LEGAL SERVICES CORPORATION
BOARD OF DIRECTORS

MEETING OF THE GOVERNANCE
AND PERFORMANCE REVIEW COMMITTEE

OPEN SESSION

Monday, April 13, 2015
11:14 a.m.

Legal Services Corporation
3333 K Street, N.W.
Third Floor
F. William McCalpin Conference Center
Washington, D.C. 20007

COMMITTEE MEMBERS PRESENT:

Martha L. Minow, Chairperson
Charles N.W. Keckler
Julie A. Reiskin
John G. Levi, ex officio

OTHER BOARD MEMBERS PRESENT:

Harry J.F. Korrell, III
Victor B. Maddox
Laurie Mikva
Father Pius Pietrzyk, O.P.
Gloria Valencia-Weber
STAFF AND PUBLIC PRESENT:

James J. Sandman, President
Lynn Jennings, Vice President for Grants Management
Rebecca Fertig Cohen, Special Assistant to the President
Wendy Rhein, Chief Development Officer
Patrick Malloy, Grants Management/Legislative Fellow, Executive Office
Ronald S. Flagg, Vice President for Legal Affairs, General Counsel, and Corporate Secretary
Mark Freedman, Senior Assistant General Counsel, Office of Legal Affairs
Stefanie Davis, Assistant General Counsel, Office of Legal Affairs
Peter Karalis, Graduate Law Fellow, Office of Legal Affairs
Sarah Anderson, Graduate Law Fellow, Office of Legal Affairs
David L. Richardson, Comptroller and Treasurer, Office of Financial and Administrative Services
Carol A. Bergman, Director, Office of Government Relations and Public Affairs
Treefa Aziz, Government Affairs Representative, Office of Government Relations and Public Affairs
Wendy Long, Executive Assistant, Office of Government Relations and Public Affairs
Jeffrey E. Schanz, Inspector General
Laurie Tarantowicz, Assistant Inspector General and Legal Counsel, Office of the Inspector General
John Seeba, Assistant Inspector General for Audit, Office of the Inspector General
STAFF AND PUBLIC PRESENT (Cont'd):

Daniel O'Rourke, Assistant Inspector General for Investigations, Office of the Inspector General
Magali Khalkho, Director of Management Operations, Office of the Inspector General
Daniel Sheahan, Program Evaluation Analyst, Office of the Inspector General
Traci Higgins, Director, Office of Human Resources
Janet LaBella, Director, Office of Program Performance
Evora Thomas, Program Counsel, Office of Program Performance
Sheila Mashhadishafie, Program Counsel, Office of Compliance and Enforcement
William Carl Isler, Program Counsel, Office of Compliance and Enforcement
Herbert S. Garten, Non-Director Member, Institutional Advancement Committee
Frank B. Strickland, Non-Director Member, Institutional Advancement Committee
Thomas Smegal, Non-Director Member, Institutional Advancement Committee
Robert E. Henley, Jr., Non-Director Member, Finance Committee
Robin C. Murphy, National Legal Aid and Defender Association (NLADA)
Dominique Martin, Law99.com
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CLOSED SESSION

10. Consider prospective funders for research projects
    Jim Sandman, President

11. Consider and act on motion to adjourn
    Meeting

Motions: Pages 6 and 38
(11:14 a.m.)

CHAIRMAN MINOW: I'd like to call to order a meeting of the Governance and Performance Review Committee. And I would entertain a motion for approval of the agenda.

MOTION

MR. KECKLER: I'll make that motion, but I wanted to just note on number 6, it says, "Report on services of authority." I think that should be "sources."

CHAIRMAN MINOW: You are completely correct. Thank you so much.

MR. KECKLER: With that, I will make the motion.

MS. REISKIN: Second.

CHAIRMAN MINOW: All in favor?

(A chorus of ayes.)

CHAIRMAN MINOW: And approval of the minutes of the session of January 22nd?

MR. KECKLER: Move approval.

MS. REISKIN: Second.
CHAIRMAN MINOW: Yes. All in favor?

(A chorus of ayes.)

CHAIRMAN MINOW: Very good.

I would like to recognize Carol Bergman for a report on GAO inquiry.

