WEST VIRGINIA BAR FOUNDATION  
 BOARD OF DIRECTORS MEETING  
 TELEPHONE CONFERENCE CALL  
 DECEMBER 7, 2017-12:00 NOON

MINUTES

The telephone conference call meeting of the West Virginia Bar Foundation’s Board of Directors was called to order by President Ken Gray on December 7, 2017 at 12:00 Noon.

Board Members participating by telephone conference call were Vice President Rich Ford, Secretary/Treasurer Mary Clare Eros, Richard Bolen, Judge Mary Ellen Griffith, David Jividen, Lucien Lewin, Professor Marjorie McDiarmid, Judge Alan Moats, Christy Morris, 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 15, 2017. A motion was duly made, seconded and passed that the Minutes be approved.

President Gray called upon Secretary/Treasurer Eros to present the financial report. Regarding Income items, she stated that there was a large crowd for the Lunch and Laughs event on September 15 with more income received than budgeted. On October 6, there were 19 invoices sent to Bar Foundation Fellows requesting a partial payment by December 15----if all 19 make a payment, more than $12,000 will be received. A request has been sent to Antero for its Sponsorship again of the Lawyer Leadership Institute in May, 2018.

Regarding Expense items, she mentioned that once the final registration fee is made, a payment of approximately $9,000 will be made to Provost McConnell’s designated charity for the 2017 Lunch and Laughs event. Other items are under budget at this point in time. The checking account is low, but will return to normal levels as the Bar Foundation Fellows payments are received. The Justice Fund is $691,747----it was $668,549 at the last Board meeting on September 15 and $664,591 on June 1.

A motion was duly made, seconded and passed to approve the Financial Report as presented. Executive Director Tinder stated that Antero Resources, in the past few days, had agreed to be the Sponsor again for the 2018 Lawyer Leadership Institute. Bar Foundation Fellows Hank Lawrence and Ancil Ramey had been instrumental in securing the $10,000 Sponsorship fee. A letter of gratitude and an invoice had been sent to Antero.

President Gray introduced the Independent Auditor, Derek Godwin, and he led the discussion regarding the 2016-17 Financial Report and the IRS Form 990. He stated that it was “a clean, unmodified opinion”, just as it had been in the prior fiscal year. He went through each aspect of the Audit. Overall, it was a successful year from a financial standpoint with a large 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 2015-16 Financial Report. As in the previous fiscal year, the Officers had decided in June, 2017, to use excess funds in the administrative account rather than transferring money from the Justice Fund in order to pay the budgeted 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.

Mr. Tinder absented himself from the conference call, so that Mr. Godwin could make any confidential comments to the Board members. After some time, a motion was duly made, seconded and passed to approve the 2016-17 Financial Report and the IRS Form 990 as presented.

The next item for discussion was the strategic plan. President Gray reported that the Foundation Fellows Dinner is set for April 26, 2018, at the Charleston Marriott Hotel and the Antero Lawyer Leadership Institute has been set for May 18-20, 2018, at Stonewall Resort. With another successful Lunch and Laughs event in September honoring WVU Provost Joyce McConnell, approximately $9,000 will be donated to the Provost’s charitable activity which was the law student clinics at the WVU College of Law. For the Lunch and Laughs in 2018, on Friday, September 7, (Youngstown State football game) at the Erickson Alumni Center in Morgantown, there is a need to select an honoree.

The Justice Fund report was given by President Gray. The Justice Fund Committee had met with the Financial Consultant, Jamie O’Connor, to review the Fund’s future. The Fund currently consists of 60% in stocks, 34% in bonds and 6% in cash. This percentage had increased beginning in 2012 at 100% bonds to 25%/75%, then 40%/60%, then 50%/50% and finally to the present percentages. The stocks portfolio has been improving at an increasing rate, while the bonds, which are in highly secured items, have remained static.

In order to make more positive returns, Mr. O’Connor had suggested that an amount of cash and some of the bonds be allocated to Richard Bernstein Advisors, a well respected firm, to be placed in stocks and bonds with international involvement at a charge of 30 basis points. The outcome would be 70% stocks and 30% bonds. A motion was duly made, seconded and passed to allocate $20,000 cash plus $55,000 from the Bond Manager to Richard Bernstein Advisors to be utilized for stocks and bonds, including international items, increasing the Fund make-up to 70% stocks and 30% bonds, at a cost of 30 basis points.

