

LEGAL SERVICES CORPORATION
BOARD OF DIRECTORS

TELEPHONIC MEETING OF THE PROMOTION
AND PROVISION OF THE DELIVERY OF
LEGAL SERVICES COMMITTEE

OPEN SESSION

Friday, September 20, 2013

2:37 p.m.

Legal Services Corporation
John N. Erlenborn Conference Room
3333 K Street, N.W.
Washington, D.C. 20007

COMMITTEE MEMBERS PRESENT:

Father Pius Pietrzyk, O.P., Co-Chair
Gloria Valencia-Weber, Co-Chair
Sharon L. Browne
Victor B. Maddox
Julie A. Reiskin

OTHER BOARD MEMBERS PRESENT:

None

STAFF AND PUBLIC PRESENT AT THE CORPORATION'S OFFICES:

James J. Sandman, President
Lynn Jennings, Vice President for Grants Management
Rebecca Fertig, Special Assistant to the President
Ronald S. Flagg, Vice President for Legal Affairs,
General Counsel, and Corporate Secretary
Laurie Tarantowicz, Assistant Inspector General and
Legal Counsel, Office of the Inspector General
Janet LaBella, Director, Office of Program
Performance

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Motions: 4, 5, 24

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

2 (2:37 p.m.)

3 CO-CHAIR FATHER PIUS: Why don't we get
4 started, and let's at least do some of the initial
5 agenda items before we get talking about it. So let me
6 call the meeting to order, and then let's at least do
7 the first two items on the agenda while we're waiting
8 for Gloria.

9 Do I hear a motion on the approval of the
10 agenda?

11 M O T I O N

12 MS. BROWNE: I'll move. This is Sharon.

13 MS. REISKIN: I'll second. This is Julie.

14 CO-CHAIR FATHER PIUS: Moved and seconded. If
15 there's no discussion, then we'll just move to a vote.

16 All those in favor?

17 (A chorus of ayes.)

18 CO-CHAIR FATHER PIUS: Any opposed?

19 (No response.)

20 CO-CHAIR FATHER PIUS: The agenda is approved.
21 Then approval for the minutes of the July 22nd
22 meeting. If I have a motion?

1 M O T I O N

2 MS. REISKIN: So moved. Julie.

3 CO-CHAIR FATHER PIUS: Second?

4 MS. BROWNE: I'll second. This is Sharon.

5 CO-CHAIR FATHER PIUS: It's been seconded. If
6 there's no discussion, we'll just move to a vote. All
7 those in favor?

8 (A chorus of ayes.)

9 CO-CHAIR FATHER PIUS: And any opposed?

10 (No response.)

11 CO-CHAIR FATHER PIUS: And the minutes from
12 July 22nd are also approved.

13 We'll just wait another minute. Any reply
14 from Gloria, Becky?

15 MS. FERTIG: Not yet. I'll go give her office
16 a call. John may be late.

17 CO-CHAIR FATHER PIUS: Does anybody mind
18 waiting a few minutes, or did you want to --

19 MR. MADDOX: No. I can wait, Father Pius.

20 CO-CHAIR FATHER PIUS: Okay. We'll just wait
21 a few more minutes, anyway.

22 (Pause)

1 CO-CHAIR VALENCIA-WEBER: Sorry. I was
2 running from one place to another.

3 CO-CHAIR FATHER PIUS: No worries. Just to
4 speed things along, we went through the first two items
5 of the agenda. We approved the agenda and the minutes
6 of the last meeting.

7 CO-CHAIR VALENCIA-WEBER: Okay. Good.

8 CO-CHAIR FATHER PIUS: So we're going to talk
9 about the main subject of the meeting, which is
10 revision of the charter. And I guess my view is that
11 we would just talk about the current draft of the
12 revisions now and allow more input from the Committee
13 as a whole, and then if there's any need, then make
14 revisions to this draft, and then provide a finalized
15 one at the meeting in October for approval by the
16 Committee, if it should so choose, and then forwarding
17 on to the Board.

18 I drew up a very brief memo just detailing the
19 thought that went into this revision. This has been
20 viewed by Gloria and myself, and also by Management.

