

## **National Conference of Bar Foundations**

### **Meeting of the Board of Trustees**

**July 29, 2020 – By Zoom, 3:00 – 5:30 p.m. EDT**

#### **MINUTES**

Attendance: The meeting was called to order at 3:05 p.m. by Mary Groth, President. Attending were President Elect Jim Huggler, Treasurer Tom Tinder, Immediate Past President Andrea Stone, Trustees Deb Auspelmyer, Dan Burns, Kirra Jarratt, Martha Madrid, Beth McElroy, Candice Pace; from ABA Division of Bar Services Pamela Robinson and Rebecca Green; special guests from Impact Association Management – CEO & Founder Jodi Fisher, COO Kirsten Reader, Executive Agents Caroline Bowers and Jenny Dorsten.

#### **Approval of Minutes**

The minutes of the Board Meeting on June 16, 2020 were approved upon a motion from Ms. Pace and a second from Mr. Burns, with one correction to be made noting that Ms. McElroy was listed as both attending and not attending. Ms. Jarratt abstained.

The minutes of the Board Meeting on April 21, 2020 were approved upon a motion from Mr. Tinder and a second from Ms. Jarratt, with no opposition or abstentions.

Mr. Tinder noted that the Board meeting minutes from October 5 and 6, 2019 and Feb. 13, 2020 will still need approval for the records. Ms. Groth advised that the minutes from those meetings will be provided to Mr. Huggler for approval at the next Board meeting.

#### **Financial Report**

Mr. Tinder provided a report on the state of the finances as reported through June 30, 2020. He shared the Statement of Financial Position, Statement of Activities and his summary report. He thanked Tondanisha Tomlinson of the ABA DBS for her help in providing the updated financials. He noted that revenue is down \$3,700 primarily due to a decrease in memberships; that the Midyear meeting in Austin was successful and ended in a break even position, thanks in large part to the efforts of Ms. Stone in keeping the Thursday night dinner expenses below budget. He noted that expenses were higher as the cost of the Audit exceeded the budget by \$3,200. The expenses were offset by lower Board meeting costs. On the income side, he recognized Ms. Groth and Mr. Huggler for their success in confirming the LexisNexis sponsorship in the amount of \$5,000 for 2019-20. He thanked the Board for 100% giving in board contributions. He also thanked Wyatt Gauss for his efforts in helping NCBF prepare for the virtual Annual Meeting, which will generate income for NCBF, including his contribution of time, talent and a generous reduction in his bill for services provided on the Zoom set up. At this point, Mr. Tinder advises that he is anticipating a positive year ending balance of about \$3,000.

## **2020-21 Fiscal Year Budget**

Mr. Tinder presented a draft budget for the year ahead for review and discussion. The draft budget reflects membership income based on a 3 year average, that there will not be an in person Midyear Meeting (as voted on by the Board in June 2020), that virtual meeting(s) will take place throughout the year and an in person Annual Meeting would take place in August 2021. Included is \$5,000 from LexisNexis as sponsorship income, a commitment made to Ms. Groth and Mr. Huggler in a recent meeting with LexisNexis. Projected revenue is \$40,200. Projected expenses of \$39,500 include administrative fees to Impact Association Management as contracted in the amount of \$14,000; accounting fees in the amount of \$5,000, Board meeting expenses in the amount of \$4,000 and Annual Meeting expenses in the amount of \$9,600.

The discussion focus was on the potential to increase membership dues income with the steady help of Impact, the potential to charge a small fee for Zoom webinars, the potential for reduced Annual Meeting costs if a less expensive site is selected. After the discussion, the Board agreed unanimously to use this Draft Budget as the foundation for work to be done in August and September with the final Budget to be approved at the Fall Retreat meeting of the Board.

## **Transition from DBS to Impact Association Management**

Ms. Groth led a walk through of the status of the transition. She noted that DBS has recently sent a request for information related to steps in the transition that would be addressed in this discussion.

- She noted that in the contract with Impact, there is a \$750 Transition Fee that is payable in August.
- Mr. Tinder advised that the Executive Committee had approved his recommendations as Treasurer that online banking with Chase, our current bank, should be pursued and in place for the new fiscal year with Impact replacing DBS; that a new NCBF credit card processing agent – incoming Treasurer Dan Burns - be approved to replace Pam Robinson; and that all checks in the new fiscal year will require the signature of two officers of NCBF. The Board approved this recommendation from the Executive Committee as set forth by Mr. Tinder by unanimous vote.
- Ms. Groth next addressed the physical files of NCBF. She noted that she, Mr. Huggler and Mr. Burns had visited the ABA offices in January 2020 as authorized by the Board to review the historic and recent files of the NCBF that will need to be transferred to NCBF in the transition from DBS. After discussion about options including paying for offsite storage in the Chicago area, Mr. Burns volunteered to store the NCBF boxes in his office as a transitional step. The Board was in favor of allowing Mr. Burns to accept custody of the boxes of NCBF historical files. Ms. Groth and Mr. Huggler both noted that regarding more current files and records, a decision as to what Impact will need is still to be made. There will be more discussion at future meetings.
- Ms. Groth noted that with the transition, DBS is not participating in the traditional Membership Renewal efforts of NCBF that typically get underway in the summer. She noted that the website is set up to accept 2020-21 dues renewals and that information about the renewal process will be provided to

members through announcements at the Annual Meeting and in direct outreach after the Annual Meeting. She noted that Impact will also assist us in Membership outreach and follow up starting in September.

