

**Legal Services Corporation  
Meeting of the Board of Directors  
Open Session  
Saturday, January 21, 2012**

Chairman John G. Levi convened an *open session* meeting of the Legal Services Corporation's ("LSC") Board of Directors ("Board") on Saturday, January 21, 2012 at 9:12 a.m. The meeting was held at the Westgate Hotel, 1055 Second Avenue, San Diego, California.

The following Board members were in attendance:

John G. Levi, Chairman  
Martha L. Minow, Vice Chair  
Sharon L. Browne  
Charles N.W. Keckler  
Harry J.F. Korrell, III  
Victor B. Maddox  
Laurie Mikva  
Father Pius Pietrzyk, O.P.  
Julie A. Reiskin  
Gloria Valencia-Weber

Also in attendance were:

James J. Sandman, President  
Richard Sloane, Special Assistant to the President  
Kathleen McNamara, Executive Assistant to the President  
Victor M. Fortuno, Vice President for Legal Affairs,  
General Counsel and Corporate Secretary  
Mattie Cohan, Senior Assistant General Counsel,  
Office of Legal Affairs  
Katherine Ward, Executive Assistant, Office of  
Legal Affairs

David L. Richardson, Comptroller and Treasurer, Office  
of Financial and Administrative Services

John Constance, Director, Office of Government  
Relations and Public Affairs

Stephen Barr, Communications Director, Office of  
Government Relations and Public Affairs

Jeffrey E. Schanz, Inspector General

Joel Gallay, Special Counsel to the Inspector General,  
Office of the Inspector General

Ronald "Dutch" Merryman, Assistant Inspector General  
for Audit, Office of the Inspector General

Thomas Coogan, Assistant Inspector General for  
Investigations, Office of the Inspector General

David Maddox, Assistant Inspector General for  
Management and Evaluation, Office of the  
Inspector General

Don Saunders, National Legal Aid and Defenders  
Association (NLADA)

Charles "Chuck" Greenfield, NLADA

Justice Earl Johnson, Jr., American Bar Association Standing  
Committee on Legal Aid and Indigent Defendants  
(SCLAID)

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

### **MOTION**

Ms. Reiskin moved that item 33 on the agenda not be considered in  
closed session but instead be considered as the last item in open session.

Dean Minow seconded the motion to approve the agenda as amended.

### **VOTE**

The motion passed by a voice vote and the agenda was approved as amended.

**MOTION**

Mr. Maddox moved and Ms. Browne seconded approval of minutes of the Board's open session meetings held on the following dates:

- October 21, 2011;
- November 18, 2011; and
- December 21, 2011.

**VOTE**

The minutes were approved as presented by a voice vote.

**NOMINATION**

Mr. Maddox nominated Mr. Levi to continue his service as Board Chairman. Professor Valencia-Weber seconded the nomination.

**VOTE**

The motion passed by a voice vote.

**NOMINATION**

Ms. Reiskin nominated Dean Minow to continue her service as Board Vice Chair. Mr. Keckler seconded the nomination.

**VOTE**

The motion passed by a voice vote.

## **MOTION**

Dean Minow moved that authority be delegated to the Chairman to make committee appointments, including appointment of committee chairmen. Ms. Browne seconded the motion.

## **VOTE**

The motion passed by a voice vote.

The Chairman's Report was given by Chairman Levi. Members' Reports were given by Ms. Reiskin, Ms. Mikva, Ms. Browne, Professor Valencia-Weber and Father Pius. Reports of the President and Inspector General were given by James Sandman and Jeffrey Schanz, respectively.

The report of the Audit Committee was given by Mr. Maddox, after which Chairman Levi made the following statement.

The Fiscal Oversight Task Force report was presented to the Board in late July last year, and the Board opened the report to comments in the Federal Register notice on August 30<sup>th</sup> of 2011.

The Board published the report in the Federal Register last August, sought public comment on the report and the task force's recommendations. Comments were submitted by the ABA, the NLADA, LSC union, current LSC staff members by a former LSC staff member. The comments, summaries of the comments, and a summary of the reaction of Task Force Members were posted on the LSC website.

We held a public hearing on December 12 to take testimony. We very much appreciate the thoughtful input we have received. As you know, Robert and Vic served as co-chairs of the task force. Father Pius and I participated in the task force as members.

Chairman Levi read into the record the names of the Fiscal Oversight Task Force members, as follows.

