

OFFICE OF LEGAL AFFAIRS

General Counsel's Certification
Regarding Closure
of the
Meetings of the Audit and Institutional Advancement Committees
on
October 6, 2014

On October 6, 2014, 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 October 6, 2014.

The Audit Committee has publicly announced that, at its closed session, it will hear a briefing 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 October 6, 2014, 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 consider and act on a list of prospective funders, and discuss the donor report and 40th anniversary follow-up. The IAC 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 donated to the Corporation. Moreover, the IAC Chairman expects to discuss following-up with specific individual donors from the 40th Anniversary conference and CEOs and general counsels who might be enlisted to help LSC with the 40th anniversary year. I hereby certify that, in my opinion, the closing of the October 6, 2014 IAC 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

10/2/14

Date