

**National Conference of Bar Foundations  
Board of Trustees Meeting Minutes  
October 11, 2018**

**Attendance:** Deborah Auspelmyer, Leslie Barineau, Daniel Burns, Mary Groth, James Huggler, Kirra Jarratt, Elizabeth McElroy, Candice Pace, and Andrea Stone.

**ABA Staff:** Rebecca Green-Jablonsky, Steve Jones, Pamela Robinson, and Tondanisha Tomlinson.

The meeting was called to order by President Andrea Stone at 8:30 a.m. She reported that Hinda Carbon and Alexandra Fannon have notified her they resigned from the Board. Attendees participated in an ice-breaker exercise.

**Board Expectations**

Ms. Green-Jablonsky reviewed the Leadership manual with attendees. Ms. Robinson reported that she updated the financial process component as noted in the board materials to bring it up to date with current practices. The Financial Process portion of the manual was reviewed. Mr. Huggler inquired if all checks are dual signature; this was confirmed in the affirmative. Discussion ensued regarding the financial report. The Board made recommendations for additional changes which Ms. Robinson will incorporate and send to the Board. Changes include adding timeline information regarding deposits and accounts payable and clarifying when one or two signers will be needed.

Discussion ensued regarding the backlog of deposits and payments that occurred this summer. Mr. Jones and Ms. Tomlinson summarized the accounts payable/receivable process. Ms. Robinson stated the backlog that occurred was an anomaly due to staff shortages and shouldn't reoccur. Ms. Stone reported that the calendar of Board meetings is incomplete at this time and she anticipates it being completed and distributed next week. Ms. Stone noted that pages 30 and 35 in the Leadership manual are inconsistent regarding the Nominating Committee and this needs to be fixed.

Ms. Barineau inquired if the \$5,000 payment for administrative services is a one-time fee or is broken down monthly. Ms. Robinson reported that the fee will be billed annually. Discussion ensued regarding the maintenance of historical files. Ms. Green-Jablonsky reported that all files are now kept in a location on the hard drive including those that were downloaded from the website.

Discussion ensued regarding the process for receivables, specifically the income received from membership dues. Mr. Jones and Ms. Tomlinson provided an overview of the processes.

Improving the communication and expectations between the board and staff was discussed. The ABA had been short-staffed for a bit and resources are being reallocated. Ms. Robinson noted that the Division of Bar Services will not be going back to the old model of staffing for NABE, NCBP and NCBF. Going forward they will inform the Board if a project delay is anticipated.

**Financial and Budget**

Treasurer James Huggler reported on the financial trends of the NCBF based on prior 990s noting that conferences are the highest expense. Mr. Huggler also reported that the new website is utilizing Stripe as the credit card processing provider. Discussion ensued regarding payables in particular the lag in paying the award and speaker checks from the Annual Meeting in August 2018. Ms. Tomlinson will now be included on correspondence when the requests are made to alleviate lag time. It was noted that more than one person should be able to access the financial reports from the website payments to enable reconciliation. This will be Ms. Tomlinson.

Mr. Huggler summarized the importance of being Guidestar rated, noting that the NCBF has no Guidestar data showing on-line. Discussion ensued regarding this process with Ms. Jarratt noting their Foundation had gone through this process and found it beneficial. Mr. Huggler suggested uploading the D & O policy to the website under the Board only page.

Mr. Huggler brought forth the discussion regarding the number of volunteer hours of the Board noted on the 990—they are not an accurate snapshot of the amount of time the Board volunteers to the NCBF. Discussion ensued regarding what is reported as volunteer hours and if travel time is included.

Mr. Huggler reported that the checking account balance was not in alignment with the financial report. There is an approximate \$18,000 differential. Discussion ensued regarding the process of the financial reports. Ms. Tomlinson completes the financial position reports and the auditor reconciles to the bank statement. Ms. Tomlinson will look into the differential and report back to the Board.

Mr. Huggler reported that overall the NCBF is in good financial shape and continuing to move in this direction requires a commitment from the Board of Trustees to keep members engaged. This impacts the bottom line.

### **Minutes**

The minutes of the August 4, 2018 meeting were reviewed and the motions were filled in. One correction was noted by Ms. Stone regarding a / needed under the date in the budget paragraph. Ms. Jarratt moved to approve the minutes with the recommended amendments. Ms. Barineau seconded, motion carried.

### **Membership**

Mr. Huggler inquired if historical member data can be imported into the new website. Ms. Green-Jablonsky believes this can be done by staff and she needs to communicate with Ferreum to determine which format is needed to do so. She reported that the NCBF sold 2 Foundation Guide books. Mr. Huggler presented an overview of August program surveys. Overall the feedback was good and a suggestion was made to do a pre-meeting questionnaire for topics for Fireside Chats. The number one reason participants attended the conference was for networking opportunities.

