AMERICAN COLLEGE OF TRIAL LAWYERS

Guide to

Being a Regent

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Introduction

Congratulations. Being a Regent of the American College of Trial Lawyers is a tremendous honor. You will play an essential role in helping the College remain vibrant by evaluating and presenting qualified candidates for induction. As a Regent, you are also a member of the Board of Regents, which is ultimately responsible for ensuring that the College fulfils its Mission: "to preserve and enhance trial practice, civility, professionalism, and the administration of justice through support of an independent judiciary, the rule of law, trial by jury, and access to justice."

This guide is structured by events in the College's year and reflects the systems which are currently in place.

The Board of Regents

The Board of Regents is the governing body of the College. The College's Bylaws give the Board authority that includes overseeing the affairs and management of the College, adopting general rules and regulations for the qualifications and election of Fellows, fixing induction fees and dues and creating executive and administrative offices. Through the instrumentality of the Board of Regents, the traditions of the College and, in particular, the process of selection of new Fellows, are preserved and enhanced. The role of Regent is one of significant trust.

Regents serve for a term of four years, commencing with the close of the Annual Meeting at which they are elected. The Bylaws (§ 5.4(a)-(d)) prescribe the procedures for nominating and electing Regents. Each of the 15 non-officer Regents is assigned to a geographic area.

The Board of Regents comprises the Regents for the 15 Regions and the members of the College's Executive Committee (President, President-Elect, Treasurer, Secretary and Immediate Past President). All Past Presidents are ex officio members of the Board of Regents and are allowed to attend the meetings of the Board of Regents. The Past Presidents have vast experience in and knowledge of the College and they are happy to share it: As they say: "while they do not have a vote, they have a voice."

Section 5 of the ACTL Bylaws governs the Board of Regents. While you should familiarize yourself with all the provisions of the Bylaws, the most relevant for operation of the Board are the following:

> **SECTION 5.9. *Meetings.***
> The Board of Regents shall meet before the Spring and Annual Meetings of the Fellows. The Board shall also meet immediately after the close of the Annual Meeting of the Fellows to elect officers and organize the Board for the coming year. Other meetings may be held at the call of the President or, in the event of his or her unavailability or inability to act, by the President-Elect. Every meeting of the Board shall be announced by a notice, specifying the time and place of the meeting, at least seven days before the meeting, except that by consent of at least ten Regents a meeting may be called upon five days' notice.
>
> **SECTION 5.10. Telephonic Meetings.**
> All or any one or more members of the Board of Regents, or a committee of the Board or of the College, may participate in a meeting of the Board or the committee through the use of telephone, teleconference, or other similar means of communications. Participation in this way shall constitute presence in person at a meeting.

SECTION 5.11. Action by Consent.

Any action required or permitted to be taken by the Board of Regents or the Executive Committee may be taken without a meeting, if all members of the Board or Executive Committee who are entitled to vote consent via writing, including electronic communication, to the adoption of a resolution authorizing the action. If unanimous consents are obtained, the resolution and a certification by the President or Secretary that unanimous consents are obtained, shall be filed with the records of minutes of the proceedings of the Board or Executive Committee.

As the Bylaws reflect, the Board always meets in the days leading up to each Annual Meeting and Spring Meeting of the College. Other special-purpose meetings may also be convened during the year.

Year-Round: Communication

Regents will receive regular communications, usually by email, from the National Office, including copies of the Minutes of the Executive Committee Meetings, death notices, and updates on College business. It is important that you update the National Office of any change in contact information and regularly check and respond to emails.

June–Fall: New Regent Selection and the Period after Appointment/Pre-Election

Each year, between three and five new Regents are selected by the Regents Nominating Committee to replace the outgoing Regents. The Regents Nominating Committee is appointed by the President at or before the Spring Meeting and the Committee's work is usually completed by July. Fellows must be notified of the Committee's nominees prior to their election at the Annual Meeting, which is usually held in September or October. While there is a process for nominating Regents other than those selected by the Nominating Committee, the Committee's choices are generally elected.

