

WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
TELEPHONE CONFERENCE CALL  
JUNE 7, 2018-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Ken Gray, on June 7, 2018, at 12:00 Noon, by telephone conference call.

Board Members participating by telephone conference call were Vice President Rich Ford, Secretary/Treasurer Mary Clare Eros, Judge Alan Moats, Judge Mary Ellen Griffith, Richard Bolen, Jodie Boylen, Ellen Cappellanti, David Jividen, Professor Marjorie McDiarmid, Christy Morris, 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 1, 2018. 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. She stated that the current budget year will be break even with a successful Lunch and Laughs event, break even for the Fellows Dinner, similar revenue from the Fellows' payments as in the past and the additional \$10,000 sponsorship by Antero for the Lawyers Leadership Institute. On the expense side, the overall expenses are below budget, especially the awarding of grants. Overall it was another satisfactory financial year for the Bar Foundation.

The proposed budget for 2017-18 is very similar to this year's financial report with the plan for a Lawyer Leadership Institute Sponsorship to be obtained again. After some comments, a motion was duly made, seconded and passed to approve the Financial Report and a second motion was duly made, seconded and passed to approve the budget for the 2018-19 fiscal year.

She went on to say that the Board needs to consider giving the final authority to the Officers to decide how much revenue will be transferred from the Justice Fund to the administrative account at the end of the fiscal year (June 30). There will be a need to transfer the funds in order to pay the Public Interest Scholarship at the WVU College of Law, as has been previously approved by the Board. A motion was duly made, seconded and passed to authorize the Officers to transfer funds from the Justice Fund to the administrative bank account as needed at the end of the fiscal year which occurs on June 30.

President Gray discussed the successful 20<sup>th</sup> Bar Foundation Fellows Dinner on April 25 with approximately 110 persons from all parts of the state in attendance to honor the sixteen members of the 2018 Fellows class, the highly rated 7<sup>th</sup> Lawyer Leadership Institute on May 18-20, when eleven 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 7, when retired Supreme Court Justice Larry Starcher will be the honoree.

President Gray began to discuss the next agenda item which was the WV Bar Association loan proposal, when Vice President Ford declared a conflict of interest because he serves as an Officer for the Bar Association and terminated his participation on the conference call.

There was a great deal of discussion on the topic with a couple Board members stating that they had not received the documents which had been recently received and forwarded to the Board members in the past week. The Strategic Planning Committee had a recommendation for consideration, but comments were made that more information was needed and that another Board meeting should be held in the near future for review of all the materials, further discussion and a decision. Then, a motion was duly made, seconded and passed to table this agenda item at this time and that the Board hold a conference call on Thursday, June 14, at 12:00 Noon with this matter as the item for discussion and decision.

The next item on the agenda was a discussion of the Justice Fund by President Gray. He reported that as of May 30, the Fund contained \$704,000 compared to \$664,000 at the last Board meeting in March. All Board members

serving during the last three years had made at least a \$500 donation and the three year fundraising campaign, which ended on December 31, 2017, increased the Fund from \$520,00 to \$720,00. Vice President Ford returned to the conference call.

Vice President Ford gave the report of the Nominating Committee for the Officers to serve in 2018-19. The nominations were:

President-Rich Ford-Lewisburg  
Vice President-Ellen Cappellanti-Charleston  
Secretary/Treasurer-Mary Clare Eros-Shepherdstown

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

Vice President Ford then presented his plans for the upcoming year. He wants to continue existing successful activities:

The Justice Fund-Approximately \$700,000 after three year fundraising campaign. Transfer funds, as needed, to support grantmaking.  
Bar Foundation Grants-Averaging \$40,000 per year. Can increase amount based upon grant applications from worthwhile endeavors.  
Lunch and Laughs With a Legal Legend-Justice Larry Starcher-Friday, September 7-11:30 AM-Erickson Alumni Center-Morgantown  
Bar Foundation Fellows-21<sup>st</sup> class in 2019. Almost 400 judges and lawyers selected. Thursday, April 25, 2019-Charleston Marriot Hotel  
Lawyer Leadership Institute-Highly acclaimed weekend leadership retreat for newer lawyers-Mid-May, 2019-Stonewall Resort

As his Presidential appointments, he recommended:

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

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

Vice President Ford recommended to the Board that the Bar Foundation contract for another year of services with Herman and Cormany (Independent Audit-\$3200), Gibbons and Kawash (Monthly bank reconciliation-\$95 per month for two years) 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 2018-19 fiscal year under the same terms and conditions, except at an annual salary of \$16,000. Mr. Tinder stated that he greatly appreciated the increase in salary from \$14,000 to \$16,000.

President Gray announced that the Board of Directors meetings would be held on the following dates:

Thursday, June 14, 2018-12:00 Noon (WV Bar Association Loan Proposal)

Friday, September 7, 2018-1:30 PM-Erickson Alumni Center-Morgantown

Thursday, December 6, 2018-12:00 Noon

Thursday, March 7, 2019-12:00 Noon

Thursday, June 6, 2019-12:00 Noon

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