

MINUTES – March 13, 2008

THE WEST VIRGINIA BAR FOUNDATION BOARD OF DIRECTORS MEETING STATE BAR CENTER-CHARLESTON MARCH 13, 2008

The meeting of The West Virginia Bar Foundation's Board of Directors was called to order by Vice President Carl Harris on March 13, 2008 at the State Bar Center in Charleston.

Members of the Board of Directors in attendance were Jane Moran, Larry Skeen, Steve Crislip, Steve Nord and Steve Farmer. Participating by telephone conference call were Secretary/Treasurer John Tinney, Tracey Rohrbaugh, Bob Goldenberg and Neva Lusk. The Independent Auditor, Derek Godwin, and the Bar Foundation Executive Director Tom Tinder were also in attendance.

The first item on the Agenda was a review of the Minutes of the Board of Directors meeting which was held on December 6, 2007. A motion was duly made, seconded and passed that the Minutes be approved as presented.

Vice President Harris requested a report from the IOLTA Advisory Committee and it was given by Mr. Crislip. He stated that the Committee had met earlier in the day and made the following recommendation to the Board for its approval— with \$336,000 available for distribution, place an additional \$12,500 in the Rainy Day Fund for a total of \$137, 500, set aside an additional \$12,500 to pay the management fee at the end of the fiscal year for a current total of \$37,500 and distribute the remaining amount of \$161,000. A motion was duly made, seconded and passed that the recommendation for funding distribution be approved.

The next item on the agenda related to the Financial Report for the first eight months of the fiscal year—July 1, 2007 to February 29, 2008. Secretary/Treasurer Tinney had reported that the organization was in good financial condition. Executive Director Tinder went over the separate income and expense items. A motion was duly made, seconded and passed that the financial report be accepted.

The Independent Auditor, Mr. Godwin, then reviewed in great detail the audit for the fiscal year of July 1, 2006 to June 30, 2007. He stated that it was a clean audit with no discrepancies to report and was in compliance with generally accepted accounting principles. He went over the management letter which consisted of a recommendation that there be documentation between the State Bar and the Bar Foundation concerning expense reimbursement transactions. A motion was duly made, seconded and passed that the Board go into Executive Session to discuss financial matters with the Independent Auditor. After coming out of Executive Session, a motion was duly made, seconded and passed that the audit be accepted and action be taken on the recommendation in the management letter.

The Board members then had a discussion regarding the outstanding loans of the Bar Foundation which are backed by its ownership of the State Bar Center and Lawyer Disciplinary Board facilities. There are three loans with the WV State Bar and one loan with Chase Bank. The Board

reviewed the outstanding balances and terms of the loans as well as the amount of reserves being held by the organization. Then, a motion was duly made, seconded and passed that the two smaller loans with the State Bar be paid off with the amount of money currently having been received from the 2006 fundraising drive and money which should be received in the near future and to re-negotiate the Chase Bank loan after discussions with the State Bar.

The next item on the agenda was a report from the Grantmaking Committee. There have been no grant applications received. The Board members were reminded that there is \$13,500 available in the Grants line item in the current year's budget.

Vice President Harris lead a discussion relating to the Foundation Fellows Dinner that will be held on April 24, 2008 at the Marriott Hotel in Charleston. Every Foundation Fellow in this year's class had accepted the invitation. There will be 23 judges and lawyers inducted in this year's class with two being held over until next year and four going through the ceremony now after first being selected in the past. This year's class is as follows:

- Michael A. Albert-Charleston
- Judge Donald H. Cookman-Romney
- Stephen R. Crislip-Charleston
- K. Paul Davis-Charleston
- Stephen A. Davis-Summersville
- Carl N. Frankovitch-Weirton
- Judge Martin J. Gaughan-Wellsburg
- R. Edison Hill-Charleston
- David A. Jividen-Wheeling
- Charles J. Kaiser, Jr.-Wheeling
- Judge John S. Kaull-Clarksburg
- J. Davitt McAteer-Shepardstown
- Professor Marjorie A. McDiarmid-Morgantown
- Susan Kipp McLaughlin-Fairmont
- Wesley W. Metheney-Morgantown
- Kenneth R. Miller-Fairmont
- Gary W. Nickerson-Clarksburg
- Janet D. Preston-Parsons

- Charles F. Printz, Jr.-Martinsburg
- Susan R. Snowden-Martinsburg
- Gail T. Henderson Staples-Huntington
- Robert W. Trumble-Martinsburg
- Marc E. Williams-Huntington

The Board members then reviewed the nominations for the Lawyer of the Year and Citizen of the Year awards. There were also some comments made relating to where the awards should be presented since the usual place had been the Bench/Bar Luncheon at the State Bar's Annual Meeting and that meal was not going to be held this year. After some discussion, a motion was duly made, seconded and passed that the awards be presented at the Foundation Fellows Dinner on April 24 in Charleston. Then, a motion was duly made, seconded and passed that no Citizen of the Year Award would be presented this year because there had been no nominations received. Then, a motion was duly made, seconded and passed that Teresa McCune of Williamson be selected to receive the Lawyer of the Year Award.

Mr. Tinder was then called upon to give his Executive Director's report. He talked about the Annual Business meeting of the organization that is required by the bylaws. It was agreed that the Annual Business meeting would be held on May 2, 2008 at 5:00 PM at the Marriott Hotel in Charleston during the Annual Meeting of the WV State Bar. He showed the Board members a mock-up of a new website for the group at wvbarfoundation.org. After some comments, a motion was duly made, seconded and passed that the website be set up.

There was a need for a nominating committee to be appointed for recommending positions on the Board of Directors and the officers in accordance with the bylaws. A motion was duly made, seconded and passed that Vice President Harris make those appointments. The Board also mentioned the bylaws and the need for a review to be done. The Board requested that Mr. Tinder present some options to the Board at its next meeting to amend the bylaws.

Mr. Tinder made some brief comments about the activities of the Bar Foundation and expressed his appreciation to the Board for its action in selecting him to serve as the Executive Director.

Vice President Harris announced that the next meeting of the Board of Directors would be on June 12, 2008 at 12:00 Noon at the State Bar Center in Charleston.

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