

WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
ZOOM VIRTUAL CONFERENCE  
MARCH 3, 2022-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Christy Morris, on March 3, 2022, at 12:00 Noon, by Zoom virtual conference.

Board Members participating by Zoom were Secretary/Treasurer Lucien Lewin, Judge Jack Alsop, Judge Joyce Morton, Judge Patrick Flatley, Ellen Cappellanti, Teresa Dumire, Ann Haight, Debra Kilgore, Teresa McCune, Gerry Stowers, Professor John Taylor and Tracey Weber, III. Bar Foundation Interim 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 December 2, 2021. Corrections needed to be made to the Minutes to change the name "Morrison" to "Morris" in two places. A motion was duly made, seconded, and passed that the Minutes be approved with the two corrections.

President Morris called upon Secretary/Treasurer Lewin to present the financial report. He stated that the financial report consisted of figures listing the approved amended budget for the current fiscal year (July 1, 2021-June 30, 2022) and for the first eight months of this fiscal year. The highlights included that the Income items were all in good shape. There were explanatory comments made concerning the miscellaneous income items.

Regarding the expense items, the Independent Audit fee invoice of \$3,200, has not been received, as of yet, with the only other expenses left in the Accounting line item for the rest of the year being the monthly \$100 fees for the bank reconciliations. There will be small additional expenses in the Dues/Fees, Travel and Office Expenses line items. The Fellows Dinner line item is for the 2021 Dinner that was held at the end of the 2020-21 fiscal year (June 24, 2021) with the

bills being paid in July/August in the current 2021-22 fiscal year. The expenses for the Grants and the Lawyer Leadership Institute line items will be paid before the end of this fiscal year on June 30.

Overall, there is currently a projected Remainder of \$23,373 with additional income expected of \$60,000(\$30,000 Fellows Program/\$15,000 Lawyer Leadership Institute/\$15,000 Fellows Dinner) and additional expected expenses of \$77,000(\$50,000 Grants/\$14,000 Fellows Dinner/\$7,000 Lawyer Leadership Institute/\$6,000 Accounting & Other Expenses). The fiscal year should end with a surplus of several thousands of dollars.

Finally, the Chase Bank administrative checking account has been formally closed and the funds (\$4,007) have been deposited in the United Bank checking account. The Justice Fund is \$1,035,341(2/23/22). The \$60,000 loan made to the WV Bar Association in June, 2018 was completely paid off early in November, 2021. The Justice Fund amount was \$1,006,670 for the March, 2021 Board meeting.

After questions from the Board members and responses, a motion was duly made, seconded, and passed to transfer \$6,349 from the United Bank account to the Justice Fund at Merrill Lynch. These funds were three loan repayments made by the WV Bar Association in the latter part of 2021 that were incorrectly deposited in the United Bank account instead of the Justice Fund account where all other WV Bar Association loan repayments had been made since 2018.

After additional comments, a motion was duly made, seconded, and passed to approve the Financial Report as presented, with a footnote regarding the payment of the expenses for the Bar Foundation Fellows Dinner held on June 24, 2021, but not paid until the current 2021-22 fiscal year, as mentioned during the financial report discussion.

President Morris presented the Strategic Planning Committee report and stated that the Bar Foundation Fellows Dinner was set for April 21, 2022, at the 4 Points Sheraton Hotel in Charleston. The Dinner will honor both the 2022 Fellows class, as well as judges and lawyers carried over from the 2020 and 2021 Fellows classes. She invited the Board members and a complimentary spouse/guest to

one year contract. It was agreed that Board member Cappellanti would put together an independent contractor agreement for negotiation purposes.

On behalf of the Grants Committee, Board member Cappellanti provided the recommendations from the Committee, as follows:

#### WVU Public Service Scholarship-

Last year, the Grants Committee expressed concern regarding the need to have a greater commitment to public service by the Scholarship students. A decision was made to provide the scholarship funds to the Student Legal Clinic for the current academic year, while the Scholarship Committee re-worked the scholarship guidelines. The new guidelines will be presented to the Grants Committee in May. It is recommended that \$25,000 be provided to the WVU College of Law for the Bar Foundation Public Service Scholarship. (The actual payment to the Law School will not be made until June at the end of the fiscal year.)

#### WV Judicial Lawyer Assistance Program (WVJLAP)-

Six years ago, a \$25,000 grant was made to WVJLAP to be paid in five annual installments of \$5,000. The funds have been used to support WVJLAP's Annual Meeting where judges and lawyers convene to learn more about treatment, care, programs, and services for dealing with drug and alcohol abuse, mental health problems, etc. among judges and lawyers. Four \$5,000 payments have been made, except in 2020 when the Annual Meeting was cancelled because of the virus pandemic. It is recommended that the final \$5,000 annual payment be made to complete the \$25,000 grant to WVJLAP.

#### Mountain State Justice-

Last year, the Board approved an \$11,000 grant to Mountain State Justice for the Clifford-Cleckley Fellowship Program "to continue and expand pipeline recruitment and support for the next legal leaders of color in West Virginia." The grant was to be divided over two years at \$5,500 each year. A report was received from Mountain State Justice detailing the successful first year with two Fellowships being granted

attend the Dinner and sit at the Board reserved table, as has been the custom for several years.

