WEST VIRGINIA BAR FOUNDATION  
 BOARD OF DIRECTORS MEETING  
 TELEPHONE CONFERENCE CALL  
 JUNE 1, 2017-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation’s Board of Directors was called to order by Vice President Ken Gray, on behalf of President Jodie Boylen, who was participating in a trial, on June 2, 2017, at 12:00 Noon, by telephone conference call.

Board Members participating by telephone conference call were Secretary/Treasurer Mary Clare Eros, Judge Alan Moats, Richard Bolen, Ellen Cappellanti, Richard Ford, Jr., David Jividen, Professor Marjorie McDiarmid, Christy Morris, Kathy Santa Barbara, Chip Shaffer, Gerry Stowers and Tracey Weber, III. Bar Foundation Executive Director Tom Tinder were also present.

The first item on the Agenda was a review of the Minutes of the previous Board of Directors meeting which had been held on March 2, 2017. A motion was duly made, seconded and passed that the Minutes be approved.

Vice President Gray called upon Secretary/Treasurer Eros to present the financial report. She referred to the one page financial report that was in the board package sent in advance of the meeting and stated that the current budget year will be positive with less revenue and also less expenses for the Lunch and Laughs event, break even for the Fellows Dinner, more revenue from the Fellows’ payments and the additional $10,000 sponsorship by Antero for the Lawyers Leadership Institute. On the expense side, the only significant increase is the Office Expense line item because of $800 for website updating and $185 for the Bar Foundation checks, which should last about five years. Overall it was another good financial year for the Bar Foundation.

She went on to say that the Board needs to consider giving the final authority to the Officers to decide how much, if any, revenue will be transferred from the Justice Fund to the administrative account at the end of the fiscal year (June 30). Last year, the Officers decided to not transfer any money from the Fund, but instead use the excess funds in the administrative account to pay bills at the end of the fiscal year. There are several accounts receivable from Fellows that if they are received by June 30, there will be enough funds in the administrative account to pay the bills and leave the money in the Justice Fund to continue growing.

After some comments, a motion was duly made, seconded and passed to approve the Financial Report and to authorize the Officers to transfer funds, if necessary, from the Justice Fund to the administrative bank account to pay any bills remaining at the end of the fiscal year which occurs on June 30.

Finally, she reviewed the proposed budget for 2017-18 which is very similar to this year’s financial report with the plan for a Lawyer Leadership Institute Sponsorship to be obtained again. Again, after some discussion, a motion was duly made, seconded and passed to approve the 2017-18 budget.

Vice President Gray discussed several actions in the Strategic Plan, including the successful 19th Bar Foundation Fellows Dinner on April 26 with 150 persons from all parts of the state in attendance to honor the sixteen members of the 2017 Fellows class, the highly rated 6th Lawyer Leadership Institute on May 19-21, when nine younger lawyers received leadership training from judges and lawyers at Stonewall Resort, sponsored by Antero Resources Corporation and the upcoming Lunch and Laughs event in Morgantown on September 15, when WVU Provost Joyce McConnell will be the honoree.

The next agenda item was the Justice Fund report with the Fund Raising Campaign goal of $1 million for three years, beginning in 12/14 and concluding in December, 2017. Vice President Gray provided the following figures for review:

Board Members (15)-$10,000  
Bar Foundation Fellows (25)-$12,200

Law Offices/Entities (6)-$60,000  
Justice Fund (5/24/17)-$664,591

Vice President Gray went on to discuss the recent meeting of the Justice Fund Committee with Jamie O’Connor, the Financial Consultant, which included a multi-page report that had been distributed to the Board with the following information:

* When the Justice Fund was initiated in 2012, the allocation, decided by the Board, was 100% in very secure bonds based upon the recent Recession and the Board’s fiduciary responsibilities.
* Page 5 of the materials demonstrates how the Board, following the guidance of the Financial Consultant, has taken a measured approach to shifting the allocation from 100% bonds in December, 2012, to 60% equities/40% bonds, as of May, 2017.
* Pages 11 and 12 of the materials show the changes and rates of return for the Justice Fund and other indices from 2012 to 2017.
* The Financial Consultant recommends that no changes be made in the allocation at the present time with consideration being given to the make-up and management of the bond category, depending upon federal government action in the areas of health care and tax reform in the months to come.

After some comments, a motion was duly made, seconded and passed to

follow the recommendation of the Financial Consultant and the Committee to undertake no action at this time.

The next item on the agenda was the plan to attain $1 million in the Justice Fund by December 31, 2017. Vice President Gray stated that the Fund began with $520,00 from the sale of two buildings and has grown to $665,000. It was suggested to solicit Board members and Foundation Fellows a second time and, in the fall, 2017, to have a direct solicitation to all individual WV lawyers. After some discussion, it was agreed to have several Board members put together the specific solicitation plan for consideration by the Board during its September, 2017, Board meeting.

Mr. Bolen gave the Grants Committee report that the current 2016-17 fiscal year has a budget amount of $50,000, a total of six grants have been awarded in the amount of $43,000 and there is $7,000 unspent in this year’s budget.

