WEST VIRGINIA BAR FOUNDATION  
 BOARD OF DIRECTORS MEETING  
 TELEPHONE CONFERENCE CALL  
 DECEMBER 1, 2016-12:00 NOON

MINUTES

The telephone conference call meeting of the West Virginia Bar Foundation’s Board of Directors was called to order by President Jodie Boylen on December 1, 2016 at 12:00 Noon.

Board Members participating by telephone conference call were Vice President Ken Gray, Secretary/Treasurer Mary Clare Eros, Richard Ford, Jr., Judge Mary Ellen Griffith, David Jividen, Professor Marjorie McDiarmid, Judge Alan Moats, Christy Morris, Kathy Santa Barbara, Harry “Chip” Shaffer, III, Gerry Stowers and Tracey Weber, III. Independent Auditor Derek Godwin 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 1, 2016. A motion was duly made, seconded and passed that the Minutes be approved.

President Boylen called upon Secretary/Treasurer Eros to present the financial report. She went through the 2016-17 approved budget and the finances for the first five months of the current year, which showed no major variances in the revenue and expense items with a small deficit. However, approximately 25 letters had been sent towards the end of November to Bar Foundation Fellows requesting their next installment payments---the total amount requested was almost $20,000. A motion was duly made, seconded and passed to approve the Financial Report as presented.

President Boylen introduced the Independent Auditor, Derek Godwin, and he led the discussion regarding the 2015-16 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 with a larger amount of grants being awarded and the continuing increase in the Justice Fund amount. Other than that, there were no significant changes compared with the previous 2014-15 Financial Report. Later comments were made that the Officers had decided in June, 2016, to use excess funds in the administrative account rather than transferring money from the Justice Fund in order to pay the increased amount of grants.

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.

A motion was duly made, seconded and passed to go into Executive Session to discuss financial and personnel matters. Mr. Tinder absented himself from the conference call. After approximately ten minutes, the Board came out of Executive Session and a motion was duly made, seconded and passed to return to regular session and that no action had been taken during the Executive Session. Then, a motion was duly made, seconded and passed to approve the 2015-16 Financial Report and the IRS Form 990 as presented.

The next item for discussion was the strategic plan. President Boylen reported on the successful 6th Lunch and Laughs event on September 9 with Robert M. Steptoe, Jr. She then requested that the Board consider a judge or lawyer for the 2017 event. After some names were mentioned, a motion was duly made, seconded and passed to postpone the selection until the March, 2017, Board meeting.

She went on to say that the 19th Foundation Fellows Dinner is set for April 27, 2017, at the Marriott Hotel and the 6th Lawyer Leadership Institute has been set for May 19-21, 2017, at Stonewall Resort.

The Justice Fund report was given by President Boylen. The Justice Fund Committee had met with the Financial Consultant, Jamie O’Connor, to review the Fund’s future. Based upon that review and the Committee’s recommendation, a motion was duly made, seconded and passed to reduce bond allocation to 40% of overall portfolio and increase stock positions to 60% and to achieve this by selling $25,000 of the bond manager and purchasing the same amount in the stock manager.  This will be done each month on the 15th for a 3 month period.  The Board will review the Fund’s status during its March, 2017 meeting.

The Grants Committee report was given with the following recommendations: WV Lawyer Assistance Program (WVLAP)-The Committee considered the decision by the Bar Foundation Board three years ago to make a grant to support the full time operation of the program by making a grant of $25,000 with annual grants of $5,000 for five years. After not receiving any reports, the Board requested a formal report on WVLAP activities. The report had finally been received and reviewed. The Committee recommends that the first year’s grant of $5,000 be made.

Randolph /Tucker Child Advocacy Center-The Committee had received a grant request for this entity in the amount of $2,050 to pay for a laptop computer, two tablet computers and several accessory items (Internet connection, DVD burner, headphones, etc.) for use in its child abuse and neglect prevention program. The Committee decided to recommend that the laptop and tablet computers be approved at the cost of $1.100.

Ms. Morris recused herself because of a conflict. A motion was duly made, seconded and passed to approve the Committee’s two grant recommendations.

The next item on the agenda was the report from the Bar Foundation Fellows Nominating Committee. 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. Mr. Tinder absented himself from the review and voting.

The Committee’s recommendations for the 19th class of Fellows to be inducted in 2017, which were approved by a motion duly made and seconded, were:

Rob Aliff-Charleston  
Marty Becker-Jupiter, FL  
Landon Brown-Charleston  
Sam Byrer-Charles Town  
Elton “Buck” Byron-Beckley  
George Cosenza-Parkersburg  
Anna Dailey-Charleston  
Teresa Dumire-Morgantown  
Judge Cheryl Eifert-Huntington  
John File-Beckley  
Lester “Ted” Hess-Wheeling  
Jim Lees-Charleston  
Charlie Lorensen-Charleston  
Duke McDaniel-Petersburg  
Christopher Plybon-Huntington  
Terry Reed-Buckhannon (Holdover)  
Dale Steager-Charleston  
Rebecca Tinder-Charleston  
Tomas Vernon-Charleston  
Zelda Wesley-Clarksburg  
Judge Christopher Wilkes-Martinsburg  
Richard “Dink” Yurko-Bridgeport

President Boylen then appointed the Nominating Committee consisting of Vice President Gray, Secretary/Treasurer Eros and Board Member Santa Barbara. The Committee will make its report during the March, 2017, Board meeting.

Executive Director Tinder made some comments and then the Board expressed its desire to consider increasing his salary or providing other benefits, such as technology equipment or increased travel expenses. He responded with his sincere appreciation for the consideration, but that there was no need to take those actions.

President Boylen announced that she was working on the Justice Fund letter to WV lawyers requesting contributions and that she would share it with the Board members in the next few days prior to distribution.

President Boylen announced that the remaining Board of Directors meetings would be held at 12:00 Noon on the following dates:  
 Thursday, March 2, 2017  
 Thursday, June 1, 2017  
  
  
 There being no further business to transact, the conference call was terminated.