



THE WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
ZOOM VIRTUAL CONFERENCE
THURSDAY, DECEMBER 2, 2021, 12:00 Noon

Agenda Item No. 1 – Call to Order and Establishment of Quorum

The previously-scheduled Quarterly Meeting of the Board of Directors of the West Virginia Bar Foundation was called to order by President Christy Morris at 12:00 Noon on Thursday, December 2, 2021, during a Zoom virtual conference.

Additional Board Members participating were:

- Secretary/Treasurer Lucien Lewin
- Judge Jack Alsop
- Teresa Dumire
- Judge Patrick Flatley
- Ann Haight
- Debra Kilgore
- David Morrison
- Gerry Stowers
- Tracey Weber

Executive Director Debra Scudiere was also present.

Agenda Item No. 2 – Minutes of the September 10, 2021, Board Meeting

The second item on the Agenda was a review of the Minutes of the previous Board of Directors Meeting which had been held at 1:30 p.m. on September 10, 2021. After an invitation to make corrections, Judge Flatley moved for the acceptance of the Minutes, and Judge Alsop seconded the Motion, which passed unanimously.

Agenda Item No. 3 – Report of the Independent Auditor

The third item on the Agenda was a presentation of the Audit for the July 1, 2020 to June 30, 2021, fiscal year by Derek Godwin of Herman & Cormany. He reported that the audit was unmodified, which is the best opinion that can be given. He highlighted the revenues and expenses with a positive amount of excess revenue. He talked about the Justice Fund and the fact that the loan to the West Virginia Bar Association is close to being paid off.

Derek went through the Internal Revenue Service Form 990 and discussed its important aspects. The documents discussed had previously been provided to and reviewed by the Foundation's Audit Committee.

The Board then dismissed the Executive Director and went into Executive Session to answer any questions from the Board members about the Audit.

The Board then returned to its open meeting. A motion was made by Judge Flatley to accept the Auditor's Report as presented, and that motion was seconded by Tracey Weber. The Board then voted unanimously to accept the Report.

Agenda Item No. 4 – Justice Fund Committee Report

President Morris called upon Gerry Stowers to offer the report of the Justice Fund Committee, which is made up of Board Members David Jividen, Gerry Stowers, Tracey Weber, and Judge Patrick Flatley.

Gerry reported that the Justice Fund Committee had met the day before with Jamie O'Connor from Merrill-Lynch. Jamie had shared with the Committee that Merrill-Lynch manages four separate accounts for the Foundation, including a Stock Fund, which contains, *inter alia*, Apple, Lowe's, and Microsoft; a Bond Fund, which currently has 25% of the Board's total investments; a Loan

Repayment Account from the West Virginia Bar Association, which loan is almost paid off; and a Cash Account in the amount of \$20,000.00, which is not earning much interest.

Gerry reported that the Stock Fund is doing very well, with a current return of approximately 19.77%, and that the Bond Fund has recently lost 2.34%. The fee structure to Merrill-Lynch is 1.2%.

Gerry indicated that the Justice Fund Committee has authority to raise the Stock Fund amount from 75% up to 80% while reducing the Bond Fund from 25% down to 20%. He reported that the members of the Justice Fund Committee had voted during its meeting to do that.

Additionally, Jamie had suggested that the majority of the approximately \$20,000.00 in the Cash Account be moved to the Stock Account and the Bond Account.

During the discussion of the Committee's Report by the full Board, Justice Fund Committee member Judge Flatly suggested that, as a matter of practice, the Foundation should always do a check to make sure that there are enough funds in the accounts to support grant amounts.

On behalf of the Justice Fund Committee, Gerry moved acceptance of the Committee's Report. Judge Alsop seconded that motion, and it passed unanimously.

Agenda Item No. 5 – Foundation Fellows Nominating Committee Report

President Morris requested that the Foundation Fellows Committee offer its report, which was then presented by Committee Member David Morrison. David indicated that the Committee, which consists also of Judge Alsop and Ann Haight, had previously solicited suggestions for membership in the 2022 Fellows Class and had received 28 candidates. Two were found to be deceased. David explained that, historically, the Committee has not presented to the Board names of deceased members of the bar, and that practice was followed with this class.

All candidates, including those who are sitting judges, were vetted by the State Bar Office of Disciplinary Counsel.

David reported that the discussion of the candidates by the Committee had been quite lengthy as it looked at several factors involving the candidates, including personal and geographic diversity.

David explained that there have been a few Fellows who have been included in previous classes but were unable to be present during earlier banquets/presentations. Those persons will be carried over into the upcoming class.