MS. BERGMAN: Thank you very much.

MR. LEVI: Every time we see that as an agenda item, that gives a little --

CHAIRMAN MINOW: The heart stops a little.

MS. BERGMAN: Yes. No, this came up, I mentioned, at the last Board meeting. On October 1, 2014, LSC received an inquiry from GAO regarding a study of federal programs that target low-income individuals, families, and communities. And the inquiry was sent to 80 federal programs across 13 different federal agencies.

The GAO inquiry was requested by Senators Sessions and Coburn, and it was a followup to the 2011 CRS -- that's the congressional Research Service -- report on federal benefits to low-income communities.

This is not a traditional formal investigation; it was strictly an inquiry that included questions to the
agencies that could be answered by email.

And I mentioned this at our last Board meeting, that LSC had responded to the inquiry on October 16th. There's been no followup by GAO. And at that time Julie asked us to report back on what the results of the study were.

Of course, it's not yet complete. GAO is continuing to work on the final report and is expected to publish something by the end of May of this year. So obviously, I'll get something back to you at that point.

CHAIRMAN MINOW: Thank you very much.

So let's turn to item 4, a report on the Public Welfare Foundation grant, the Midwest Disaster Preparedness grant, and LSC's research agenda. And for that I turn to our indomitable and wonderful President, Jim Sandman.

PRESIDENT SANDMAN: Thank you, Martha.

We've about completed work on our toolkit, our outcomes measurement toolkit for grantees. The one last piece is that we want to consult with the vendors of case management systems that are used by our
grantees to see how the information that grantees might collect can be best integrated with them.

Some of the case management systems already have this capability built into them. But to the extent that the ones that are most widely used do not, we want to see how we might facilitate the inclusion of that capacity in their case management systems. There are four principal case management system vendors that our grantees deal with. Once we've completed that piece, we'll be in a position to roll it out for testing and then for ultimate implementation later in the year.

We have our --

CHAIRMAN MINOW: Could I ask a question, Jim? Do we ever have an information session with such vendors to talk with them?

PRESIDENT SANDMAN: Yes, we did. We did it at the Technology Initiative Grant conference in Jacksonville a couple of years ago.

We have made our Midwestern disaster preparedness grants to our grantees in Nebraska and Iowa. We still have some more money coming from the
funder, but the first round of money has gone out.

CHAIRMAN MINOW: That's great.

PRESIDENT SANDMAN: We are pursuing grant possibilities with our potential funders. I'm not at liberty to disclose the identity of the funders in open session, but we'll address that in closed session.

They're not comfortable having their names mentioned at this point.

But among the subjects that we're seeking funding for are an update our justice gap study; we last did our justice gap study in 2009 -- that's six years ago now -- and we think it would be very helpful to have more current data.

We're looking at the possibility of doing a comprehensive evaluation of the technology initiative grants that we've made. Under our TIG program, every grantee is required to do an evaluation as a part of the grant.

But the grants are not of a magnitude that allows the grantee to devote substantial resources from the grant to the evaluation process. The typical TIG is less than $100,000, so if they have to allocate a
portion of that to doing evaluation, you're not talking about a lot of money for a comprehensive look.

In addition, they have to report on the evaluation at the time they close out the grant, which is typically about six months after the cycle ends. Well, often they won't have enough experience under their belts by that point to have useful evaluative information.

But we have identified a funder that is interested in investing in a comprehensive look-back, particularly at our largest and broadest TIGs, in a couple of categories such as online intake and document assembly programs. And they are also considering the possibility of helping us develop a protocol going forward or future TIGs that our grantees could adapt.

We're looking at the possibility of doing much more extensive outreach to public and law librarians, who are an important interface for people who do not have counsel. Libraries, particularly public libraries, are often the first stop for people who are looking for information on a variety of subjects, including legal subjects.
We have done outreach to librarians in the past. We did it at 2010 at a preconference before the TIG conference that year. But I think there's more that could be done there if we could get the funding to do it.

CHAIRMAN MINOW: Julie?

MS. REISKIN: I'm really happy to hear that. I know one trend among libraries now is they're starting to hire social workers because it's such a place for -- it's the number one place where people who are homeless go for a whole bunch of reasons.

