LEGAL SERVICES CORPORATION BOARD OF DIRECTORS

MEETING OF THE FINANCE COMMITTEE

OPEN SESSION

Monday, October 17, 2011 2:15 p.m.

American Bar Association Offices 321 N. Clark Street Chicago, Illinois 60601

COMMITTEE MEMBERS PRESENT:

Robert J. Grey, Jr., Chairman Sharon L. Browne Martha L. Minow Father Pius Pietrzyk, O.P. John G. Levi, ex officio Robert E. Henley, Jr., Non-Director Member

OTHER BOARD MEMBERS PRESENT:

Charles N.W. Keckler
Harry J.F. Korrell, III
Victor B. Maddox
Laurie I. Mikva
Julie A. Reiskin
Gloria Valencia-Weber

STAFF AND PUBLIC PRESENT:

- James J. Sandman, President
- Kathleen Connors, 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
- Atitaya Pratoomtong, Staff Attorney, Office of Legal Affairs
- David L. Richardson, Comptroller and Treasurer, Office of Financial and Administrative Services
- John Constance, Director, Office of Government Relations and Public Affairs
- Stephen Barr, Communications Director, Office of Government Relations and Public Affairs
- Jeffrey E. Schanz, Inspector General
- Joel Gallay, Special Counsel to the Inspector General, Office of the Inspector General
- Thomas Coogan, Assistant Inspector General for Investigations, Office of the Inspector General
- David Maddox, Assistant Inspector General for Management and Evaluation, Office of the Inspector General
- Herbert S. Garten, Former LSC Board member and ex officio member, Institutional Advancement Committee
- Terry Brooks, American Bar Association Standing Committee on Legal Aid and Indigent Defendants (SCLAID)
- Robert E. Stein, American Bar Association SCLAID Bev Groudine, American Bar Association Commission on IOLTA/SCLAID

C O N T E N T S

OPEN	SESSION	PAGE
1.	Approval of agenda	4
2.	Approval of the minutes of the meeting of July 20, 2011	4
3.	Approval of the minutes of the meeting of August 1, 2011	4
4.	Approval of the minutes of the meeting of September 13, 2011	4
5.	Presentation of LSC's Financial Reports for period ending August 31, 2011	5
	Presentation by David Richardson	
6.	Staff report on status of FY 2013 appropriations process	12
	Presentation by John Constance	
7.	Consider and act on Resolution No. 2011-0XX, Temporary Operating Budget for FY 2012	18
	Presentation by David Richardson	
8.	Public comment	26
9.	Consider and act on other business	27
CLOSI	ED SESSION (Not done)	
10.	Consider and act on a technical correction to an LSC benefits plan document	Not done
11.	Consider and act on adjournment of meeting	29
Motio	ons: 4 4 25 28 29	

1	PROCEEDINGS
2	(2:15 p.m.)
3	CHAIRMAN GREY: Ladies and gentlemen, I'd like
4	to call the Finance Committee meeting to order and ask
5	for approval of the agenda.
6	MOTION
7	DEAN MINOW: So moved for approval of the
8	agenda.
9	MS. BROWNE: I'll second it.
10	CHAIRMAN GREY: Without objection, the agenda
11	is approved.
12	There are a series of minutes from July 20th,
13	August 1st, and September 13th. I'd like to entertain a
14	motion for the acceptance of the minutes.
15	MOTION
16	MS. BROWNE: I'll move.
17	DEAN MINOW: And I second.
18	CHAIRMAN GREY: Without objection, they are
19	approved.
20	I'd like to ask David Richardson on a
21	presentation of LSC's financial reports for the period
22	ending August 31, 2011. Mr. Richardson?

1 MR. RICHARDSON: Thank you. For the record, my

2 name is David Richardson, Treasurer of the Corporation.

The presentation in your board book begins on page 43 with the memorandum in regards to the expenditures through the 11-month period ending in August. We are very much within budget.

I have broken down, as I have done in the past, the budget into two categories. The first, with Roman numeral -- with the two boxes, we present the budget for the year for the grants. For basic field programs, we have a budget of \$379,500,000. Spent to date is \$377.7 million, and we have 1.7 in the carryover or remaining funds. That money is earmarked for three areas that we're holding aside money. It's earmarked for Louisiana, Wyoming, and American Samoa.

