

**LEGAL SERVICES CORPORATION****Sunshine Act Meeting****NOTICE**

**DATE AND TIME:** The Legal Services Corporation's Board of Directors and its six committees will meet January 23 – 25, 2014. On Thursday, January 23, the first meeting will commence at 2:00 p.m., Central Standard Time (CST), with the meeting thereafter commencing promptly upon adjournment of the immediately preceding meeting. On Friday, January 24, the first meeting will commence at 7:45 a.m., CST, with the next meeting commencing at 2:45 p.m., CST, and the meeting thereafter commencing promptly upon adjournment of the immediately preceding meeting. On Saturday, January 25, the first meeting will commence at 9:30 a.m., CST, and it will be followed by the meeting of the Board of Directors which will commence promptly upon adjournment of the first meeting.

**LOCATION:** Sabine Conference Room, Hilton Garden Inn Austin Downtown, 500 North Interstate 35, Austin, Texas 78701.

**PUBLIC OBSERVATION:** Unless otherwise noted herein, the Board and all committee meetings will be open to public observation. Members of the public who are unable to attend in person but wish to listen to the public proceedings may do so by following the telephone call-in directions provided below.

**CALL-IN DIRECTIONS FOR OPEN SESSIONS:**

- Call toll-free number: 1-866-451-4981;
- When prompted, enter the following numeric pass code: 5907707348

- When connected to the call, please immediately “**MUTE**” your telephone.

Members of the public are asked to keep their telephones muted to eliminate background noises. To avoid disrupting the meeting, please refrain from placing the call on hold if doing so will trigger recorded music or other sound. From time to time, the presiding Chair may solicit comments from the public.

### **MEETING SCHEDULE**

#### **Thursday, January 23, 2014**

#### **Time\***

1. Finance Committee 2:00 p.m.
2. Audit Committee
3. Operations & Regulations Committee

#### **Friday, January 24, 2014**

1. Institutional Advancement Committee 7:45 a.m.
2. Delivery of Legal Services Committee 2:45 p.m.
3. Governance & Performance Review Committee

#### **Saturday, January 25, 2013**

1. Institutional Advancement Committee 9:30 a.m.
2. Board of Directors

**STATUS OF MEETING:** Open, except as noted below.

**Board of Directors** - Open, except that, upon a vote of the Board of Directors, a portion of the meeting may be closed to the public to hear briefings by management and LSC’s Inspector General, and to consider and act on the General Counsel’s report on

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\* Please note that all times in this notice are in the *Central Standard Time*.

potential and pending litigation involving LSC and on a list of prospective funders. \*\*

**Institutional Advancement Committee** – Open, except that, upon a vote of the Board of Directors, the meeting may be closed to the public for a briefing on contributions pledged and received, to discuss prospective funders for LSC’s 40<sup>th</sup> anniversary celebration and development activities, and to consider and act on recommendation of new prospective funders members to the Board of Directors. \*\*

**Audit Committee** – Open, except that the meeting may be closed to the public to hear briefings on the following matters: the Office of Compliance and Enforcement’s active enforcement matter(s) and follow-up to the Office of the Inspector General’s open investigations; governance under Statement on Auditing Standard 114; and the Information Technology Systems Risk Assessment. \*\*

A verbatim written transcript will be made of the closed session of the Board, Institutional Advancement Committee and Audit Committee meetings. The transcript of any portions of the closed sessions falling within the relevant provisions of the Government in the Sunshine Act, 5 U.S.C. § 552b(c)(6) and (10), will not be available for public inspection. A copy of the General Counsel’s Certification that, in his opinion, the closing is authorized by law will be available upon request.

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\*\* Any portion of the closed session consisting solely of briefings does not fall within 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). *See also* 45 C.F.R. § 1622.2 & 1622.3.

**MATTERS TO BE CONSIDERED:**

**January 23, 2014**

**FINANCE COMMITTEE**

1. Approval of agenda
2. Approval of minutes of the Committee's meeting on October 22, 2013
3. Presentation of the LSC's Financial Report for FY 2013
4. Presentation of the LSC's Financial Report for the first two months of FY 2014
5. Consider and act on LSC's Revised Temporary Operating Budget for FY 2014, Resolution 2014-0XX.
  - Presentation by David Richardson, Treasurer/Comptroller
6. Discussion on submission of LSC's FY 2015 appropriations request
  - Presentation by Carol Bergman, Director of Government Relations & Public Affairs
7. Discussion of Committee's evaluation for 2013 and the Committee's goals for 2014
8. Public comment
9. Consider and act on other business
10. Consider and act on adjournment of meeting