And so I think anything we do with libraries, if we could make sure that we have some sort of focus with folks who are currently not housed, that would be particularly wonderful.

PRESIDENT SANDMAN: I've learned recently that some of the most successful collaborations are between law librarians and public librarians, that if you can pair the two, you can increase the capacity and knowledge of the public librarians.

And there are some states where the Access to Justice Commissions include a law librarian because
they've recognized the importance of that perspective in expanding access to justice.

CHAIRMAN MINOW: That came up in our discussion yesterday with the SCLAID representatives. And it seemed to me that that was something actually worth including as a reference, even in the grant application, because there's a lot of history there to build on.

PROFESSOR VALENCIA-WEBER: Also, many of the state-funded law schools in the West, especially as they came late into the Union, treat the law library as a public library, and ours is one of those. Now, there's an area dedicated to resources for pro se and the public. Now, there are of course caveats. There's warnings that the law librarian is not going to be your lawyer and all that.

But just by state law and funding, they function as public libraries, especially if it's in a state with only one law school. That's the only place people can go to get a complete law library other than their capital.

CHAIRMAN MINOW: Thank you. Jim?
PRESIDENT SANDMAN: Next agenda item.

MR. KORRELL: If you're going to go on to the agenda, I want to ask about the justice gap study. Is that something -- remind me what you said. That's something LSC is contemplating?

PRESIDENT SANDMAN: Yes. We'd like outside funding to do it.

MR. KORRELL: And do you have a sense of how much that costs?

PRESIDENT SANDMAN: That study was -- my recollection is it was less than $100,000. We'd like to do something more comprehensive.

MR. KORRELL: We've been on the Board long enough that we can predict what it's going to say. Right? And I do wonder, is that something that we -- if it's a $100,000 project, maybe it's not such a huge deal. But if we're going to talk about spending a lot of resources on something like that, it just seems to me that we have a pretty good sense of what it's going to say, and maybe we should spend the money on legal services.

MR. LEVI: Well, I'm sorry. But it was really
updated from 2005, the 2009 one, and many folks when we've been out there, and even congressional offices, have asked, aren't you guys going to update this thing? So it's a known document that is regarded as being helpful, I guess, to folks that are interested in us, and has not been updated.

MR. KORRELL: I'm not going to make a big stand on it. But it seems to me it's either going to show that the justice gap has widened, and then people are going to say, what have you been doing, or it's going to say, the justice gap has narrowed, and they're going to say, you don't need as much money any more. I don't know. The problem is huge, and is it this big or this big? It just doesn't strike me as a hugely important piece of information. But I'm not going to make a stand on it; just one Board member's reaction.

PRESIDENT SANDMAN: We do get asked about it, and our thinking here is that we would do this only with private money, that we're not inclined to use appropriated funds to do another justice gap study at this point.
CHAIRMAN MINOW: Charles?

MR. KECKLER: Thanks. Well, one thing about it, the session yesterday with SCLAID brought up their study of the public defender program in Missouri. And it struck me, if you're going to do the justice gap study, that's a great way to update it, update our methodology and improve it in a way.

Because if you think about something like a legal need or a justice gap study about, say, evictions, in a lot of these earlier things that states do and that we do, we find, there are so many people that are unrepresented in eviction cases that come to our grantees and need help with evictions.

On the other hand, if you do what they did with the public defender thing and you work out how long eviction cases take, right, that puts a real new level of quantification on the level of legal need. It says, okay, there are this number of people with an unfilled gap of 1,250 hours of lawyers that would be needed that aren't provided.

So by taking the different kinds of cases and the different kinds of legal needs and attaching
quantification to them, that seems like that gets a
more secure number on the quantifiable level of legal
need in terms of demand for lawyer hours that's
unfilled.

I'm just paralleling off their study. And I
think that in terms of a research agenda and getting
private money, you have an example there, too. You
have a prototype in saying, I want to replicate this
study that's been successful and useful from an
advocacy standpoint and has some social scientific
validity.

I think that would be appealing to funders as
well as a way to improve -- not just redo it, what
you're saying, Harry -- but to do it in a new, more
authoritative way that might be more useful. That was
my thought yesterday on this.