During the time between your selection by the Nominating Committee and your election at the Annual Meeting, you will receive a variety of information from the College. Do not hesitate to ask questions of the Officers, other Regents or the ACTL staff. They are an incredibly welcoming group and want you to succeed in your role. You should also read the Bylaws (which are at the back of your blue Roster and on www.actl.com) and familiarize yourself with the names of the current Regents, the Executive Committee members, the Past Presidents and the College's Executive Director and staff.

Board of Regents Meeting Before the Annual Meeting

As noted above, the Board of Regents meets in the days before each Annual Meeting. Incoming Regents are invited to attend this meeting as observers. This is an excellent opportunity to see how the Board functions and how Regents perform their duties, and you should make every effort to attend.

You will be given access by ACTL staff to the Board materials, which are provided electronically and accessed in the BoardEffect online platform.

Board materials are generally provided in two separate sections:

(i) Materials relating to the business of the meeting, including minutes, action Items, Committee reports, etc.; and

(ii) Information relating to nominations for Fellowship. Only the former can be downloaded for offline viewing. Materials are generally made available 10 days in advance of the Board meeting. Reviewing the materials for Board Meetings takes quite a bit of time so make sure to start early.

There are two important documents pertaining to candidate presentations that should also be reviewed before attending the Annual Meeting: Guide to Successful Nominations and the Acker Memo. While you will not be presenting any candidates in your role as an observer, you should review these documents before the meeting to familiarize yourself with the preparatory work done by the Regents who are presenting candidates.

Board Meetings are scheduled for two full days, typically Tuesday and Wednesday; the presentations and debates about nominations for Fellowship typically take more than half that time. Breakfast is served well before the meetings start (promptly) at 8:00 a.m. and there is typically lots of socializing among the Board members during breakfast. Seating is assigned for the Board Meeting and you will be seated next to the Regent you are replacing and (usually) a Past President. Both are there to help you and you are encouraged to take advantage of their experience. You may also want to connect with your predecessor Regent in the weeks leading up to the meeting.

The Board Meetings also include dinners with spouses/guests, typically on Monday, Tuesday and Wednesday evenings. ACTL staff select special locations for these dinners and they, too, are fabulous opportunities to get to know everyone. Some will be surprised by the ACTL Board tradition of prompt (or early) arrival at events. But you will get used to it. The Board is also a relatively formal group in terms of attire; you will be notified in writing of the suggested attire for both the meeting and the social events.

An activity for the spouses/guests of Regents and Past Presidents is also planned on one of the two meeting days.

Official Annual Meeting

After the conclusion of the second day's General Session at the Annual Meeting, an official Annual Meeting of Fellows is convened and the election of Regents occurs (see Bylaw section 5.3). All Fellows are welcome, and Regents and Past Presidents should attend this meeting where officers are elected and a Reorganization Meeting is held.

Board of Regents Meeting Before the Spring Meeting

In your first year as Regent, the Board of Regents Meeting which occurs in the days leading up to the Spring Meeting will be the first Board Meeting where you will present the candidates nominated from your Region for consideration by the Board. As noted, there is a *Guide to Successful Nominations*. As the Guide suggests, start early and use the outgoing and other experienced Regents as resources as you complete your work.

For the most part, the Board Meeting and social events which take place before the Spring Meeting follow the same schedule and substance as the Board Meeting before the Annual Meeting described above. Sometimes on Wednesday night, Former Regents and Committee Chairs are invited to join the Board for dinner. It is a larger group but it is a great way for the College to show appreciation for Fellows who have made significant contributions to the ACTL— and it is a lot of fun.

