

THE WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
STATE BAR CENTER - CHARLESTON  
FEBRUARY 16, 2006

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Al Emch on February 16, 2006 at the State Bar Center in Charleston.

Members of the Board of Directors in attendance were Elliot Hicks, Carl Harris, Bob Goldenberg, Larry Skeen and John Tinney. Participating by telephone conference call were Cheryl Riley, Tracey Rohrbaugh, Janet Preston and David Burton. Also in attendance were the independent auditor, Derrick Godwin, Bar Foundation Consultant Susan Griffis, State Bar Executive Assistant Connie Blessing and State Bar Executive Director Tom Tinder. Also participating on the telephone conference call was Chris Newbold from Attorneys Liability Protection Society.

The first item on the Agenda was a review of the Minutes of the last Board of Directors Meeting which was held on December 8, 2005. There were no additions or corrections to be made to the Minutes as presented.

The next item on the Agenda was the Financial Report. Secretary/Treasurer Riley led a discussion concerning the Financial Report for the first seven months of the fiscal year - July 1, 2005 to January 31, 2006. She highlighted several income items and expense items, including the \$10,000 which had been provided to disaster relief for the Hurricane Katrina disaster victims as well as an agreement with an independent contractor which would cost approximately \$15,000 for the remainder of the fiscal year. After more questions and comments, a motion was duly made, seconded and passed to approve the financial report as presented.

The next item on the Agenda was a report from the IOLTA Advisory Committee. Mr. Hicks, the Chairperson, discussed the activities which had occurred at the Committee Meeting which had been held immediately prior to the Board Meeting. He said that there had been a presentation from ChildLaw Services to request IOLTA funding. The Committee had decided to consider the request in greater detail in the future.

He went on to say that the amount of IOLTA funds is increasing. He said that there was an amount of \$164,000 currently available for distribution. After more comments, a motion was duly made, seconded and passed to provide an additional amount of \$12,500 for a total of \$37,500 to

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be set aside for the management fee, to increase the Rainy Day Fund by \$5,000 to \$35,000 and to deduct that amount of \$72,500 from the amount available which would provide \$92,000 for distribution.

The next item on the Agenda was a report from Grant Making Committee. A proposal had been received from Charleston Catholic High School to utilize lawyers to go to Clay County with students to help persons with their Advance Directives. After a great deal of discussion, a motion was duly made, seconded and passed to provide a grant in the amount of \$1,000 for this worthwhile project.

The next item on the Agenda was a report from the Foundation Fellows Activities Committee. Mr. Goldenberg stated that there had been no specific action taken relating to the work of this Committee.

The next item on the Agenda was a report from the Foundation Fellows Selection Committee. Mr. Tinney gave a report on behalf of the Committee which consisted of Secretary/Treasurer Riley, Mr. Jones and him. He presented a list of persons for consideration to be members of the 2006 class of Foundation Fellows. Those persons were:

Judge Robert King - Charleston  
Judge James Seibert - Wheeling  
Justice Robin Davis - Charleston  
Judge John Madden - Moundsville  
Michael Aloï - Fairmont  
John Bailey - Wheeling  
Kay Bayless - Princeton  
Ralph Bean - Clarksburg  
Ginny Conley - Parkersburg  
Steve Crislip - Charleston  
Professor Charles DiSalvo - Morgantown  
Marty Glasser - Charleston  
Jesse Guills - Lewisburg  
Stan Hostler - Venice, FL  
Jack Jenkins - Huntington  
Robert Noone - Logan  
Debra Scudiere - Morgantown  
Sterl Shinaberry - Vero Beach, FL  
John Skinner - Charles Town  
Dwane Tinsley - Charleston

After some comments were made, a motion was duly made, seconded

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and passed that these individuals be approved as members of the 2006 class of Foundation Fellows which will be inducted at the Foundation Fellows Dinner on April 27 at the Marriott Hotel in Charleston.

The next item on the Agenda related to contribution from Foundation Fellows. President Emch presented to the Board members information relating to the third and final payment from Foundation Fellow John Kizer. After some discussion, a motion was duly made, seconded and passed to forgive the third payment from Mr. Kizer for his Foundation Fellows contribution.

The next item on the Agenda related to the Citizen of the Year and Lawyer of the Year Awards. The Board members reviewed the nominations which had been received for these two prestigious awards. After some discussion, a motion was duly made, seconded and passed to select Charlene Marshall of Morgantown as Citizen of the Year and George Daugherty of Ekview as Lawyer of the Year for 2006.

The next item for discussion was a report from the Audit Committee. President Emch introduced Mr. Godwin, the independent auditor to present the independent audit for the fiscal year of July 1, 2004 to June 30, 2005. Mr. Godwin said that it was an unqualified opinion and then he went over the financial documents and records. There were numerous questions and answers regarding these matters.

Then, Mr. Godwin discussed the management letter which had been presented as a part of the independent audit. The Board members went over each of the items in the management letter. The first one related to segregation of duties. After some comments were made, a motion was duly made, seconded and passed to have Mr. Tinder review all financial documents and that all checks have two signatures on them with one of them being an Officer or Board of Directors member.

The next item related to accounting procedures. After some comments were made, a motion was duly made, seconded and passed that it would be the Foundation's policy that all checks would be deposited in the Bar Foundation's banking account within five working days of receipt.

The next item related to testing of expenses. After some comments were made, a motion was duly made, seconded and passed that all Foundation invoices would be marked with a "PAID" stamp.

The next item for discussion related to the registration of lawyers for

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the IOLTA Program. After some comments were made, a motion was duly made, seconded and passed that a reminder would be placed at least annually in The West Virginia Lawyer magazine for all lawyers to register their IOLTA accounts.

The next item related to the reconciliation of stock. After some discussions occurred, a motion was duly made, seconded and passed to record any stock on the general ledger of the Foundation's financial books. Then, a motion was duly made, seconded and passed to approve the Audit Report as presented.

The next item for discussion related to the agreement with the Foundation's Consultant. President Emch introduced Ms. Griffis, who would be serving as an independent contractor. Ms. Griffis made some comments regarding her background and her plans. After additional discussion, a motion was duly made, seconded and passed to approve the contract for 2006 with the independent contractor, Ms. Griffis.

The next item for discussion related to a fund raising campaign. President Emch introduced Mr. Newbold who made extensive comments about fund raising campaigns and the activities of the Bar Foundation. He said that he felt that he could provide assistance by working for approximately four days a month for eight months at a cost of \$1,000 per day or a total of approximately \$32,000. There were some additional comments regarding the type of work that could be done. Finally, a motion was duly made, seconded and passed that the Bar Foundation would do an \$800,000 fund raising campaign during 2006, that would include a silent campaign until April 27, an announcement of a fund raising campaign with contributions at the Bar Foundation Fellows Dinner on April 27, the conclusion of the fund raising campaign at the end of 2006 and the ability to expend up to \$10,000 for fund raising assistance and expenses.

The next item on the Agenda was a report of the Nominating Committee. President Emch appointed Vice President File as Chairperson, Secretary/Treasurer Riley and Mr. Noone as members of the Nominating Committee.

President Emch announced that the next meeting of the Board of Directors would be held on May 18, 2006 at 12:00 noon at the State Bar Center in Charleston.

There being no further business to transact, the meeting was adjourned.