CHAIRMAN MINOW: I think that's very
constructive. And I, too, was very taken with that
study. The justice gap is important and we always want
to have some point of comparison. But frankly, it's
been outstripped in methodology by subsequent work,
including what we heard about yesterday.
Harry?

MR. KORRELL: I echo Charles's thoughts about that presentation yesterday, and that we'd just propose that at least in composing this redo of the justice gap study, that we try to communicate something other than just that X number of people need lawyers and don't get them.

I just don't think that kind of statistic is very helpful for the funders. And again, they've heard it over and over and over. And I wonder if there is a way to pick a category of case that no one can complain about, right -- domestic violence cases -- and do the kind of analysis and show that by not funding civil legal aid, we're having this many really bad outcomes that would be different if we spent more money because a domestic violence case takes X hours and we're only giving it a fraction of X hours, or whether it's veterans' benefits or something like that people are going to pay attention to.

And hopefully the funding that comes with it is useful for all of the legal services our grantees provide. But anyway, some thoughts for what that study
CHAIRMAN MINOW: Everybody ready to go on to the next item?

(No response.)

CHAIRMAN MINOW: Great. So Jim, could we hear about the evaluations of the Comptroller, Grants Management, and Vice President for Legal Affairs? As everyone knows, this Committee is charged with doing evaluations of Jim and the OIG. But as to other senior officers, we are charged with overseeing those evaluations, and that's why we're turning to Jim.

Charles?

MR. KECKLER: One quick question before we do that. We have comptroller listed there, but should it not be the Treasurer? Because obviously, it's the same person who's the Comptroller and the Treasurer. But I think that our role is the Treasurer because the Treasurer is, under the bylaws, an officer of the Corporation.

PRESIDENT SANDMAN: That is correct.

CHAIRMAN MINOW: I think you're quite right.

You're quite right, Charles. Thank you very much for
that. So it is the same person, but under his role as Treasurer, because that's what the bylaws say.

PRESIDENT SANDMAN: Thank you, Martha. I have done evaluations of the other three officers of the Corporation, the Treasurer, the Vice President for Legal Affairs, and the Vice President for Grants Management, and I will report now a summary of my conclusions. I'll start with David Richardson, our Treasurer.

I believe that Dave has implemented and manages an excellent system of financial controls. I have confidence in the integrity of our processes and our people. Dave is scrupulous. He understands his fiduciary role and the importance of prudent stewardship of public funds. He cares deeply about LSC and is very loyal to the institution.

We had a clean, timely audit this past year -- no problems, completed on time, without any management letter, which was an improvement over the please couple of years.

He has a very good command of the technical skills that the job requires. I talked to Robert Grey
to get his input in his capacity as chair of the Finance Committee. He described Dave as efficient, thoughtful, accurate. He said that it's obvious that Dave thinks about the organization and is deeply committed to it.

I identified several areas for improvement. One is to work on simplicity and clarity of presentations to the Finance Committee and the Board of Directors, but both Robert and I noted improvement in that over the course of the past year.

I encouraged Dave to work on responsiveness to his internal clients. He plays a unique role within the organization, and often people depend on him and can go only to him for certain kinds of financial information. So timely response is important.

And I suggested that we work on improving our budgeting processes, which is something that I had raised last year, but I think we need to continue to work on.

Lynn Jennings is our Vice President for Grants Management. Lynn has a broad and very challenging portfolio. She has to keep many balls in the air, and
she does it well. She excels at cross-office integration, which I think is particularly important in the grants management function. She's good at breaking down silos.

She knows whom to consult and involve in other offices within the organization, whether it's Government Relations and Public Affairs, the Office of Legal Affairs, the Office of Information Technology, or the Office of Finance and Administrative Services.

Lynn has a very broad skill set. She's good at policy matters, data analysis, and systems. She has a strong understanding of the organizational mission, our strategic goals, and the operations of LSC.

In the past year she oversaw the implementation of two new grant programs, the Pro Bono Innovation Fund and the Midwest Disaster Grants. She did an outstanding job on both. I think those were textbook examples of how to set up a good and well-run grants management program from the start.