State/Province Committees

As Regent, you are the liaison for, and a non-voting member of, each of the State and Province Committees in your Region. You are expected to attend Committee meetings and events and to ensure that the Committees are functioning effectively. Inevitably, this will be easier with some Committees than others and your efforts will need to be curated for each group. Some strategies which have proven useful are:

At the start of your term:

(i) Have the outgoing Regent provide you with information about each Committee (Chair, Vice Chair, Members, Committee practices, activities, repeat events, etc.). If the Chair is a recent appointment, you may also want to ask the outgoing Regent about the Immediate Past Chair;

(ii) The National Office will provide you with statistics about candidate nominations for each chapter so you are aware of the recent history/performance of each Committee;

(iii) Connect with each of the State and Province Committee Chairs to introduce yourself, learn what they have planned (including numbers of Candidates they anticipate putting forward for the next one or two polls), request to be added to all meeting and event invitations and to offer assistance.

Ongoing:

(iv) Attend as many State and Province Committee meetings and events as you can and act as the liaison between the State and Province Committees and the Board of Regents/National Office (including assisting with getting a member of the Executive Committee to attend a State or Province event);

(v) Have regular contact with the State and Province Committee Chairs including keeping them posted on the status of their nominations;

(vi) Encourage the State and Province Committee Chairs to engage with newly inducted Fellows to get them involved with the College; and

(vii) Encourage State and Province Committee members to attend Annual and Spring Meetings.

The reasonable expenses arising from your attendance at State and Province meetings and other events will be reimbursed by the College.

Given the timing of your election as Regent, the State and Province Committee Chairs, Vice Chairs and Members will already be appointed for the coming term. However, additions are permitted throughout the year. Each spring, the Regent is asked for recommendations on the State and Province Committee Chairs, Vice Chairs and Members for the upcoming College year. Refer to the *Guide to Leading State or Province Committee* for additional details.

In making recommendations, the Regent should bear in mind that dedicated committee leaders and members are essential to maintaining the College's vitality. In addition, appointment of such individuals makes the work of a Regent easier and more effective. In considering candidates for the position of Chair, a Regent should bear in mind that geographical and practice area balance are important considerations. Regents are encouraged to identify prospective future leaders, ensure that they have an opportunity to serve on Committees, and encourage their elevation to leadership positions. When a new Chair is due to be appointed, the Regent should consult with the outgoing chair regarding the

selection of an appropriate successor, including from among Committee Members who have been particularly productive and engaged.

Before recommending any appointment, the Regent should confer with the Fellow, explain the functions of the position and obtain an assurance of diligent service.

This is the Regent's opportunity to remedy any shortcomings in the make-up or function of any State or Province Committee and therefore advice on the appointment of the Chairs etc. is one of the Regent's most important responsibilities.

General Committees

As Regent, you will be made the liaison for one or more General Committees and, as with the State and Province Committees, your role is akin to a non-voting member of each. You are expected to attend Committee meetings and ensure that the Committees are functioning effectively and fulfilling their mandates. Some strategies for success with this part of your Regent role are:

At the start of your term:

(i) Obtain from the National Office:

  (a) The mandate and recent history for each Committee; and

  (b) the Reports to the Board of Regents from each Committee Chair for the past 3–4 years.

(ii) Have the outgoing Regent liaison provide you with information about each Committee (Chair, Vice Chair, Members, Committee practices, etc.). If the Chair is a recent appointment, you may also want to ask the outgoing or former liaison Regent about the Past Chair; and

(iii) Connect with each Committee Chair to introduce yourself and learn what they have planned for the next year or so.

Ongoing:

(iv) Attend as many Committee meetings as you can and act as liaison between the General Committees and the Board of Regents/National Office;

(v) Have regular contact with the Committee Chairs to the extent that Committee activities occur between the meetings you attend;

(vi) Encourage the Committee Chairs and Members to identify newly inducted Fellows who might be interested in joining their Committees; and

(vii) Encourage Committee members to attend Annual and Spring Meetings.

The Regent should play the same role in providing input concerning General Committee make-up and functioning that it did with the State and Province Committees.