The Grants Committee report was given by Committee Member Richard Bolen, who stated that the current 2017-2018 budget includes $50,000 for grants. The Board has already approved the continuation of the Public Service Scholarship at the WVU College of Law and the amount will be approximately $22,000. In addition, the Committee recommended, and the Board approved, three additional grants totaling $10,250 (WV Child Advocacy Network-$3,000/ WV Lawyer Assistance Program-$5,000/Child Protect of Mercer County-$2,250). Therefore, there is a remainder of $17,750 until June, 2018.

             The Committee members had reviewed two grant applications and made the following recommendations: (1) Philanthropy WV-$4,000-Philanthropic Legal and Policy Fellowship for law student at WVU College of Law. In September, 2015, a $3,500 grant was made for a similar Fellowship at the Law School. During the last Committee meeting, it was decided to obtain additional information relating to the benefits and long term applicability of this Fellowship. After the Committee reviewed and discussed the materials that had been received, the Committee members recommended to decline to fund the Philanthropy Fellow. (2) WV Kids Count Fund-$6,100- Educational and training program and related materials to address children who are processed into the guardian ad litem program. The applicant had been requested to provide additional information as to how this grant proposal would coincide with the WV Supreme Court’s existing training program that is required for lawyers who wish to be appointed to serve as guardians ad litem. The Committee members reviewed the response and recommended to ask for more explanatory materials concerning the exact type of training, who is going to be trained and who will be doing the training.

A motion was duly made, seconded and passed to approve the recommendations from the Grants Committee for the two applications. (Executive Director Tinder was absent from the conference call for this report because of a conflict regarding one of the grant applications.)

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.

The Committee’s recommendations for the 20th class of Fellows to be inducted in 2018, which were approved by a motion duly made and seconded, were:  
  
 Judge Omar Aboulhosn-Bluefield

                  John Barrett-Charleston  
  
                  Dean Greg Bowman-Morgantown

                  Lew Brewer-Charleston

                  Lynn Clarke-Charleston

                  John Droppleman-West Union

Judge Paul Farrell-Huntington

Dave Hendrickson-Charleston

Steve Higgins-Morgantown

Greg Hinton-Fairmont

Judge Patricia Hill-Morgantown

Jim Lees-Charleston (Holdover)

Professor Pat McGinley-Morgantown

       Joseph Sanders, Jr.-Princeton  
  
        Larry Schultz-Martinsburg

        Gloria Stephens-Welch

Judge Joanna Tabit-Charleston

Kelli Talbott-Charleston

        Frederick Williams-Charleston

        Bobby Warner-Charleston

President Gray re-affirmed the appointment of the Nominating Committee consisting of Vice President Ford, Secretary/Treasurer Eros and Board Member Lewin. The Committee will make its report during the March, 2018, Board meeting.

Executive Director Tinder made some comments concerning the Justice Fund Fundraising Campaign, including that the Board had approved recommended actions for the Justice Fund Fundraising Campaign, which began in December, 2014, with a goal to reach $1 million by December 31, 2017. The actions were:

1. Solicit $500 donations from Board members who have not donated

already. There were seven newer Board members, who had not made a donation since coming on the Board. Five of the seven have made their payments. The requested deadline is December 31, 2017.

2. Have Board members solicit Fellows in their area and/or law office (College of Law-McDiarmid) for $500 donations. Thirteen Board members (excluding Judges Griffith and Moats) were provided with the names and email addresses of approximately 20 Bar Foundation Fellows, each, and a canned message to send, requesting a donation of $500. The deadline is December 31, 2017. One donation, $300 from Patrick Deem-Bridgeport, has been received.

3. Giving Tuesday-November 28, 2017-The list of all instate WV lawyers email addresses was purchased from the WV State Bar ($350). Messages were sent to more than 5,000 lawyers on November 15, requesting a donation be made on Giving Tuesday. Four donations have been received totaling $550---Mike Bee ($100), Lew Brewer ($100), David Kevin Coleman ($100) and Phil Reale ($250).

4. Follow-up by December 31-There will be additional solicitations during December to Bar Foundation Fellows

Earlier in the meeting, Judge Moats had mentioned the current issue of the WV Lawyer magazine that included an excellent article and layout relating to the Bar Foundation and its activities. President Gray had authored the article in accordance with the suggested action made during the September Board meeting.

President Gray announced that the remaining Board of Directors meetings would be held by conference call at 12:00 Noon on the following dates:  
 Thursday, March 1, 2018  
 Thursday, June 7, 2018  
  
  
 There being no further business to transact, the conference call was terminated.