

NCBF Board Meeting Minutes
April 21, 2020

Board members present:

Mary Groth, Jim Huggler, Tom Tinder, Martha Madrid, Dan Burns, Rebecca, Andrea Stone, Beth McElroy, Deborah Auspelmyer, Candice Pace, Kirra Jarratt

Board members absent:

Nikki Thomas Davis, Hinda Carbon

Also Present:

Rebecca Green-Jablonsky and Russell Cannizzo

1. **Call to order: Mary Groth**
2. **Minutes** - Minutes from February 13, 2020 should be provided for the next board meeting in June.

4. **Audit Report: Jim Huggler and Russell Cannizzo**

Russell Cannizzo presented the preliminary documents for the financial for fiscal years August 31 2018 and 2019. For full details, please see the attached documents discussed at the board meeting. The audit primarily looked at financial statements, cash, statement of financial position, statement of activities, and statements issued 2019 and later a statement of financial expenses. Mr. Cannizzo issued letters for governance and internal controls. He made recommendations to differentiate categorization of an event between general management or program expense. This also can be a factor for our fund-raising or seeking grants. Also discussed the liquidity of NCBF, this is a new requirement for audits. Our liquidity is adequate for the size of our organization and scope of our activities for six months to a year.

The financials documents were all reflective of our activity, and all expenses had proper documentation. DBS staff was very helpful and cooperative in providing the documentation. Mr. Cannizzo stated that the financial records were in very good shape, every record had back-up documentation.

Our organization is 'normal' based on size and activity. We are a member based program activity organization and income is from dues and programs, and expenses are related to programs and general management expenses. NCBF is not a grant-making entity.

Following Mr. Cannizzo's presentation, Tom Tinder moved for the board to go into executive session, second by Deborah Aspemyer.

The Board agreed that as part of our restructuring and development of new by-laws we designate a board member to review the bank statements prior to reconciliation.

The Board also discussed whether we should seek a sales tax exemption from the State of Illinois. Mr. Cannizzo stated that would probably be granted, but then

the exemption would have to be coordinated with each state where we have meetings or conduct business. Without further analysis-he was not sure whether the savings would be worth the time for each program.

Tom Tinder made a motion to leave executive session, seconded by Dan Burns.

Jim Huggler made the motion to accept the audit as presented, Dan Burns seconded, and the motion passed without opposition. The final documents will be sent to Mary Groth and Jim Huggler for signature.

Jim Huggler made a motion to approve the invoice from Russell Cannizzo & Company for \$4,576.00, Kirra Jarratt seconded, and it was approved without opposition.

Mary Groth appreciated the work in the first ever NCBF audit, and thanked DBS staff for working with auditor and final report will be submitted shortly.

Dan Burns asked if this would be an annual process, and this lead to a discussion whether it should be annual, or on a regular basis, and board member liability. This could be included in the annual budget as a budgeted expense, and in the new by-laws and/or procedures as we transition to a new support entity. a more concrete description of roles - exec comm or finance comm - someone to keep track of audit process. - maybe we remind ourselves in final treasurer's report -Best practice for annual audit - having this built in is an important especially with transition process to Impact.

Tom Tinder make a motion to express appreciation and commendation to Tondanisha Tomlinson and Rebecca Green-Jablonsky for their outstanding service in the financial area during the audit process. Martha Madrid seconded the motion and it passed with no opposition.

3. Financial Reports: Tom Tinder

Revenues and membership dues are down by about 20 memberships compared to last year. Rebecca Green-Jablonsky provided data reflecting approximately 59 paid memberships currently. Midyear meeting was about break-even, more people attended than budgeted, AV was higher than budgeted, we showed a net revenue for the Thursday dinner thanks to Andrea Stone.

We must get the \$5,000 Lexis sponsorship. Mary Groth and Rebecca Green-Jablonsky have been working on this diligently, but we must get this for break-even budget.

Only half of our board members have followed through with the financial commitment. No significant changes or issues other than fewer members and not receiving the Lexis sponsorship.

Motion to accept the financial report was made by Dan Burns, seconded by Kirra Jarratt, motion passed without objection

5. Transition to Impact Association Management: Mary Groth

The Board has approved NCBF contracting with Impact Association Management. The executive committee has been working with Impact for a final contract which should be submitted to the board for final approval at the June 16, 2020 board meeting. While we hoped the contract discussed in February would have been available for the April meeting, pandemic issues have played havoc with schedules. Mary Groth and Jim Huggler have been in communication with Jodi Fisher and have found her to be energetic, excited about moving forward with NCBF. They have provided a transition checklist for the board to use as we move forward.

