

LEGAL SERVICES CORPORATION  
BOARD OF DIRECTORS

TELEPHONIC MEETING OF THE  
BOARD OF DIRECTORS

OPEN SESSION

Wednesday, December 21, 2011

5:03 p.m.

Legal Services Corporation  
3333 K Street, N.W.  
Washington, D.C. 20007

BOARD MEMBERS PRESENT:

John G. Levi, Chairman  
Martha L. Minow, Vice Chair  
Sharon L. Browne  
Robert J. Grey, Jr.  
Harry J.F. Korrell III  
Charles N.W. Keckler  
Victor B. Maddox  
Laurie Mikva  
Father Pius Pietrzyk, O.P.  
Julie Reiskin  
Gloria Valencia-Weber

## STAFF AND PUBLIC PRESENT AT THE CORPORATION'S OFFICES:

James J. Sandman, President  
Richard L. Sloane, Special Assistant to the President  
Kathleen McNamara, Executive Assistant to the President  
Victor M. Fortuno, Vice President for Legal Affairs,  
General Counsel, and Corporate Secretary  
Mattie Cohan, Senior Assistant General Counsel,  
Office of Legal Affairs  
Katherine Ward, Executive Assistant, Office of Legal  
Affairs  
David L. Richardson, Comptroller and Treasurer, Office  
of Financial and Administrative Services  
Jeffrey E. Schanz, Inspector General  
Joel Gallay, Special Counsel to the Inspector General,  
Office of the Inspector General  
David Maddox, Assistant Inspector General for  
Management and Evaluation, Office of the  
Inspector General  
John Constance, Director, Office of Government  
Relations and Public Affairs (by telephone)  
Stephen Barr, Communications Director, Office of  
Government Relations and Public Affairs  
  
Linda Perle, Center for Law and Social Policy (CLASP)  
Don Saunders, National Legal Aid and Defenders  
Association (NLADA)  
Terry Brooks, American Bar Association Standing  
Committee on Legal Aid and Indigent Defendants  
(SCLAID)

## C O N T E N T S

OPEN SESSION	PAGE
1. Approval of agenda	4
2. Consider and act on recommendations of the Board's Operations & Regulations Committee on changes to LSC Bylaws	4
3. Consider and act on ratification of LSC's solicitation of contribution from Friends of the Legal Services Corporation and a planning grant from the Public Welfare Foundation in 2011	7
4. Consider and act on approval of a 2012 Public Welfare Foundation grant application	7
5. Public Comment	Not done
6. Consider and act on other business	Not done
7. Consider and act on adjournment of meeting	27

Motions: 4, 6, 25, 27

## P R O C E E D I N G S

(5:03 p.m.)

CHAIRMAN LEVI: In view of the lateness of the hour in the East, I'll ask if we could call the meeting to order. And do we have a motion to approve the agenda?

## M O T I O N

DEAN MINOW: So moved.

FATHER PIUS: Second.

CHAIRMAN LEVI: All in favor?

(A chorus of ayes.)

CHAIRMAN LEVI: And who just moved? Martha?

DEAN MINOW: Yes.

CHAIRMAN LEVI: Welcome. Okay.

So this is really a report from your committee, Charles. So maybe I should turn this over to you for a minute and ask you to present the resolution.

PROFESSOR KECKLER: Thank you, Mr. Chairman.

The committee met last Friday to consider the conforming changes to our bylaws reflected in the resolution that all Board members should have now received. If you haven't, please tell me and then we can get that resolution to you by email.

1           As I said, the committee met, considered these  
2 changes, which are prompted by changes in our underlying  
3 act in D.C., the D.C. Nonprofit Corporation Act, and  
4 after considering them, we have recommended them for  
5 adoption.

6           So management or I will be happy to take any  
7 questions.

8           CHAIRMAN LEVI: Do you want to just give the  
9 high points for a second, Charles?

10          PROFESSOR KECKLER: Okay. Basically, the memo  
11 described some things that we're not doing today and are  
12 not in the resolution, changes that we may consider  
13 later.

14          What the resolution actually reflects and what  
15 we've recommended are a set of minor typographical  
16 corrections, but in substance, mainly the notice  
17 provisions, the notices that go out to us. The  
18 requirements for notice were changed in the act, and so  
19 we're changing them in our bylaws. And that's pretty  
20 much it.