The Court of Veterans' Appeals, we have made a grant in the month of September for \$475,000. That will be reflected in the next report. And also, we hope to get the expenditures for the administrative aspect of the program in. So while this shows \$495,000 of remaining funds, there has been a grant of \$475,000. So there's

basically \$20,000 before those administrative expenses
are shown.

Within the grants from other funds -- this is money that we've collected from grant recoveries and so forth -- we have a budget of \$644,000. We've spent this year \$111,000. There's 533 remaining.

There are a couple of grants that I understand are in the pipeline for Joplin, Missouri with the recent hurricanes that they had there, tornadoes. And there may be an additional grant, but the President will report on that, probably, with his presidential report tomorrow.

Just know that they're in the process, and they'll be expended in the next year.

Your technology grants, there is remaining funds there of \$2.9 million from the annual budget of 6.7. The awards are going to be made in the next few weeks, so they will not be expended in this year's budget. They will be a part of the carryover.

The area that we look at the most is in the next section, your grants and management oversight. And we do show these expenses on a pro rate basis. So while

we show the annual budget and we show the expenditures to date, our comparison is against 11/12ths of the budget.

So while we have actual expenses of \$15,490,000, that compares to an 11-month budget of 19 million 6. Of course, our annual budget is 21-4. So at this time we have \$4.1 million of a variance.

In the memorandum, I lay out the reasons for this. We do continue to have a number of open positions. We have the contingency funds that are shown in the salaries. The largest amount of the carryover, 2.6, is for salaries and personnel compensation.

There is additional money for consulting. Our litigation costs are somewhat down this year, which is a good thing. We also at this point had not completed a couple of the board projects. The Fiscal Oversight Task Force, that has now been paid, so that will be shown in the September report.

And the strategic planning, of course we had a session yesterday, and that'll be ongoing. So there will be some money carried into the next year for that particular project.

There's additional travel money. We have money

set aside for a couple of travel initiatives that were

not undertaken. So that will be a part of the carryover

also.

Within the LRAP, we have a budget of \$3.1 million for the year as compared to 2.89 for the 11-month period. We have expended \$866,000. That is from the LRAP expenditures or loans that were forgiven this year for 2010.

At the bottom of the page, you'll see that there's an asterisk. It shows \$581,000 LRAP accounts receivable. That is the loans that were made this year. I actually got, right before I left Friday, a memorandum with a request for a payment of 152 additional LRAP payments, which will be shown as an expense, or shown as a receivable, and then will be forgiven next year.

So our process is make the loans. We make the payments every six months. And then we review if they're in good standing, and then we forgive the loans. So that'll take place hopefully before December, so that'll be in a report some time later this year.

Within the Inspector General, there's a budget of \$6.3 million. The spending so far is 3.698. 2 That's 3 shown against an 11-month budget of \$5.8 million.

4 that also shows that we have a variance of \$2.1 million

5 in that particular line.

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I hope the memorandum is set out in a fashion that it was easy enough to understand for you. If there is any particular questions, I'd be glad to go through I should say, within the OIG, the biggest variance that they have is again also salaries and compensation in the reportable lines. They do have money. I shouldn't say the largest, \$325 million -- or \$325,000.

They have \$675,000 in consulting, and then they have a large variance in the other operating of 836. And that's where they were holding the money for their twoyear spend-down program.

CHAIRMAN GREY: Ms. Browne?

MS. BROWNE: On the first page of your memo, Mr. Richardson, on one you mention that there are funds remaining that have been not allocated to Louisiana, Wyoming, and American Samoa. And this is the 11th money. So if the money is no allocated to those three entities, will it be carried over to next fiscal year in the same amount?

MR. RICHARDSON: Yes, it will. And actually, they are earmarked for those areas. In particular, the Louisiana program, that money will be awarded before December because we do have the two programs there that were splitting the money for.

There is an amount of money for Wyoming that our legal counsel is looking at and we will probably, although it's not definitive yet, hold some money of that for the new Wyoming program. And perhaps some of it will go to support the basic field funding for next year.