21 Management, I think, especially for the
22 tightening of the focus of the charter on grantee

1 performance -- especially Jim's suggestion that I think
2 is quite helpful, is changing the name to Grantee
3 Performance Review, which really focuses a big shift,
4 to give the Committee, at least, a very clear focus
5 where I think there was some sense that it didn't have
6 before.

7 I think then that the name change -- many of
8 the changes are just technical. But most of the
9 functional changes, or the meat of the changes, are
10 really in the section on duties and responsibilities in
11 an attempt to flesh out the way the Committee could be
12 or should be involved in looking at having the Board be
13 aware of grantee performance.

14 So with that just brief introduction, I wanted
15 to see if anybody had any comments or suggestions or
16 things that we might have overlooked or should change,
17 et cetera.

18 MS. REISKIN: This is Julie, Father Pius. I
19 really like what you did. It's great. I guess I have
20 one question. Should this Committee be a place where
21 client involvement issues live in terms of particularly
22 -- like we have in there the assessment things with the

1 community assessments, which I think is good.

2 But there's a grantee requirement for client
3 involvement in the boards, and I just feel like there
4 should be some place where that lives. And I don't
5 know if this is the right place or not, but I think it
6 might be.

7 CO-CHAIR FATHER PIUS: I think that's actually
8 a very good idea. It's obviously not one I'd thought
9 about. That is a place that I think you're right. One
10 of the committees should address. And since it has to
11 do -- let me think. I think it's not a bad idea. I'd
12 have to think about the wording a little bit. But I
13 think we should consider it.

14 MS. REISKIN: Right. Like something about
15 assuring that per the regulations and programs, that
16 there's an appropriate client voice, and the client
17 board members have the tools they need to fulfill their
18 responsibilities.

19 I also know Jim has talked also about those,
20 that it's all board members. But there is the power
21 and balance piece with the client board members, but I
22 don't want to make it sound like all board members

1 don't need the tools they need.

2 CO-CHAIR FATHER PIUS: Right. That's a good
3 point. Let me think about the wording for that and
4 then include that in the next draft at the meeting on
5 Monday. Is that something everybody thinks would be
6 useful and workable?

7 CO-CHAIR VALENCIA-WEBER: I think it makes
8 sense, and I know that in other parts of charters and
9 even our strategic plan and all, there have been
10 suggestions made and added that address the increased
11 participation of our client reps, not just
12 opportunities in the way we operate but also that they
13 be provided ample training and preparation for their
14 functions as board members.

15 CO-CHAIR FATHER PIUS: Yes. And we should be
16 -- I'm sorry. Go ahead, Sharon?

17 MS. BROWNE: Okay. Well, I agree with
18 everything that's being said. And if we look at number
19 8 under the core responsibilities, it seems to me that
20 that's dealing with training programs. And what Gloria
21 was saying or Julie was saying, that, I think we could
22 add just an emphasis to make sure that the client board

1 members receive special attention there.

2 CO-CHAIR FATHER PIUS: Yes. We talked about

3 --

4 MS. BROWNE: I have a question. Pardon?

5 CO-CHAIR FATHER PIUS: No, no. That's fine.

6 A different point. Okay.

7 MS. BROWNE: I was wondering why

8 self-evaluation was dropped from the proposed charter.

9 CO-CHAIR FATHER PIUS: It wasn't -- it was
10 moved.

11 MS. BROWNE: I know it's in the Finance
12 Committee charter. Pardon?

13 CO-CHAIR FATHER PIUS: It was just moved.

14 CO-CHAIR VALENCIA-WEBER: Yes. It wasn't
15 dropped.

16 MS. BROWNE: Oh, okay.

17 CO-CHAIR FATHER PIUS: It was just moved under
18 -- it was just moved. It was taken out of its own
19 category and put under Other Responsibilities as number
20 3.

21 MS. BROWNE: Okay. I didn't -- then I
22 overlooked that. Thank you.

1 MS. REISKIN: There's one other thing, and
2 this might be a little overly prescriptive. But in
3 terms of the client voice -- and I know this particular
4 Board, both client members are on this Committee.

5 But do we want to say that the committee
6 membership should include at least a client -- our
7 committee membership should at least a client board
8 member, if that's where these issues are going to live?

9 Just as a recommendation. Of course, future boards
10 could change that, and that is reflecting current
11 practice. It might be too prescriptive. I don't know.

