

WEST VIRGINIA BAR FOUNDATION  
BOARD OF DIRECTORS MEETING  
ZOOM VIRTUAL CONFERENCE  
JUNE 3, 2021-12:00 NOON

MINUTES

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Chip Shaffer, on June 3, 2021, at 12:00 Noon, by Zoom virtual conference.

Board Members participating by Zoom and telephone conference call were Secretary/Treasurer Christy Morris, Judge Jack Alsop, Judge Mary Ellen Griffith, Judge Joyce Morton, Ellen Cappellanti, Lucien Lewin, David Morrison, Gerry Stowers, Dean John Taylor 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 10, 2021. A motion was duly made, seconded and passed that the Minutes be approved.

President Shaffer called upon Secretary/Treasurer Morris to present the financial report. She stated that the end of this fiscal year on June 30, will have more expenses than revenues by approximately \$20,000. The sole reason for this deficit is that the AccessLex grant for WVU College of Law students affected by the historic Covid-19 virus pandemic was received last fiscal year in June, 2020, but the \$26,050 in grants was expended this fiscal year in July, 2020. The other projected income and expense items are just above or just below the budgeted amounts.

As approved by the Board during the March 10, 2021, quarterly meeting, the majority of the money in the Chase Bank checking account (\$25,000) was transferred to the United Bank checking account that was set up after United secured the first and second Paycheck Protection Program (PPP) forgivable loans in August 2020, and in April, 2021, both in the amount of \$2,900 for salary reimbursement caused by the Covid-19 virus pandemic. The first loan has been

officially forgiven by the Small Business Administration and the same action will be undertaken once the second loan has been expended for salary benefits in June. The amounts in the Chase Bank account (\$6,584) and in the United Bank account (\$32,649) are satisfactory with the Chase account being closed in the near future.

The changes for next fiscal year (2021-22) consist of a return to normal for most revenues and expenses after the virus pandemic, the expectation that Antero Resources will continue to sponsor the Lawyer Leadership Institute (\$10,000), the transfer and expenditure of \$50,000 from the Justice Fund for Bar Foundation grants and the salary for a new Executive Director (budgeted at \$35,000 since the recommended salary range was \$30,000-\$40,000). The revenues and expenses are projected to be less for the Legal Legend lunch since the honoree is a completely retired individual and not from the Morgantown area.

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 \$24,000 payment for the WVU College of Law students financial needs prior to June 30, 2021. This action has needed to occur in the past for cash flow reasons.

After comments were made, a motion was duly made, seconded and passed to take \$50,000 from the Justice Fund (the current amount is \$1, 098,000) and place it in a separate account to be used for Bar Foundation grants for 2021-22, in accordance with the agreement with the Anonymous Donor. Then, a motion was made, duly seconded and passed to approve the Financial Report and to approve the budget for the 2021-22 fiscal year. Finally, a motion was duly made, seconded and passed to continue the Board policy that each new Board member be requested to make a donation to the Bar Foundation in the amount of \$500.

President Shaffer presented the Strategic Planning Committee report and stated that the Bar Foundation Fellows Dinner was set for June 24, 2021, at the 4 Points Sheraton Hotel in Charleston---it had been moved from the Marriott Hotel because of the rigid social distancing guidelines in effect at the Marriott and the larger space available at the Sheraton. The Dinner will honor both the 2020 and

the 2021 classes of Fellows since the 2020 Dinner was cancelled because of the historic virus pandemic.

He concluded by reminding the Board members of the Lunch and Laughs With Legal Legends event in Morgantown on September 10 with retired WV Supreme Court Justice Margaret Workman as the honoree.

On behalf of the Grants Committee, Judge Griffith led a discussion regarding the Bar Foundation Public Service Scholarship at the WVU College of Law. The Committee had received a lengthy report with recommendations from Dean Taylor regarding this matter. The Dean concluded that the highest and best use of the Bar Foundation's support remains the Public Service Scholarship, but there is a need to alter the selection process. Since it's too late to fix the situation for this year, the recommendation was:

1. For the 2021-22 academic year, the Bar Foundation grant of \$24,000 would be placed in a fund to support clinical expenses.
2. In the 2022-23 academic year, students would apply for the Public Service scholarship during the 21-22 admissions cycle (for students starting in fall 2022), and the College of Law would work with them throughout law school to bind them morally to the idea of doing public service work in our state.

After additional comments were made, a motion was duly made , seconded and passed to approve the two recommendations, as presented. (Dean Taylor abstained from voting on this matter.)

