WEST VIRGINIA BAR FOUNDATION  
 BOARD OF DIRECTORS MEETING  
 TELEPHONE CONFERENCE CALL  
 DECEMBER 3, 2015-12:00 NOON

MINUTES

The telephone conference call meeting of the West Virginia Bar Foundation’s Board of Directors was called to order by President Ancil Ramey on December 3, 2015 at 12:00 Noon.

Board Members participating by telephone conference call were Vice President Jodie Boylen, Secretary/Treasurer Ken Gray, Immediate Past President Steve White, Judge Alan Moats, Tom Flaherty, Richard Bolen, and Harry “Chip” Shaffer, III. Independent Auditor Derek Godwin, Investments Consultant Jamie O’Connor and Bar Foundation Executive Director Tom Tinder also participated.

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 3, 2015. A motion was duly made, seconded and passed that the Minutes be approved.

President Ramey introduced the Independent Auditor, Derek Godwin and he led the discussion regarding the 2014-15 Financial Report and the IRS Form 990. He stated that it was “a clean, unmodified opinion which is the best that you can receive”. Overall, it was a successful year from a financial standpoint because of the increase in the Justice Fund amount. Other than that, there were no significant changes compared with the previous 2013-14 Financial Report.

Mr. Godwin then went through the IRS Form 990 and highlighted specific matters for priority attention by the Board. He particularly mentioned that his opinion is that Mr. Tinder’s salary is reasonable and comparable to similar positions in the nonprofit organizations sector in West Virginia. The Board members had also received the 2015 Compensation and Benefits Survey from the National Conference of Bar Foundations. After an opportunity for discussion, a motion was duly made, seconded and passed to approve the 2014-15 Financial Report and the IRS Form 990 as presented.

President Ramey informed the Board that during a confidential executive session between Mr. Godwin and the Audit Committee, Mr. Godwin had stated that he had been given all the necessary and requested documentation from Mr. Tinder in order to compile the Financial Report and the IRS Form 990 and that Mr. Tinder’s salary was appropriate.

President Ramey called upon Secretary/Treasurer Gray to present the financial report. He went through the 2015-16 approved budget and the finances for the first five months of the current year, which showed no major variances other than less revenue and less expenses for the Lunch and Laughs event than budgeted. He also mentioned that 28 letters had been sent at the end of November to Bar Foundation Fellows requesting their next installment payments---the total amount requested was over $18,000. A motion was duly made, seconded and passed to approve the Financial Report as presented.

The next item for discussion was the strategic plan. President Ramey reported on the successful 5th Lunch and Laughs event on September 11 with WVU President Gordon Gee. He then requested that the Board select a judge or lawyer for the 2016 event. After some comments were made, a motion was duly made, seconded and passed to invite Federal Judge John Copenhaver to be the honoree.

He went on to say that the 18th Foundation Fellows Dinner is set for April 28, 2016, at the Marriott Hotel and the 5th Lawyer Leadership Institute has been set for May 13-15, 2016, at Stonewall Resort. The next item for discussion related to the distribution of the net proceeds to the honoree’s designated charitable activity at the Lunch and Laughs event, specifically regarding the Bar Foundation’s mission to improve the administration of justice. After some discussion, a motion was duly made, seconded and passed that Lunch and Laughs honorees be requested to designate a charitable activity that meets the Bar Foundation’s stated mission.

The Justice Fund report was given by President Ramey and Consultant O’Connor. Mr. O’Connor went over a new investment agreement from Merrill Lynch that included a reduction in the investment fee from 1.1% to 1.0%. A motion was duly made, seconded and passed to approve the signing of the new agreement. Mr. O’Connor continued by saying that the three $12,000 transfers had been done in September, October and November from the bond account to the equities account in the Justice Fund, as directed by the Board. That action moved the split in the Justice Fund from approximately 60% bonds/40% stocks to an approximate 50%/50% allocation. As of December 2, 2015, the amount in the Justice Fund was just over $614,000.

