

WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
TELEPHONE CONFERENCE CALL  
DECEMBER 3, 2020-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors, conducted by telephone conference call, was called to order by President Chip Shaffer, on December 3, 2020, at 12:00 Noon.

Board Members participating were Secretary/Treasurer Christy Morris, Immediate Past President Ellen Cappellanti, Judge Jack Alsop, Teresa Dumire, Lucien Lewin, David Morrison, Gerry Stowers, Dean John Taylor and Tracey Weber, III. Bar Foundation Executive Director Tom Tinder was also on the call, as well as Independent Auditor Derek Godwin and Investment Counselor Jamie O'Connor.

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 10, 2020. A motion was duly made, seconded and passed that the Minutes of the meeting be approved.

President Shaffer called upon Secretary/Treasurer Morris to present the financial report. She stated that the Lunch and Laughs event on October 23 will end up with slightly more excess revenue than had been budgeted because of a lesser amount of expenses with the successful virtual presentation. One or two additional contributions will be received.

Two weeks ago, there were ten invoices sent to Bar Foundation Fellows requesting a partial payment before the end of the year----if all 10 make a payment, more than \$6,000 will be received.

The PPP forgivable loan (\$2,900) will be completely expended next week. After discussion, a motion was duly made, seconded and approved that if the U.S. Congress passes a second allocation of virus pandemic funds and it includes more

PPP loan money with substantially the same provisions and is forgivable, then the Bar Foundation should apply for a second PPP Loan for salaries because of the virus pandemic.

Regarding Expense items, a payment of approximately \$8,000 will be made to Ellie and Ed Flowers' designated charities (the Black Law Students Association and the Career Services Center at the WVU College of Law) for the virtual Lunch and Laughs event. The payment of the COVID 19 Law Student Pandemic grants occurring in this fiscal year with the receipt of the AccessLex grant last fiscal year is currently causing a deficit budget figure, but the amount in the checking account exceeds that deficit figure. Other expense items are under budget at this point in time.

The Chase Bank checking account is satisfactory and will increase once the Bar Foundation Fellows payments are received. The Justice Fund was \$873,692 on November 25. The \$60,000 loan was made to the WV Bar Association in June, 2018, and is now valued at approximately \$28,000. The Justice Fund amount was \$725,663 at last year's Board meeting on December 5, 2019 and \$845,797 at the last Board meeting on September 10, 2020. After additional comments, a motion was duly made, seconded and passed to approve the Financial Report.

Mr. Godwin was called upon to present the Independent Audit for the July 1, 2019-June 30, 2020 fiscal year. He reported that the audit was unmodified, which is the best opinion that can be given. He highlighted the revenues and expenses with a positive amount of excess revenue. He talked about the Justice Fund and the loan with the WV Bar Association, which was valued at \$28,900, as of June 30, 2020.

Then, he went through the Internal Revenue Service Form 990 and discussed the important aspects of that lengthy document. Both the Audit and the Form 990 had been provided to the Board members prior to the meeting and had also been reviewed by the Audit Committee.

A motion was duly made, seconded and passed to go into Executive Session to discuss audit matters. Mr. Tinder removed himself from the conference call. After several minutes, the Board came out of Executive Session with no action being taken and Mr. Tinder returned to the conference call.

During the Executive Session, the Board had received Mr. Godwin's expert opinion on salary levels for chief executive officers at WV non profit entities, it had reviewed a 2018 compensation study conducted by the WV Non Profit Association and it was determined that Mr. Tinder's salary was satisfactory. Then, a motion was duly made, seconded and passed to approve the Audit and the Form 990.

The next item on the agenda was the report from the Strategic Planning Committee. President Shaffer highlighted the successful Lunch and Laughs virtual event honoring Ellie and Ed Flowers. Positive comments were made by several other Board members with the strong suggestion that virtual opportunities to participate be made available at future Lunch and Laughs for statewide participation.

He also stated that the Foundation Fellows Dinner is set for April 22, 2021, at the Charleston Marriott Hotel. The Dinner will honor both the 2020 class and the 2021 class since the April, 2020 Fellows Dinner was cancelled because of the virus pandemic. The Antero Lawyer Leadership Institute has been set for May 21-23, 2021, at Stonewall Resort. The May, 2020 Institute was cancelled because of the virus pandemic.

He concluded the report by mentioning that for the Lunch and Laughs in 2021, there is a need for the Board to approve holding the event at the Erickson Alumni Center in Morgantown in the fall after WVU home football games have been set. The Board should make a selection of an honoree(s) at the next Board meeting in March, 2021, with Board members encouraged to make recommendations prior to that meeting.

President Shaffer requested that Mr. O'Connor review the Justice Fund Annual Report for 2020 that had been provided to the Board prior to the conference call. He stated that the return on investment had been 21% in 2019 and should be approximately 5% in 2020, even with the recession caused by the worldwide COVID-19 virus pandemic. He mentioned the four separate accounts within the Justice Fund---Cash/Bonds/Stocks/Loan Repayment, the Fund contained approximately \$882,000 as of December 2, 2020 and that the Fund was growing in line with the Fund's target goals with 68% in equities and 32% in bonds.

The next item on the agenda was the report from the Grants Committee. It was reported that the Committee and the Board of Directors had previously approved a \$25,000 grant to the WV Judicial and Lawyer Assistance Program (WVJLAP) to be paid in \$5,000 payments over five years. In December 2019, the fourth \$5,000 payment was made to support WVJLAP's Annual Meeting, which was set for April, 2020. The COVID-19 virus pandemic caused the cancellation of that event. WVJLAP Executive Director Robert Albury has requested that the 2019 payment be utilized for the 2021 conference with the final \$5,000 payment being deferred to December, 2021 to pay for the 2022 conference. After comments, a motion was duly made, seconded and approved that the 2019 grant be used in 2021 and the final \$5,000 payment be made in December, 2021.

