

**Legal Services Corporation
Meeting of the Audit Committee
Open Session
Friday, January 28, 2011**

Minutes

Chairman Victor B. Maddox convened an *open session* meeting of the Legal Services Corporation's ("LSC") Audit Committee ("the Committee") at 11:32 a.m. on Friday, January 28, 2011. The meeting was held at the Legal Services Corporation, 3333 K Street, N.W., Washington D.C. 20007.

The following Committee members were present:

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

Other Board Members Present:

Laurie I. Mikva
Martha L. Minow (by telephone)
Julie A. Reiskin

Also attending were:

Victor M. Fortuno	President & General Counsel
Patricia Batie	Corporate Secretary and FOIA Officer, Office of Legal Affairs
Stephen Barr	Media Relations Director, Government Relations and Public Affairs Office
Janet LaBella	Director, Office of Program Performance
Ann Carmichael	American Bar Association
Thomas Coogan	Assistant Inspector General for Investigations, Office of the Inspector General
Joel Gally	Special Assistant to the Inspector General
Dan Sheahan	Program Evaluation Analyst, Office of Inspector General

David Richardson	Treasurer and Comptroller
David Maddox	Assistant Inspector General for Management and Evaluation, Office of the Inspector General
Cynthia Schneider	Deputy Director, Office of Program Performance
Mark Freedman	Senior Assistant General Counsel, Office of Legal Affairs
Rebecca Weir	Special Counsel to the President
Mattie Cohan	Senior Assistant General Counsel, Office of Legal Affairs
Laurie Tarantowicz	Assistant Inspector General and Legal Counsel
Jeffrey E. Schanz	Inspector General
Ronald Merryman	Assistant Inspector General for Audits
John Meyer	Director, Office of Information Management
Don Saunders	National Legal Aid and Defenders Association (NLADA)
Eric R. Jones	Network/Systems Engineer, OIT
Lavon Smith	Network/Systems Engineer, OIT
Robert E. Henley, Jr.	Non-Director Member, Finance Committee
Uzma Malik-Dorman	Thompson, Cobb, Bazilio and Associates
Alice Dickerson	Director, Office of Human Resources

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

Chairman Maddox called the *open session* meeting to order and asked all the Committee members to identify themselves for the record.

MOTION

Professor Valencia-Weber moved to approve the agenda. Mr. Korrell seconded the motion.

VOTE

The motion passed by voice vote.

MOTION

Mr. Korrell moved to approve the minutes of the October 19, 2010 meeting. Professor Valencia-Weber seconded the motion.

VOTE

The motion passed by voice vote.

Mr. Schanz, Inspector General, Mr. Merryman, Assistant Inspector General for Audits, and Ms. Malik-Dorman, Thompson Cobb, presented a report on the FY 2010 annual financial audit, noting that there were no material weaknesses or significant problems but there were some internal control deficiencies. They answered Committee members' questions.

Mr. Richardson, Treasurer and Comptroller, presented the review of the IRS Form 990 for FY 2010.

Chairman Maddox moved up Item No. 6 on the agenda. Mr. Schanz asked to defer the IG briefing until the full Board meeting on Saturday. The Committee members had no objections.

Mr. Korrell inquired whether the issue of revising the Audit Committee charter was still a live issue. Chairman Maddox explained that he thought it would better to wait and see if any problems arise necessitating a revision of the charter. Mr. Korrell deferred further discussion of this matter to new business.

Ms. Dickerson presented a report on LSC's 403(b) plan performance. Ms. Dickerson and Mark Freedman, Senior Assistant General Counsel, Office of Legal Affairs, answered Committee members' questions.

Mr. Meyer, Director of Office of Information Management, presented a report on the accuracy of grantee data and answered Committee members' questions.

Chairman Maddox solicited public comment and received none.

In new business, Mr. Korrell returned to the topic of revising the Audit Committee charter, which was first discussed at the October meeting. Chairman Maddox suggested that this matter be put on the Committee's agenda for an upcoming meeting to review the charter or schedule an informal conference with the OIG and appropriate staff for their comments.

The Committee adjourned into *closed session* at 12:36 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 April 15, 2011.

A handwritten signature in black ink, appearing to read "Victor M. Fortuno", written over a horizontal line.

Victor M. Fortuno
*Vice President for Legal Affairs,
General Counsel & Corporate Secretary*