She has strengthened our relationship with the Office of Inspector General. I think we have a strong and good working relationship with Office of Inspector
General. We have regular meetings. We value our relationship with our colleagues in OIG, and Lynn gets a lot of credit for that.

She played a behind-the-scenes role in the 40th anniversary conference and showed a high level of organizational competence in the work that she did there. She has had a lot of personal involvement in enhancing our fiscal oversight, particularly with some grantees that have had significant problems.

My suggestions for Lynn are that she work on priority-setting because she has so many different functions and needs to keep so many balls in the air to ensure that the most important projects get accomplished first and in a timely manner. And I made some suggestions about rethinking how we conduct grant-making and grants oversight.

Because, as the prior presentation demonstrated, there is very little competition for most of our grants, I think our focus needs to be on special grant conditions and the term of grants. The model that we use currently, which has applications coming in June and final decisions not made until December, is
very time-consuming, and I think we should look at trying to improve the efficiency of that process. I also think that we could look at the efficiency of the visit model of doing oversight. Sending substantial teams of people out to a program for a week or two is a big investment of time, and I think we should take a look at what we might be able to do remotely, what we might be able to do by Skype, and what the cost-benefit analysis is of the visit model that we currently use.

I'll turn now to Ron Flagg, our General Counsel and Vice President for Legal Affairs. Ron has a very long list of accomplishments during the past year. He is remarkably productive.

He has eliminated the backlog on legal opinions in responding to requests from clients need LSC grantees. He expanded the number of published advisory opinions addressing issues of concern to LSC personnel and to grantees. We posted eight external opinions during 2014 and eight internal opinions. As you all know, he has spearheaded the revision of a number of our regulations, including the
private attorney involvement regulations, assistance to aliens, regulations governing legal assistance in criminal proceedings. He has taken the lead in developing our rulemaking agenda.

He revised our conflict of interest policy, our whistleblower policy, and our EEO policy. I have a much longer list, but you get the flavor.

Ron provides superb legal advice. He and his office are responsive, helpful, pragmatic, well-integrated within the organization, well-respected within the organization. They understand their clients' needs.

They conducted a client survey last year seeking the input of the people that they work with here to get a measure of how people think they're doing, and Ron plans to repeat that survey again this year.

He has good and respectful relationships with external stakeholders. He's an excellent manager. As I mentioned, his office has a strong client service culture and consistently produces high-quality work. Ron is versatile, a great utility infielder. He's able
to take on new and unexpected responsibilities.

   My one suggestion is that Ron think about benchmarking the operations of our Office of Legal Affairs against comparable general counsels' offices to see what we might learn about how they do things and whether they have suggestions for improvement.

   That completes my report.

CHAIRMAN MINOW: Well, this sounds like very thorough and thoughtful reviews with very constructive suggestions. I do have to say that we are just incredibly blessed and lucky to have such truly outstanding senior officers.

   The Treasurer has had us in good hands for some time, and I think that we all feel very reassured by his care. I marvel every day at what Lynn is able to do; I really cannot even keep it all in my head. And I think we are night and day from where we were, and I think everyone is nodding, and that's really excellent.

   Ron, how you got rid of the backlog I have no idea. But I think that you have proven that a lawyer can be a constructive force for good --
(Laughter.)

CHAIRMAN MINOW: -- inside of an organization and outside the organization. And we're very grateful.

Anyone have any further comments? Julie?

MS. REISKIN: Yes. As the token non-lawyer, I really appreciate Ron's ability to communicate information without it being an 800-page treatise and in English. That's been very -- I mean, I'm serious. I do appreciate that. And I really appreciate Lynn's openness to including clients on program quality visits.

MR. LEVI: I want to thank all three of you. You certainly have made our job easier. This is our Board's near fifth year anniversary, and I can only tell you that sitting here in this meeting is very different than what we first approached here. And all of you have made such a terrific contribution to helping us get to where we are today, and thank you.

CHAIRMAN MINOW: Excellent. Our last substantive item on the agenda is the corrected report on sources of authority governing LSC Board actions. And now we get to see Ron Flagg in action.
MR. FLAGG: Jim was kind enough not to mention my proofreading abilities, but I'm working on those as well.

