

WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
TELEPHONE CONFERENCE CALL
SEPTEMBER 10, 2020-12:00 NOON

MINUTES

The telephone conference call meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Chip Shaffer, on September 10, 2020, at 12:00 Noon.

Board Members on the call were Secretary/Treasurer Christy Morris, Judge Jack Alsop, Judge Mary Ellen Griffith, Dean John Taylor, Lucien Lewin, David Morrison, Gerry Stowers and Tracey Weber. 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 June 4, 2020. A motion was duly made, seconded and passed that the Minutes be approved.

Then, President Shaffer reviewed the Board decisions which had been approved by electronic voting since the June 4, 2020 Board meeting. They were the approval of Presidential appointments (6/6/20), the approval of sending a letter from President Shaffer to WV Supreme Court Justice Tim Armstead which offered the Bar Foundation's support for the Court's actions regarding racial injustice, police reform and the virus pandemic (6/24/20), the WVU Law Student Pandemic Emergency Fund (7/10/20) and the Paycheck Protection Program loan from the Small Business Administration (7/27/20). A motion was duly made, seconded and passed to formally approve these earlier electronic decisions.

Secretary/Treasurer Morris gave the financial report, including that the Independent Auditor will review the 2019-20 finances and present his report during the December 3, 2020, Board meeting. The unaudited 2019-20 Financial Report shows a surplus of \$12,837. For the Revenue line items, the \$10,000 for the Lawyer Leadership Institute is Antero Resource's sponsorship fee and the

\$6,450 for the Fellows Dinner are reservations made before the April, 2020 Dinner was cancelled because of the pandemic. For Expenses line items, they were all below the approved budgeted amounts.

She also stated that the two month financial report for the current 2020-2021 fiscal year shows a deficit of \$8,099. For the Revenue line items, the \$16,000 from the WVBA loan account was the administrative transfer approved by the Officers. For Expenses line items, the \$26,050 were the grants provided through the WVU Law Student Pandemic Emergency Fund. The Bar Foundation's checking account is in its normal position based upon two months of activities.

She concluded by reporting that the Justice Fund amounts for the past year were \$703,000 (9/19), \$725,000 (12/19), \$742,000 (2/20) and \$774,000 (5/20). These figures compare with the current amount of \$845,797. The Justice Fund Committee will have its annual conference with the Merrill Lynch Financial Consultant and report to the Board at its next meeting in December. Then, a motion was duly made, seconded and passed that the Financial Report be approved as presented.

President Shaffer lead the Board discussion relating to recommendations from the Strategic Planning Committee involving upcoming events. The new date for the Lunch and Laughs With Legal Legends (October 23) has been confirmed, the honorees (Ed and Ellie Flowers) and the presenters have all agreed with the change, four Sponsors already have agreed to participate and it will be done virtually with only a small number of people in attendance, based upon the social distancing guidelines in effect at that time. After some comments, a motion was duly made, seconded and passed for the Bar Foundation to serve as a Sponsor (\$2,000 fee) for the event.

The Board members discussed the registration fee which has always been \$60 with \$40 being tax deductible. After some comments, a motion was duly made, seconded and passed to set the fee for the virtual event at \$50 per person with the entire amount being tax deductible. The Flowers have chosen the Black Law Students Association and the Career Services Center at the WVU College of Law to receive their portion (50%) of the net proceeds.

Then, the Board reviewed the seating capacity for the Lunch and Laughs, which is currently 50% of the 120 person maximum due to the social distancing

guidelines. After extensive discussion, a motion was duly made, seconded and passed that the Flowers, their family and their guests, and the Lunch presenters would total approximately 30 people with decisions being made later regarding the opportunity for Sponsors to possibly have limited in person participation.

Regarding the Bar Foundation Fellows Dinner, a motion was duly made, seconded and passed that there be a combined dinner on April 22, 2021, at the Charleston Marriott Hotel for both the 2020 Fellows class and the 2021 Fellows class.

President Shaffer announced that the Lawyer Leadership Institute is set for May 21-23, 2021 at the Stonewall Resort after the May, 2020 event was cancelled because of the virus pandemic.

Mr. Tinder gave his Executive Director's report by thanking the Board members for their large amounts of time and attention given to Bar Foundation matters because of the extraordinary impact of the COVID-19 virus pandemic, requested that all Board members sign the Conflict of Interest forms which had been emailed to them several days ago and stated that the Paycheck Protection Program loan of \$2,900 had been received the previous week and would be used to cover salary expenses impacted by the virus pandemic.

In addition, he informed the Board that upgrades would be made to the Bar Foundation's website, including adding a link to the We, the People program on the toolbar of the home page, as has been done by other state bar foundations. The Bar Foundation serves as the fiscal agent for the program. There were no comments or actions regarding the website changes.

President Shaffer announced the dates and times for the remaining Board of Directors meetings which will be held by telephone conference call:

Thursday, December 3, 2020-12:00 Noon

Thursday, March 4, 2021-12:00 Noon

Thursday, June 3, 2021-12:00 Noon

There being no further business to transact, the conference call was terminated.