12 CO-CHAIR FATHER PIUS: I'm generally not in
13 favor of those kind of limitations on committee
14 members. But I'm certainly willing to accede to the
15 Board on something like that. I think, given the size
16 of the Board, that it can be dealt with just on a
17 professional level. But I don't like making those
18 official descriptions. I like the idea, but --

19 PRESIDENT SANDMAN: This is Jim. I --

20 MS. REISKIN: Yes. It might not be necessary.
21 As I said, it might be too prescriptive, and that's
22 how we're operating anyway.

1 PRESIDENT SANDMAN: This is Jim. I agree with
2 Father Pius on that. It could have the unintended
3 effect of imposing a burden on a client-eligible board
4 member by requiring that they be a member of this
5 Committee, and thereby limiting their ability to
6 participate in some number of other committees.

7 You're going to be mandating their -- you're
8 going to be imposing a mandatory commitment on the part
9 of that one board member that no other board member
10 has. And as a practical matter, it's likely to limit
11 the other committee assignments they can get.

12 I think it's good for the client board member
13 to have full access to all committees and not to be
14 limited in any way.

15 MS. REISKIN: Okay.

16 PRESIDENT SANDMAN: I would, on that number 8,
17 if we're going to add something about training for
18 board members, I would repeat what I said before, that
19 I wouldn't single out only client board members. I
20 think it would be okay to say board members, including
21 client board members.

22 CO-CHAIR FATHER PIUS: That was my intention.

1 PRESIDENT SANDMAN: Okay. Good.

2 CO-CHAIR VALENCIA-WEBER: And I would second
3 that because we've seen boards that have some
4 non-lawyers, business people.

5 CO-CHAIR FATHER PIUS: Right. Any other
6 comments?

7 MS. BROWNE: I just have a kind of
8 over-arching question here on our core
9 responsibilities. Where do we envision this particular
10 committee moving towards? Right now there's similar
11 things in the core responsibilities, which to me seems
12 to be in the purview of Management.

13 We haven't really received any requests from
14 Management for this Committee to review some procedures
15 that are happening with regards to the grantees. So
16 I'm just wanting to make sure that we're not
17 micromanaging some of the grantee oversight that the
18 Management is currently doing. So I'm just wondering
19 where we see this Committee actually moving towards.

20 CO-CHAIR FATHER PIUS: I think that's a very,
21 very important point, and it's one I've tried to
22 maintain a balance about. I think the direction is

1 that there will be in the future more communication,
2 not necessarily approval but at least more
3 communication, between Management and the Board about
4 the quality of grantees and the information that --
5 we've got lots of information about regulation
6 compliance and financial compliance and those sorts of
7 things, but not as much an overall picture of the
8 Corporation's assessment of quality.

9 I think, given the requirements of the
10 long-term plan, the strategic plan, and our own
11 emphasis, that there should be at least a bit more of
12 an attempt on Management's part to communicate that
13 information.

14 I agree with you. We should not be
15 micromanaging. It's not the purpose of the Board to
16 supervise the quality of grantees. But it is the job
17 of the Board to supervise Management and it goes about
18 it, or at least be informed enough so that if there are
19 significant problems, we can take action if we think
20 it's necessary.

21 CO-CHAIR VALENCIA-WEBER: I also think on this
22 part we're going to ultimately -- not just this

1 Committee but all others -- deal with what guidance we
2 have from the risk management matrix we're refining.
3 I'm looking right now at the one that Ron Flagg sent us
4 on August 6, where he had modified a previous version.

5 If you look at that, this is a management
6 document and an allocation of management. And in the
7 template that he sent us, on the chart, there is the
8 entry of who's responsible, and then on one side is
9 Management, on the other is Board.

10 On some of the Board sides, we do have our
11 committees. And some of those committees will change,
12 or at least after we work further through this business
13 of risk management, I think we'll have a closer fit
14 about the specifics because there are specific kinds of
15 tasks involved on this chart.

16 There is on this chart some of our old name --
17 Promotion and Provisions. And we'll have a better
18 sense of where we are after we finish, I think, with
19 that document.

20 MR. FLAGG: This is Ron. Just to follow up on
21 that point, I think the plan is for that matrix to be
22 considered by the Audit Committee and then presented,

1 if the Audit Committee recommends, to the Board in
2 October for approval of, really, the allocation of the
3 various risk areas to the various committees.