21          CHAIRMAN LEVI: Any questions from members of  
22 the Board about this? And let me say I'm grateful to the

1 Board for (inaudible, bad telephone connection) itself  
2 today so that we could do this. We did have a year-end  
3 deadline, and I don't think we were fully aware until not  
4 very long ago that we needed to make these changes by  
5 year-end.

6 So with that, I don't think -- I think the  
7 resolution is out there. I don't think it has to be  
8 moved, does it?

9 PROFESSOR KECKLER: It may have to be moved by  
10 one individual.

11 CHAIRMAN LEVI: All right. Well, why don't  
12 you --

13 M O T I O N

14 PROFESSOR KECKLER: I so move it, then.

15 BOARD MEMBER: Second.

16 CHAIRMAN LEVI: Okay. And any questions, then,  
17 from the Board?

18 (No response.)

19 CHAIRMAN LEVI: All in favor of the resolution?

20 (A chorus of ayes.)

21 CHAIRMAN LEVI: Any opposition?

22 (No response.)

1 CHAIRMAN LEVI: Abstention?

2 (No response.)

3 CHAIRMAN LEVI: Okay. Now, on item number 3,  
4 considering and acting on ratification of LSC'S  
5 solicitation of contribution from Friends of Legal  
6 Services and a planning grant from the Public Welfare  
7 Foundation in 2011, Jim, do you want to speak to this for  
8 a second, or Vic?

9 PRESIDENT SANDMAN: Yes. I'll start off and  
10 then hand it over to Vic. This is Jim Sandman.

11 PROFESSOR VALENCIA-WEBER: Hello? This is  
12 Gloria Valencia-Weber.

13 CHAIRMAN LEVI: Good, Gloria. Welcome.

14 PRESIDENT SANDMAN: This is Jim Sandman.  
15 During 2011, the Corporation has solicited one donation  
16 and one grant, the donation from the Friends of the Legal  
17 Services Corporation and the grant from the Public  
18 Welfare Function that are described in the materials  
19 you've received.

20 Pursuant to a Board protocol adopted in 2008,  
21 we should have sought Board approval for the solicitation  
22 of the donation and possibly for the solicitation of the

1 grant before proceeding. I'd like to turn it over to Vic  
2 to explain the protocol, how we got to where we are, and  
3 what we need to do to be in compliance with it.

4 MR. FORTUNO: Yes. For the record, this is Vic  
5 Fortuno. And we're talking about the contribution from  
6 the Friends of the Legal Services and a grant from the  
7 Public Welfare Foundation.

8 The protocol was first adopted back in 2008,  
9 and then it was modified last year. And it previous for  
10 the Board to be consulted and to obtain the -- it  
11 requires Board approval for solicitation of private  
12 contributions. It's unclear whether that extends to  
13 grants, but we are treating grants for these purposes as  
14 coming within the scope of that term.

15 In any event, when the contribution from  
16 Friends of the Legal Services Corporation was solicited,  
17 while the Board was kept apprised of progress of thinking  
18 on that -- I think that the Chair and Vice Chair  
19 reported that we might be doing that -- we never sought  
20 the formal consent of the Board. I did not call that to  
21 anyone's attention, so it was never done. And we did  
22 solicit the contribution and did receive it. It was a



1 fairly modest contribution which was earmarked to funding  
2 the report done by the American Bar Foundation.

3           When the grant from the Foundation, the Public  
4 Welfare Foundation, was discussed, there was again some  
5 question as to whether grants come within the scope of  
6 the protocol which goes to contributions. And no prior  
7 consent was requested, but we think that, again, it's  
8 best to get consent.

9           So those two items -- that is, the grant from  
10 the Public Welfare Foundation and the earlier  
11 contribution from Friends of the Legal Services  
12 Corporation -- we're asking for the Board to ratify those  
13 two, to consent, and to take up the anticipated grant  
14 that would be submitted to the Public Welfare Foundation,  
15 to approve that one in advance.

16           So there are three separate and distinct  
17 actions, two that have been taken, one that is proposed.  
18 What we're requesting is to have ratification of the two  
19 that have been taken and to get prior approval of the  
20 action that is proposed.

21           And you have a memo which is dated December  
22 19th. You should all have that with all of the

1 attachments, both the original version of the resolution  
2 -- that is, the protocol on soliciting contributions --  
3 and then the revisions to that in 2011, along with the  
4 memorandum of understanding with Friends of the Legal  
5 Services Corporation and the documents relating to the  
6 grant, the initial grant, from the Public Welfare  
7 Foundation.