The persons who have been chosen unanimously by the Foundation Fellows Nominating Committee to be presented to the Board are:

- The Honorable Robert A. Burnside, Beckley
- The Honorable H. Charles Carl, III, Romney
- The Honorable Evan H. Jenkins, Huntington
- William S. Thompson, U.S. Attorney, Madison/Charleston
- Tammie Clark Alexander, Morgantown
- Charles R. "Chuck" Bailey, Charleston
- Joseph S. Beeson, Charleston
- John E. Gompers, Wheeling
- Monica Nassif Haddad, Morgantown
- Jacqueline A. Hallinan, Charleston
- Gail W. Kahle, Wheeling
- Olubunmi T. Kusimo-Frazier, Charleston
- Colleen C. McCulloch, Beckley
- Jennifer F. Powell, Morgantown
- Paul English Smith, Huntington

Those names having been offered by the Nominating Committee, Tracey Weber seconded their presentation. The list in its entirety gained the unanimous vote of the Board.

Agenda Item No. 5 – Report from Executive Director

Executive Director Debra Scudiere was then called on to give her report. She first invited members of the Board to be proactive in sharing with the Grants Committee (Ellen Cappellanti, Teresa Dumire, Debra Kilgore) any suggestions that they might have for worthy organizations to receive grants from the Foundation. For instance, Deb is planning to talk with the Executive Director of West Virginia Senior Legal Aid to check on the status of its financial need. In keeping with the previous suggestion, no monies would be allocated to any recipients before the availability of funds is first verified.

Deb then reported that the Website Committee has received bids for the upgrading of the Foundation website and will take further appropriate action in that regard.

She also indicated that the Foundation's previous loan to the West Virginia Bar Association is almost paid off and that the last installment of the grant to the Judges and Lawyers Assistance Program (JLAP) is due to be distributed after the first of the year.

Deb also informally shared with the Board that, here lately, she has learned a lot about stocks and bonds and that she appreciates the work and assistance of the Foundation's Committee Members and its Officers.

Agenda Item No. 7 – Other Business – Treasurer's Report

In the category of Other Business, the President first called upon Foundation Treasurer Lucien Lewin for his report. He referred to the previously-shared Budget and specifically pointed out that:

- Because of the change in the date of the Lunch and Laughs with a Legal Legend event from Friday, September 10, 2021, until Friday, September 9, 2022, because of COVID, the income for the luncheon during this fiscal year was \$0, and the expenses for the luncheon during this fiscal year were, similarly, \$0.
- The Foundation serves as a "pass-through" for funds for the "We the People" program and, as a result, it neither contributes any money to this program nor makes any money off the program.
- There have been no further PPP forgivable loans to the Foundation.
- The bank account balances are listed in the Budget. It is anticipated that the Chase account will shortly be closed out and that the funds presently in that account will be consolidated into the United account. As of November 25, 2020, the Justice Fund account with Merrill-Lynch was at \$873,692.00; it presently is at \$1,082,262.00.

After Lucien's offer of the report to the Board, his motion was seconded by Tracey Weber. The Board then voted unanimously to accept that report.

Agenda Item No. 7 – Other Business – Appointment to the Board

President Morris reminded the Board of the recent resignation by Ron Tucker of his Board position. She explained that he had been on a three-year term and that, under the provisions of the Foundation's Bylaws, she was appointing Teresa C. McCune of Williamson to complete that unfinished term.

David Morrison seconded that nomination, and it received unanimous Board approval.

The President then directed the Executive Director to add Teresa's name to the Foundation's e-mail list.

Agenda Item No. 7 – Other Business – Upcoming Dates

President Morrison announced that the Lunch and Laughs with a Legal Legend will be held in conjunction with the WVU Football Game with Kansas on Friday, September 10, 2022.

The President shared that the tentative date for the 2022 Fellows Banquet is Thursday, April 28. However, realizing that that date is Holocaust Remembrance Day and recognizing that such a celebration of our Fellows nominees would not be appropriate on that date, Judge Alsop moved that the Banquet be moved back one week, to Thursday, April 21, 2022. David Morrison seconded that motion, and it passed unanimously.

Noting that it would be helpful for our membership to be made aware of upcoming dates that are important to Foundation business and activities, President Morrison requested that the Executive Director add any pertinent upcoming dates to the bottom of our BAR BRIEFS on a regular basis.

Agenda Item No. 8 – Upcoming Board Meetings

President Morris announced that the next scheduled meetings of the Board of Directors are:

- Thursday, March 3, 2022, at Noon by Zoom
- Thursday, June 2, 2022, at Noon by Zoom

Agenda Item No. 9 – Adjournment

There being no further business to come before the Board of Directors of the West Virginia Bar Foundation, the President entertained a Motion to Adjourn as

put forth by Judge Flatley. After a second by Board Member Tracey Weber and approved unanimously by the Board, President Morris adjourned the meeting.

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