Mr. Bolen gave the Grants Committee report with the following recommendations-A grant application from Child Protect of Mercer County for trauma-focused mental health counseling services for child victims of crime in Mercer County, in the amount of $4,000 with a Plan of Sustainability. Child Protect received a Bar Foundation grant in September, 2014, in the amount of $2,000 which was used for child victim forensic interviews and a formal report was received. The Committee’s recommendation was to provide a grant of $2,500 and that Child Protect be informed that it could come back prior to June, 2016, and request additional funding, if necessary. A motion was duly made, seconded and passed top approve the Committee’s recommendation.

The second recommendation related to a Grants Committee recommendation in November, 2014, with the Board approving a grant of $2,500 to the Community Initiative of the Kanawha Valley Council on Philanthropy on the following conditions, “(1) the approved funding applications include actions to improve the administration of justice and (2) the Bar Foundation grant would be made only after the Community Initiative has accumulated pledges and payments totaling $100,000.”

The $100,000 goal has been reached and the Council on Philanthropy has decided to join with other local and state entities to fund numerous worthwhile activities in the West Side of Charleston. One of those activities is an anti-bullying program in the schools with police officers serving as mentors and leaders. (The Bar Foundation has previously provided grants to anti-bullying programs in schools in the north central part of WV.)

Therefore, the Committee’s proposal is that the Bar Foundation follow through on its grant commitment for $2,500 to the Kanawha Valley Council on Philanthropy to support the anti-bullying program in the West Side of Charleston as part of the Community Initiative. A motion was duly made, seconded and passed to approve the Grants Committee’s proposal.

The next item on the agenda was the report from the Bar Foundation Fellows Nominating Committee. President Ramey stated that there were more nominations received this year than at any time in the past. Bar Foundation Fellows are--- “Those lawyers whose professional, public and private careers have demonstrated outstanding dedication to the welfare of their communities and honorable service to the legal profession with the individuals selected reflecting the diverse nature of the legal profession in West Virginia.

The Committee’s recommendations for the 18th class of Fellows to be inducted in 2016, which were approved by a motion duly made and seconded, were:

Professor Jerry Ashdown-Morgantown (Holdover)  
Ben Bailey-Charleston                                                                                    
John Bord-Grafton                                                                                    
Patrick Casey-Wheeling (Holdover)  
Tim DiPiero-Charleston   
Lyn Dotson-Morgantown  
Joe Farrell-Huntington                                                                           
James “Buck” Geary-Petersburg  
President Gordon Gee-Morgantown (Holdover)                                                        
Ann Haight-Charleston                                                                                   
Rick Hudson-Parkersburg   
Mark Jenkinson-Martinsburg (Holdover)                                                                        
Jim Lamp-Huntington                                                                                         
Steve MacGowan-Charleston                                                                       
Tom McQuain, Jr.-Charleston                                                                 
Judge Lawrence S. Miller, Jr.-Kingwood   
Rick Pill-Martinsburg        
Delby Pool-Clarksburg   
Gary Pullin-Charleston   
Terry Reed-Buckhannon                             
Judge Derek Swope-Princeton                                                                
Pam Tarr-Charleston  
Michelle Widmer-Eby-Clarksburg                                                     
Monte’ Williams-Morgantown

President Ramey then appointed the Nominating Committee consisting of Vice President Boylen, Secretary/Treasurer Gray and Board Member Santa Barbara. A motion was duly made, seconded and passed to approve those appointments.

Executive Director Tinder was requested to give his report. He expressed his sincere appreciation to the Board for approving the purchase of a new office computer and copier/scanner. Based upon input from President Ramey, a Surface tablet and a small copier/scanner have been purchased. The Board had approved an amount of $1,000 and just over $900 was actually expended for the tablet, copier/scanner and updated Quickbooks software. After going through a learning curve, the Bar Foundation’s work is being accomplished more efficiently.

     President Ramey announced that the remaining Board of Directors

meetings would be held at 12:00 Noon on the following dates:  
 Thursday, March 3, 2016  
 Thursday, June 2, 2016  
  
  
 There being no further business to transact, the meeting was adjourned.