8 And if you have any questions, I'd be happy to  
9 address those for you.

10 CHAIRMAN LEVI: I have an observation and a  
11 question. This is John Levi. It occurred to me after I  
12 saw these, Vic and Jim, I after all asked the DLA Piper  
13 firm to donate its people, services, and I suppose some  
14 funds to the Pro Bono Task Force. It never occurred to  
15 me that that request, which they granted and they've  
16 stepped up and they're fully supporting all of the  
17 subcommittees, maybe it, too, runs afoul of this  
18 protocol.

19 MR. FORTUNO: That is a non-monetary  
20 contribution, pro bono services?

21 CHAIRMAN LEVI: Yes. But I can't tell you how  
22 it's done. I don't know what --

1 DEAN MINOW: How about the Fiscal Task Force?

2 Is there a similar in-kind contribution?

3 CHAIRMAN LEVI: No. There weren't on that.

4 But in the pro bono one, there certainly is in kind, and  
5 not insignificant.

6 PRESIDENT SANDMAN: This is --

7 CHAIRMAN LEVI: So I guess there's something  
8 else that I want to say about this. Number one, I don't  
9 want to be in a situation when an institutional  
10 advancement committee, which is working to articulate  
11 places where it believes it can do some funds  
12 solicitation, it needs to every single time. That would  
13 just make it almost impossible to solicit funds.

14 So once that committee comes up with some idea  
15 as to what it thinks might be appropriate, I think that  
16 it ought to make a report. But then it ought not be  
17 hamstrung by this. And therefore, I think this protocol  
18 needs to be revisited. So that's number one.

19 Number two, none of us in any position -- I may  
20 be sounding a little bit perturbed here; it is because I  
21 am -- I've never served on a board in which,  
22 retroactively, I'm being told that I tripped on a

1 protocol.

2 I want to know from the general counsel and  
3 internally, what other Board protocols are there that we  
4 apparently don't know? Now, we were given them in the  
5 orientation, but I'm sorry, I didn't memorize all of  
6 them.

7 But I think that from now on, and as a favor to  
8 any incoming board, whatever board protocols there are  
9 ought to be put in front of the new board in plain  
10 English so that this kind of thing doesn't happen again;  
11 and also that that board be given an opportunity to say  
12 yea or nay as to whether it wishes to be bound by such a  
13 protocol prospectively because it may not wish to be.

14 And so this Chairman, at least, wants that  
15 protocol, the one that we're talking about here, referred  
16 to the Ops & Regs Committee for revising so that we can  
17 have a protocol that works going forward; and secondly,  
18 wants a review of all protocols that relate to our Board  
19 so that we don't have the "gotcha" moments like this one.  
20 I don't like it, it's not good governance, and I don't  
21 want it to happen again.

22 MR. FORTUNO: We are compiling a book or a

1 manual of all such --

2 CHAIRMAN LEVI: No. I don't want a book or a  
3 manual because we're not in the business of being able to  
4 memorize. I want a summary that is an executive summary  
5 that is in English and understandable, Vic.

6 MR. FORTUNO: No, no. We --

7 DEAN MINOW: You know, I have to say -- this is  
8 Martha. I just --

9 CHAIRMAN LEVI: If --

10 DEAN MINOW: This is Martha, and I just have to  
11 say, I am baffled by this because, Vic, we talked with  
12 you every single step of the way. You were involved in  
13 every step of the conversation. And to be told now that  
14 we violated a guideline is utterly baffling.

15 We are new to this. You're our advisor. You  
16 are the lawyer. So I'm baffled. I think that John is  
17 being very gentle here, and we'll figure out a  
18 prospective solution. But it is utterly baffling.

19 MR. MADDOX: Can I jump in, Martha, just to  
20 pile on a little bit?

21 CHAIRMAN LEVI: Who is it? Vic?

22 MR. MADDOX: It's Vic Maddox. And I'm sort of

1 wearing my Audit Committee hat right now because I guess  
2 this is a question to Vic Fortuno or maybe David  
3 Richardson if he's there.

4 One of the attachments to the memo that you  
5 did, Vic, indicated that there was to be a segregated  
6 account for any funds received pursuant to any grants or  
7 contributions. And I gathered from your memo that we did  
8 receive one grant.

9 So did we set up a separate, segregated account  
10 and have we accounted for it as the 2008 protocol  
11 contemplated? Or was that overlooked as well?