American Samoa, we have two and a half years of money there for American Samoa. And we're going to hold one year back and put the remaining under that into the basic field funding. So it will be paid to the basic field on the formula basis next year.

MS. BROWNE: Thank you.

20 CHAIRMAN GREY: Ms. Reiskin?

MS. REISKIN: That was my question.

22 CHAIRMAN GREY: Madam Vice Chair?

DEAN MINOW: I have asked Jim about this. My understanding is that regardless of the cuts that we may be facing from the Congress, that the funding for the central office will persist. Just in thinking about the future staffing is really where my question is coming from.

MR. RICHARDSON: We show in the next presentation -- our temporary operating budget, and I'll be glad to walk through that at that time -- it does look like, just as a general question, we had \$16.9 million We did get a \$250,000 cut, and we were able to absorb that without affecting any staff at this point.

PRESIDENT SANDMAN: If I could elaborate. The continuing resolution that's in effect from October 1st through November 18th did encompass a 1-1/2 percent across-the-board reduction. And that applied to every line of LSC's budget, including management and grants oversight, which is the headquarters office.

Other proposals that we've seen earlier this year to reduce LSC funding took the entirety of the reduction out of basic field grants. We can't make any assurance about what might happen in the future, but I

1 think there has been a pattern with recent cuts to do

2 them entirely at the basic field grant line.

3 CHAIRMAN GREY: Questions?

(No response.)

5 CHAIRMAN GREY: Thank you. Mr. Constance? By
6 the way, Mr. Henley is also at the table, who is a
7 nonvoting member of the committee and provides expert
8 financial advice to the committee. And so I want to
9 recognize his present.

Mr. Constance?

MR. CONSTANCE: Thank you, Mr. Chairman. For the record, I'm John Constance, director of government relations and public affairs. Let me expand a little bit on what is in your agenda and talk both about the FY 2012 appropriations process and just a little bit about the 2013.

As you will recall, on July 20th the House

Committee on Appropriations recommended \$300 million for

LSC for fiscal year 2012, this amount being 26 percent

less than the FY 2011 enacted amount. The Senate, on

September 15th, Senate Committee on Appropriations,

recommended \$396.1 million for LSC. That is 32 percent

more than the amount recommended by the House and a 2
percent reduction from our current funding, our 2011
and a mount.

In addition, in report language, the committee recommended that all restrictions on the use of private funds for LSC except those associated with abortion-related cases and representation of prisoner cases be eliminated.

Right now, as Jim mentioned, on September 29th there was a CR that's effective through November 18th reducing funding across the board for 1.5 percent for all federal accounts.

This week, in fact, at about a half an hour from now on East Coast time, the Senate will be taking up what they are referring to as the first minibus. We're all familiar with the omnibus; this is a new iteration. And our appropriation has caught, as it were, the first minibus.

(Laughter.)

MR. CONSTANCE: It is a small bill that will incorporate the appropriations for the Agriculture Committee, CJS Committee, our committee, and

Transportation. There is an expectation that the bill could be enacted by the end of this week.

I have some information regarding the amendment process, but the good news at this point is we have seen no amendments filed as yet that would affect the Legal Services Corporation. Amendments will be in order within the various accounts -- in other words, within the agriculture bill they can basically offer amendments to do offsets and increases and decreases, the same for CJS, and the same for transportation. But in the new rules of engagement for this minibus iteration of law, there won't be any allowances for amendments across those account lines.

Well, we will be obviously in close touch with the staff individuals that are managing this bill on the floor, and we'll keep everybody informed going forward this week as to whether the bill is successfully passed by the Senate. Again, this is the bill that contains the \$396 million amount for the Legal Services Corporation.

As to the House side of this equation, there was a press conference last Thursday where the House leadership indicated that they would be willing to

consider minibus bills essentially through this same process.

It is unclear at this point as to whether the House is merely going to wait for these bills to pass the Senate and then take them up and amend them in the House, or whether they'll have their own parallel process going forward. They were not ready to answer that question.

So stay tuned. We'll be keeping everyone informed of that.

I would say this regarding the 2012 process.