Foundations

Regents do not automatically have a formal role in relation to either the Canadian or the American Foundations of the College. However, both Foundations do important work and Regents should look for opportunities to encourage Fellows to make donations. The Foundations are also always looking for opportunities to support organizations whose work falls within their mandate. Regents can help with efforts to identify worthy organizations through their interactions with the State and Province Committees.

Annual and Spring Meetings

Regents are expected to attend both the Annual and Spring Meetings each year. While the College reimburses Regents for their travel to and from the Board Meetings and their accommodation expenses during the Board Meetings, Regents pay for their own attendance at the Annual and Spring Meetings. You will be provided a reimbursement form from ACTL staff for reasonable Board Meeting expenses.

In the weeks leading up to each Meeting, upon request the National Office can provide lists of:

(i) the Fellows and guests from your Region who have registered;

(ii) the new Inductees from your Region; and

(iii) the Chairs and members who are attending from the General Committees for which you are the liaison.

You are encouraged to connect with the new Inductees from your Region before the meeting to help familiarize them with the events and activities which are planned. There are also benefits to connecting with the State, Province and General Committee Chairs who are attending to let them know who is attending from their Committee and to encourage them to liaise with those people.

At the Thursday night welcome reception, there are typically large banners for each of the 15 Regions hung throughout the venue. Fellows and Inductees tend to congregate near the

banner for their Region. As Regent, you should try to stay near your banner and greet the Fellows and Inductees who attend.

Seating at the black-tie Induction Banquet is assigned and is typically by Region. Depending on the number of Inductees and Fellows who purchase tickets, you may have several tables of people from your Region at this event. You are the notional host of the group at this event as well. The President's remarks at the Induction Banquet will include the introduction of each Regent and you will be asked to stand and be recognized.

Leadership Workshop

Regents are expected to attend the annual Leadership Workshop, typically held over 2 days in the fall. The Regent's as well as the Chairs' expenses are paid by the College.

The Leadership Workshop is a learning and networking event. By this time in your College involvement, you have likely been to the Leadership Workshop at least once and you will know that they are excellent—albeit intense. Since the Workshop activities and agenda change each year, it is difficult to provide much guidance on the Regent's role at this event beyond restating the fact that you are among the College's leadership and have commensurate responsibilities.

Many of the connections which you should make prior to the Annual and Spring Meetings will also be appropriate prior to the Leadership Workshop: You should try to obtain lists of the attending Fellows and guests from your Region and of the Chairs and Members (and guests) from the General Committees for which you are the liaison.

Appointment to Regents Nominating Committee

At some point during a Regent's tenure on the Board, you may be asked to serve on and/or Chair the Regents Nominating Committee. The relevant Bylaws concerning that Committee state:

> **SECTION 5.4. Nomination and Election Procedure.**
>
> (a) Appointment of Nominating Committee and Notice to Fellows. Before or during the Spring Meeting, the President shall appoint a Nominating Committee to nominate candidates to fill 7 anticipated vacancies on the Board of Regents. The Chair and two other members of the committee shall be voting members of the Board, two shall be Past Presidents, and the remaining members should be Fellows at large. The number of committee members, excluding the Chair and Past Presidents, should be no fewer than the number of regions under consideration. Promptly after appointment of the committee, the Secretary shall

send to the Fellows of the College a notice stating the names, phone numbers and email addresses of the Chair and other members of the committee and the name of each Regent for whom a successor is to be elected at the next Annual Meeting under Section 5.6 of this Article. The notice shall also state that any Fellow may suggest candidates in writing to the committee through the Chair or any committee member within thirty days after the date of the notice.

(b) Committee's Nominations and Notice Thereof. The committee may consider any Fellow for nomination. Not later than forty-five days prior to the Annual Meeting, the committee shall submit a written report of its nominations to the President and to the Secretary. Not less than thirty days before the Annual Meeting, the Secretary shall send to each Fellow a list of the names of the nominees so reported. If a vacancy arises on the Board for a term not expiring at the Annual Meeting or arises on the list of nominees after the Nominating Committee has submitted its report, the committee, as soon as practicable, shall submit a supplemental written report of its nomination to fill the vacancy to the President and the Secretary. If practicable, the Secretary shall notify the membership of a supplemental nomination prior to the Annual Meeting.

