

**WEST VIRGINIA BAR FOUNDATION
BOARD OF DIRECTORS MEETING
ZOOM
JUNE 1, 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, Judge Joyce Carpenter, 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 March 2, 2023. 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 for the first eleven months of the 2022-23 fiscal year, July 1, 2022-May 22, 2023 and a proposed budget for the 2023-24 fiscal year. Actual contributions received are double the budgeted amount. The WVBF's financial position is very healthy.

After questions from the Board members and responses, a motion was duly made, seconded, and passed to approve the year-to-date financial report as presented. A motion was duly made, seconded, and passed to approve the transfer of the remaining cash at United Bank to the Merrill Lynch checking account and closure of the United Bank account.

The Board met in Executive Session.

After returning from Executive Session, Judge Flatley made a motion to increase the contractual payment to Executive Director Tessa White to \$36,500, up from 35,000 (increase of \$1,500), plus pay out \$1,500 as a performance bonus for FY 2023. Teresa seconded the motion, and the motion carried unanimously.

There was discussion about the requested WV Bar Association sponsorship of its Annual Meeting. In the past, the WV Bar Foundation has sponsored at the \$150 level. This year the WVBA has requested \$1,500 to sponsor the luncheon. Alternatively, the WVBF could sponsor at \$500, unrelated to the luncheon. Judge Flatley made a motion to amend the budget to increase the contribution to WVBA luncheon from \$150 to \$1,500. Ann Haight seconded the motion. There was additional discussion. Judge Alsop moved to amend the sponsorship amount to \$500. Judge Carpenter seconded the motion. Judge Flatley and Ann Haight accepted the amendment. Sandra Chapman abstained. Those opposed were Teresa Dumire, Jill McIntyre, and Debra Kilgore. Motion carries.

A motion was duly made, seconded, and passed that the budgeted contributions increase by \$2,000 to balance the budget. The revised budget was approved for FY 2024.

A motion was duly made, seconded, and passed to authorize Executive Director Tessa White to sign the WV Neighborhood Investment Program contract and apply for NIP credits and for the Board to execute the proposed corporate resolution.

Report of Bylaws Committee – Vice President Teresa Dumire reported on behalf of the Bylaws Committee. A motion was duly made, seconded, and passed that the proposed bylaws be recommended at the Annual Meeting.

A motion was duly made, seconded, and passed to recess the Board Meeting until after the Annual Meeting.

After returning from the Annual Meeting, President Lucien Lewin 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 20, 2023) was a wonderful event and a good time was had by all. He stated that the Antero Lawyer Leadership Institute was held May 19-21, 2023 at Stonewall Resort. The Lunch & Laughs event is set for Friday, September 15, at 11:30 AM at the Erickson Alumni Center in Morgantown, with Marjorie McDiarmid as the honoree. President Lewin invited the Board members and a complimentary guest/spouse to attend the event.

REPORT OF GRANTS COMMITTEE

On behalf of the Grants Committee, Vice President Teresa Dumire stated there was no action requested at this time.

REPORT OF NOMINATING COMMITTEE

On behalf of the Nominating Committee, Vice President Teresa Dumire reported that the following persons are recommended to serve as Officers for the 2023-24 fiscal year:

- President – Teresa Dumire – Morgantown
- Vice President – Ann Haight – Charleston
- Secretary/Treasurer – Retired U.S. Bankruptcy Court Judge Patrick Flatley – Wheeling
- Immediate Past President – Lucien Lewin – Martinsburg

A motion was duly made, seconded, and passed to approve the Officers for the 2023-24 fiscal year.

Incoming President Teresa Dumire stated that Board Member Wilbert Payne resigned, due to health reasons. A motion was duly made, seconded, and passed to accept Wilbert Payne's resignation. The Nominating Committee will meet to recommend a replacement Board Member.

PRESIDENTIAL PLANS

Incoming President Teresa Dumire discussed her plans for the next year. The WVBF's website and membership roster will be cleaned up and revised. Incoming President Teresa Dumire appointed Ann Haight and Jill McIntyre to serve with her on the website committee. Incoming President Teresa Dumire appointed Jill McIntyre to serve with her on the insurance committee.

She reported on the Presidential Appointments for Committees as follows:

- Audit Committee – Chairperson Secretary/Treasurer Judge Patrick Flatley, President Teresa Dumire, Vice President Ann Haight, Immediate Past President Lucien Lewin
- Foundation Fellows Nominating Committee – Chairperson Judge Jack Alsop, David Morrison, Chazz Printz, President Teresa Dumire (ex officio)
- Grants Committee – Chairperson Debra Kilgore, Sandra Chapman, Barry Taylor, President Teresa Dumire (ex officio)
- Justice Fund Committee – Chairperson John Taylor, Secretary/Treasurer Judge Patrick Flatley, Teresa McCune, Judge Joyce Morton, Tom Tinder, President Teresa Dumire (ex officio)
- Nominating Committee – Chairperson Vice President Ann Haight, Secretary/Treasurer Judge Patrick Flatley, [OPEN SEAT], President Teresa Dumire (ex officio)
- Strategic Planning Committee – Chairperson President Teresa Dumire, Vice President Ann Haight, Secretary/Treasurer Judge Patrick Flatley, Jill McIntyre, David Morrison, Immediate Past President Lucien Lewin

A motion was duly made, seconded, and passed to approve the committee appointments for the 2023-24 fiscal year.

OTHER BUSINESS

President Teresa Dumire updated the Board to state that Tom Tinder formed a new nonprofit organization, West Virginia Civic Education Foundation, with Rebecca Tinder being the Executive Director, and that the West Virginia Bar Foundation will no longer be administering any grant program related to We the People.

NEXT BOARD OF DIRECTORS MEETINGS

President Dumire announced that the schedule for the Board of Directors Meetings for the 2023-2024 fiscal year is as follows:

- September 15, 2023 – 2:00 pm, Erickson Alumni Center, Morgantown, WV
- December 7, 2023 – 12:00 pm, Zoom
- March 7, 2024 – 12:00 pm, Zoom
- June 6, 2024 – 12:00 pm, Zoom

ADJOURNMENT

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