- Chris Campbell, Senior Vice President, General Counsel, Secretary and Chief Franchise Policy Officer for Yum! Brands;
- Jane Curran, Executive Director of the Florida Bar Association and a leading expert on IOLTA;
- Christine DeVita, who served as President of the Wallace Foundation and is an expert on innovative philanthropic practices;
- Terry Fraser, CPA, of LarsonAllen and advisor to more than 100 nonprofits across the country;
- Robert Henley, former managing partner of Ernst & Young's Central Virginia practice, and who possesses long experience in assessing internal controls with auditing and report on internal controls;
- David Hoffman, former Inspector General of the City of Chicago, former federal prosecutor, and currently a partner at Sidley Austin;
- Alan Jenkins, Executive Director of The Opportunity Agenda, who possesses an extensive background in grant-making;
- Ron Shaich, co-founder of the Panera Bread Company, and who has served for more than 25 years as the Chief Executive Officer of major companies with franchise operations;
- Paul Snyder, a widely recognized expert on internal financial controls who serves on a host of audit committees for public companies, and who is a retired Midwest Area managing partner at KPMG;
- Allan Tanenbaum, General Counsel, managing partner of Equicorp Partners, and who has deep experience in corporate governance;
- Nikki Tinsley, former Inspector General at the EPA who oversaw complex nationwide audits, and who is largely regarded as one of the deans of the Inspector General profession;
- Doug Varley, a lawyer with Caplin & Drysdale who administered grant-making programs at the National Endowment for the Humanities; and

- Michele Warman, General Counsel and Secretary of the Andrew Melon Foundation.

Chairman Levi also thanked Baker Tilly and Office of Legal Affairs for supporting the Fiscal Oversight Task Force. President Sandman then gave his views on the recommendations made by the Task Force.

**MOTION**

Ms. Reiskin moved adoption of recommendations made by the Fiscal Oversight Task Force. Dean Minow seconded the motion.

**VOTE**

The motion passed by a voice vote and the recommendations of the task force were adopted.

**MOTION**

Father Pius moved approval of resolution thanking the Fiscal Oversight Task Force members for their service. Ms. Reiskin seconded the motion.

**VOTE**

The motion passed by a voice vote.

An interim report on activities of the Pro Bono Task Force was given by Mr. Korrell, Dean Minow and Chairman Levi. Mr. Grey gave the report of the Finance Committee and offered the following motions.

**MOTION**

Mr. Grey moved the Board's approval of a revised Consolidated Operating Budget for Fiscal Year 2011.

**VOTE**

The motion passed by a voice vote.

**MOTION**

Mr. Grey moved the Board's approval of a Consolidated Operating Budget for Fiscal Year 2012.

**VOTE**

The motion passed by a voice vote.

**MOTION**

Mr. Grey moved the Board's adoption of a resolution that assists staff in the selection of accounts and deposits for LSC funds. Ms. Browne seconded the motion.

## **VOTE**

The motion passed by a voice vote.

Ms. Mikva gave the report of the Promotion and Provision for the Delivery of Legal Services Committee, and she was followed by Mr. Keckler who presented the report of the Operations and Regulations Committee and made the following motion.

## **MOTION**

Mr. Keckler moved that the Board approve publication in the Federal Register of a Notice of Proposed Rulemaking on lesser sanctions authority for the Corporation. Father Pius seconded the motion.

## **VOTE**

The motion passed by a voice vote, with Ms. Reiskin and Ms. Mikva voting “No” and Professor Valencia-Weber abstaining.

Dean Minow gave the report of the Governance and Performance Review Committee, and Chairman Levi gave the report of the Institutional Advancement Committee.



**MOTION**

Ms. Reiskin moved that the Board adopt a resolution expressing appreciation to Alice Dickerson, former Director of the Office of Human Resources, for her service to the Corporation. Father Pius seconded the motion.

**VOTE**

The motion passed by a voice vote and the resolution was adopted.

**MOTION**

Dean Minow moved the Board's adoption of a resolution expressing appreciation to John Constance for his service as Director of the Office of Government Relations and Public Affairs. Father Pius seconded the motion.

**VOTE**

The motion passed by a voice vote and the resolution was adopted.

Public comments were offered by Don Saunders of the National Legal Aid and Defenders Association and Justice Earl Johnson of the American Bar Association Standing Committee on Legal Aid and Indigent Defendants.

The Board next considered and acted on the request of the Corporation's Treasurer & Comptroller, David Richardson, to receive compensation for services from a source other than the Corporation.

### **MOTION**

Father Pius recommended the Board's adoption of the resolution authorizing the Treasurer & Comptroller to receive compensation from a source other than the Corporation with the proviso that the resolution be amended to change the language from "the Board and President have in informed" to "have been informed." Ms. Reiskin seconded the motion.

### **VOTE**

The motion passed by a voice vote and the resolution was adopted as amended.

Chairman Levi made the following motion after determining that there was no further business to come before the Board.

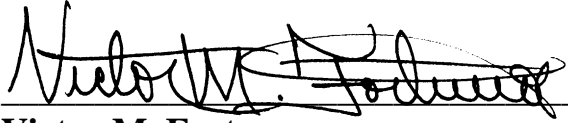
### **MOTION**

Chairman Levi moved that the meeting close for executive session and Dean Minow seconded the motion.

### **VOTE**

The motion passed by a voice vote and the meeting was closed for executive session at 11:52 a.m.

*I hereby certify that this is a true and correct copy of the minutes adopted by the Legal Services Corporation Board of Directors on April 16, 2012.*



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**Victor M. Fortuno**

Vice President for Legal Affairs,  
General Counsel & Corporate Secretary