It has been -- to use the term "frustrating" would be an understatement in terms of the challenges that the current budget reductions are causing everyone. I would say this, that the Senate bill that reduced us by 2 percent, all of the accounts in that CJS bill were reduced by at least 2 percent. They then cut, more deeply than that, certain accounts.

So we were not singled out in that bill in the Senate. I would say we were probably singled out in the bill in the House when you look at comparable accounts.

As to those others that are toiling in the vineyard along with us, I want to point out that again,

the American Bar Association, NLADA and CLASP, the

Brennan Center, Barbara Somson at UAW -- these folks have

been doing yeoman's work on a daily basis to support LSC

and to do everything within their professional

capabilities to see that our funding and our

appropriations get an appropriate level.

Everyone is frustrated at the result. But our colleagues in other programs across government are no less challenged by this year's effort.

Very briefly, on the FY 2013 budget request, following this Board's approval of that request, including the legislative changes that were recommended on the census issue, we have submitted our information to the Office of Management and Budget. My staff and I have had a meeting with the OMB examiners to answer their questions and provide additional information about the request.

We are now beginning the process of preparing our congressional justification. There will be a line item, as there is every year, for LSC in the President's budget that will go up the first of February, and we will

17 1 make every effort to have our information up there a 2 little bit earlier than that, by the end of January. 3 So that's where we stand, Mr. Chairman. 4 CHAIRMAN GREY: Thank you, Mr. Constance. 5 Any questions? 6 (No response.) 7 CHAIRMAN GREY: I appreciate it. Please let us know what we can do to help you whenever --8 9 MR. CONSTANCE: Thank you. Everyone here at 10 the table has been enormously helpful going forward in the process, and we thank you for that. And I think even 11 12 those who were getting ready to leave to go as far away 13 as Rome were most helpful in terms of reaching out to 14 members of Congress, and we thank everyone for their 15 assistance. 16 DEAN MINOW: I don't know who that could be. 17 (Laughter.) 18 CHAIRMAN GREY: He does have a special touch. 19 Let's see. We are at item No. 7, and David, 20 are we ready to consider the resolution for the temporary

22 MR. RICHARDSON: Yes.

operating budget?

1 CHAIRMAN GREY: All right.

MR. RICHARDSON: On page 52 of your board book

is a memorandum in regards to our 2012 temporary

operating budget. The Board, on August 1st, passed a

temporary operating authority with the proviso, of

course, that we come back and present you a budget at

this meeting.

With the information that John has just provided to you, this shows that our continuing resolution is based on last year's funding, the \$404 million minus 1.5 percent. So it's total new money at this point of \$398,127,000.

We've been notified that their money will also be subjected to the 1.5 percent budget reduction. So that comes down to \$2,280,000. At this point we are showing our anticipated carryover of \$50,081,000. So the budget that's before you is for \$415,489,220.

I have, in the memo, gone over basically how we spend our money. The basic field will be spent on the formula; approximately a third of our grants are competed each year, and then we have renewal grants. The U.S.

Court of Veterans' Appeals was awarded on a competitive
basis last year, and they received a multi-year grant.

The grants from other funds are grant recoveries. If you'll recall, when I just spoke a minute ago, I said that there was \$544,000 remaining in the other funds. This budget shows that there is \$725,000. That's because we had grant recoveries of \$180,000 last year that we add to this year to support the emergency and one-time grants.

The technology initiative: The grants will be made for 2011 in 2012. So the full amount is shown as a carryover at this point, \$3.8 million.

And the next big line that we have that you're more concerned with is the management and grants oversight. What I have done is I've broken down as to how much the staffing is. I have increased the number of days that we're funding for board meetings. In the past, it's been five two-day meetings, but I've gone to five three-day meetings because we seem to be -- we're a more active board than we've had in the past. So we've increased that.

1 The travel and consulting has been increased to

2 include money for the additional processes needed for the

3 strategic planning, fiscal oversight, and the

4 institutional advancement. If there is additional funds

5 that's needed, there's funds set aside for that.

CHAIRMAN GREY: And pro bono. Right?

7 MR. RICHARDSON: And pro bono. Yes. Actually,

8 the next will show that because in the board of

directors, I've budgeted 30 guests attend, 30, the

different meetings that we have. So I've got 30 quests

to attend and 30 additional trips for the board members

as you come to Washington, as you go to different

regional meetings, and so forth. So there's money there

for that.

