

**WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
ZOOM VIRTUAL CONFERENCE  
JUNE 2, 2022 – 12:00 NOON**

**MINUTES**

**CALL TO ORDER**

The meeting of the West Virginia Bar Foundation’s Board of Directors was called to order by President Christy Morris, on June 2, 2022, at 12:00 Noon, by Zoom virtual conference.

Board Members participating by Zoom were President Christy Morris, Secretary/Treasurer Lucien Lewin, Judge Jack Alsop, Judge Patrick Flatley, Judge Joyce Morton, Ellen Cappellanti, Teresa Dumire, Ann Haight, Debra Kilgore, Teresa McCune, David Morrison, Gerry Stowers, Professor John Taylor and Tracey Weber, III. Bar Foundation Interim Executive Director Tom Tinder and selected incoming Executive Director Tessa White 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 March 3, 2022. A motion was duly made, seconded, and passed that the Minutes be approved as presented.

**EXECUTIVE DIRECTOR INDEPENDENT CONTRACT**

President Morris presented the Independent Contractor Agreement between the WVBF and Tessa M. White PLLC for the Executive Director position. Corrections need to be made to the signature page to reflect Teresa Dumire’s correct address of “Kay Casto & Chaney, PLLC; 150 Clay Street” (not Clay Center). Ellen Cappellanti will revise the Agreement and resend for signatures. A motion was duly made, seconded, and passed that the Independent Contractor Agreement be approved with the proposed corrections.

**FINANCIAL REPORT**

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), the projected figures for the current fiscal year to date (July 1, 2021 – June 2, 2022), and the proposed budget for the next fiscal year (July 1, 2022 – June 30, 2023).

The highlights included that the Income items were all in good shape. There were explanatory comments made concerning the miscellaneous income items of We the People and Project Citizen.

Regarding the Expense items, the Employment Contract is for Deb Scudiere’s 6 months as Executive Director, the increase in Accounting was for additional instruction provided by Brown Edwards to Deb, the Fellows Dinner expenses are double because of the 2021 Dinner expenses

being paid in the current 2021-22 fiscal year, and there was no Lunch and Laughs in this fiscal year.

The additional information at the very bottom shows the projected amount of revenues and expenses for the remainder of June 2022, for a projected small surplus at the end of the current fiscal year. There was additional discussion to clarify the amounts expected to be received through the Fellows Program.

Ellen Cappellanti reported that amount in The Justice Fund is \$1,027,000 as of June 2, 2022.

After questions from the Board members and responses, a motion was duly made, seconded, and passed to approve the financial report and the 2022-2023 budget as presented.

Another motion was duly made, seconded, and passed to approve the signatories on any and all financial accounts held in the name of the West Virginia Bar Foundation (including, but not limited to, the United Bank Checking Account and the Merrill Lynch Justice Fund) to be:

- Tessa White, Executive Director
- Ann Haight, Board Member
- Teresa McCune, Board Member

#### **REPORT OF STRATEGIC PLANNING COMMITTEE**

President Morris presented the Strategic Planning Committee report and stated that the Bar Foundation Fellows Dinner (held at the Four Points Sheraton Hotel in Charleston on April 21, 2022) was a wonderful event and a good time was had by all. There were around 160 guests in attendance, and the banquet was a resounding success.

She stated that the Antero Lawyer Leadership Institute was held May 20-22, 2022 at Stonewall Resort. This was a good conference, with eleven young, diverse attorneys in attendance who were very knowledgeable and attuned to today's legal climate. The presenters were excellent, as the evaluations reflect. President Morris was able to attend this year's event and had a wonderful time.

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 invited the Board members and a complimentary spouse/guest to attend the event.

#### **REPORT OF GRANTS COMMITTEE**

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

- Grants Committee met on May 9, 2022, with committee members Ellen Cappellanti, Teresa Dumire, and Debra Kilgore present. Board Member Professor John Taylor and Interim Executive Director Tom Tinder also attended.
- Fiscal year-to-date grants that have been previously approved by the Board amount to \$40,500, as follows:

- WVU College of Law-Public Service Scholarship-\$25,000
- WV Judicial Legal Assistance Program-\$5,000 (Final annual payment of \$5,000 over five year period for total amount of \$25,000)
- Mountain State Justice Clifford-Cleckley Fellowship Program-\$5,500 (Second annual payment of \$5,500 for a total grant of \$11,000)
- Restorative Justice Program-Northern District Federal Court-\$5,000
- 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. Professor Taylor reviewed the activities during the past year to update and improve the Scholarship guidelines to increase the opportunity for the scholarship to be presented to a student who has a strong interest and commitment to public service legal work. He presented three documents for the Committee's consideration:

- A proposal in the form of a letter briefly summarizing the current status of the Scholarship.
- An outline of the various activities scholarship recipients will engage in throughout law school in an effort to foster and solidify a sense of moral obligation to do public service work after graduation.
- An "invitation to apply" directed at potential students.

