



OFFICE OF LEGAL AFFAIRS

General Counsel's Certification  
Regarding Closure of the Meetings  
of the  
Institutional Advancement Committee, Audit, and  
Combined Audit and Finance Committee  
on  
January 29, 2016

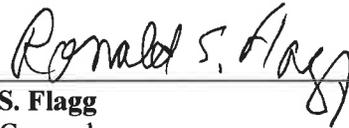
On January 27, 2016, the Board of Directors (Board) of the Legal Services Corporation (LSC or Corporation) voted to authorize closure of a portion of the Institutional Advancement Committee, Audit Committee, and the Combined Audit and Finance Committee meetings scheduled for January 29, 2016.

The Institutional Advancement Committee (IAC) has publicly announced that, at its closed session, it will consider and act on a recommendation of new prospective donors, and receive a briefing on the donor report. 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 donors. I hereby certify that, in my opinion, the closing of the January 29, 2016, Institutional Advancement Committee (IAC) 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)(6) and (9)(B) (authorizing the closure of a meeting and withholding personal information the disclosure of which would constitute a clearly unwarranted invasion of personal privacy or 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(e) and (g).

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). 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 29, 2016, 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 Combined Audit and Finance Committee has publicly announced that, at its closed session, it will hear a briefing from the Corporation's Auditor. I understand the Audit Committee Chairman and Finance Committee Chairman expect 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 29, 2016, Combined Audit and Finance 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)(B), LSC's implementing regulation at 45 C.F.R. § 1622.5(f) and (g), which protects disclosure of investigatory records compiled for the purpose of enforcing the LSC Act or any other law, or information the premature disclosure of which would be likely to frustrate significantly implementation of a proposed Corporation action.

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

4/27/16

Date