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This budget calls for 102 employees, broken out as it does shown on page 53 and 54. I've got a little footnote there that we have the Office of Program

Performance, who is actually going to be down three people. We have people that are leaving the Corporation to take on another chapter of their life. This memo was written originally in September and dated October 4th, but when I wrote it, they were leaving in September. So

my apologies there. I should have corrected that. But
they are now not at LSC. We have another one leaving in
October, and another one leaving in December.

The positions that are open, I've shown there in the executive office. By the way, when you look at the institutional advancement -- I don't know what you're going to call that particular position. That's something that, in talking with staff, I just sort of came up with as far as chief advancement officer or whatever; we can change that as we go.

Government affairs has a position open.

Information technology. Program performance will now have -- instead of the one program counsel, will have four positions available there. And then the director of compliance and enforcement, that position remains open.

There's money set aside for the executive office for travel. We've set up some money for some focus groups, and of course Jim is traveling more. So we've put some money aside for that.

The legal affairs, the biggest item there besides staffing is their outside use of law firms. And that is down, so we've budgeted \$350,000 there.

The human resources, there's some money there

as far as for consulting.

The biggest thing within my budget, financial and administrative services, is the rent, \$1.75 million. And then we have \$360,000 for other operating expenses, and that's where the directors and officers liability insurance and the corporate insurance is charged.

Information technology, there's money set aside for the maintenance of the computer systems, \$200,000. Capital expenditures, continuing to update our systems within information technology to the tune of \$400,000.

And then I've broken up how much money we have as far as temporary employees and travel for the Office of Program Performance and Compliance and Enforcement.

There's a contingency amount here of \$1.4 million that is not earmarked at this point for any particular activities. It'll either go to help something that you might identify this year, or go to support the next year's budget.

The next area, of course, is the IG. The information has been provided by Mr. Schanz and Mr. Maddox to support their \$6.3 million budget that supports

1 28 positions. It goes through their statutory

requirements that they will be undertaking. They've set aside money for consulting, \$240,000, and \$80,000 for their grantee oversight of independent auditors.

They've got some routine quality control visits that are included there. They've got an upgrade of their information management systems to the tune of \$250,000.

And then he's got a note here as far as his IG-mandated, \$12,000 to the Council of Inspectors General on Integrity and Efficiency, and \$60,000 for staff training.

I'd be glad to answer any particular questions.

And if there's questions of the IG, we'll have them come forward and answer those also.

MS. REISKIN: Is there any line for staff training for -- like are staff allowed to go to training either that their supervisors tell them to do or that they can choose?

MR. RICHARDSON: Yes. Within each budget, there is basically \$1,000 set aside for each staff member for training for professionals. And a lot of the offices set aside \$500 for administrative staff also. But that is set up in travel and transportation because there's

- normal travel involved with the training. So it's within
 the travel budget.
- 3 MS. REISKIN: It pays for tuition, too? Like 4 if they wanted to go to a conference or something, it 5 would be the tuition and the travel, and it's just --

That's correct.

7 MS. REISKIN: -- budgeted there? Okay.

MR. RICHARDSON:

8 Thanks.

- 9 CHAIRMAN GREY: Father?
- 10 FATHER PIUS: This might be redundant. My

 11 apologies for coming in a little bit late. So since

 12 we're in the new fiscal year, starting October 1st, we're

 13 under a continuing resolution. And so that's what -- on

 14 page 59, that's what the first column is, is the current

 15 fiscal year 2012 continuing resolution?
- MR. RICHARDSON: One and two.
- 17 FATHER PIUS: One and two. And the 1.5 percent reduction is the proposed Senate reduction?
- MR. RICHARDSON: No, no, no.
- MR. CONSTANCE: No, no, no. That's --
- 21 FATHER PIUS: That is -- okay. So the
- continuing resolution reflects the 1.5 percent reduction.