At the last Committee meeting, you recall we went over a list of briefing materials for new Management personnel and, for that matter, new Board members. And within that list of materials were a variety of sources of authority. And it was suggested, quite constructively, that we organize those in a way that would be helpful.

The short answer to Martha's question as to how we've accomplished things we've accomplished over the last year is we've got a great staff. And in connection with this particular project, I'd like to introduce Peter Karalis, who is one of our two graduate fellows and who did the bulk of the work on this.

So if you look at page 154 of your Board book, you will see the sources of authority governing LSC Board actions as they've been compiled and organized into variety categories, which we think are the principal categories of interest to the Board.

We will post this list online. It will be
interactive, and we will post it with an index so that if, for example, you want to know what guidance there is with respect to the Board's actions on rulemaking, you could just type in "rulemaking" and up would pop the material that's on page 161.

Within each topic, I think the organization is from highest level of authority down. So we typically start with the LSC Act. Then if there's an Appropriation Act provision, that is listed next. And then we have our bylaws, and typically below that would be internal policies or these resolutions of the Board going back.

We actually -- Peter -- went back 40 years and looked at every resolution that the Board had ever enacted and tried to figure out which of these were still effective and which we should be directing your attention to. The good news was there are relatively few that have lasting effect, and those are the ones that are included on this list.

CHAIRMAN MINOW: I think I'm one of the people who hoped we'd have such a thing, and it's really staggering. Very, very helpful, very thorough, and the
idea of having an interactive dimension is excellent.

Anyone have any further thoughts?

FATHER PIUS: Just as we go forward with updating the source book, this might be something that you want to include in the source book just as a service to us. And obviously, you'll get a new Board in three years, maybe; obviously this should be one of the first documents, I would imagine, that you do in your orientation to the new Board.

MR. FLAGG: Good suggestion. Thank you.

MR. LEVI: In reviewing this, did you think we were missing anything?

MR. FLAGG: I can't say, as we went through this, that we noticed any omissions. I think the two areas in which we have done the sort of analysis you're suggesting are with Charles and the Ops and Regs Committee in connection with our regulations.

I think, as a standard matter and in terms of best practices for any agency, be it a private organization such as ours or government agency, annually looking at the regulations to see what could be modified, what could be updated, and Harry would
quickly add what might be omitted or deleted, is something we should do annually, and we do. 

The other way in which we are doing that in a comprehensive way is looking at our internal policies. And so, as the Board is aware, just in the last couple years we have revised of conflict of interest policies, our whistleblower policy, our EEO policy. 

Those are all pretty fundamental policies, and you would have thought that gee, we must be up to snuff on that. And obviously, we made substantial changes to those. But we are looking at that list of policies to see if there's anything we're missing. And you'll be happy to know we're developing an anti-nepotism policy. 

And you'll also be happy to know that not every policy will come before you. But the more significant ones will, and we routinely look at our policies and look at what other organizations are doing to make sure that we have what we need, and to the extent we address issues, we're addressing them consistent with best practices. 

MR. LEVI: Yes. Well, the nepotism point would be a good one, the kind of thing I was interested
in. I guess I want to ask the flip, which is, in reviewing this, did you think there were some that were superfluous or outdated?

CHAIRMAN MINOW: In the Harry principle.

MR. FLAGG: Yes. And I think the answer is clearly yes. And they are not included on this list.

MR. LEVI: Oh, they're not? They're not included?

MR. FLAGG: Correct. They are not included.

And as a practical matter, I think the question is, do you need a Board resolution rescinding some 40-year-old policy that nobody has looked at in 39 years? And we've considered that.

MR. LEVI: Well, maybe it's like the email deletions thing, that after ten years or whatever --

MR. FLAGG: I think for the most part, where there were superfluous policies, they've typically been superseded by another policy that is more recent. So certainly where that was the case, we didn't feel a need to go back and rescind --

MR. LEVI: Well, I suppose that if there were really a group of them that are outdated, you could
just package them together and we can just ship them out.

MR. FLAGG: We can look at that. But in any event, certainly the list we have here -- and if a policy falls in the woods and nobody knows about it, is it really a policy? So all of the policies that are in effect and that continue to have practical application are listed on this list, and we'll consider whether we need, as a formal matter, to rescind some other policies that are no longer followed.