Dan Burns is reviewing the current bylaws, which will have to be revised because it lists ABA/DBS in the bylaws. Bob Glaves from the Chicago Bar Foundation is going to help us find Illinois attorney for support in this project.

As a result of the inspection trip Mary Groth, Dan Burns and Jim Huggler made to DBS in February, we have good ideas for physical space requirements for our physical archives. There will be further discussion on where to best store/access the documents for the board.

Mary Groth is dividing transition tasks among board members and all of us will be asked to help on various aspects of this transition.

6. Committee Reports/Updates

a. Nominating Committee: Andrea Stone

The nominating committee was composed of Mary Groth, Tom Tinder, Dan Burns, Leslie Barineau, Hinda Carbon, and Andrea Stone. They have identified three candidates: Thomas Lynch - Maryland Bar Foundation President 2019-2020; Laura Powers - Philadelphia Bar Foundation Director of Development and Communications; and Lori Keeting - Executive Director of the Ohio Bar Foundation. An email was sent to all members on April 13 to vote on these candidates, and the vote will conclude on May 29.

Officer slate 2020-2021:

Jim Huggler - President

Tom Tinder - President-elect

Dan Burns - Treasurer

Martha Madrid - Secretary

The officers will be voted on at the annual meeting by members in attendance.

b. Strategic Planning: Tom Tinder

Half of the strategic planning committee are current board members/officer, the other half is composed of former officers/board members. The committee has been working hard identifying and processing the issues that face NCBF. They unanimously decided to survey members regarding the future of NCBF meetings. The survey will be 9 questions total and will be tallied by Tom Tinder. The survey will have a very tight turnaround time and the strategic planning committee will have recommendations to the Board for the July board meeting.

We got suggestions from Rebecca and Pamela yesterday. There was a good, lively detailed discussion regarding the survey language and those discussions will be incorporated.

2nd Paragraph:

c. Impact Report: Deborah Aspemyer

Collecting data from the survey is going slowly. We have 7 membership responses. If your foundation has not responded please encourage them to do so. A reminder email was sent on March 30, and the board may be called on to assist.

d. Program: Jim Huggler

Mary Groth began discussing the Mid-Year meeting in Austin. Mid-year was a great meeting. Andrea Stone was complimented on the dinner at Uncle Julio's and the chocolate piñatas. The speakers were well received and having a topic on planning for disaster was prescient. Many NCBP attendees came to our programming on Friday afternoon especially. Our award winner was delightful and brought a posse from Arizona

Annual: - Mary Groth and Jim Huggler have a call next week with leadership from DBS, NCBF, NABE, NCBP. ABA is in limbo for planning and waiting on a final decision. An internal survey was sent to ABA staff was sent regarding upcoming meetings, issues with contractual obligations. NCBF has to prepare for an annual meeting of some sort - bylaws and membership and board meeting. Planning is proceeding with topics and speakers, but we do not know yet if we will have the format used in the past, or will have to be creative with a virtual meeting. Rebecca Green-Jablonsky also stated that an ABA sponsored meeting in New Orleans in October has already been cancelled.

e. Membership

The board received a spreadsheet from Rebecca Green-Jablonsky with the current member organizations.

f. Awards

We need the Lexis sponsorship in order to award a member at Annual meeting. Mary Groth and Rebecca Green-Jablonsky are working on that

7. New Business: Mary Groth

COVID-19 -

a. Zoom programs

We have had two Zoom programs for members, they have been excellent and well-received. NCBF needs to acquire a Zoom membership. Thank you to Deborah Auspemyer for setting these up. It has allowed for our members to stay engaged and provides value. A discussion was begun about the ability for sponsors to work with us to sponsor a Zoom meeting. Impact will be following through with sponsorships.

b. Website Resources

A discussion was begun about whether we should be doing more. Should social media be more engaged as an organization.

- d. **ABA Task Force on Access to Justice: Mary Groth**
Mary Groth has been an active member of the ABA task force on Covid access to justice. This is a good opportunity to access resources and data from across the country and around the world. Mary Groth has been keeping an eye out for information which will be helpful to what bar foundations are doing related to covid related responses.
8. **For the Good of the Order**
Mary Groth expressed gratitude to board for continued involvement
9. **Adjournment**
Motion to adjourn was made by Kirra Jarratt and second by Deborah Auspelmyer and passed without opposition

I have the honor to be your obedient servant,
j. Hugg