Needless to say, the selection of Regents is one of the most important activities of the College. In addition to the important work which Regents do during their four-year terms, the Regents are the group from which the College's officers are selected. Being part of the Regents Nominating Committee is a lot of work, but it is very rewarding.

Miscellaneous Responsibilities

1. The Regent may be asked to investigate the circumstances of a Fellow about to be suspended or terminated for non-payment of dues. Whatever the reason, the Fellow should in all cases be treated with respect and with the recognition that the College is a society of eminent lawyers. Even if a Fellow decides not to continue his/her membership, the relationship should be terminated with warmth and dignity.

2. The Regent may be asked to investigate the circumstances of a Fellow who has tendered his or her resignation from the College. If the reasons are not clear or in the Regent's judgment contact is otherwise warranted, the Regent should get in touch with the Fellow. If the reason for the termination is dissatisfaction with some aspect of College's activities or policies, the Regent should report that fact to the National Office.

3. The Regent should also report the death of a Fellow within his or her Region to the National Office and provide an obituary, if possible. The National Office writes

condolence letters to the family and/or firm but it may also be appropriate for the Regent to extend sympathies and provide contact information to other Fellows in the State or Province should they wish to do the same.

4. All requests for transfer to Emeritus status by Fellows under age 78 are referred to the appropriate Regent before being acted upon by the Board. See Bylaw section 3.1(c) for the criteria. The Regent should make a prompt investigation to determine whether the Fellow seeking a transfer to Emeritus status meets the criteria. The Regent should report to the National Office the results of his or her investigation so that the Fellow's billing status can be modified if Emeritus status is approved.

5. Where a Regional Meeting occurs in a Regent's jurisdiction, it is the Regent's responsibility to assign the leadership for the event and ultimately be responsible for overseeing its success. The Regent should bear in mind that Regional, State/Province and local programs are projects solely of those Committees and the Fellows within the Region. The National Office has no fiscal or management responsibility, although it is happy to advise and counsel on various aspects of the planning and execution of the events.

6. If a State or Province Committee and/or the Fellows in a State or Province elect to honor a practicing lawyer or retired Judge with an award, they are to inform the Regent and submit a written explanation for selecting the recipient. The Regent may either approve the selection, in which event the Fellows or Committee may proceed, or refer the selection to the Executive Committee for its approval or disapproval. Further information about such awards is contained in Guide to Leading a State or Province Committee.

7. Finally, the Regent should be alert to changing conditions at the trial bar, and to the opportunities to improve and enhance the standards of trial practice and to advance the role of the College in the field of advocacy.

The Fine Print

The College's Bylaws provide the following important protection for Regents (and former Regents):

> **8. INDEMNIFICATION OF OFFICERS, MEMBERS OF THE BOARD OF REGENTS AND EX OFFICIO MEMBERS OF THE BOARD OF REGENTS AND EMPLOYEES.**
>
> **SECTION 8.1.** The College shall indemnify any officer, member of the Board of Regents, ex officio member of the Board of Regents or employee who is a party or is threatened to be made a party to any threatened, pending (or when appropriate completed) action, suit or proceeding, whether civil, criminal, administrative or investigative, by

reason of the fact that the person is or was serving as an officer, member of the Board of Regents, ex officio member of the Board of Regents or employee of the College against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense or settlement of such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the College and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful…The College shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, member of the Board of Regents, ex officio member of the Board of Regents or employee against any liability asserted against such person and incurred by such 11 person in any such capacity. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall continue as to a person who has ceased to be an officer, member of the Board of Regents, ex officio member of the Board of Regents, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The College does maintain Directors' and Officers' insurance and the National Office will provide details of the coverage if requested.