In addition, the Board was informed that for numerous years, the Bar Foundation has made an annual grant to the WVU College of Law for the Bar Foundation Public Service Scholarship, which provides a full tuition and fees scholarship to a law student, who has expressed and demonstrated an interest in pursuing a public service legal career. For the past three years, the Scholarship, in the current amount of \$24,000, has been equally divided between two law students, who are now third year law students.

Of the initial three recipients, one served as a 4<sup>th</sup> Circuit Court of Appeals Law Clerk and since has worked with Mountain State Justice, while one works for a large WV law firm and the other is listed as living in South Carolina. This Committee has had discussions in the past regarding whether or not the Scholarship should be changed or eliminated with a Bar Foundation grant being provided to the Law School for a more specific and targeted activity, such as support of the Clinical Program, which has participation by a super majority of law students. The Committee has agreed to have a discussion regarding this funding situation with WVU College of Law Dean John Taylor.

Regarding grant applications, the Court Appointed Special Advocate (CASA) Program/Eastern Panhandle Bar Charitable Foundation have applied for a \$4,875 grant for a Holiday Gift Giving Program for Vulnerable Children in the Eastern Panhandle. The application states—"For over 10 years, area attorneys collaborate with CASA-EP volunteer advocates to assess needs and buy, wrap, and distribute gifts to hundreds of children who have experienced abuse or neglect and are

currently in active cases before the courts in Berkeley, Morgan, and Jefferson counties. Funded historically by the Eastern Panhandle Bar Association through its charitable foundation, this year's fundraising has proven difficult as many law firms struggle with business losses related to the COVID pandemic. CASA-EP is requesting \$4,875 (50% of the program budget) to ensure EVERY child will receive a gift this year."

The CASA Program began in the Eastern Panhandle in 2003. It received Bar Foundation grants in 2012 (\$1,760) and 2015 (\$2,500). The Eastern Panhandle Bar Charitable Foundation was started in 2015 through the leadership of former and current leaders of the WV Bar Foundation. After discussion, a motion was duly made, seconded and approved that the grant be made in the amount of \$4,875. (Prior to the discussion and the vote, Board Member Lewin announced that he would abstain from discussion and voting because he has served as an Eastern Panhandle Bar Charitable Foundation Board member.)

A second grant application from Mountain State Justice for the requested amount of \$11,000 was discussed. The application is for two internships for minority low income students who are interested in becoming lawyers. It states: "Mountain State Justice seeks funding to support pipeline recruitment and support for the next legal leaders of color in West Virginia. While many of the clients we seek to serve are Black and other people of color, we recognize the substantial racial disparity in the legal field and especially within our own walls. This lack of representation can only be remedied with true commitment in the legal community to supporting young people as they explore their options as early as high school, with equitable opportunities that provide the same financial support as other options that they might have. Mountain State Justice is engaging with community leaders and organizations including the local and state NAACP chapters to facilitate paid internship opportunities for younger Black, indigenous, and other people of color (BIPOC) at MSJ. The internships will be focused on outreach and recruitment at the high school and undergraduate collegiate level in order to help spark interest in law and social justice work at a younger age for communities that statistically lack exposure to the field."

After discussion, a motion was duly made, seconded and approved that a grant be awarded in the amount of \$5,500 to pay for one internship with the challenge for Mountain State Justice to pursue funding in the amount of \$5,500 to

pay for the second internship, with the Jackson Kelly law firm committing to make a donation of \$1,000 to reach that \$5,500 goal for the second internship. Additionally, another \$5,500 grant will be awarded for a similar internship in the 2021-22 academic year beginning in July, 2021, in order for the internship program to be ongoing.

The next agenda item was the report of the Bar Foundation Fellows Nominating Committee. The Committee recommended the following persons to be the members of the 2021 class:

Chief Justice Tim Armstead-Charleston

Judge Tom Bedell-Clarksburg

Randy Bernard-Wheeling

Kim Croyle-Morgantown

Commissioner James Dodrill-Charleston

Paul Farrell, Jr.-Huntington

Sharon Flanery-Charleston

Karen Garrett-Moorefield

Lary Garrett-Moorefield

Judge Louise Goldston-Beckley

Judge Michael Lorensen-Martinsburg

Greg McDermott-Wheeling

Meshea Poore-Morgantown

Stephen New-Beckley

Andy Richardson-Charleston

Paul English Smith-Huntington

Bob Tweel-Charleston

Judge Frank Volk-Charleston

Professor Suzanne Weise-Morgantown

Anthony Werner-Wheeling

Chip Williams-Beckley

A motion was duly made, seconded and passed to approve these persons as the members of the 2021 class of Bar Foundation Fellows.

President Shaffer reminded the Nominating Committee (Jividen, Morris and Lewin) that it will give its report at the next Board meeting on March 4. The nominations will be for three year terms on the Board of Directors and one year terms for Officers. In addition, the Committee should provide a nomination for the Board position that was not filled during the Board election in June, 2020.

Mr. Tinder stated that Vice President Dave Jividen had been suffering from the COVID-19 virus and had been recovering at home, but was supposed to be back in his office this week.

There were no matters to be discussed under Other Business.

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

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.