4 PRESIDENT SANDMAN: This is Jim. Sharon,
5 thank you for raising the concern about micromanaging.

6 But I'm completely comfortable with this. I think
7 that the description of the core responsibilities here
8 is completely consistent with the Committee's oversight
9 responsibilities and doesn't put them in the position
10 of managing or micromanaging. I think the
11 responsibilities have been carefully worded to
12 emphasize the Committee's review function.

13 MS. BROWNE: I appreciate the assurances
14 because that was a concern, considering what we've done
15 in the past. And it seems to be moving into a much
16 more positive role for this Committee.

17 PRESIDENT SANDMAN: I do have a suggestion.
18 This is Janet's suggestion, actually. Under Core
19 Responsibilities, number 2, "Receive periodically from
20 Management a briefing on findings, trends, and
21 challenges identified in program quality visits."

22 I think we should expand that. We have a

1 variety of sources of information about the quality of
2 the work being done by grantees. Program quality
3 visits is only one. We have grant applications. We
4 have grant activity reports. We have other kinds of
5 visits.

6 MS. REISKIN: Could we just take out -- could
7 we just say, "Review periodically from Management a
8 briefing on findings, trends, and challenges," period?

9 PRESIDENT SANDMAN: "Identified by
10 Management."

11 MS. REISKIN: And then add Management's
12 recommendation. "Identified by Management," and then
13 Management recommendations. So just take out the
14 program quality visits instead of having a laundry
15 list. Because then Management can decide what -- not
16 feel like they have to give up everything, but can use
17 some judgment on what's appropriate.

18 PRESIDENT SANDMAN: I think that's fine.

19 CO-CHAIR FATHER PIUS: Yes. I think that will
20 work.

21 PRESIDENT SANDMAN: I defer to Father Pius.

22 CO-CHAIR FATHER PIUS: Okay. I'll come up

1 with some wording that's kind of general, but it really
2 has to be focused on program quality.

3 MS. REISKIN: Right.

4 CO-CHAIR FATHER PIUS: Maintaining that tight
5 focus, but leaving it up to Management to decide --

6 MS. REISKIN: The trends.

7 CO-CHAIR FATHER PIUS: Right.

8 MS. REISKIN: Right. I think that really what
9 I'd to see this Committee do is, of course, deal with
10 stuff that's in front of us right now, but also be a
11 place where we can look at what have we seen? What
12 does Management as a leader, as a leading voice in the
13 access to justice world -- what are you seeing as
14 trends?

15 What's something that you think might be
16 coming, might not be an issue right this minute but
17 might be coming down the pike? What forward thinking
18 -- it's like for that strategic next step place.

19 I think that kind of stuff is so important,
20 and it's real easy to overlook that in the -- what do
21 they say, the urgent replaces the important, or
22 something. It's so easy to overlook that in the

1 day-to-day we've got to meet this goal and that goal
2 and budget and all of that; but as an organization,
3 make sure to make time to make those things happen.

4 CO-CHAIR FATHER PIUS: Very good point. I can
5 certainly add that. Any other thought -- Sharon?

6 MS. BROWNE: I just had a concern. This
7 Committee has always showcased the local grantees, and
8 they've been presenting -- we've been presented some
9 excellent panel discussions from the local grantees.
10 Do we see that as a continuing role for this Committee?

11 CO-CHAIR FATHER PIUS: Based on the October
12 meeting, I think the answer is probably no, that that's
13 really going to come under just the Board generally so
14 that the Committee can really have a tighter focus.

15 MS. BROWNE: Okay.

16 CO-CHAIR FATHER PIUS: If you'll notice, I
17 don't know if you got it but there's a draft agenda for
18 our committees out. And that local grantee -- correct
19 me if I'm wrong on this one, but the local grantee is
20 not part of the committee agenda but really now part of
21 the board agenda.

22 MS. BROWNE: I like that. I didn't see a copy

1 of the proposed agenda for this Committee.

2 CO-CHAIR FATHER PIUS: That might have just
3 gone to Gloria and myself. I can give that to you if
4 you want, but I think that probably just went to Gloria
5 and myself.

6 MS. REISKIN: I think that's great. I really
7 think that the showcasing is more like a panel, and I'm
8 very happy that that's changing.

