

OFFICE OF LEGAL AFFAIRS


General Counsel's Certification
Regarding Closure of the
Institutional Advancement Committee Meeting
of January 24, 2014

On January 22, 2014, 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 meeting scheduled for January 24, 2014 to hear a briefing on contributions pledged and received, discuss prospective funders for LSC's 40th anniversary celebration and development activities, and consider and act on recommendation of new prospective funders to the Board of Directors.

The portion of the closed session consisting solely of a briefing 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 and 1622.3.

I understand that the Institutional Advancement Committee Chairman expects the Committee will discuss names, personal information, and potential giving levels of specific individuals who are being recommended to the Board for approval as prospective funders and who have already been approved by the Board as prospective funders. I hereby certify that, in my opinion, the closing of the January 24, 2014 Committee meeting for these purposes is authorized by the relevant provision of the Government in the Sunshine Act ("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

1/22/14

Date