12 MR. RICHARDSON: This is David Richardson.  
13 Yes, sir, that was set up as a temporarily restricted  
14 fund. And you'll see that in the financial statements.  
15 And that is the money --

16 MR. MADDOX: So when the money came in, then,  
17 the controller's office was aware of the protocol and  
18 handled the money according to the way the Board  
19 resolution or protocol called for?

20 MR. RICHARDSON: That is correct, sir.

21 MR. MADDOX: Okay. So we just didn't have  
22 communication between your office and other offices in

1 the management structure?

2 MR. RICHARDSON: Not knowing all of the  
3 approvals that were provided for this, I would have to  
4 say yes at this point.

5 MS. REISKIN: Mr. Chairman, this is Julie.  
6 Whenever it's appropriate, I have something to say.

7 CHAIRMAN LEVI: Go right ahead.

8 MS. REISKIN: I guess, and maybe it's different  
9 out here or maybe there's something that I don't  
10 understand, but I know that typically in nonprofits these  
11 days there's a gift acceptance policy, and the board does  
12 that. And I don't know if that might be the Governance  
13 Committee.

14 But the board comes up with the gift acceptance  
15 policy so that the board doesn't have to vote every time  
16 you're accepting something. And then the CEO reports to  
17 the board on anything that is obtained or anything that  
18 you're going after.

19 And so that won't solve this. But in terms of  
20 going forward, that might be a more -- that might be  
21 something that we want to consider, is doing it that way.  
22 That's just a suggestion or an idea.

1           CHAIRMAN LEVI: Well, Julie, it's John. I  
2 think that's a great observation. The problem here is  
3 it's almost -- it's on the front end. It's even on the  
4 request for financial support of any kind.

5           MS. REISKIN: Yes. I understand. I mean, I  
6 know it won't solve this problem today. But I'd be happy  
7 to work with it because I've just gone through this and  
8 gotten consultation on it for my organization. So I'd be  
9 happy to share that.

10          CHAIRMAN LEVI: Well, it's also clear that the  
11 protocol itself, I don't think, is that well written so  
12 that it's not fully understandable. And so we're going  
13 -- it may be overboard, again, with respect to the Public  
14 Welfare grant here today.

15                 But I just want to -- I think we all want to  
16 make sure we're operating as appropriately as we should  
17 be and can be. And then we'll take care of this going  
18 forward.

19          PROFESSOR KECKLER: Mr. Chairman, this is  
20 Charles. I completely agree with your comments about the  
21 protocol, and the Ops & Regs Committee can take this up  
22 forthwith. And I think one of the things that we'll want



1 to do is to clarify as well as to simplify the protocol  
2 and make it more workable for us to clarify the  
3 relationship it has to seeking grants, which I think are  
4 -- that's quite a different thing, as well as issues of  
5 non-monetary contributions.

6 CHAIRMAN LEVI: Yes. Thank you, Charles.

7 PRESIDENT SANDMAN: This is --

8 CHAIRMAN LEVI: And I think, also, as long as  
9 we're at it, Charles, I hate to say this to you, but we  
10 ought to know what other protocols are out there that  
11 might govern us and be an issue for us. And those may  
12 have to be looked at, too.

13 PROFESSOR KECKLER: I agree.

14 PRESIDENT SANDMAN: This is Jim Sandman --

15 CHAIRMAN LEVI: And then I think the question  
16 of, well, going forward, what should our protocol -- what  
17 should we -- if we say, well, this is how this Board  
18 feels it ought to operate, should the protocols  
19 necessarily -- I don't want a future board to trip in the  
20 way we apparently did.

21 I'd like them to have an opportunity, when they  
22 come in the front door, to say, these work for us. This

1 is what we want to go by. They don't necessarily have to  
2 be bound by them. I think that's something that you also  
3 ought to talk about in terms of what's appropriate  
4 governance here.

5 Maybe there are a few protocols that really  
6 ought to be in place, but there may be some that don't  
7 need to carry forward. It just happened to be the way  
8 our Board wanted to operate, not necessarily some other.

9 PROFESSOR KECKLER: John, I think that's  
10 something that's part of any kind of transition planning.

11 CHAIRMAN LEVI: Yes.

12 PRESIDENT SANDMAN: This is Jim Sandman --

13 CHAIRMAN LEVI: Any other comments or questions  
14 from -- Jim, anybody there in the room? I can't see it,  
15 so --

16 PRESIDENT SANDMAN: Yes. Yes, this is Jim  
17 Sandman. I want to follow up on several comments that  
18 have been made about non-monetary contributions and the  
19 implicit question whether they are covered by this  
20 protocol.