1	MR. CONSTANCE: That's correct.
2	FATHER PIUS: And this does not incorporate the
3	proposed Senate 2 percent reduction?
4	MR. CONSTANCE: Right.
5	FATHER PIUS: But I assume that there have been
6	contingency plans on what to do if there's a 2 percent
7	reduction, there's a further 2 percent reduction?
8	MR. RICHARDSON: Yes. We've looked at it, and
9	as Jim had said before, what had happened in the past
10	we don't know if it'll happen in the future is that
11	they took the full 2 percent out of the basic field line.
12	CHAIRMAN GREY: Further questions?
13	(No response.)
14	CHAIRMAN GREY: Let's entertain a motion to
15	recommend to the Board the resolution for the temporary
16	operating budget
17	M O T I O N
18	FATHER PIUS: So moved.
19	CHAIRMAN GREY: for 2012.
20	DEAN MINOW: Second.
21	CHAIRMAN GREY: All in favor say aye.

(A chorus of ayes.)

1 CHAIRMAN GREY: Opposed, no. 2 (No response.) 3 CHAIRMAN GREY: We now have reached the point 4 of public comment, and would invite any member of the 5 public to share their thoughts about the budget. 6 (No response.) 7 CHAIRMAN GREY: Without any comment being made, 8 then is there consideration of other business? 9 MR. LEVI: I just wanted to thank Mr. Henley. 10 I think Mr. Henley has now spent a year with us. He 11 didn't have to do that. And having this committee have 12 his expertise, the benefit of it, is a terrific thing and 13 a model for other committees. And we want to thank him for his service. 14 15 CHAIRMAN GREY: Thank you, Mr. Henley. 16 MR. LEVI: And you're not going anywhere, I 17 hope. But I just wanted to note that. 18 (Laughter.) 19 CHAIRMAN GREY: Thank you, Mr. Chairman. 20 Without any other business being considered, I'd 21 entertain a motion to adjourn the Finance Committee

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meeting.

1	MS. BROWNE: I have a question. We have closed
2	session. Is that going to take place following the open?
3	DEAN MINOW: A closed session for this
4	committee?
5	MS. BROWNE: I thought it was.
6	CHAIRMAN GREY: I don't have
7	DEAN MINOW: Or a closed session for the board
8	meeting?
9	MS. BROWNE: No. It says Finance Committee,
10	and then on the back, on page 32, it says closed session.
11	CHAIRMAN GREY: We do need a vote of the Board
12	to allow the Development Committee to have a closed
13	session.
14	MS. BROWNE: Okay. Well, this is on page 32 of
15	the board book.
16	CHAIRMAN GREY: No, no. You're right. You're
17	right. I'd have an item for a closed session. I'd be
18	happy to entertain one if you
19	FATHER PIUS: Well, it's on the agenda.
20	MR. LEVI: There isn't one?

MS. BROWNE: There isn't one?

1	CHAIRMAN GREY: There is not one. I don't have
2	any information.
3	MR. LEVI: But I think that will you guys
4	allow us to we need a vote informally to have a closed
5	session of the Development Committee.
6	MR. FORTUNO: It's not a committee vote,
7	though. It's not on your agenda. What has to happen is
8	that at some point before a committee can go into closed
9	session, the Board has to vote
10	MR. LEVI: Yes. But this is not this
11	committee. This committee is done.
12	DEAN MINOW: This committee's over.
13	MR. LEVI: We have to close this committee out,
14	and then we'll do that.
15	M O T I O N
16	FATHER PIUS: So I move to adjourn this
17	committee meeting.
18	MS. BROWNE: Second.
19	CHAIRMAN GREY: All in favor say aye?
20	(A chorus of ayes.)
21	CHAIRMAN GREY: All opposed, no.

(No response.)

1	CHAIRMAN GREY: The motion carries.
2	MR. LEVI: Thank you.
3	MS. REISKIN: Mr. President, were you looking
4	for a motion?
5	MR. LEVI: Yes. We just need a motion.
6	FATHER PIUS: We just need a vote.
7	MOTION
8	MS. REISKIN: I'll move that the Development
9	Committee meet in closed session, or be allowed to meet
10	in closed session.
11	MR. LEVI: Second.
12	PROFESSOR KECKLER: Second.
13	MR. LEVI: All in favor?
14	(A chorus of ayes.)
15	(Whereupon, at 2:47 p.m., the committee was
16	adjourned.)
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