She stated that the Antero Lawyer Leadership Institute is set for May 20-22, at Stonewall Resort. The presenters have all agreed to make their highly rated presentations. Various law offices and legal organizations will be invited 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 to them that they attend this highly rated leadership training program. Antero has agreed to pay \$10,000 again as the Sponsor and the necessary invoice has been sent.

The Lunch and Laughs event is set for Friday, September 9, at 11:30 AM at the Erickson Alumni Center in Morgantown, with Justice Workman as the honoree. President Morris went on to explain the law related statewide groups have started meeting again, as they did in the past, which led to the Legal Organizations Collaborative being re-initiated. A legislative reception was held, and another combined reception is set for the College of Law on March 24. The Bar Foundation was not a sponsor of the Legislative reception, but it would be beneficial for the Bar Foundation to be a Sponsor for the Law School reception. After some discussion, a motion was duly made, seconded, and passed that the Bar Foundation serve as a Sponsor for the Law School reception at an amount to be determined by President Morris. Professor Taylor agreed to be the Bar Foundation's representative at the reception.

President Morris then led a lengthy discussion regarding the position of Executive Director. She reminded the Board that Debra Scudiere had submitted her resignation effective December 31, 2021. After some comments were made, a motion was duly made, seconded, and passed that the Board formally accept Ms. Scudiere's resignation and that a letter of appreciation be sent to Ms. Scudiere for her service. After additional discussion, a motion was duly made, seconded, and passed to confirm the appointment of Tom Tinder as Interim Executive Director, effective January 1, 2022, until such time as a new Executive Director is selected and that he be paid no salary, but receive reimbursement for expenses.

Then, there was lengthy discussion regarding a new Executive Director. Finally, a motion was duly made, seconded, and passed to hire Tessa White (Charleston) as the Executive Director for a salary of no more than \$35,000 for a

to students of color. The grant application for \$5,500 for the approved second year was provided as well as an additional request for \$10,500 to support the Speaker Series that is a part of the Fellowship Program. It is recommended that the second committed \$5,500 grant be made for the Clifford-Cleckley Fellowship Program and that no funding be made to support the Speakers Series.

#### Restorative Justice Facilitation for WV Drug Courts-

A grant application for a Restorative Justice Facilitation Program for the Drug Court program in the Northern District Federal Court. It is recommended that a grant of \$5,050 be awarded.

#### WV Supreme Court Judicial Learning Center-

A grant application from the WV Supreme Court for the initiation of its Judicial Learning Center to enhance civics education in the state in the amount of \$50,000. It is recommended to table the application until the Committee's next quarterly meeting in May, inform the Court that the request was for too large an amount based upon the annual Grants budget and suggest that other funding sources be pursued, including government agencies, quasi-governmental agencies, foundations, law related organizations, etc.

After some comments, a motion was duly made, seconded, and passed to approve the recommendations presented by the Grants Committee.

On behalf of the Nominating Committee, Secretary/Treasurer Lewin gave the following report:

The current Board members, whose second three year terms expire this year and, therefore, their Board service will end, are:

Christy Morris-Charleston-(Second and last three year term)

Dave Jividen-Wheeling (Second and last three year term)

Ellen Cappellanti-Charleston (Second and last three year term)

Gerry Stowers-Charleston (Second and last three year term)

Tracey Weber, III-Weston (Second and last three year term)

The Committee members considered several persons, who fulfilled the Board qualifications of being Bar Foundation Fellows and continued the diverse composition of the Board, for a three year term. The diverse aspects are race, gender, state geography, type and size of law practice, board governance responsibilities, special skills, etc. Those persons recommended to serve a three year term (2022-2025) are:

Wilbert Payne-Legal Aid of WV- Beckley

Sandra Chapman-Casey and Chapman-Wheeling

Jill McIntyre-Jackson Kelly-Charleston

Barry Taylor-Jenkins Fenstermaker-Huntington

Tom Tinder-Retired-Charleston

The following persons are recommended to serve as Officers for the 2022-23 fiscal year:

President-Lucien Lewin-Martinsburg

Vice President-Teresa Dumire-Morgantown

Secretary/Treasurer-Retired U.S. Bankruptcy Court Judge Patrick Flatley-Wheeling

A motion was duly made, seconded and passed to approve the Board members with the election being held during the June 2, 2022 Annual Membership meeting and to approve the Officers for the 2022-23 fiscal year with the election occurring during the June 2, 2022 Board meeting.

The next agenda item was the report from the Interim Executive Director. Mr. Tinder expressed his appreciation to President Morris and the other Board members for their guidance and assistance during the short period of time that he has served in this position.

There was nothing to discuss under Other Business.

President Morris announced that the last Board of Directors meeting for the current fiscal year would occur on June 2, 2022, at 12:00 Noon using Zoom technology.

There being no further business to transact, the meeting was adjourned.