After additional research and discussion, the Committee unanimously agreed to recommend to the Board that the Public Service Scholarship be awarded to a deserving law student, who agrees to adhere to the guidelines, for the 2022-23 academic year. If a student cannot agree to the guidelines for the 2022-23 academic year, then the funds will again be provided to the student legal clinics or another similar endeavor, as approved by Dean Rinehart, with the new guidelines being fully utilized in awarding the Scholarship for the 2023-24 academic year.

- WV Supreme Court-Courts Learning Center-\$5,000 (Three years totaling \$15,000)  
The revised grant application is for three annual \$5,000 grants "to offset design, construction, and fabrication costs for a judicial learning center to enhance civics education in West Virginia." The Committee unanimously agreed to recommend to the Board that a \$5,000 grant be made with additional \$5,000 grants being made in the succeeding two years (Total-\$15,000), based upon the normal process for multi-year grants of satisfactory annual reports being provided.

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

Professor Taylor reported that the WVU College of Law has identified the Public Service Scholarship recipient to be Aryanna Islam, a Fairmont resident who graduated from WVU undergraduate in December, worked at Mountain State Justice last summer, and has previously received the WVBF's Clifford-Cleckley Scholarship.

## **REPORT OF NOMINATION COMMITTEE**

On behalf of the Nominating Committee, Secretary/Treasurer Lewin reported that 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 Officers for the 2022-23 fiscal year.

## **PRESIDENTIAL PLANS**

Incoming President Lewin discussed his plans for the next year. New Executive Director Tessa White will begin her duties immediately. We will continue our programs of the Justice Fund, Bar Foundation Grants, Lunch & Laughs, Bar Foundation Fellows, and the Lawyer Leadership Institute.

He reported that we will follow the approved budget for the 2022-2023 year. He reported on the contractual agreements set forth before the Board as follows:

- Independent Audit-Herman and Cormany-\$6,750
- Bank Reconciliations-Brown Edwards-\$1200
- Directors & Officers Liability/General Liability-\$2200
- Joint Fellows Luncheon-WV Bar Association Annual Meeting-\$150
- White Independent Contract-\$35,000+\$1500 (May, 2022)

He also reported on the Presidential Appointments for Committees as follows:

- Nominating Committee-VP Dumire, Secretary/Treasurer Flatley and Payne
- Audit Committee-Officers (Lewin, Dumire and Flatley)
- Foundation Fellows Nominating Committee-Judge Alsop, Haight and Morrison
- Grants Committee-Dumire, Kilgore and Chapman
- Justice Fund-McCune, McIntyre, Taylor, and Tinder
- Strategic Planning Committee-Officers, Judge Morton, and Professor Taylor

A motion was duly made, seconded, and passed to approve the proposed contractual agreements and the committee appointments for the 2022-23 fiscal year.

## **REPORT FROM EXECUTIVE DIRECTOR**

The next agenda item was the report from the Executive Director. Tessa White thanked the Board for being offered the ED position. She reported that she met with Tom several times over the past few weeks to ensure a smooth transition. She has made steps to obtain a new phone number and email address for the WVBF and is continuing to make additional changes as necessary (PO box, accounts and passwords, etc.). She has received the Foundation Fellows checks from Bowles Rice and Rich Ford and will deposit them into the bank account.

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. He indicated that the Board has made a wise decision in hiring the new Executive Director. He expressed additional appreciation to the five exiting board members,

#### **OTHER BUSINESS**

There was nothing to discuss under Other Business.

#### **NEXT BOARD OF DIRECTORS MEETINGS**

President Morris announced that the schedule for the Board of Directors Meetings for the 2022-2023 fiscal year is as follows:

- September 9, 2022-1:30 PM-Erickson Alumni Center-Morgantown
- December 1, 2022-12:00 Noon-Virtual
- March 2, 2023-12:00 Noon-Virtual
- June 1, 2023-12:00 Noon-Virtual

#### **ADJOURNMENT**

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