

LEGAL SERVICES CORPORATION  
BOARD OF DIRECTORS

MEETING OF THE  
BOARD OF DIRECTORS

OPEN SESSION

Tuesday, December 22, 2009

3:37 p.m.

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

BOARD MEMBERS PRESENT:

- Frank B. Strickland, Chairman of the Board
- Thomas A. Fuentes
- Sarah Singleton
- Jonann C. Chiles
- Herbert S. Garten
- Thomas R. Meites
- Bernice Phillips

BOARD NOMINEES:

- Robert Grey
- John Levi
- Martha Minow
- Julie Reiskin
- Gloria Valencia-Weber

1 STAFF AND PUBLIC PRESENT:

2 Helaine M. Barnett, President (via telephone)

Victor M. Fortuno, Vice President for Legal Affairs,

3 General Counsel & Corporate Secretary

David L. Richardson, Treasurer & Comptroller

4 Mattie Cohan, Senior Assistant General Counsel

Karen Sarjeant, Vice President for Programs

5 and Compliance (via telephone)

Deirdre Weir (via telephone)

6 Robert Stein (via telephone)

Don Saunders (via telephone)

7 Katherine Ward

Tom Coogan

8 Ron Merryman

Steve Barr

9 Laurie Tarantowicz

Joel Gallay

10 Sean Driscoll

Steve Barr

11 Jeffrey E. Schanz

Treefa Aziz

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C O N T E N T S

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Approval of the Agenda	4
Update the Board and those on the call regarding Search Committee report received and ready to publish	5
Consider and act on other business	6
Consider and act on adjournment of meeting	9, 13

MOTIONS: Pages 4, 6 and 9

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

1  
2 MR. STRICKLAND: I call to order the meeting  
3 of the Board of Directors of the Legal Services  
4 Corporation for December 22nd 2009 pursuant to a recess  
5 of the previous meeting within the past five days. We  
6 are in open session, and the first item is for approval  
7 of the agenda. Is there a motion to approve the  
8 agenda?

## M O T I O N

9  
10 MR. FUENTES: Move approval.

11 MR. STRICKLAND: A second?

12 MR. McKAY: Second.

13 MR. STRICKLAND: All right. I take it there  
14 will be no discussion. Those in favor please say aye.

15 (Chorus of ayes.)

16 MR. STRICKLAND: Opposed, nay. The ayes have  
17 it and the agenda is approved. Before we proceed, I  
18 will also report from sunny Atlanta.

19 (Laughter.)

20 MR. STRICKLAND: It's probably 60 degrees here  
21 today after a cold start, so we went from 32 to 60.  
22 That's directed at you, Mr. Fuentes.

1           MR. FUENTES: Well, I'm sitting outside and  
2 it's at least 75.

3           (Laughter.)

4           MR. STRICKLAND: I knew I was going to get  
5 hammered on that. I just had to tee it up though. All  
6 right. I believe the purpose of this meeting is to  
7 make public the report of the Search Committee that was  
8 received at our last meeting without objection and in  
9 the absence -- is Laurie Mikva, have you joined the  
10 call?

11           (No response.)

12           MR. STRICKLAND: All right. In the absence of  
13 Laurie Mikva, I would ask Sarah Singleton, who is the  
14 other member of the -- of the voting member of the  
15 Search Committee and I'm the third member. If you  
16 could update the Board and those who are on the call  
17 about the report that was received without objection  
18 and we're now ready to publish.

19           MS. SINGLETON: Yes. And it was the -- of the  
20 Search Committee that the -- I can never remember what  
21 name we settled on, but the --

22           MR. STRICKLAND: We called it Interim

1 President.

2 MS. SINGLETON: The Interim President who will  
3 serve at the pleasure of the Board for as long as they  
4 wish should be Vic Fortuno.

5 MR. STRICKLAND: All right.

6 M O T I O N

7 MR. FUENTES: Mr. Chairman, I move acceptance  
8 of the Search Committee's report and move the  
9 appointment of Vic Fortuno.

10 MR. STRICKLAND: All right. Is there a second  
11 to that motion?

12 MR. GARTEN: Second.

13 MR. STRICKLAND: Any discussion? All right,  
14 hearing none, all those in favor please say aye.

15 (Chorus of ayes.)

16 MR. STRICKLAND: Opposed, nay. The ayes have  
17 it and that motion is approved. Our next item is to  
18 consider and act on other business. Is there any other  
19 business?

20 MS. PHILLIPS: It is. I just have a concern.  
21 I know that we had discussed that Vic could not be  
22 corporate secretary and president, and Vic -- how does

1 that work then?

2 MR. FORTUNO: The Board of Directors -- the  
3 Secretary is a corporate officer, so the appointment of  
4 a secretary or an acting secretary or an assistant  
5 secretary, any of those, would have to be effected by  
6 the Board of Directors. So the Board would need to at  
7 some point, certainly before the annual meeting and the  
8 soon the better I think, appoint someone to serve in  
9 that capacity at least on an acting basis.

10 MR. STRICKLAND: With that in mind, and thank  
11 you for that question, Bernice, I would look to you,  
12 Vic, to submit to me if you would please a  
13 recommendation and I will circulate that to the Board  
14 and perhaps we'll try to do that by notational vote.

15 MR. FORTUNO: Okay.

16 MR. STRICKLAND: Between now and the annual  
17 meeting.

18 MR. FORTUNO: Will do.

19 MR. STRICKLAND: Everybody remembers about  
20 notational votes. We need that to be unanimous.  
21 Otherwise, we'd have a call a meeting, so. David Hall  
22 is probably not going to participate in any more of our

1 meetings, but I believe he would respond to a request  
2 for a notational vote.