21 John, you mentioned the services that DLA Piper  
22 is providing in staffing the Pro Bono Task Force. And

1 after you mentioned that, Martha mentioned the Fiscal  
2 Oversight Task Force. Well, in connection with the  
3 preparation of our financial statements for 2011, my  
4 understanding is that there was some value attributed to  
5 the time spent by members of the Fiscal Oversight Task  
6 Force as value provided to the Corporation. And I'm  
7 going to ask Dave Richardson here with me if that's  
8 correct.

9 MR. RICHARDSON: That is correct. We took the  
10 number of hours that were provided to us by the task  
11 force members, and we allocated \$500 a day for the  
12 donated services that they provided. And we did that  
13 based on that's what we pay the consultants who work for  
14 us on a routine basis.

15 PRESIDENT SANDMAN: So that suggests that there  
16 might be a similar question with regard to services  
17 provided by members of the Pro Bono Task Force beyond the  
18 services that are being provided by DLA Piper.

19 MR. RICHARDSON: Pro bono legal services, too,  
20 because there's occasions when we asked outside attorneys  
21 to help us on a placebo basis.

22 PRESIDENT SANDMAN: Yes. I regard that as

1 different, where they're established an attorney-client  
2 relationship with us, as opposed to service on a task  
3 force, which I think is more in the nature of consulting  
4 services. But that issue is out there in three different  
5 ways that have come up on this call.

6 CHAIRMAN LEVI: Well, the reason I asked it is  
7 because I don't see the great difference between paying  
8 for a consultant and the consultants willing to donate  
9 their time and we accept it. Both are a financial  
10 benefit to the Corporation. Both were solicited.

11 MS. MIKVA: This is Laurie Mikva. In some  
12 sense, though, didn't the Board authorize some of this  
13 stuff when we authorized committees?

14 CHAIRMAN LEVI: Sure. Sure, but we didn't --  
15 yes. I think that's a question for Vic, but --

16 PRESIDENT SANDMAN: Yes. I think -- this is  
17 Jim. If I understand Laurie's point, it would be that  
18 the Board authorized the formation of the Fiscal  
19 Oversight Task Force and the Pro Bono Task Force. And so  
20 before anyone was asked to join those and to serve in  
21 whatever capacity they're serving, there was Board  
22 approval.

1                   CHAIRMAN LEVI: Yes. That's true. But I  
2                   didn't specifically seek approval for asking DLA Piper or  
3                   accepting DLA Piper's offer to support the task force in  
4                   a further way, much as though they were the consultant  
5                   for the Fiscal Oversight Task Force, which was pursuant  
6                   to a contract, I believe.

7                   PRESIDENT SANDMAN: That's correct. It was a  
8                   contract.

9                   CHAIRMAN LEVI: So I put that out there because  
10                  I say I don't want us to trip on these things. And I  
11                  think it demonstrates that if there's question, that the  
12                  protocol itself may be unworkable.

13                  But I don't think we have to decide this today.  
14                  Everybody's getting ready for their holiday season, if  
15                  they aren't already on it. But I want to make sure that  
16                  we can get this cleared up before or during our meeting  
17                  in San Diego.

18                  PROFESSOR VALENCIA-WEBER: Mr. Chairman, this  
19                  is Gloria Valencia-Weber.

20                  CHAIRMAN LEVI: Go ahead.

21                  PROFESSOR VALENCIA-WEBER: I have a comment.  
22                  Besides what we discussed, on the memorandum of December

1 19th from Vic Fortunato, on the last page under "Matters  
2 for Board Action," in that first -- that paragraph, it  
3 says, "While the Board has authority to provide  
4 retroactive approval and the protocol requires Board  
5 preapproval" -- it has that statement.

6 Then it concludes with, "The protocol is an  
7 internal matter of corporate governance, was promulgated  
8 by the Board, and is subject to modification by the  
9 Board."

10 Now, that may be that it's purely an internal  
11 matter in the way in which we set a procedure for how  
12 we're going to operate as a Board and as a Corporation.  
13 And any protocol would not have to be, for instance,  
14 published or announced in the federal regs.

15 But I don't regard this totally as an  
16 "internal" matter. I think that this is the kind of  
17 procedure formalized on paper and followed by conduct of  
18 the Board and the Corporation that is of interest to  
19 outside reviewers and outside people in Congress who are  
20 interested in how we operate.