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## AUDIT COMMITTEE

### Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's October 20, 2013 meeting
3. Presentation of the Fiscal Year (FY) 2013 Annual Financial Audit
  - Ronald (Dutch) Merryman, Assistant IG for Audits
  - Nancy Davis, WithumSmith+Brown
4. Review of LSC's Form 990 for FY 2013
5. Briefing by Office of Inspector General
  - Jeffrey Schanz, Inspector General
6. Management discussion regarding risk management
  - Ron Flagg, General Counsel
7. Discussion of Committee's evaluation for 2013 and the Committee's goals for 2014
8. Briefing by the Office of Compliance and Enforcement about follow-up from referrals by the Office of Inspector General regarding audit and investigation reports and annual Independent Public Accountants' audits of grantees
  - Lora Rath, Director, Office of Compliance and Enforcement
9. Public comment
10. Consider and act on other business

**Closed Session**

11. Briefing by Office of Compliance and Enforcement on active enforcement matter(s) and follow-up to OIG open investigations
  - Lora Rath, Director, Office of Compliance and Enforcement
12. Briefing by Corporate Auditor with those charged with governance under Statement on Auditing Standard 114
  - Jeffrey Schanz, Inspector General
  - Ronald “Dutch” Merryman, Assistant Inspector General for Audits
  - Nancy Davis, WithumSmith+Brown
13. Briefing on the Information Technology Systems Risk Assessment by the OIG
  - Jeffrey Schanz, Inspector General
  - Ronald “Dutch” Merryman, Assistant Inspector General for Audits
14. Briefing on Management’s response to the Information Technology Systems Risk Assessment
  - Peter Campbell, Chief Information Officer
15. Consider and act on adjournment of meeting

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**OPERATIONS & REGULATIONS COMMITTEE**

1. Approval of agenda
2. Approval of minutes of the Committee’s meeting on October 20, 2013
3. Update on rulemakings for 45 CFR Part 1614—Private Attorney Involvement and 45 CFR Part 1613— Restrictions on Legal Assistance with Respect to

Criminal Proceedings and the Tribal Law and Order Act of 2010, Title II of  
Public Law 111-211

- Ron Flagg, General Counsel
  - Stefanie Davis, Assistant General Counsel
4. Consider and act on 45 CFR Part 1626—Restrictions on Legal Assistance to Aliens
- Final Rule and Program Letter to replace the current appendix regarding documentation
  - Public comment
    - a. Ron Flagg, General Counsel
    - b. Stefanie Davis, Assistant General Counsel
5. Consider and act on review of Management’s report on implementation of the Strategic Plan 2012-2016, as provided by section VI (3) of the Committee Charter
- Jim Sandman, LSC President
6. Consider and act on Management’s annual report regarding FY 2013 implementation of new enforcement mechanisms
- Jim Sandman, LSC President
7. Consider and act on amendments to LSC’s Employee Handbook.
- a) Elimination of requirement for Board approval of revisions to the Employee Handbook

- b) Elimination of section 2.5 regarding Audit Committee investigations of employee complaints
  - Ron Flagg, General Counsel
8. Discussion of Committee's evaluations for 2013 and the Committee's goals for 2014
9. Other public comment
10. Consider and act on other business
11. Consider and act on adjournment of meeting

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#### **INSTITUTIONAL ADVANCEMENT COMMITTEE**

**January 24, 2014**

#### **CLOSED SESSION**

1. Approval of agenda
2. Approval of minutes of the Committee's closed session meeting of December 10, 2013
3. Briefing on contributions pledged and received
4. Discussion of prospective funders for LSC's 40<sup>th</sup> anniversary celebration and development activities
5. Consider and act on recommendation of new prospective funders to the Board of Directors
6. Consider and act on adjournment of meeting

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### **DELIVERY OF LEGAL SERVICES COMMITTEE**

1. Approval of Agenda
2. Approval of minutes of the Committee's meeting on September 20, 2013
3. Approval of minutes of the Committee's meeting on October 21, 2013
4. Discussion of Committee's evaluations for 2013 and the Committee's goals for 2014
5. Panel presentation and Committee discussion of LSC's Performance Criteria, Performance Area Four, Criterion 1. Board Governance—fiscal and financial oversight
  - **AnnaMarie Johnson**, Executive Director, Nevada Legal Services
  - **Paul Larsen**, former Board Chair, Nevada Legal Services
  - **Steve Gottlieb**, Executive Director, Atlanta Legal Aid Society
  - **Mike Nations**, Chair, Audit Committee, Atlanta Legal Aid Society
  - **Lynn Jennings**, Vice President for Grants Management, Legal Services Corporation (*Moderator*)
6. Public comment
7. Consider and act on other business
8. Consider and act on motion to adjourn the meeting