9 CO-CHAIR VALENCIA-WEBER: If you look at the
10 agenda for the Pittsburgh meeting that you get when you
11 register from Bernie Brady's email, the panel is
12 separated out from our Committee.

13 MS. BROWNE: I noticed that.

14 CO-CHAIR FATHER PIUS: We'll have --

15 MS. BROWNE: It would be nice to get a copy of
16 the draft agenda, too. I think it's also on our
17 evaluation forms, by the way.

18 CO-CHAIR FATHER PIUS: I can email --

19 MS. FERTIG: This is Becky. We can send that.

20 CO-CHAIR FATHER PIUS: I can email it. Do you
21 want to get it -- I mean, normally -- thank you.

22 All right. Any other thoughts on the revised

1 draft revision of the charter?

2 MS. REISKIN: You did a great job.

3 CO-CHAIR FATHER PIUS: Thank you. It wasn't
4 me alone. Is that it?

5 (No response.)

6 CO-CHAIR FATHER PIUS: Okay. I'll take the
7 comments -- there's only a few of them -- and draft up
8 some changes to this. And then I will send a revised
9 version to -- who should I send it to, Atitaya or to
10 Becky, for inclusion into the board book?

11 MS. FERTIG: Atitaya would be great.

12 CO-CHAIR FATHER PIUS: Okay. I'll do this
13 over the weekend, send out a revised version. I'll
14 send it out to the whole Committee as well, but I'll
15 also include -- I just want to make sure that it gets
16 into the board book itself so that everybody has it.
17 That will be what will be the final discussion at the
18 board meeting in October.

19 MS. REISKIN: So, Father Pius, we're going to
20 plan to vote on this in October so it'll be officially
21 our charter?

22 CO-CHAIR FATHER PIUS: If it's approved, yes.

1 MS. REISKIN: Okay. Good.

2 CO-CHAIR FATHER PIUS: All right. If there's
3 no more discussion on the charter, then is there any
4 other business that we need to discuss?

5 (No response.)

6 CO-CHAIR FATHER PIUS: We don't have an item
7 for public comment, but I will ask if there's any
8 public comment.

9 (No response.)

10 CO-CHAIR VALENCIA-WEBER: Well, I appreciate
11 the paper on the brief history of the LSC performance
12 criteria. That's part --

13 CO-CHAIR FATHER PIUS: And you should be
14 getting --

15 CO-CHAIR VALENCIA-WEBER: It's on our agenda
16 for the Pittsburgh meeting.

17 CO-CHAIR FATHER PIUS: Right.

18 CO-CHAIR VALENCIA-WEBER: But I appreciated
19 the paper.

20 CO-CHAIR FATHER PIUS: I do, too. I found it
21 very helpful, and I'm looking forward to the
22 presentation in October.

1 MS. REISKIN: Was there a paper that we were
2 supposed to -- that's not ringing a bell.

3 CO-CHAIR FATHER PIUS: I'm not sure. I think
4 it --

5 PRESIDENT SANDMAN: I think that just went to
6 the co-chairs of the Committee for their consideration
7 in setting the agenda.

8 MS. REISKIN: Oh, okay.

9 MS. BROWNE: And will that be included in the
10 book?

11 CO-CHAIR VALENCIA-WEBER: It will be in the
12 book?

13 MS. REISKIN: Okay. Okay. I just wanted to
14 make sure I hadn't not read something I was supposed to
15 have read.

16 CO-CHAIR VALENCIA-WEBER: So this was for us
17 to look at and consider to help us for our meeting
18 discussions.

19 MS. REISKIN: Okay.

20 CO-CHAIR FATHER PIUS: Can I have a motion to
21 adjourn?

22 //

1 M O T I O N

2 MR. MADDOX: So moved.

3 CO-CHAIR FATHER PIUS: Is there a second?

4 MS. BROWNE: Second.

5 CO-CHAIR FATHER PIUS: And all those in favor?

6 (A chorus of ayes.)

7 CO-CHAIR FATHER PIUS: Any opposed?

8 (No response.)

9 CO-CHAIR FATHER PIUS: Then the meeting is
10 adjourned. Thank you all, and we'll see you all in
11 October.

12 (Whereupon, at 3:01 p.m., the Committee
13 meeting was adjourned.)

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