



OFFICE OF LEGAL AFFAIRS

General Counsel's Certification
Regarding Closure
of the
Meetings of the Audit and Institutional Advancement Committee
on January 22, 2015

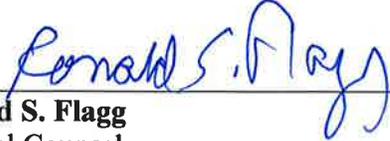
On January 20, 2015, the Board of Directors (Board) of the Legal Services Corporation (LSC or Corporation) voted to authorize closure of a portion of the Audit and Institutional Advancement Committee meetings scheduled for January 22, 2015.

The Audit Committee has publicly announced that, at its closed session, it will hear briefings on the Office of Compliance and Enforcement's (OCE) active enforcement matter(s) and follow-up to open investigation referrals from the Office of Inspector General (OIG) and governance under Statement on Auditing Standard 114 from the Inspector General and other members of the OIG. I understand that the Audit Committee Chairman expects that the briefing may include names of individuals, facts compiled for investigative purposes, investigative techniques and procedures, and analysis of the facts and applicable law for enforcement purposes. Such information has been compiled for the purpose of enforcing the LSC Act, LSC regulations, and LSC's appropriations acts. I hereby certify that, in my opinion, the closing of the January 22, 2015, Audit Committee meeting for this purpose is authorized by the relevant provisions of the Government in the Sunshine Act (Sunshine Act), 5 U.S.C. § 552b(c)(7) and (9) (authorizing the closure of a meeting and withholding investigatory records as well as information which would likely significantly frustrate implementation of a proposed agency action if prematurely disclosed), and the corresponding provision of the Corporation's implementing regulation, 45 C.F.R. § 1622.5(f) and (g).

The Institutional Advancement Committee (IAC) has publicly announced that at its closed session, it will receive a briefing on the current donor report, and consider and act on recommendation of new prospective funders and on prospective members of a Leaders Council to the Board of Directors. Any portion of the closed session consisting solely of briefings does not fall within the Government in the Sunshine Act's definition of the term "meeting" and, therefore, the requirements of the Sunshine Act do not apply to such portion of the closed session. 5 U.S.C. § 552b(a)(2) and (b). However, the IAC Chairman expects the Committee will discuss names and personal information of specific individuals who are being recommended to the Board for approval as prospective members for a proposed LSC Leaders Council. I hereby certify that, in my opinion, the closing of the December 2, 2014 IAC meeting for this purpose is authorized by the relevant provision of the Sunshine Act, 5 U.S.C. § 552b(c)(6) (authorizing the closure of a meeting and withholding personal information the disclosure of which would constitute a clearly unwarranted invasion of personal privacy), and the corresponding provision of the Corporation's implementing regulation, 45 C.F.R. § 1622.5(e).

When made in advance of a meeting, the Corporation's determination must of necessity be an estimate of what is likely to transpire at the meeting. If the determination has been made that it is more likely than not that exempt matters will be discussed at the closed portion of the meeting, then there has been a sufficient showing that the exemptions apply. If, however, the discussions that

actually occur extend beyond applicable exemptions, then those portions of the verbatim transcript of the session must be made public. Barring any unforeseen delays, the transcripts will be reviewed upon receipt and the necessary determination made within thirty (30) days of the Committee meeting.



Ronald S. Flagg
General Counsel



Date