

**Legal Services Corporation  
Meeting of the Audit Committee  
Open Session  
Thursday, January 19, 2012**

**MINUTES**

Chairman Victor B. Maddox convened an *open session* meeting of the Legal Services Corporation's ("LSC") Audit Committee ("the Committee") at 3:31 p.m. on Thursday, January 19, 2012. The meeting was held at the Legal Aid Society of San Diego, 1764 San Diego Avenue, San Diego, California 92110.

The following Committee members were in attendance:

Victor B. Maddox, Chairman  
Harry J. F. Korrell, III  
Gloria Valencia-Weber

The following Board members were present:

Sharon L. Browne  
Laurie Mikva  
Robert J. Grey, Jr.  
Charles N.W. Keckler  
Father Pius Pietrzyk, O.P.  
Julie Reiskin

Also in attendance were:

James J. Sandman, President  
Richard L. Sloane, Special Assistant to the President  
Kathleen Connors, Executive Assistant to the  
President  
Victor M. Fortuno, Vice President for Legal Affairs,

General Counsel & Corporate Secretary  
Mattie Cohan, Senior Assistant General Counsel,  
Office of Legal Affairs  
Katherine Ward, Executive Assistant, Office of Legal  
Affairs  
David L. Richardson, Treasurer & Comptroller,  
Office of Financial and Administrative Services  
John Constance, Director, Office of Government Relations &  
Public Affairs (“GRPA”)  
Steven Barr, Communications Director, GRPA  
Janet LaBella, Director, Office of Program Performance  
Jeffrey E. Schanz, Inspector General (“IG”)  
Laurie Tarantowicz, Assistant IG & Legal Counsel  
Joel Gallay, Special Counsel to the IG  
David Maddox, Assistant IG for Management & Evaluation  
Ronald "Dutch" Merryman, Assistant IG for Audit  
Nancy Davis, WithumSmith+Brown  
Dennis Holz, Managing Attorney, Legal Aid Society of  
San Diego (“LASSD”)  
Toby Rothschild, General Counsel, Legal Aid Foundation of  
Los Angeles  
Thomas Smegal, Jr., Former LSC Board Member, Member of  
the Institutional Advancement Committee and Member of  
the Board of Directors of Friends of the Legal Services  
Corporation  
Don Saunders, National Legal Aid & Defenders Association (“NLADA”)  
Charles “Chuck” Greenfield, NLADA  
Justice Earl Johnson, Jr., American Bar Association Standing Committee  
on Legal Aid and Indigent Defendants

The following summarizes actions taken by and presentations made to the Committee:

Chairman Maddox announced that Non-Director member David Hoffman was unable to attend the meeting.

Mr. Korrell moved approval of the agenda. Professor Valencia-Weber seconded.

**VOTE**

The motion was approved by a voice vote.

Chairman Maddox announced that Paul Snyder, member of the Fiscal Oversight Taskforce, agreed to be a Non-Director member of the Audit Committee and would join the Committee at future meetings.

**MOTION**

Mr. Korrell moved approval of minutes of the Committee's October 17, 2011 meeting with the proviso that: reclassify Sharon Browne as a Board member in attendance at the meeting; correct the misspelling of "Sidley" in the reference to the law firm of "Sidley Austin;" and delete the extra letter "b" in the name of Professor Valencia-Weber. Professor Valencia-Weber seconded the motion.

**VOTE**

The motion passed by a voice vote and the minutes were approved as amended.

Assistant Inspector General ("IG") for Audit, Ronald Merryman, introduced to the Committee Nancy Davis of WithumSmith+Brown, who presented the results of LSC's Fiscal Year ("FY") 2011 annual financial audit.

Janet LaBella, Director, Office of Program Performance ("OPP"), gave an overview of how OPP provides grantee oversight. Richard Sloane, Special Assistant to the President, followed with a report on the performance of LSC's 403(b) Thrift Plan.

Chairman Maddox announced that the Committee would defer action on revisions to the Committee's Charter due to the absence of two Committee members from the meeting. Senior Assistant General Counsel Mattie Cohan then reviewed proposed changes to the Committee's Charter. During discussion, Mr. Korrell asked for an annotated version of proposed changes to the Charter.

The Committee agreed to discuss its self-evaluation at another meeting and deferred the closed session communication with Ms. Davis regarding the Corporation's FY 2011 annual financial audit.

No comments were offered by members of the public and there was no further business to come before the Committee.

### **MOTION**

Professor Valencia-Weber moved to adjourn the meeting and Mr. Korrell seconded the motion.

### **VOTE**

The motion passed by a voice vote and the meeting adjourned at 4:38 p.m.

*I hereby certify that this is a true and correct copy of the minutes adopted by the Legal Services Corporation Board of Directors Audit Committee on March 15, 2012.*



**Victor M. Fortuno**

Vice President for Legal Affairs,  
General Counsel & Corporate Secretary