21 And I think we really have to be very clear  
22 about stating how we chose to undertake to accept gifts

1 or to solicit gifts and contributions of any kind, and in  
2 what way that procedure is formalized, and then how we  
3 have in fact conducted ourselves.

4 CHAIRMAN LEVI: Any other comments or  
5 observations?

6 (No response.)

7 CHAIRMAN LEVI: If not, we have -- I guess can  
8 we approve the resolutions? Do you want to take them one  
9 at a time, or can all three of them be --

10 MS. MIKVA: John, this is Laurie. Do you want  
11 to add the DLA Piper to the resolution? Do you think  
12 it's --

13 CHAIRMAN LEVI: Well, I think we should find  
14 out from Vic -- I want to make sure that they tell us --  
15 that he tells us whether in-kind contributions do not  
16 qualify for this. I guess to the extent that they do, we  
17 should, but I don't want to necessarily create a  
18 precedent that further ties us.

19 MS. MIKVA: I see. You're right.

20 MR. FORTUNO: I think the --

21 MS. MIKVA: I would then -- go ahead, Vic.

22 MR. FORTUNO: No, no. Go ahead.

1 MS. MIKVA: No. I was going to move --

2 CHAIRMAN LEVI: Let me read real quick.

3 (Pause)

4 CHAIRMAN LEVI: Vic?

5 MR. FORTUNO: Yes. I was going to say that the  
6 protocol is written in a way that contemplates financial  
7 contribution because it talks about how they are received  
8 and acknowledged. But they could -- but while it's not  
9 clear, it could extend to in-kind since we do attach a  
10 value to them and, I assume, report them on our tax  
11 returns as contributions.

12 So I think that we ought to take the safe  
13 approach and go ahead and, at least for now, include them  
14 in the resolution. And then, of course, when the Ops &  
15 Regs Committee takes up the resolution as -- the  
16 protocol, I should say, as amended, it can determine how  
17 it wants to proceed with respect to a recommendation to  
18 the Board on modification of the policy.

19 But right now, to the extent that there's any  
20 question, I think we ought to err on the side of caution  
21 and just get the ratification of that as well. And what  
22 happens going forward can be decided after it's been



1 taken up by the committee and recommended to the Board.

2 CHAIRMAN LEVI: Okay. I think that answers  
3 your question, Laurie.

4 M O T I O N

5 MS. MIKVA: Right. So I would move that the  
6 Board accept the resolution, with the addition of the  
7 contribution by Piper. Is that the only one we need?

8 CHAIRMAN LEVI: Maybe. And of any task force  
9 members who served on either of these task forces. Do we  
10 need to do that, Vic?

11 PRESIDENT SANDMAN: This is Jim Sandman. I  
12 don't -- I'd take the position that we don't since the  
13 Board previously authorized the creation of those task  
14 forces, with the full understanding that that was going  
15 to involve the contribution of donated services by the  
16 members of each.

17 CHAIRMAN LEVI: All right. So with that  
18 addition, any comment? Any further comments or  
19 questions?

20 (No response.)

21 CHAIRMAN LEVI: It's getting late over there in  
22 Italy, so I think --

1 DEAN MINOW: Happy holidays, everybody.

2 CHAIRMAN LEVI: I'd like to ask for a vote.

3 All in favor?

4 (A chorus of ayes.)

5 CHAIRMAN LEVI: Opposed?

6 (No response.)

7 CHAIRMAN LEVI: Abstention?

8 (No response.)

9 CHAIRMAN LEVI: Well, I want to just again  
10 thank the Board for convening itself today on this kind  
11 of notice and with the holidays approaching. And I want  
12 to congratulate Jim Sandman on nearly a year. I want to  
13 also say goodbye to Alice Dickerson and thank her for her  
14 service. And I wish everybody the happiest of holidays,  
15 and see you soon in San Diego.

16 MR. FORTUNO: Thank you. Same to you.

17 MS. MIKVA: Yes.

18 PRESIDENT SANDMAN: Happy holidays, everyone.

19 CHAIRMAN LEVI: Is there anything else we need  
20 to do?

21 PROFESSOR VALENCIA-WEBER: Take care of  
22 yourselves over the holidays.

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M O T I O N

PROFESSOR KECKLER: I'd move to adjourn.

CHAIRMAN LEVI: Adjourned.

(Whereupon, at 5:31 p.m., the Board meeting was  
adjourned.)

● \* \* \* \* \*