

THE WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
STATE BAR CENTER - CHARLESTON  
MARCH 8, 2007

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Al Emch on March 8, 2007 at the State Bar Center in Charleston.

Carl Harris, a member of the Board of Directors was in attendance. Participating by telephone conference call were Vice President Bill File, Jerry Jones, Tracey Rohrbaugh and Janet Preston. Also in attendance were State Bar President Rob Fisher, Auditor Derrick Godwin, State Bar Executive Assistant Connie Blessing, Bar Foundation Consultant Susan Griffis and State Bar Executive Director Tom Tinder.

The first item on the Agenda was a review of the Minutes of the last Board of Directors Meeting which was held on December 7, 2006. A motion was duly made, seconded and passed to approve the Minutes as presented.

The next item on the Agenda related to the financial report. In the absence of Treasurer Riley, President Emch requesting that Mr. Godwin give the audit report for the fiscal year of July 1, 2005 to June 30, 2006. Mr. Godwin explained that a review of the financial documents was done this year as opposed to the formal audit which was done last year. The Board of Directors had agreed to alternate formal audits with reviews. He spent an extensive amount of time going over the every aspect of the review and the financial condition of the Bar Foundation.

Then, a motion was duly made, seconded and passed to accept the review from the auditor. There were comments made about the Management Letter. Then, a motion was duly made, seconded and passed that the Board instructed the staff to follow the bank reconciliation recommendations that were in the Management Letter. Then, a motion was duly made, seconded and passed that the Board approved of the action taken dealing with the notes payable to Chase Bank that was included in the Management Letter. Then, a motion was duly made, seconded and passed that the Board directed that the necessary grant agreements be gotten by the Bar Foundation in accordance with the suggestions mentioned in the Management Letter. Then, a motion was duly made, seconded and passed that the Bar Foundation request reimbursement and a response from the State Bar relating to the amount of approximately \$7,800 involving the We The People Program that was included in the Management Letter.

The Board members then reviewed the financial report for the first eight months of the current fiscal year - July 1, 2006 to February 28, 2007. The Board members went over the revenue and expense line items. Then, a motion was duly made, seconded and passed that the Bar Foundation's bank accounts be insured with some type of security document on the rare occasions when they are in excess of \$100,000 as mentioned by the independent auditor. Then, a motion was duly made, seconded and passed to approve the financial report for the first eight

Page Two

months of the current fiscal year.

In the absence of the new Chairperson of the IOLTA Advisory Committee, Scott Segal, a report was given on the actions taken at the IOLTA Advisory Committee Meeting which had been held the previous week. The program continues to operate at a very satisfactory and improved manner. The Board was informed that there was \$296,000 available for distribution as of February 28, 2007. The Advisory Committee recommended that the amount of \$12,500 be added to the \$75,000 in the Rainy Day account, that \$12,500 would be added to the \$25,000 that had been previously set aside to pay the management fee at the end of the fiscal year and that the remaining amount of \$171,000 be distributed in accordance with the Supreme Court's Order. A motion was duly made, seconded and passed to approve the recommendation for distribution from the IOLTA Advisory Committee.

In the absence of Chairperson Burton, Vice President File and Mr. Harris gave the report for the Grant Making Committee. Two grant applications had been received since the previous Board of Directors Meeting. The first was a request for \$10,000 from the WALs Foundation for mock trials to be held for high school students in the Northern Panhandle. The second was from Wheeling Jesuit University in the amount of \$10,000 to support its Constitution Day activities that will occur in September. A similar request had been made for funding last year, but it had been received too late. After some discussion, a motion was duly made, seconded and passed to deny the request for funding from the WALs Foundation this time because the Bar Foundation had provided a grant to this worthwhile program just two years ago and to provide a grant in the amount of \$2,000 to Wheeling Jesuit University for its Constitution Day activities.

In the absence of Mr. Goldenberg, there was no report from the Bar Foundation Fellows Committee.

President Emch led a discussion concerning the fund raising campaign. A report had been made that an amount of \$86,450 had been pledged, and the amount of \$33,210.33 had been received and that there had been expenses in the amount of \$2,256.20. Comments were made about additional activities that will occur to attempt to raise additional funds for the important work done by the Foundation.

Mr. Tinney, the Chairperson of the Foundation Fellows Nominating Committee was unable to be in attendance as well as Treasurer Riley, another member of the Committee. Mr. Jones, a member of the Committee reported on the work that had been done by the Nominating Committee. A list of 20 members of the judiciary and lawyers was presented for the Board's review. They were:

Dan Blizzard - Madison

Mike Callaghan - Charleston

Kitty Dooley - Charleston

The Honorable David Faber - Chief Judge - U.S. District Court - Charleston

Page Three

Robert Fitzsimmons - Wheeling  
Carl Frankovitch - Weirton  
James Gardill - Wheeling  
The Honorable Joseph R. Goodwin - U.S. District Court - Charleston  
Professor Robert Lathrop - Morgantown  
Lucien Lewin - Martinsburg  
Deborah McHenry - Charleston  
George Partain - Logan  
Harvey Peyton - Nitro  
Janet Preston - Parsons  
William B. Richardson, Jr. - Parkersburg  
The Honorable O.C. Spaulding - Circuit Court Judge - Winfield  
The Honorable Larry V. Starcher - WV Supreme Court - Charleston  
Dwane Tinsley - Charleston  
James Varner - Clarksburg  
Marc Williams - Huntington

After some discussion, a motion was duly made, seconded and passed to approve these individuals as members of the 2007 class of Bar Foundation Fellows.

President Emch led a discussion concerning the nominations that had been received for the Lawyer Citizen of the Year and Public Citizen of the Year Awards that will be presented at the State Bar's Annual Meeting in April. After some discussion, a motion was duly made, seconded and passed to approve Steve Nord of Hunting to receive the Lawyer Citizen of the Year Award. Then, a motion was duly made, seconded and passed to tentatively approve Gloria Martin of Lewisburg to receive the Public Citizen of the Year Award. There will be additional contacts made regarding this matter by President Emch and Vice President File.

President Emch and Mr. Tinder made comments regarding the Volunteer Business Council activities of the Commission on National and Community Service. The Commission has the statewide responsibilities for volunteer activities in the state and there had been a meeting of representatives from law offices and legal organizations regarding the work of the Volunteer Business Council. A request had been made for the Bar Foundation to make a contribution to support the work of the Council. After additional comments were made, a motion was duly made, seconded and passed to contribute the amount of \$1,000 from the grants line item of the Bar Foundation Budget to the Volunteer Business Council of the West Virginia Commission on National and Community Service.

President Emch request the appointment of Vice President File to serve as Chairperson of the Bar Foundation's Nominating Committee and Ms. Riley and Ms. Rohrbaugh to serve as the members of the Nominating Committee regarding Board of Directors positions for the Bar Foundation. A motion was duly made, seconded and passed to approve the appointment of those three individuals to serve on the Nominating Committee.

Page Four

President Emch reminded the Board of Directors that there was currently a vacancy on the Board with the resignation of Jack Bowman of Morgantown. After some discussion, a motion was duly made, seconded and passed to appoint Steve Farmer of Charleston as a member of the Board of Directors for the remaining term of Mr. Bowman.

President Emch announced that the next meeting of the Board of Directors would be on June 14, 2007 at 12:00 noon at the State Bar Center in Charleston.

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