

WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
TELEPHONE CONFERENCE CALL
JUNE 4, 2020-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Ellen Cappellanti, on June 4, 2020, at 12:00 Noon, by telephone conference call.

Board Members participating by telephone conference call were Vice President Chip Shaffer, Secretary/Treasurer Mary Clare Eros, Judge Alan Moats, Judge Mary Ellen Griffith, Teresa Dumire, Rich Ford, David Jividen, Lucien Lewin, Professor Marjorie McDiarmid, Christy Morris, Gail Henderson Staples, Gerry Stowers and Tracey Weber, III. Bar Foundation Executive Director Tom Tinder were also present.

Agenda items do not necessarily appear in the order they were discussed.

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 5, 2020. A motion was duly made, seconded and passed that the Minutes be approved.

President Cappellanti called upon Secretary/Treasurer Eros to present the financial report. She stated that the current budget year was positive with the Pandemic Emergency Grant \$25,000 contribution adding to the income, but when the grants are made in July/August, the expenses will be in next year's financial report. The postponement of the Fellows Dinner and the cancellation of the Lawyer Leadership Institute had an impact and added uncertainty to both this year's and next year's finances. The status of the Lunch and Laughs event makes forecasting even more imprecise.

The biggest change next year is a significant increase in the level of donations which will mean more targeted and continual requests. On the expense

side, all non event budgeted items are very similar in the current year and next year budgets.

She continued that revenues exceed expenses this year and next year will be break even during these extraordinary times. It is important to remember that the Independent Auditor's report will always be even more favorable because of the revenue increases in the Justice Fund.

There should be no need to have the Officers decide how much revenue to transfer from the Justice Fund to the administrative account at the end of the fiscal year (June 30) to make the Board approved approximate \$25,000 payment for the WVU College of Law Public Service Scholarship prior to June 30, 2019. This action has needed to occur in the past for cash flow reasons.

The Board members asked questions about the upcoming events, particularly the Lunch and Laughs With a Legal Legend event and the significant increase in the donations revenue item, which led to a decision regarding the event and the authority of the Board to make changes in the budget during the 2020-21 fiscal year, as circumstances change because of the extraordinary COVID-19 pandemic.

After additional discussion, a motion was duly made, seconded and passed to approve the Financial Report. Then, a motion was duly made seconded and passed to approve the budget for the 2020-21 fiscal year.

President Cappellanti presented the Strategic Planning Committee report and made comments regarding holding the Bar Foundation Fellows Dinner in the fall of 2020 or to carry over the 2020 class to be honored with the 2021 class on April 23, 2021. This action is needed because of the Board's earlier action to postpone the Fellows Dinner set for April 23, 2020, because of the COVID-19 pandemic. After some discussion, the Board agreed to delay any decision until the next Board meeting on September 11, 2020, when a better informed decision can be made.

She stated that the Lawyer Leadership Institute, which was set for May 15-17, 2020, and had been cancelled previously by the Board due to the pandemic, has been re-set for May 21-23, 2021. Antero Resources remains as the Sponsor.

The Board had an extensive discussion concerning the Lunch and Laughs event honoring Ed and Ellie Flowers on September 11, 2020, in Morgantown. Comments were made relating to the size of the meeting room, the ability to have virtual attendance by those not wishing to attend an event with large numbers of people because of social distancing, other room and location options, the postponement of the event and other matters. Finally, a motion was duly made, seconded and approved to have the event on September 11, and for the Officers to make the best decisions for location, logistics and costs.

The next item on the Agenda was the Justice Fund and President Cappellanti reported that as of June 1, 2020, the Fund contained \$774,000 compared to \$742,348 (2/26/20). The Justice Fund amount was \$725,663 on December 5, 2019 and \$703,669 on September 13, 2019. In addition, the \$60,000 loan was made to the WV Bar Association in June, 2018, all monthly payments have been made on time and is now valued at approximately \$40,000.

On behalf of the Grants Committee, President Cappellanti led a discussion regarding a process for the distribution of the \$25,000 WVU Law Student Pandemic Emergency Grant program, based upon a grant from AccessLex Institute as approved by the Board earlier for the Bar Foundation to distribute the funds. After some discussion, a motion was duly made, seconded and approved for the Grants Committee to implement an application process, (perhaps a one page form with requests for basic needs information), a deadline to apply, a review by the Grants Committee and recommendations for approval by the Board. The application process, the review process and the decision process could all be done electronically since the grants should be distributed this summer. (Professor McDiarmid declared a possible Conflict of Interest and abstained from voting on this matter.)

On behalf of Vice President Shaffer, President Cappellanti gave the report of the Nominating Committee for the Officers to serve in 2020-21. The nominations were:

President-Chip Shaffer-Madison
Vice President Dave Jividen-Wheeling
Secretary/Treasurer-Christy Morris-Charleston

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

Vice President Shaffer briefly presented his plans as President for the upcoming year. While dealing with the ongoing COVID-19 pandemic, he wants to continue existing successful activities, as well as having the Strategic Planning Committee meet during this summer and conduct a SWOT (Strengths/Weaknesses/Opportunities/Threats) analysis of the Bar Foundation's operations in order to be better prepared for the future. There were also comments made about racial equality endeavors.

As for Presidential appointments, it was agreed that they will be distributed to the Board, electronically, for its review and approval.

The Board considered the quotations for contracts for another year of services with Herman and Cormany (Independent Audit-\$3200), Gibbons and Kawash (Monthly bank reconciliation-\$100 per month for two year agreement) and Merrill Lynch (Justice Fund). A motion was duly made, seconded and passed to approve the Independent Auditor and monthly bank reconciliation contracts, as well as to continue the Justice Fund Investment Advisor agreement.

The Board had a discussion concerning the employment contract for Executive Director Tinder, who absented himself from the conference call. A motion was duly made, seconded and passed to go into Executive Session to discuss personnel matters. After some period of time, a motion was duly made, seconded and passed to return to regular session, Mr. Tinder was brought back on the call and a motion was duly made, seconded and passed to retain his services for the 2020-21 fiscal year under the same terms and conditions as contained in the 2019-20 employment contract.

Mr. Tinder reported that a Procedures Manual had been prepared which contained the organizational operations for all Bar Foundation activities and

services. It will be maintained in the small safe at the Bar Foundation office in his home with the location of the key being provided to the Officers.

In addition, he described an electronic check processing system provided by Chase Bank that had been suggested and approved by the two accounting firms, which provide the annual audit and the monthly bank reconciliation. It would be an efficient safe process, especially related to the COVID-19 pandemic and the new normal. The check writing process and approval by an authorized Board member would remain the same, but the distribution of the approved signed checks would be done electronically, rather than by paper. After some comments, a motion was duly made, seconded and approved to set up an electronic payment and check writing process.

Under Other Business, President Cappellanti expressed the utmost gratitude of the Bar Foundation for the outstanding service provided by the Board members, who are concluding six years of exemplary leadership as Board members. They are Immediate Past President Rich Ford, Secretary/Treasurer Mary Clare Eros, Foundation Fellows Nominating Committee member Judge Alan Moats and Strategic Planning Committee member Professor Marjorie McDiarmid.

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

September 11, 2020-1:30 PM-Erickson Alumni Center-Morgantown
December 3, 2020-12:00 Noon-Telephone Conference Call
March 4, 2021-12:00 Noon-Telephone Conference Call
June 3, 2021-12:00 Noon-Telephone Conference Call

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