

**Legal Services Corporation
Meeting of the Audit Committee**

Open Session

Thursday, January 22, 2015

Chairman Victor B. Maddox convened an open session meeting of the Legal Services Corporation's ("LSC") Audit Committee ("the Committee") at 2:25 p.m. on Thursday, January 22, 2015. The meeting was held at the Westin Colonnade Hotel, 180 Aragon Avenue, Coral Gables, Florida 33134.

The following Committee members were in attendance:

Victor B. Maddox, Chairman
Harry J. F. Korrell, III
Gloria Valencia-Weber
David Hoffman, Non-Director Member (by telephone)
Paul L. Snyder, Non-Director Member (by telephone)
John G. Levi, ex officio

Other Board members present:

Robert J. Grey, Jr.
Father Pius Pietrzyk, O.P.
Laurie Mikva
Martha L. Minow
Julie A. Reiskin

Also in attendance were:

James Sandman	President
Rebecca Fertig Cohen	Special Assistant to the President
Lynn Jennings	Vice President for Grants Management
Ronald S. Flagg	Vice President for Legal Affairs, General Counsel & Corporate Secretary
Mark Freedman	Senior Assistant General Counsel, Office of Legal Affairs, by telephone
David L. Richardson	Treasurer and Comptroller, Office of Financial and Administrative Services
Wendy Rhein	Chief Development Officer
Jeffrey E. Schanz	Inspector General
David Maddox	Assistant Inspector General for Management and Evaluation, Office of the Inspector General (OIG)

Laurie Tarantowicz	Assistant Inspector General and Legal Counsel, Office of the Inspector General (OIG)
John Seeba	Assistant Inspector General for Audit, Office of the Inspector General (OIG), by telephone
David O'Rourke	Assistant Inspector General for Investigations, Office of the Inspector General (OIG)
Sophia Mason	Benefits Manager, Office of Human Resources (HR), by telephone
Carol Bergman	Director, Office of Government Relations and Public Affairs (GRPA)
Carl Rauscher	Director of Media Relations, Office of Government Relations and Public Affairs (GRPA)
Marcos Navarro	Office of Government Relations and Public Affairs (GRPA)
Wendy Long	Executive Assistant, Office of Government Relations and Public Affairs (GRPA)
Janet LaBella	Director, Office of Program Performance (OPP)
Lora M. Rath	Director, Office of Compliance and Enforcement (OCE)
Herbert Garten	Non-Director Member, Institutional Advancement Committee
Frank Strickland	Non-Director Member, Institutional Advancement Committee
Allan Tanenbaum	Non-Director Member, Finance Committee
Nicole Nelson	Executive Director, Alaska Legal Services Corporation
Bristow Hardin	Office of Program Performance (OPP)
Don Saunders	National Legal Aid and Defender Association (NLADA)
Lisa Wood	American Bar Association Standing Committee on Legal Aid and Indigent Defendants (SCLAID)
Robin C. Murphy	National Legal Aid and Defender Association (NLADA)

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

Committee Chairman Maddox called the meeting to order.

MOTION

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

VOTE

The motion was approved by voice vote.

MOTION

Professor Valencia-Weber moved to approve the minutes of the Committee's meeting of October 6, 2014. Mr. Snyder seconded the motion.

VOTE

The motion passed by voice vote.

Committee Chairman Maddox summarized the Committee's evaluation for 2014 and goals for 2015. He invited comments from the Committee members. The Committee discussed ways to improve time management during meetings.

Mr. Seeba presented the FY 2014 Annual Financial Audit report from WithumSmith+Brown. He answered Committee members' questions.

Mr. Richardson briefed the Committee on the Form 990 Financial Statement for FY 2014. He answered Committee members' questions.

Mr. Schanz briefed the Committee on the reports the Office of the Inspector General (OIG) completed since the last Audit Committee meeting. The reports included OIG's audit staff credentials, and OIG's peer review system. Mr. Seeba briefed the Committee on OIG's audit processes. Mr. Schanz and Mr. Seeba answered Committee members' questions.

Mr. Flagg presented the revised LSC Risk Management matrix and answered Committee members' questions.

Ms. Rath provided a briefing on OCE's follow-up of referrals from the OIG regarding audit and investigation reports and the annual independent public accountants' audits of grantees. Ms. Rath answered Committee members' questions.

MOTION

Committee Chairman Maddox moved to recommend adoption of resolution on the 403(b) Thrift Plan Amendments to the full Board. Professor Valencia-Weber seconded the motion.

VOTE

The motion was approved by voice vote.

Committee Chairman Maddox invited public comment and received none.

There was no new business to consider.

MOTION

Mr. Korrell moved to authorize an executive session of the Committee meeting.
Professor Valencia-Weber seconded the motion.

VOTE

The motion passed by voice vote.

The Committee continued its meeting in closed session at 3:36 p.m.

I hereby certify that this is a true and correct copy of the minutes adopted by the Legal Services Corporation's Audit Committee on April 13, 2015.



Ronald S. Flagg

Vice President for Legal Affairs,
General Counsel & Corporate Secretary