

**WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
ZOOM
DECEMBER 1, 2022-12:00 PM**

MINUTES

CALL TO ORDER

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Lucien Lewin, at 12:00 PM.

Board Members participating were President Lucien Lewin, Vice President Teresa Dumire, Secretary/Treasurer Judge Patrick Flatley, Judge Jack Alsop, Sandra Chapman, Ann Haight, Debra Kilgore, Teresa McCune, Jill McIntyre, David Morrison, Wilbert Payne, Barry Taylor, John Taylor, and Tom Tinder. Executive Director Tessa White and external financial & investment advisor Jamie O'Connor were also present.

REVIEW OF BOARD OF DIRECTORS MEETING MINUTES

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 9, 2022. A motion was duly made, seconded, and passed that the Minutes be approved as presented.

JUSTICE FUND COMMITTEE REPORT

President Lucien Lewin introduced the Bar Foundation's external financial & investment advisor, Jamie O'Connor, to present an overview of the Foundation's Justice Fund. The Justice Fund consists of four accounts: a bond account, a stock account, a loan repayment account, and a cash account. The combined account value is currently approximately \$973,000. Due to losses in the market, the Justice Fund is down approximately 9.5% this year, as compared to the S&P market decrease of approximately 13%. The loan repayment account was created when the loan was made to the WV Bar Association and is now an obsolete, stagnant account.

The Justice Fund was first created when the Bar Foundation sold its building. It has since reached \$1 million through an anonymous donor's contribution. The Bar Foundation is able to distribute \$50,000 annual from this Justice Fund to provide funding for its annual grantmaking endeavors.

The Committee recommends to transfer the remaining balance in the loan repayment account to the cash account within Merrill Lynch and subsequently close the loan repayment account. The Committee recommends to create a new, separate savings account to be designated toward FY2023-2024 grants. The Committee's recommendations were seconded and passed unanimously.

FINANCIAL REPORT

President Lewin called upon Secretary/Treasurer Judge Flatley to present the financial report. Secretary/Treasurer Judge Flatley stated that the current checking balance is \$79,279. The profit and loss for July – October 2022 was presented. Judge Flatley presented the draft audited financial statements for the period July 1, 2021 – June 30, 2022.

The Board met in Executive Session.

After returning from Executive Session, Judge Flatley made a motion to approve the financial report as presented. Barry Taylor seconded the motion, and the motion carried unanimously. It was suggested to include the balances of the Cash account and the Justice Fund to future financial reports.

Judge Flatley made a motion to approve the audit report, subject to the Audit Committee follow up meeting with the auditor regarding the management comment letter dated December 1, 2022. Ann Haight seconded the motion, and the motion carried unanimously.

Judge Flatley stated that the Form 990 is in process and will be presented at the next board meeting. The Form 990 has been extended and will be filed before the May 15, 2023 filing deadline.

REPORT OF GRANTS COMMITTEE

On behalf of the Grants Committee, Vice President Teresa Dumire provided the report and recommendations from the Committee. The Committee recommends that the WV Bar Foundation grant \$5,000 to Fayette County Schools and Communities in Schools Fostering Academics Program. After some discussion, a motion was duly made, seconded, and passed to approve the recommendations presented by the Grants Committee.

REPORT OF FOUNDATION FELLOWS NOMINATING COMMITTEE

President Lewin called upon Judge Jack Alsop to present the report from the Foundation Fellows Nominating Committee. Judge Alsop indicated that the recommended nominations represent individuals who are a great addition to the legal community and have outstanding character.

The list of recommended individuals for the WV Bar Foundation Fellows Class of 2023 are as follows:

Judge Anita	Ashley	Spencer
Robert	Campbell	Charleston
Judge Charles	Carl	Romney
Perri	DeChristopher	Morgantown
Susan	Deniker	Bridgeport
Dana	Eddy	Charleston
Kevin	Ellis	Morgantown
Robert	Fitzsimmons	Wheeling
Judge Patricia	Keller	Huntington
Elizabeth	Lord	Charleston
Robert	McLusky	Charleston
Jack	Merinar	Bridgeport
Larry	Rector	Bridgeport
Dean Amelia	Rinehart	Morgantown
Kevin	Robinson	Beckley
Cam	Siegrist	Charleston
Shannon	Smith	Morgantown
Gloria	Stephens	Welch
Justice Beth	Walker	Charleston
Rod	Windom	Harrisville
Heather	Wood	Weirton

Debra Kilgore made a motion to accept the recommended nominations to the 2023 class, and Judge Flatley seconded the motion. There was additional discussion around the ongoing “refusal” list and whether or not to ask an individual more than once. The motion carried unanimously.

REPORT FROM EXECUTIVE DIRECTOR

The next agenda item was the report from the Executive Director. Tessa White stated that she has secured a matching donation up to \$20,000. Board members were encouraged to donate in order to achieve a 100% Board Member participation rate for donations.

OTHER BUSINESS

Executive Director Tessa White presented a Memorandum of Understanding with the WV State Bar to allow the WV Bar Foundation to receive the contact list for all attorneys and judges in the state. A motion was duly made, seconded, and passed unanimously for the WVBF to enter into the Memorandum of Understanding.

Executive Director Tessa White discussed a request from the WV Supreme Court of Appeals, for the WV Bar Foundation to solicit for donations to the Courts Learning Center. The Board requested a written proposal from the Supreme Court. A motion was made to table the discussion until the next Board meeting.

NEXT BOARD OF DIRECTORS MEETINGS

President Lewin reminded the Board Members that the remaining schedule for the Board of Directors Meetings for the 2022-2023 fiscal year is as follows:

1. March 2, 2023-12:00 Noon-Virtual
2. June 1, 2023-12:00 Noon-Virtual

ADJOURNMENT

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