WEST VIRGINIA BAR FOUNDATION  
 BOARD OF DIRECTORS MEETING  
 TELEPHONE CONFERENCE CALL  
 MARCH 10, 2021-12:00 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 Chip Shaffer, on March 10, 2021, at 12:00 Noon. (The meeting was originally scheduled for March 4, 2020, but was re-scheduled due to Covid-19 virus pandemic factors.)

Board Members participating were Secretary/Treasurer Christy Morris, Teresa Dumire, Judge Mary Ellen Griffith, Lucien Lewin, David Morrison, Gerry Stowers, Dean John Taylor and Tracey Weber, III. Bar Foundation Executive Director Tom Tinder was also on the call.

The first item on the Agenda was a review of the Minutes of the previous Board of Directors meeting which had been held on December 3, 2020. A motion was duly made, seconded and passed that the Minutes of the meeting be approved.

President Shaffer called upon Secretary/Treasurer Morris to present the financial report. She stated that regarding Income items, the Lunch and Laughs event on October 23, 2020, ended up with a $2,700 positive difference between income and expenses----$700 more than budgeted---even with it being a primarily virtual event. Checks of $4,493 each were presented to the Black Law Students Association and to the Career Services Center at the WVU College of Law, which were the designated charities of the honorees, Ellie and Ed Flowers.

The Independent Audit fee of $3,200 has been paid, so the only expenses left in the Accounting line item for the rest of the year are the monthly $100 fees for the bank reconciliations. The AccessLex grant ($25,000) was received in June, 2020, which was last fiscal year, while the approximately 40 payments to WVU Law School students with virus pandemic financial needs were made in July, 2020, which is the current fiscal year.

All other Income and Expense items are right on budget or at the appropriate levels for this point in the fiscal year. The overall deficit amount for the year ($17,768) is directly related to the AccessLex grant being received last fiscal year ($25,000) and payments from the grant being paid this fiscal year ($26,050).

The Chase Bank administrative checking account ($19,736) is very satisfactory because of recent Foundation Fellows payments. The United Bank PPP loan account contains a $1,000 contribution in case a second PPP loan is received. The Justice Fund is $1,006,670 (2/26/21) with the Anonymous Donor’s accelerated final payment of $90,000! (As of 3/9/21, the amount was $1,014,023.)

The $60,000 loan was made to the WV Bar Association in June, 2018, and is now valued at approximately $22,000. The Justice Fund amount was $742,348 for last year’s March Board meeting, as of February 26, 2020, and $873,692, as of November 25, 2020, for the last Board meeting in December, 2020. After additional comments, a motion was duly made, seconded and passed to approve the Financial Report.

Furthermore, she requested that the Board consider the transfer of the Bar Foundation’s administrative bank account from Chase Bank to United Bank for the following reasons:

1. Chase Bank was not responsive to the Bar Foundation’s decision to apply for a needed Paycheck Protection Program (PPP) loan last summer. On the other hand, when United Bank local officials were contacted, late in the game, they responded immediately and got the loan approved in a couple days.
2. United Bank set up a bank account for the PPP loan without Bar Foundation leaders being required to have to go to a local branch office and check approvals can be done online.
3. Over the years, Chase has not supported the Bar Foundation in philanthropic efforts.
4. United is a WV centered bank—Chase is a far flung global financial institution.

After some comments, a motion was duly made, seconded and approved to move the administrative bank account from Chase Bank to United Bank.

Executive Director Tinder reported on the second round of the Paycheck Protection Program (PPP). The Bar Foundation had received a $2,900 PPP forgivable loan for salaries during the first round in the summer of 2020. The necessary paperwork has been filed for that loan to be forgiven by the Federal Government.

The loan requirements for the second round include a 25% reduction in gross revenues during a fiscal quarter in 2020 as compared with the same fiscal quarter in 2019. That occurred in the second quarter except for the receipt of the $25,000 AccessLex grant to make payments to WVU College of Law students negatively impacted by the virus pandemic. Representatives from United Bank and from Herman and Cormany are seeking some type of exemption for the Bar Foundation to enable it to be eligible for a second round PPP forgivable loan.

The next item on the agenda was the report from the Strategic Planning Committee. President Shaffer stated that the Foundation Fellows Dinner is currently set for April 22, 2021, at the Charleston Marriott Hotel. This event will honor both the 2020 and the 2021 Fellows classes. However, with the pandemic and vaccination situation, the Committee recommends that the Dinner be moved back to June 24. After comments, a motion was duly made, seconded and approved that the Foundation Fellows Dinner be changed from April 22, 2021 to June 24, 2021.

In addition, the Antero Lawyer Leadership Institute has been set for May 21-23, 2021, at Stonewall Resort. The presenters have all agreed to make their highly rated presentations. Invitations will be extended to various law offices and legal organizations to recommend participants---the maximum number of attendees is 12. If Board members have younger lawyers (practicing law for 10 years or less) in their offices or in their communities, please suggest that they attend this highly rated leadership training program.

President Shaffer reported that the Lunch and Laughs With Legal Legends event is set for Friday, September 10, at 11:30 AM at the Erickson Alumni Center in Morgantown, with virtual participation available as an option. Board members had recommended several excellent candidates to receive this honor. After extensive discussion, a motion was duly made, seconded and approved to invite retired WV Supreme Court Justice Margaret Workman to be this year’s honoree. It was agreed that Board member Judge Morton would extend the invitation.

Finally, President Shaffer lead a discussion concerning the announced retirement of Executive Director Tinder during 2021. After some comments, a motion was duly made, seconded and approved to accept Executive Director Tinder’s retirement during 2021, as contained in his email message to the Board members on February 19, 2021.

The Board had a general discussion regarding the search and selection process for a new Executive Director. President Shaffer appointed an eleven member Search Committee consisting of current Officers and Board members, future Officers and past Presidents and Board members. It was agreed that the Search Committee should present recommendations for review and approval at the next quarterly Board meeting on June 3, 2021.

The next item on the agenda was the report from the Grants Committee. The Board had requested that the Committee provide input relating to the modification and the continuation of the Bar Foundation Public Service Scholarship at the WVU College of Law. Because of the extended length of the Board meeting, it was agreed that the Grants Committee report on this topic would be considered during the June 3, 2021 Board meeting.

The next agenda item was the report of the Nominating Committee, which was given by Committee Member Lewin, as follows:

Nominations to serve three year terms (June, 2021-June, 2024) as Board members:

              Judge Joyce Morton-Webster Springs-Second term  
 Teresa Dumire-Morgantown-Second term  
 Judge Patrick Flatley-Wheeling-First term  
 Debra Kilgore-Princeton-First term  
              Ron Tucker-Fairmont-First Term

Nomination to serve an unexpired two year term (June, 2021-June, 2023) as a Board member:

                                         Ann Haight-Charleston-First term

                             Officers to serve one year term (June, 2021-June, 2022)

                                         President-Christy Morris-Charleston

                                         Vice President-David Jividen-Wheeling

                                         Secretary/Treasurer-Lucien Lewin-Martinsburg

A motion was duly made, seconded and approved to accept the Nominating Committee report. The election of Board members will occur during the June 3, 2021 Annual Meeting and the election of Officers will occur during the June 3, 2021 Board meeting.

Executive Director Tinder stated that he had nothing additional to report.

There were no matters to be discussed under Other Business.

President Shaffer announced the date and time for the last Board of Directors meeting for this fiscal year, which will be held exclusively by telephone conference call, on Thursday, June 3, 2021-12:00 Noon

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