District of Columbia Bar
Board of Governors Meeting
July 14, 2020

Call to Order
(Agenda Item 1)

President Geoffrey M. Klineberg called the meeting to order and welcomed everyone via Zoom teleconference.

Other members of the Board of Governors who attended the meeting were President-Elect Chad T. Sarchio, Secretary Diane A. Seltzer Torre, Treasurer Shaun M. Snyder, Jessica E. Adler, Catherine D. Bertram, A.J. Dhaliwal, Elizabeth (Sally) Gere, Susan M. Hoffman, Theodore A. Howard, Janene D. Jackson, Su Sie Ju, Natalie M. Koss, June B. Kress, Megan Lacchini, Paul S. Lee, Lisa A. Lipsky, Amy E. Nelson, Peggy Lansbach O'More, Ramya Ravindran, Bridget M. Rowan, Saleema Snow, and Courtney L. Weiner.

D.C. Court of Appeals Chief Judge Anna Blackburne-Rigsby and D.C. Superior Court Chief Judge Robert E. Morin also attended the meeting.

D.C. Bar staff who attended the meeting included Chief Executive Officer Robert J. Spagnoletti, D.C. Bar Pro Bono Center Executive Director Rebecca K. Troth, Matthew S. Butler, David Chu, Dennis Cuevas, Akil Ellis, Carla J. Freudenberg, LaTanya Hunter, Margarita Lorenzetti, Caterina Luppi, Lisa Martin-Morina, Maurice Morrow, John Murph, Delonte Rogers, Karen Savransky, Candace Smith-Tucker, Darrin P. Sobin, Matthew Stephen, Crystal White, Andrea Williams, and Adriana Zick.

Remarks and Swearing-in of the Board of Governors by the Chief Judge of the D.C. Court of Appeals and Remarks by the Chief Judge of the Superior Court of the District of Columbia (Agenda Items 2 and 3)

Chief Judge Blackburne-Rigsby thanked outgoing President Susan M. Hoffman for her leadership, especially during the COVID-19 pandemic and other significant recent events. She expressed her appreciation for the efforts of the Bar to help ensure access to justice during these difficult times. She discussed court administration issues, vacancies on the D.C. Court of Appeals, the cancellation of the July bar exam, initial efforts to administer an in-person UBE in September, and the decision ultimately to offer the bar exam remotely in October.

Chief Judge Robert Morin also thanked Immediate-Past President Hoffman for her work and leadership and welcomed incoming President Klineberg. He discussed the challenges of the pandemic, including issues of digital access in the Superior Court. He acknowledged the valuable partnership he has had with Chief Judge Blackburne-Rigsby.

Chief Judge Blackburne-Rigsby administered the oath of office to the 2020-21 Board of Governors and Officers.

Introduction to Service as a Member of the Board of Governors (Agenda Item 4)

Board member Kress surveyed the Board to ascertain their nonprofit board experience. She then provided information about service on the board of a nonprofit organization.

President's Report (Agenda Item 5)

President Klineberg encouraged the Board to register for and attend the virtual D.C. Bar Pro Bono Center Presidents Reception and the Celebration of Leadership on July 30, 2020. He welcomed the new Board members and discussed the ongoing work of the Board. President

Klineberg discussed his and Ms. Hoffman's recent participation in the John Payton Leadership Academy and the importance of resilience in challenging times. President Klineberg acknowledged the efforts of Chief Programs Officer Sobin and his team to retool the 2020 Conference to make it a virtual event, now scheduled for October 20-21, 2020.

Consent Agenda
(Agenda Item 6)

President Klineberg presented the Consent Agenda to the Board, which included the minutes of the June 9, 2020, meeting and appointments to the Budget, Pension, and Screening Committees, as follows:

BUDGET

Chad T. Sarchio *(President-Elect and Chair)*
Geoffrey M. Klineberg *(President)*
Shaun M. Snyder *(Treasurer)*
Elissa J. Preheim *(BPR designee)*
A.J. S. Dhaliwal
Amy E. Nelson
Bridget M. Rowan
Lisa A. Lipsky *(advisory)*

PENSION

Susan M. Hoffman *(Immediate-Past President and Chair)*
Geoffrey M. Klineberg *(President)*
Theodore A. Howard
Lisa A. Lipsky
Courtney L. Weiner

SCREENING

Jessica E. Adler *(Chair)*
Theodore A. Howard
Peggy Lansbach O'More
Diane Seltzer Torre
TBD: Member, 2019-20 Committee on Nominations

The Board approved the Consent Agenda.

See Tab 6.

Treasurer's Report
(Agenda Item 7)

Treasurer Snyder presented his report.

See Tab 7.

CEO's Report
(Agenda Item 8)

CEO Spagnoletti provided an update on the Bar's operations during the COVID-19 crisis. He stated that programming for the period of September and October 2020 will be virtual. He provided an update on the license fee renewal process. CEO Spagnoletti also reported that the Bar provided Diversity and Inclusion training opportunities for the staff.

See Tab 8.

Proposal to Amend Article VI of the D.C. Bar By-laws
to Change Composition of the Audit Committee
(Agenda Item 9)

President Klineberg reported that the Bar's auditors recommended that the Immediate-Past President no longer serve on the Audit Committee. President Klineberg recommended an amendment to the By-laws to incorporate that recommendation, which was approved by the Board. The amended By-law reads as follows:

Article VI—Committees

Audit

The Audit Committee shall consist of three members of the Board the majority of whom have completed at least one year of service on the Board, and two persons who, by virtue of training and/or occupation, are knowledgeable about finance and audits, all of whom are appointed by the President with the approval of the Board to staggered three-year terms. The Immediate-Past President and Treasurer shall not serve on the Audit Committee. *[Amended July 14, 2020]*

President Klineberg proposed a slate of the new members and chair of the Audit Committee, all of whom were approved by the Board:

AUDIT

Amy E. Nelson (*Chair*)
Geoffrey M. Klineberg (*President*)
Su Sie Ju
Ramya Ravindran
Courtney L. Weiner
Lisa A. Lipsky *(advisory only)*

See Tab 9.

Proposal to Suspend Article III, Section 2 of the D.C. Bar By-laws to Waive the Penalty for Late License Fee Payment (Agenda Item 10)

President Klineberg recommended that, in the light of the economic downturn brought on by the current COVID-19 pandemic, the Board suspend Article III, Section 2 of the By-laws that provides for the imposition of a $50.00 penalty for late payment of license fees, and to grant to CEO Spagnoletti and the membership office the discretion to waive the fee during the 2020-21 Bar year only for any member claiming hardship as a result of the pandemic. The By-law states, in relevant part:

ARTICLE III—Dues *[license fees]* **and Registration: Suspension and Reinstatement**

Section 2. Administrative Suspension for Nonpayment of Dues *[license fees]*

a. If the annual dues of any member have not been received by July 15 of the year in which the dues are due and payable, the Treasurer or his/her delegate shall send on forthwith to the member notice that his/her dues have not been paid, that a late charge of $50.00 has been added to the unpaid dues, and further, that unless any unpaid late charges and any unpaid dues are received by September 30, the membership of such member shall be, and hereby is, automatically suspended administratively pursuant to this Section….

The Board approved the recommendation.

See Tab 10.

Executive Session
(Agenda Item 11)

The Board met in Executive Session.

Adjournment
(Agenda Item 12)

There being no further business, President Klineberg adjourned the meeting.

Respectfully Submitted,

Diane A. Seltzer Torre
Secretary