

**WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
ZOOM
MARCH 2, 2023-12:00 PM**

MINUTES

CALL TO ORDER

The meeting of the West Virginia Bar Foundation's Board of Directors was called to order by President Lucien Lewin, at 12:00 PM.

Board Members participating were President Lucien Lewin, Vice President Teresa Dumire, Secretary/Treasurer Judge Patrick Flatley, Judge Jack Alsop, Sandra Chapman, Ann Haight, Debra Kilgore, Teresa McCune, Jill McIntyre, David Morrison, Barry Taylor, John Taylor, and Tom Tinder. Executive Director Tessa White was 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 December 28, 2022. A motion was duly made, seconded, and passed that the Minutes be approved as presented.

FINANCIAL REPORT

President Lewin called upon Secretary/Treasurer Judge Flatley to present the financial report. Secretary/Treasurer Judge Flatley first presented on behalf of the Audit Committee. The Audit Committee had a follow up meeting with the auditor to discuss the management comment letter. Its primary findings were lack of segregation of duties and document retention. Addressing the lack of segregation of duties, the WVBF is a small organization with only one part-time Executive Director. This finding will likely always be listed on the management comment letter. The Audit Committee will work on updating the internal control policies for the WVBF. Addressing the document retention, the two documents that were unable to be found when the auditor requested were Debra Scudiere's contract, which was later found, and the We the People fiscal agent contract, which is discussed later.

Judge Flatley called for a vote to approve the audited financial statements for the year ending June 30, 2022. A motion was duly made, seconded, and passed that the audited financial statements be approved.

As of February 28, 2023, the Merrill Justice Fund has a balance of \$1,439,784, and the United Bank checking account has a balance of \$83,801. The Profit & Loss statement was presented for July 2022 through January 2023. After questions from the Board Members and responses, a motion was duly made, seconded, and passed to approve the financial report as presented.

There was discussion about increasing the current fiscal year budgeted grant award amount from \$50,000 to \$75,000. A motion was duly made, seconded, and passed that the grant award budget be amended to \$75,000.

The draft Form 990 for the fiscal year ending June 30, 2022 was presented. There was discussion about the WVBF's conflict of interest policy and the procedures to obtain the Board Members' forms. This is to be updated and collected every June from each of the Board Members. A motion was duly made, seconded, and passed that the Form 990 be approved as presented.

REPORT OF THE GRANTS COMMITTEE

On behalf of the Grants Committee, Vice President Teresa Dumire provided the report and recommendations from the Committee. The Committee recommends that the WV Bar Foundation grant \$6,396 to Clay County High School to sponsor four students to compete in the We the People National Finals. After some discussion, a motion was duly made, seconded, and passed to approve the recommendations presented by the Grants Committee.

REPORT OF THE NOMINATING COMMITTEE

On behalf of the Nominating Committee, Vice President Teresa Dumire provided the report and recommendations from the Committee. The Committee recommends that the following individuals serve a three-year term (2023-2026): Judge Jack Alsop, Webster Springs; Ann Haight, Charleston; David Morrison, Bridgeport John Taylor, Morgantown; Charles "Chazz" Printz, Jr., Martinsburg. The Committee recommends that the following individuals serve as Officers for the 2023-2024 fiscal year: President – Teresa Dumire, Morgantown; Vice President – Ann Haight, Charleston; Secretary/Treasurer – Judge Patrick Flatley, Wheeling. After some discussion, a motion was duly made, seconded, and passed to approve the recommendations presented by the Nominating Committee

The Committee discussed the possibility of changing the WVBF Bylaws to include a seat for the Immediate Past President. A motion was duly made, seconded, and passed to allow for President Lewin to appoint a Bylaws Committee. President Lewin appointed Teresa Dumire, Judge Jack Alsop, Sandra Chapman, and Ann Haight to the Bylaws Committee.

REPORT FROM THE EXECUTIVE DIRECTOR

Executive Director Tessa White provided an update of the activities of the WVBF. The WV Bar Foundation Fellows dinner will be held Thursday, April 20, 2023 at the Four Points Hotel in Charleston.

OTHER BUSINESS

WV Supreme Court of Appeals – Fiscal Agent Request

There was discussion about the request of the WV Supreme Court of Appeals. A motion was duly made, seconded, and passed to decline the request to be the fiscal agent, but to provide a thorough response with additional potential resources.

We the People Program

There was discussion about the request of the We the People Program for the WVBF to sign an agreement with the national granting entity, CEAS. The Executive Committee is reviewing the contract and will provide suggested modifications to protect the WVBF. It was further discovered that there has been no written agreement between the WVBF and Rebecca Tinder for administering the program. The Executive Committee is working on creating a subcontract between the WVBF and Rebecca Tinder. The Executive Committee will update the Board. Tom Tinder commended the Officers for their oversight and due diligence.

Invitation to the WV Bar Foundation Fellows Dinner

President Lewin would like to invite each of the Board Members and one guest to attend the WV Bar Foundation Fellows Dinner on Thursday, April 20, 2023.

NEXT BOARD OF DIRECTORS MEETINGS

President Lewin reminded the Board Members that the last Board of Directors Meeting scheduled for the 2022-2023 fiscal year is June 1, 2023 at 12:00 p.m. via Zoom.

ADJOURNMENT

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