              The six grants awarded are as follows:

6/16                WVU College of Law                     $20,900                          Public Interest Scholarship

9/16         REACHH Child Advocacy Center          $4,000                    Elementary Schools Anti-bullying

9/16               WVU College of Law                      $10,000                Student Legal Clinics-Underserved Areas

12/16                       WVLAP                                     $5,000                          Lawyer Assistance Program  
12/16    Randolph-Tucker Children’s Advo. Ctr  $1,100           Technology Equipment for Child Advocacy

3/17      CASA for Kids-Monongalia & Preston    $2,000                            CASA Volunteer Training

              There have been no grant applications received since the March Board meeting.

The Grants Committee recommends that $21,500 be designated for payment to the WVU College of Law to continue the Bar Foundation Public Service Scholarship. The scholarship has been provided for the past five years to law students who make a commitment to pursue a position in the field of public service. (The first student recipient worked for two years in the Clarksburg Legal Aid office before being selected as a Law Clerk for 4th Circuit Court of Appeals Judge Stephanie Thacker. The second student took a job working in a public interest law office in Morgantown and the third student has received the scholarship for the past two years and will be a third year student in 2017-18. A Law School faculty committee selects the student.) After a few comments, a motion was duly made, seconded and passed to provide the Public Service Scholarship for the 2017-18 academic year. Professor McDiarmid recused herself from any discussion or voting relating to the Public Service Scholarship.

Vice President Gray gave the report of the Nominating Committee for the Officers to serve in 2017-18. The nominations were:

President-Ken Gray-Morgantown  
 Vice President Rich Ford, Jr.-Lewisburg  
 Secretary/Treasurer-Mary Clare Eros-Shepherdstown

A motion was duly made, seconded and passed to approve the Officer nominations.

Vice President Gray then presented his plans for the upcoming year. He suggested that the quarterly Board meetings continue to be done by telephone conference call for effectiveness and convenience, but that the September Board meeting be done in-person at 1:15 PM on Friday, September 15, at the Erickson Alumni Center in Morgantown, immediately after the Lunch and Laughs event, which will begin at 11:30 AM with WVU Provost Joyce McConnell as the honoree and with Board members requested to attend, that Thursday, April 26, 2018-6:00 PM be the Bar Foundation Fellows Dinner at the Charleston Marriott with Board members requested to attend and that Friday, May 18-Sunday, May 20, 2018, the Lawyer Leadership Institute be held at Stonewall Resort.

As his Presidential appointments, he recommended:

Nominating Committee-VP Ford, Secretary/Treasurer Eros and Lewin  
Audit Committee-Officers (Gray, Ford and Eros)  
Foundation Fellows Nominating Committee-J Moats, Shaffer and Morris  
Grants Committee-J Griffith, Bolen and Cappellanti  
Justice Fund-Boylen, Gray, Jividen, Stowers and Weber  
Strategic Planning Committee-Officers and McDiarmid

A motion was duly made, seconded and passed to approve the plans and appointments of Vice President Gray.

Vice President Gray recommended to the Board that the Bar Foundation contract for another year of services with Herman and Cormany (Independent Audit), Gibbons and Kawash (Monthly bank reconciliation) and Merrill Lynch (Justice Fund). Individual motions were duly made, seconded and passed to approve these three service agreements.

Under the topic of Other Business, Mr. Tinder made a report and a motion was duly made, seconded and passed to make a $150 Bar Foundation donation to the Joint Fellows Luncheon to be held at the WV Bar Association meeting in August. Similar donations have been made for the past several years.

The next item for discussion was the employment contract for Executive Director Tinder, who absented himself from the conference call. After some period of time, he was brought back on the call and a motion was duly made, seconded and passed to retain his services for the 2017-18 fiscal year under the same terms and conditions, except at an annual salary of $20,000. Mr. Tinder stated that he greatly appreciated the increase in salary from $14,000 to $20,000, but that he wished to remain at the lower figure.

Then, the Board considered the wonderful news that had been received in the past 24 hours that the Bar Foundation had been awarded the LexisNexis Partnership in Success Award by the National Conference of Bar Foundations for its grant to support the Student Legal Clinic in the undeserved area of Beckley. This national award will be presented during the NCBF meeting, part of the American Bar Association Annual Meeting, in New York City on August 11 with a formal presentation of the Clinic program grant on August 12. It was agreed that available Officers and Board members would attend the meeting and represent the Bar Foundation.

Vice President Gray announced that the Board of Directors meetings would be held on the following dates:  
  
 Friday, September 15, 2017-1:15 PM-Erickson Alumni Center-Morgantown  
 Thursday, December 7, 2017-12:00 Noon  
 Thursday, March 1, 2018-12:00 Noon  
 Thursday, June 7, 2018-12:00 Noon

It was announced that today was the last meeting for Kathy Santa Barbara after two terms and six years of outstanding service as a Board of Directors member. Comments were made regarding her excellent leadership and support for the Bar Foundation and its programs and activities.  
  
  
 There being no further business to transact, the meeting was adjourned.