MR. LEVI: Well, thank you.

CHAIRMAN MINOW: I think we should do that, just to clean up our --

MR. LEVI: I think it's a matter of appropriate --

CHAIRMAN MINOW: Governance.

MR. FLAGG: Yes. And again, a lot of them, by their own terms, were time-bound.

MR. LEVI: That's different.

CHAIRMAN MINOW: If they were time-bound and if they were explicitly superseded, we do not need to see them. But if there are any that do not fall in
those categories, we should clean them up.

I wonder about another class, which is those that are Board statements/resolutions/rules. Should there be some kind of tickler file, not a sunset, but a "here's when it would be good to revisit" or something like that?

MR. FLAGG: Yes. I think there are two different pieces. One is not one that is what you explicitly mention, but we do have -- I think we shared with you -- a tool that we still have and that we're still working on improving, which is this omnibus calendar that shows when every due date of anything in the organization comes up, pursuant to these or other sources of guidance.

You've asked a different question, which is, when should we review any of these policies? My sense is that would be policy-specific, which is to say I don't know that -- for example, the bylaws. At any point a Board could say, gee, why don't we look at the bylaws comprehensively and revisit them?

I don't know if we want to put a date on individual resolutions. Just looking at the first one
that pops up, revised Board of Directors compensation policy, that's something -- I think my answer to your question would be if I was a new Board, I would look at this list and I would look at -- and this is not a particularly long list.

It would take about ten mites for somebody to go through and say, specifically with regard to the resolutions, let's look at each of these and decide whether we as a new Board want to revisit these issues.

So I think my sense would be that the right time for the Board to look at these would be any time there's a new Board, I would look at all of -- and maybe in our briefing materials or in our briefing protocols, that would be the appropriate prompt, to say to a new Board, you really ought to look at these very specific Board-created policies and resolutions and see if there are any you want to update.

The other, more general policy -- the EEO policy, obviously, any Board is going to want to look at that. But if we've done our work right, that should not be changing Board to Board.

CHAIRMAN MINOW: What you suggest may be just
right. I do know that in the nonprofit board world, there are scheduled, suggested best practices for when you should, how often you should revisit your bylaws, how often you should revisit your compensation. So I don't know if we want to be tethered to that or want to look at it. But they do exist.

MR. FLAGG: Well, and I think Jim suggested, we look for benchmarking. And that's another in which we can definitely do that.

CHAIRMAN MINOW: So does the person who did the work want to say anything?

MR. KARALIS: It was certainly an educational experience.

(Laughter.)

CHAIRMAN MINOW: Well, we are grateful, and I think it sets a baseline that the organization will not go back on, of having accessible and easily reviewed and current governing sources of law. And so although it was a typo originally, I think we want to thank you for your service.

MR. KARALIS: You're very welcome.

CHAIRMAN MINOW: All right. So now, is there
any other business?

(No response.)

CHAIRMAN MINOW: Then I would like to know, is there any public comment?

(No response.)

CHAIRMAN MINOW: All right. I will consider and act on any motion to adjourn the meeting because we stand between this and lunch.

MR. LEVI: We have a closed session, though.

CHAIRMAN MINOW: Oh, we're going to have a closed session. So sorry. We are still standing between us and lunch. But we're going to have a closed session, so can the people who are not going to come to the closed session -- you can go have lunch. No. We're not having lunch yet, so nobody should feel bad.

MR. LEVI: Where will lunch be? Out here? Fourth floor? We will reconvene with the Audit Committee, then, for the public session, for the public group here, at --

CHAIRMAN MINOW: But we do need to adjourn this meeting. So sorry.

MR. LEVI: We need to adjourn this meeting.
I'm sorry.

CHAIRMAN MINOW: Yes. So can we adjourn this meeting?

MOTION

MR. LEVI: So move.

PRESIDENT SANDMAN: Second?

MS. REISKIN: Second.

CHAIRMAN MINOW: Great. And now we go to our closed session.

(Whereupon, at 11:50 a.m., the Committee was adjourned to Closed Session.)

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