President Shaffer made comments regarding the upcoming retirement of Tom Tinder after providing staff assistance service for more than 31 years. He will no longer be in the position as of July 1, 2021, but, he has agreed to provide pro bono consultations to the new Executive Director and to the Board of Directors beyond that date. After more comments were made, a motion was duly made, seconded and passed that consideration be given to having an endowed scholarship in Mr. Tinder's name at the WVU College of Law. It was agreed the President Shaffer and Board members Cappellanti and Taylor would work on that matter.

President Shaffer gave the report from the Executive Director Search Committee which had been included in the meeting materials. Based upon the Board Minutes from its last meeting on March 10, 2021, concerning the announced retirement of Executive Director Tinder during 2021, he appointed an eleven member Search Committee consisting of:

Judge Alan Moats-Chairperson  
Chip Shaffer-President  
Dave Jividen-Vice President  
Christy Morris-Secretary/Treasurer  
Judge Joyce Morton-Board Member  
Ellen Cappellanti-Board Member/Immediate Past President  
Lucien Lewin-Board Member  
Dean John Taylor-Board Member  
Jodie Boylen-Past President  
Ken Gray-Past President  
Rich Ford-Past President

During its three separate meetings, the Committee agreed that the Executive Director position should be part time, have an Independent Contractor status and preferably have a law degree with knowledge of WV's legal profession and the judicial system. In addition, the position should have an annual contractual requirement of a minimum of 800 hours of work with a salary range of \$30,000 to \$40,000.

At its last Committee meeting, after reviewing the qualifications of three final candidates and after extensive discussion, the Committee, unanimously, agreed to recommend to the Board of Directors that Debra Scudiere be offered the position as the new Executive Director of the WV Bar Foundation.

President Shaffer lead a discussion among the Board members regarding the Search Committee's recommendation. After comments and questions, a motion was duly made, seconded and passed to authorize the hiring of Debra Scudiere as the Bar Foundation Executive Director, effective July 1, 2021, and that incoming President Morris negotiate a hiring agreement with Debra Scudiere within the parameters of past Executive Director agreements, including a salary range of \$30,000-\$40,000 with a minimum of 800 hours of work per fiscal year.

On behalf of Vice President Jividen, President Shaffer gave the report of the Nominating Committee for the Officers to serve in 2021-22. The nominations were:

President-Christy Morris-Charleston  
Vice President Dave Jividen-Wheeling  
Secretary/Treasurer-Lucien Lewin-Martinsburg

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

Then, Secretary/Treasurer Morris presented her plans as President for the upcoming fiscal year, including:

- Changing and remodeling of Bar Foundation website---wvbarfound.org
- Interest on Lawyer Trust Accounts (IOLTA) program-Consider transfer of administration
- Collaboration and joint events with other statewide lawyer groups.
- A “Special Grants” initiative to focus on a specific area or service to highlight the Bar Foundation’s mission of improving the administration of justice and the provision of legal services.
- The continuation of the Bar Foundation Fellows Dinner, (April, 2022), the Lawyer Leadership Institute (May 20-22, 2022) and the Lunch and Laughs With Legal Legends (9/10/21).

She then presented the following contractual agreements for the Board’s consideration:

- Herman and Cormany to do the 2020-21 Independent Audit and IRS Form 990 for \$3,200.
- Monthly bank reconciliation done by Brown Edwards to be continued in 2021-22 for the same amount of \$100 per month.
- Continue existing agreement with Merrill Lynch (Jamie O’Connor) for administration of the Justice Fund.

A motion was duly made, seconded and passed to approve the contractual agreements with Herman and Cormany, Brown Edwards and Merrill Lynch.

Finally, she presented her Committee Appointments for consideration and approval. A motion was duly made, seconded and passed to approve the following Committee appointments for the 2021-22 fiscal year:

Nominating Committee-VP Jividen, Secretary/Treasurer  
Lewin and Tucker  
Audit Committee-Officers (Morris, Jividen and Lewin)  
Foundation Fellows Nominating Committee-Judge Alsop,  
Haight and Morrison  
Grants Committee-Cappellanti, Dumire and Kilgore  
Justice Fund-Jividen, Stowers, Weber and Judge Flatley  
Strategic Planning Committee-Officers, Judge Morton and  
Dean Taylor

Under Other Business, the utmost gratitude of the Bar Foundation was expressed for the outstanding service provided by the Board members, who are concluding six years of exemplary leadership as Board members. They are President Chip Shaffer and Grants Committee member Judge Mary Ellen Griffith. In addition, Grants Committee member Gail Henderson Staples is concluding three years of excellent leadership service and did not agree to be elected to a second three year term due to business and family considerations.

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

September 10, 2021-1:30 PM-Erickson Alumni Center-Morgantown  
December 2, 2021-12:00 Noon-Virtual  
March 3, 2022-12:00 Noon-Virtual  
June 2, 2022-12:00 Noon-Virtual

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