



OFFICE OF LEGAL AFFAIRS

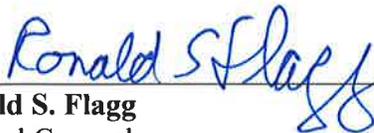
General Counsel's Certification

Regarding Closure of the Meeting of the Institutional Advancement Committee on December 2, 2014

On December 1, 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 December 2, 2014.

The Institutional Advancement Committee ("IAC") has publicly announced that at its closed session, it will hear briefings on the donor report and meetings with prospective funders meetings, and discuss prospective members for a proposed LSC Leaders Council. 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 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



Date