetings. The Council and EC meetings are planned to occur throughout the commonwealth, not just in Richmond, thereby incurring more expense (staff has to travel to support the out-of-town meetings). Meetings of Council generally last between two and three hours, depending upon the complexity of the agenda items. They are preceded by a reception and dinner the night before the meeting. Because of the eighty-one-person size of Council, the VSB has to rent hotel space for its meetings.

Our neighboring state bar to the South, the North Carolina State Bar, has a governing body of sixty-eight members: sixty-one lawyers elected from forty-five judicial districts, three public members appointed by the governor and four elected officers. This year’s budget for the North Carolina State Bar council is \$320,000 to cover the cost of quarterly meetings for **at least three days** at a time.⁴ The \$320,000 also covers travel expense reimbursement for the council members, who are drawn from all over the state.

A recent law review article, “Right-Sizing Association Governance,” 63 *Hastings Law Journal: Voir Dire* 1

(2012), discusses the optimal size for the board of directors of a bar organization. It concludes that best governance practices favor smaller boards for both nonprofit and corporate organizations and that more companies have moved to small boards. *Id.* at 5. Some reasons postulated for the move are that smaller boards can engage in a “conversation-al style [that] allows for consensus to emerge more organically, after a full and vigorous discussion, whereas decisions on big boards are almost always made by a formal vote after a stilted and often shortened discussion.” *Id.* Smaller boards foster cohesion and collegiality, thereby becoming a “team.” Large boards are likely to be disengaged and unwieldy, “transferr[ing] power to the CEO and other staff...” *Id.* at 6.

The *Hastings* article also dispenses with the diversity argument:

When it comes to the size and composition of the board, the easy path is always to go bigger, to ensure that every type of firm and area of practice, every geographic region and stage of career, every

section and division and county, is represented. But representation of diverse constituencies is out of step with current best practices. A focus on diversity stems from a belief that the main purpose of the board is to provide a forum for diverse perspectives and to pass resolutions through a representative assembly. But a more accurate understanding of the board's role recognizes that its primary responsibility is to govern—often to govern a large organization with tens or hundreds of thousands of members, millions of dollars, and scores of staff. The counsel of the governance literature, which lawyers have helped produce, is clear: resist the temptation to go bigger, and instead move towards a smaller, “working” board. *Id.* at 7.

The *Hastings* article should provoke discussion as to whether the VSB should turn to a smaller board to foster team-building through cohesion and collegiality, because that will result in more organic, full and vigorous discus-

sions and, hopefully, a better decision-making process.

What do you think? Should the VSB dispense with the diversity provided by its large and diverse governing body and go to the model of a much smaller governing body? Please let us know. My e-mail address is gould@vsb.org. President Michael W. Robinson can be reached at mwrobinson@venable.com.

Endnotes:

- 1 As of September 6, 2016, the total number of active in-good-standing lawyers with Virginia licenses was 31,807. The number of active in-good-standing lawyers in the thirty-one judicial circuits in Virginia was 23,842; the remainder had addresses outside the commonwealth.
- 2 There are 21 circuits with one representative on Council.
- 3 The 21st Circuit has the fewest number of active lawyers as of September 6, 2016, with sixty-nine lawyers appearing on the role of active in-good-standing members of the Virginia State Bar.
- 4 “State Bar Outlook: The Micawber Principle,” by L. Thomas Lunsford, II, Executive Director, North Carolina State Bar, *The North Carolina State Bar Journal*, Fall 2016, at 7.

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Laws & Programs Affecting Senior Citizens in Virginia

A project of the Senior Lawyers Conference of the Virginia State Bar