

WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
TELEPHONE CONFERENCE CALL
DECEMBER 6, 2018-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors, conducted by telephone conference call, was called to order by President Rich Ford, on December 6, 2018, at 12:00 Noon.

Board Members participating were Vice President Ellen Cappellanti, Secretary/Treasurer Mary Clare Eros, Judge Alan Moats, Judge Mary Ellen Griffith, Judge Joyce Morton, Professor Marjorie McDiarmid, Teresa Dumire, Lucien Lewin, Christy Morris, Gerry Stowers and Tracey Weber, III. Bar Foundation Executive Director Tom Tinder was also on the call, as well as Independent Auditor Derek Godwin and Investment Counsellor Jamie O'Connor. (The matters discussed and the actions taken do not coincide with the order of the items on the Agenda.)

The first item on the Agenda was a review of the Minutes of the previous Board of Directors meeting which had been held on September 7, 2018. A motion was duly made, seconded and passed that the Minutes of the two meetings be approved.

President Ford called upon Secretary/Treasurer Eros to present the financial report. She stated that the Lunch and Laughs event on September 7 will end up with a \$2,000 positive difference between income and expenses, as budgeted, but with lesser amounts of both income and expenses. In October, there were 11 invoices sent to Bar Foundation Fellows requesting a partial payment by December 10----if all 11 make a payment, more than \$7,000 will be received. A request has been sent to Antero for its Sponsorship again of the Lawyer Leadership Institute in May, 2019.

Regarding Expense items, she mentioned that a payment of approximately \$7,000 will be made to Justice Starcher's designated charities for the Lunch and Laughs

event. Other items are under budget at this point in time. The checking account is low, but will return to normal levels as the Bar Foundation Fellows payments are received. The Justice Fund is \$636,966---the \$60,000 loan was made to the WV Bar Association in June. The amount was \$691,747 at last year's Board meeting on December 7. After some comments, a motion was duly made, seconded and passed to approve the Financial Report.

Mr. Godwin was called upon to present the Independent Audit for the July 1, 2017-June 30, 2018 fiscal year. He reported that the audit was a clean, unmodified one. He highlighted the revenues and expenses with excess revenue of approximately \$5,000. He talked about the Justice Fund and the loan with the WV Bar Association. Then, he went through the Internal Revenue Service Form 990 and discussed the important aspects of that lengthy document. Both the Audit and the Form 990 had been provided to the Board members prior to the meeting and had also been reviewed by the Audit Committee. A motion was duly made seconded and passed to approve the Audit and the Form 990.

Another motion was duly made, seconded and passed to go into Executive Session to discuss financial matters. Mr. Tinder removed himself from the conference call. After several minutes, the Board came out of Executive Session with no action being taken and Mr. Tinder returned to the conference call. Then, a motion was duly made, seconded and passed that the Board had received Mr. Godwin's expert opinion on salary levels for chief executive officers at WV non profit entities, that it had reviewed a compensation study conducted by the National Conference of Bar Foundations and that it approved Mr. Tinder's salary as being satisfactory, under protest since Mr. Tinder would not accept proposed salary increases.

The next item on the agenda was the report from the Strategic Planning Committee. President Ford listed the upcoming planned events as the Bar Foundation Fellows Dinner on April 25, 2019, at the Charleston Marriott Hotel and the Antero Lawyer Leadership Institute on May 10-12, 2019, at Stonewall Resort.

He reported that there had been responses from three statewide bar organizations (Bar Association, Mountain State and State Bar) to his letter

suggesting a joint meeting of the groups to consider possible actions to deal with the controversies surrounding the WV Supreme Court over the past several months. The Board had directed him to send the letters during its September, 2018 meeting.

The Strategic Planning Committee had discussed this situation and it was its recommendation that no further action be taken because of the General Election results and decisions made by the appointed WV Supreme Court and the State Legislature. After some comments, a motion was duly made, seconded and passed to approve the Committee's recommendation to take no action.

President Ford reviewed the actions needed to be taken relating to the 2019 Lunch and Laughs With A Legal Legend event. There were two possible dates to hold the Lunch and the need to select an honoree. After some amount of discussion regarding the best date and only one person receiving consideration, a motion was duly made, seconded and passed to hold the 2019 Lunch and Laughs on Friday, September 13, at the Erickson Alumni Center in Morgantown and that General Ken Gray be invited to be the honoree.

Lastly, President Ford presented a recommendation from the Committee for the Bar Foundation to serve as the Fiscal Agent for the WV We, the People program. Mr. Tinder gave an overview of the 20 year history of this program in WV, the past involvement of the Bar Foundation in administering and funding the program, the continuous involvement of judges and lawyers as voluntary leaders, the small amount of work involved (\$5,000/10 checks per year), the utilization of bar foundations/associations in other states to support the program, the absence of any liability against the Bar Foundation and the positive impact on high school students in learning about constitutional and legal issues.

Mr. Tinder removed himself from the conference call because of his wife's participation in the program. After some discussion, a motion was duly made, seconded and passed to approve the Committee's recommendation that the Bar Foundation act as the Fiscal Agent for the We, the People Program. (Mr. Tinder did not return to the conference call since this was the last agenda item for discussion and the conference call was then terminated.)

President Ford requested that Mr. O'Connor review the Justice Fund Annual Report for 2018 that has been provided to the Board prior to the conference call. He stated that the return on investment had been 4.5% in 2016, 7.9% in 2017 and was in a positive position so far for 2018, even with the recent decreases. He talked about the history of the Fund from its inception in 2012 with 100% in bonds to Board approved changes that have occurred to bring it to the non profit industry standard today of 70% stocks and 30% bonds. He stated that the Justice Fund was "well positioned" at the present time. Lastly, he suggested that the Justice Fund Committee meet during the first quarter of 2019 to review the Investment Policy that was set in 2012 and consider any other actions which may need to be taken.

The next agenda item was the report of the Bar Foundation Fellows Nominating Committee. Judge Moats gave the report on behalf of the Committee with the following persons recommended to be the members of the 2019 class:

Billy Atkins-Morgantown

Judge Jennifer Bailey-Charleston

Scott Curnutte-Elkins

Anna Dailey-Charleston (Carryover)

Pamela Deem-Charleston

Judge Patrick Flatley-Wheeling

Tom Gilpin-Huntington

Dan Hedges-Charleston

Dave Hendrickson-Charleston (Carryover)

Judge John Hutchison-Beckley

Angela Konrad-Huntington

Jill McIntyre-Charleston

Andrew McMunn-Clarksburg

Todd Mount-Madison

Sandy Murphy-Charleston

Wilbert Payne-Beckley

Curtis Power-Martinsburg

Chris Slaughter-Charleston

Tom Smith-Charleston

Gloria Stephens-Welch (Carryover)

Barry Taylor-Huntington

Tamela White-Huntington

A motion was duly made, seconded and passed to approve these persons as the members of the 2019 class of Bar Foundation Fellows.

President Ford reminded the Nominating Committee that it will give its report at the next Board meeting on March 7. The Committee members (Cappellanti, Eros and Lewin) will present nominations for three year terms on the Board of Directors and one year terms for Officers.

Mr. Tinder gave the Executive Director's report by announcing that yesterday the Bar Foundation had received a \$25,000 check from an Anonymous source with the funds designated for "Where it's needed most".

There were no matters to be discussed under Other Business.

President Ford announced the dates and times for the remaining Board of Directors meetings which will be held exclusively by telephone conference call:

Thursday, March 7, 2019-12:00 Noon

Thursday, June 6, 2019-12:00 Noon

There being no further business to transact, the conference call was terminated.