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### **GOVERNANCE AND PERFORMANCE REVIEW COMMITTEE**

1. Approval of agenda
2. Approval of minutes of the Committee's meeting of October 20, 2013

3. Report on Public Welfare Foundation grant and LSC research agenda
  - Presentation by Jim Sandman, President
  - Presentation by David Bonbright, Keystone Accountability
4. Discussion of President's evaluation for 2013
5. Discussion of renewal of President's contract
6. Discussion of the Inspector General's evaluation for 2013
7. Discussion of Board evaluations
  - Staff Report on 2013 Board & Committee Evaluations
  - Discussion of Governance & Performance Committee Evaluation
8. Report on progress in implementing GAO recommendations
  - Presentation by Carol Bergman, Director of Government Relations & Public Affairs
  - Consider and act on Performance Management Process (GAO recommendation 12)
    - Presentation by Jim Sandman, President
9. Consider and act on LSC's Whistleblower Policy
  - Presentation by Ron Flagg, General Counsel & Corporate Secretary
10. Consider and act on proposed amendment to LSC Bylaw section 5.02(a)
  - Presentation by Ron Flagg, General Counsel & Corporate Secretary
11. Consider and act on other business
12. Public comment
13. Consider and act on motion to adjourn meeting

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**January 25, 2014**

**INSTITUTIONAL ADVANCEMENT COMMITTEE**

**Open Session**

7. Approval of agenda
8. Approval of minutes of the Committee's open session meeting of  
November 22, 2013
9. Approval of minutes of the Committee's open session meeting of  
December 10, 2013
10. Discussion of Committee's evaluations for 2013 and the Committee's goals for  
2014
11. Presentation of LSC's online giving portal
  - Wendy Rhein, Chief Development Officer
12. Discussion of proposed 40<sup>th</sup> anniversary events
13. Public comment
14. Consider and act on other business

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**BOARD OF DIRECTORS**

**Open Session**

1. Pledge of Allegiance
2. Approval of agenda

3. Approval of minutes of the Board's Open Session telephonic meeting of  
November 21, 2013
4. Consider and act on nominations for the Chairman of the Board of Directors
5. Consider and act on nominations for the Vice Chairman of the Board of Directors
6. Chairman's Report
7. President's Report
8. Members' Reports
9. Inspector General's Report
10. Consider and act on the report of the Delivery of Legal Services Committee
11. Consider and act on the report of the Finance Committee
12. Consider and act on the report of the Audit Committee
13. Consider and act on the report of the Operations and Regulations Committee
14. Consider and act on the report of the Governance and Performance Review  
Committee
15. Consider and act on the report of the Institutional Advancement Committee
16. Report on implementation of recommendations of the Pro Bono Task Force
17. Public comment
18. Consider and act on other business
19. Consider and act on whether to authorize an executive session of the Board to  
address items listed below, under Closed Session

**Closed Session**

20. Approval of minutes of the Board's Closed Session of October 22, 2013

21. Management Briefing
22. Inspector General Briefing
23. Consider and act on General Counsel's report on potential and pending litigation involving LSC
24. Consider and act on list of prospective funders
25. Consider and act on motion to adjourn meeting

**CONTACT PERSON FOR INFORMATION:** Katherine Ward, Executive Assistant to the Vice President & General Counsel, at (202) 295-1500. Questions may be sent by electronic mail to [FR\\_NOTICE\\_QUESTIONS@lsc.gov](mailto:FR_NOTICE_QUESTIONS@lsc.gov).

**NON-CONFIDENTIAL MEETING MATERIALS:** Non-confidential meeting materials will be made available in electronic format at least 24 hours in advance of the meeting on the LSC website, at <http://www.lsc.gov/board-directors/meetings/board-meeting-notices/non-confidential-materials-be-considered-open-session>.

**ACCESSIBILITY:** LSC complies with the American's with Disabilities Act and Section 504 of the 1973 Rehabilitation Act. Upon request, meeting notices and materials will be made available in alternative formats to accommodate individuals with disabilities. Individuals who need other accommodations due to disability in order to attend the meeting in person or telephonically should contact Katherine Ward, at (202) 295-1500 or [FR\\_NOTICE\\_QUESTIONS@lsc.gov](mailto:FR_NOTICE_QUESTIONS@lsc.gov), at least 2 business days in advance of the meeting. If a request is made without advance notice, LSC will make every effort to accommodate the request but cannot guarantee that all requests can be fulfilled.

A handwritten signature in black ink, appearing to read "Atitaya C. Rok". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Atitaya C. Rok

Staff Attorney

January 15, 2014