3 MS. SINGLETON: Mr. Chairman?

4 MR. STRICKLAND: Yes?

5 MS. SINGLETON: Perhaps it's obvious, but I  
6 guess I should say it explicitly that this appointment  
7 takes effect at the end of Elaine's contract, which is  
8 December 31 I believe, isn't that correct?

9 MR. STRICKLAND: Yes. The effective date  
10 would be January 1st 2010.

11 MS. SINGLETON: Okay. So we actually have  
12 some time in which it can be the corporate secretary  
13 finds his own replacement?

14 MR. STRICKLAND: Right. And that's what we're  
15 asking him to do is to give us a recommendation. All  
16 right. Is there any other business to come before the  
17 meeting?

18 (No response.)

19 MR. STRICKLAND: And is there any public  
20 comment?

21 (No response.)

22 MR. STRICKLAND: Hearing none -- yes sir?



1 M O T I O N

2 PARTICIPANT: Move to adjourn.

3 MR. STRICKLAND: All right. Good. Thank you  
4 very much. Is there a second to that motion?

5 PARTICIPANT: Second.

6 MR. STRICKLAND: All those in favor of the  
7 motion to adjourn please say aye.

8 (Chorus of ayes.)

9 MR. STRICKLAND: Opposed, nay. The ayes have  
10 it and we are adjourned. Thank you very much.

11 MR. SAUNDERS: Frank, Frank, Frank.

12 MR. STRICKLAND: All right.

13 MR. SAUNDERS: I have a question for you. If  
14 the nominees are confirmed before our January meeting  
15 are we still the Board? Are we expected to attend or  
16 replace us before the meeting? What was is the plan?

17 MR. STRICKLAND: Well, John Levi, you're on  
18 the call, are you not?

19 MR. LEVI: Yes I am.

20 MR. STRICKLAND: I think if the nominees are  
21 confirmed they then have to take the next step to being  
22 sworn in, and if they're sworn in in the interim, that

1 is not at a meeting but just persons on their own  
2 taking the oath of office before a corporate officer,  
3 they're in and we're out, upon the swearing in. But  
4 confirmation alone I don't think is sufficient. Isn't  
5 that right, Vic?

6 MR. FORTUNO: Actually, I think the process is  
7 nomination, confirmation and then actual appointment.  
8 But normally that occurs within 24 to 48 hours of the  
9 confirmation, and that's when the president issues a  
10 formal appointment. Those of you who have been  
11 appointed know because you have those certificates  
12 probably hanging up on your wall. But once the  
13 appointment occurs, the swearing in can occur at any  
14 time. So, yes, there's confirmation followed by  
15 appointment and swearing in. Generally very little  
16 delay.

17 MR. STRICKLAND: A newly confirmed and  
18 appointed person is sworn in. That person is not yet  
19 in office. Isn't that right?

20 MR. FORTUNO: That's the way it's been  
21 interpreted here for as far back as I can recall, that  
22 the oath of office, taking the oath of office is what

1 triggers it. Although from a legal standpoint, I  
2 suspect that once the appointment occurs, it may be  
3 that that's the effective date, but it's always good  
4 for you to do.

5 MR. STRICKLAND: -- want to give out the  
6 correct answer to Tom Meites's question, but I think  
7 unless confirmation occurs, then clearly that there's  
8 no action. But if you have vote and confirmation and  
9 appointment, it could be we're just out as of that  
10 time, and if you want to attend the January meeting,  
11 you do so at your option.

12 PARTICIPANT: You'll let us know?

13 MR. STRICKLAND: Certainly will, and I'm sure  
14 John Levi will as well.

15 PARTICIPANT: I don't think -- nothing is  
16 moved terribly quickly, as you know.

17 PARTICIPANT: Could I ask another question  
18 related to this? Since there are five nominees whose  
19 confirmation is pending and there are three more  
20 nominees who have not yet been considered by the Help  
21 Committee, and is it possible that if some or all of  
22 those are appointed, there still will be some members

1 from the existing Board who will be allowed if the  
2 other two have not been appointed, confirmed, et  
3 cetera?

4 MR. STRICKLAND: Well, that's correct. But I  
5 think they are in three separate categories. You have  
6 some, including John Levi himself, have been cleared by  
7 the committee but whose nominations are on hold for one  
8 reason or another. Then there are three names that  
9 were announced this week who are just entering the  
10 process and have not answered questions from the  
11 committee, et cetera. And then there are two Board  
12 nominations to be made, so there could -- there's a  
13 possibility of a -- what you might call a bifurcated  
14 Board in the sense of people being in different stages,  
15 some holdovers, but I would think that three persons  
16 who've just been nominated have a period of time that  
17 would run well beyond January 30th within which they  
18 would be working with the committee, unless they all of  
19 a sudden start engaging in rocket science and moving  
20 things much more quickly than has been the case in the  
21 past. John Levi, did you have anything to add to that?

22 MR. LEVI: And when Washington gets snowed

1 under, I don't think things move as quickly as they do  
2 on the sunny beaches of California. So anything we can  
3 do to slow down Washington has got be good for the  
4 nation.

5 (Laughter.)

6 PARTICIPANT: I don't know, Tom, if I keep  
7 everybody there.

8 MR. LEVI: I really don't know. So your guess  
9 is as good as mine.

10 MR. STRICKLAND: John and I are monitoring  
11 that process and we'll certainly keep everybody  
12 informed.

13 MR. LEVI: Thank you.

14 MR. STRICKLAND: Okay. I think we are ready  
15 to adjourn, so I will now declare the meeting  
16 adjourned.

17 PARTICIPANT: We wish everybody a happy  
18 holiday. Congratulations, Vic.

19 MR. FORTUNO: Thank you very much.

20 (Whereupon, at 3:48 p.m., the Open Board  
21 Meeting concluded.)

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