### **Program Update**

Ms. Groth reported that the Program Committee recently held a conference call and a conceptual program outline is ready for the January meeting. Workshops will be divided into two themes: Good Governance and Fundraising Hot Topics. The Governance theme will be broken down into two sessions, on Governance Committees and their important role and the other on building a better board and fostering stronger board engagement. Fundraising will include “micro fundraising” campaigns and women’s giving circles. The committee is working to secure Jacqueline Caster as a speaker. She is a lawyer who is Los Angeles based and has succeeded in pioneering the women’s giving circle concept for her non-profit Everychild Foundation. Ms. Groth asked the Board to send her examples of Governance, good and bad, for the program. Ms. Groth also reported that she had reached out to Elizabeth Derrico to serve as facilitator for the panel discussion on Governance. Ms. Jarratt noted that the set-up of the room for Saturday’s program will be very important to engage attendees. Rather than break-down the room in separate tables she suggested making it more inclusive with a U-style or circle. Ways to make the program more engaging ensued including the possibility of serving breakfast family style.

Ms. Groth reported that the program committee had postcards from Las Vegas that the Board will write personal notes on. These will be sent to members and non-renewals inviting them to come to the January conference. Ms. Jarratt also suggested posting the speakers and topics on social media once they are confirmed to create a positive buzz about the event.

Discussion ensued regarding Thursday's dinner venue options and if the dinner should be a collaborative event with the NCBP. Options were discussed including holding the NCBF dinner at the same venue if there a discount would be available. The consensus of the board is to keep the dinner as a separate event within the \$90 per person budget.

### **Website**

Ms. Auspelmyer reported on the status of the website. She thanked the Board for their prior recommendation to move forward with finding a company that could assist us in beginning the new website design process. Ms. Auspelmyer noted there were some unexpected hurdles with obtaining and uploading information but the Officers pulled together to review and streamline the information and the website is now live. She reported that the new site is more interactive, user friendly from both a membership and staff perspective, and overall is an improvement over our prior site. Mr. Wyatt Gauss joined the Board via teleconference to review the site. Ms. Auspelmyer thanked him for all of the hard work done on the new site. Ms. Auspelmyer asked the Board to review the site and let her know of any changes or edits that need to be made. She will compile all feedback and send to Ferreum in one email. Ms. Barineau noted that there are member spotlights missing that need to be included. Ms. Green-Jablonsky noted that ABA Staff will need the login information. Ms. Stone expressed concern that time is needed by staff to allocate to this project to ensure completion is expeditious and asked Ms. Green-Jablonsky to let us know when she has time to dedicate to this project. The website project has been managed by the officers. Ms. Green-Jablonsky will work with Ferreum to upload the membership information and create a folder for prior President's messages. Ms. Stone reiterated that the website cannot be used as a repository for all NCBF documents and historical information.

There being no further business to discuss, the meeting adjourned at 4:45 p.m.

Respectfully submitted,  
Deborah A. Auspelmyer  
NCBF Board Secretary

## **Addendum**

Language regarding the Financial Process was added and circulated for board review after the meeting. Following is the NCBF Financial Processes Approved by the Officers of the NCBF

### **NCBF FINANCIAL PROCESSES**

**Approved October 11, 2018**

#### **Management of Receipts, Disbursements and Bank Accounts**

All checks remitted to NCBF are recorded and posted to the appropriate account lines before the checks are deposited in NCBF's primary checking account. Credit card receipts paid through the NCBF website are direct deposited to NCBF's primary checking account by Stripe, NCBF's credit card processing agent, followed by reconciliation and posting of the credit card receipts to the appropriate account lines. The DBS Business and Finance Administrator supervises processing of receipts. All checks are recorded and submitted for deposit to the bank within two (2) weeks of receipt.

All checks must carry two signatures, one of which must be that of an NCBF Officer for checks of more than \$2500 unless express written permission is received from an Officer for an exception to this policy when an expedited disbursement is necessary. All invoices must be sent to and reviewed by DBS staff prior to payment. The DBS Director, Deputy Director, and NCBP Manager are current signatories. Multiple checks for one invoice are prohibited. Each check must have supporting documentation attached prior to being signed. Checks made payable to the ABA, its affiliates, or any ABA employee must be signed by an Officer. Disbursements are processed by the DBS Business and Finance Administrator and reviewed by the DBS Director within 21 days of receipt of invoice or other appropriate documentation.

Monthly bank statements will be sent directly to the DBS Director who forwards same to the DBS Business and Finance Administrator for preparation of monthly financial reports and monthly reconciliations. Reconciliations are performed by staff of an outside audit and accounting firm who performs similar services for NCBP.

All reimbursement forms from NCBF Officers, members, speakers and staff shall be submitted to DBS staff no later than 60 days after the event for which the expense occurred.

Permanent financial records, including budgets, financial statements, tax returns, IRS tax exempt determination status statements, and banking statements are maintained by the DBS staff and made available to the NCBF Treasurer as needed. DBS staff processes all NCBF income, however, Annual and Midyear meeting registrations and ticket sales are processed by the ABA or its designee and monitored by DBS staff. DBS maintains NCBF accounting information in software separate from the ABA accounting software.