- Ms. Groth noted that the Board has already approved continuing our work with Mr. Gauss on the NCBF website. She praised his hard work and exceptional “customer service” especially during this transition period.
- Regarding our choice of an accountant for the 2020-21 fiscal year, Mr. Huggler is waiting for an answer from the CPA firm who handled the Audit, Russell Cannizzo, a Chicago based company, whose services we were pleased with. Ms. Groth noted that we will also ask Mr. Cannizzo if he would serve as NCBF Statutory Agent in Illinois for the year ahead.
- Ms. Groth reported that NCBF has insurance in effect through Feb. 2021; she and Mr. Tinder both noted that it appears to be a very good policy with an annual premium of \$850.
- Ms. Groth reported that at the Membership Meeting on July 31, 2020, the members will vote to approve the updated NCBF Bylaws. She noted that the Bylaws were circulated in a timely manner with the agenda for the Membership Meeting and that she has heard no feedback or comments from the board or members.
- Ms. Groth reported that she and Mr. Tinder had signed and filed, with DBS help, the 990 and required reports with the Illinois Attorney General.

### **LexisNexis Sponsorship/Annual Partnership Award**

Ms. Groth and Mr. Huggler reported that they had recently met via Zoom with Afsoon Khatibloo-McClellan of LexisNexis to discuss sponsorship and the transition at NCBF. They reported that it was a successful meeting, confirming the sponsorship for the current 2019-20 fiscal year and getting a commitment for continuing sponsorship for the 2020-21 year, including the Partnership Award, which we aim to present this fall during a virtual meeting. They also reported that LexisNexis is very interested in collaborating with NCBF in programming and in sharing news and information about impactful bar foundation programs.

### **Impact Report Survey Project Update**

Ms. Aupelmyer gave an update to the board on the status of the Survey Project and referenced a written summary that she had sent by email earlier in the week. She noted that despite many efforts, the percentage of responses is below what we would like to have to present a complete report. The board agreed that this is a worthy project and that further efforts should be undertaken at the Annual Meeting and beyond to pursue additional survey responses, perhaps using Impact’s help. There was consensus that it might be nice to be able to present a final report later in the Fall in conjunction with virtual programming and the LexisNexis Award.

## **Virtual Annual Meeting**

Ms. Groth thanked Mr. Huggler for his hard work as Program Chair for the first ever virtual Annual Meeting of the NCBF. She also thanked Mr. Gauss and Ms. Stone for their assistance in developing the registration process and preparing for the Zoom sessions on July 30 and 31. Mr. Huggler reported that there are nearly 100 registrations and that bar foundations took advantage of the opportunity to sign up additional staff and volunteers with the low price and travel-free version of the program. Mr. Huggler provided an overview of the workshops and sessions that will be held on July 30 and 31. Ms. Groth reminded the board that there is an important item that needs to be voted on by the Membership on Friday, July 31 during the Membership Meeting portion of the day's events – the vote to amend the NCBF Bylaws as recommended to the membership and circulated pursuant to the appropriate process laid out in the Bylaws.

## **President's Award**

Ms. Groth asked the board for approval of an award from the NCBF, to be called the President's Award, to Mr. Gauss, for going well above and beyond in his service to the NCBF as our "website and technology guru". She noted that he has been an exceptional resource and has contributed so much to the success of the NCBF over the past two years. She looks forward to the continuing relationship that NCBF will have with Mr. Gauss and the evolution of virtual programming. The board was all in favor of presenting the award to Mr. Gauss.

## **Election of Officers for 2020-21 Year**

Nominating Committee Chair Ms. Stone shared the officer slate for the upcoming year which was recommended by the Nominating Committee unanimously. In addition to Mr. Huggler, who automatically moves into the position of NCBF President, the officers will include Tom Tinder, President Elect; Dan Burns, Treasurer and Martha Madrid, Secretary. The Nominating Committee's recommended slate of officers was approved without opposition.

## **Sneak Peak of 2020-21 Year**

Mr. Huggler presented a brief overview of some of the things that will be the focus of the upcoming year, including building NCBF membership, continuing the work of the Strategic Planning Committee, developing more virtual programs, completing and publishing the Impact Report and working successfully in coordination with Impact.

## **Post Annual Meeting Thank You Cards**

Ms. Groth noted that she and Ms. Auspelyer recommend written thank you notes from the NCBF Board to each individual attending the Annual Meeting. There was consensus to do this by dividing the names of the participants among the board members, who would send a handwritten post card or card of appreciation.

There being no further business, the meeting was adjourned at 5:15 p.m.

Ms. Groth also expressed her deep appreciation to the board for their work this past year, especially as we have faced new challenges including the change from ABA DBS to Impact and the need to figure out a different way to do business during the Covid pandemic. She noted that it has been a privilege to serve as president, that she looks forward to her year coming up as Immediate Past President and that she plans to stay engaged during this exciting transition year.

There being no further business, the meeting was adjourned at 5:15 p.m.

Submitted by Mary Groth