District of Columbia Bar
Board of Governors Meeting
September 17, 2019

Call to Order
(Agenda Item 1)

President Susan M. Hoffman called the meeting to order and welcomed everyone.

Other members of the Board of Governors who attended the meeting were President-Elect Geoffrey M. Klineberg, Immediate-Past President Esther H. Lim, Treasurer Richard V. Rodriguez, Secretary Courtney L. Weiner, Jessica E. Adler, Rodney J. Bosco (phone) Elizabeth "Lisa" R. Dewey, A.J. S. Dhaliwal, Elizabeth "Sally" Gere, Theodore A. Howard, Su Sie Ju, June B. Kress, Megan Lacchini, Paul S. Lee, Amy E. Nelson, Peggy Lansbach O'More, Bridget Rowan, Saleema Snow (phone), Keiko K. Takagi (phone), and Leslie T. Thornton (phone).

Board members David W. Arrojo and Benjamin F. Wilson did not attend the meeting.

D.C. Bar General Counsel Marlon Q. Paz attended the meeting by phone.

D.C. Bar staff who attended the meeting were Chief Executive Officer Robert J. Spagnoletti, D.C. Bar Pro Bono Center Executive Director Rebecca K. Troth, Dennis Cuevas, Akil Ellis, Carla J. Freudenburg (phone), Amy Hackett (phone), LaTanya Hunter, Margarita Lorenzetti, Caterina Luppi, Lisa Martin-Morina, Maurice Morrow, Karen Savransky, Candace Smith-Tucker, Darrin P. Sobin, Andrea Williams, and Adriana Zick.

President's Report
(Agenda Item 2)

President Hoffman presented her report. She invited Ms. Gere to give remarks on the planning of the 2020 Bar Conference.

Consent Agenda
(Agenda Item 3)

President Hoffman presented the Consent Agenda to the Board, which approved the minutes of the July 16, 2019, meeting. The Board also approved appointments to the Communities Steering Committees, the D.C. Bar Foundation Board of Directors, and the SunTrust Resolution. Appointments to the Strategic Planning Committee were deferred to a later meeting. Appointments were made as follows:

- **D.C. Bar Communities Steering Committees**

<u>FY 2019-2020 Vacancies and Special Interim One Year Appointments List</u>
Criminal Law (1)
- Joseph Scrofano

Estates Trusts and Probate Law (2)
- Clark Hymes
- Tara Rao

Health Law (3)
- Tim Farrell
- L'Kel Little
- Jodi Schipper
  (A current member of the Health Law steering committee resigned one week after the Screening Committee reviewed applicants, which created an extra vacancy for a total of three (3) open slots. The third appointee was not selected by the Committee but was included here in order to maintain a full steering committee)

Intellectual Property (1)
- Brian Malkin

Public Interest and Courts (1)
- Lisa Neuder

Real Estate Housing and Land Use (1)
- Shanice McClelland

Tort Law (3)
- Kayann Chambers
- Scott Perry
  (Did not receive third applicant)

- **D.C. Bar Foundation Board of Directors**

WAYNE T. GIBSON
FTI Consulting
PHILIP W. HORTON
Arnold & Porter LLP
KAREN A. LASH
American University
DANIELLE M. REYES
Crimsonbridge Foundation

- **SunTrust Resolution**

I, the undersigned Secretary of the District of Columbia Bar, which is organized and existing under the District of Columbia Court of Appeals Rules Governing the District of Columbia Bar, in Washington, DC, and having its principal place of business at the below named address, hereby certify to SUNTRUST BANK (the "Bank") that the following is a true copy of a Resolution adopted by the governing authority of this entity in accordance with its By-laws, on September 17, 2019.

RESOLVED:

1) That the Private Wealth Management Division of SunTrust Bank (the "Bank") is designated as a depository for funds and securities of this entity, under an Agreement signed on behalf of this entity:

2) That any of the officers or representative whose titles are listed below are hereby authorized on behalf of this entity:
   - To sign and execute Bank Documents with the Bank and to establish the appropriate account(s) (the "Account(s)"); and

   - To deposit, transfer or withdraw funds; to agree to the purchase, sale or exchange of any funds or assets held in the Account(s); to provide instructions, when needed, to the Bank with respect to the management or investment of such funds or assets; and to sign checks, drafts, stock powers, bond powers or other orders with respect to assets of, or being added to, the Account(s); and

   - To transact any and all other business relating to the Accounts(s), which at any time may be deemed desirable pursuant to the provisions of the Agreement; and

3) That the Bank may rely upon the authority conferred by this Resolution until it is revoked or modified and the Bank receives written notice thereof.

I further certify that the following officers or representatives are currently authorized to act on behalf of this entity in accordance with the terms of this Resolution as outlined.

Officer or Representative Title

- D.C. Bar Treasurer
- Chief Executive Officer
- Chief Operating Officer
- Director, Finance
- Director, Legal Affairs and Compliance

Number of signatures required, if applicable: 1 (one)

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the seal of this entity if applicable.

Entity Name:	District of Columbia Bar
Address:	901 4th Street NW, Washington, DC 20001
Secretary:	Courtney L. Weiner

Signature: /s/ Courtney L. Weiner Date: September 17, 2019

See Tab 3.

Treasurer's Report
(Agenda Item 4)

Treasurer Rodriguez presented his report on the financials for June 2019. He and CEO Spagnoletti fielded questions from the Board.

See Tab 4.

CEO's Report
(Agenda Item 5)

CEO Spagnoletti presented his report, which gave an update on the 2019-20 license renewal process, announced the debut of the online Mandatory Course in September, introduced the new membership brochure, and highlighted the developments in the *Fleck* line of cases affecting mandatory bars . CEO Spagnoletti and Bar staff fielded questions from the Board.

See Tab 5.

Report on the 2019 Annual ABA Meeting
(Agenda Item 6)

State American Bar Association Delegate Robert N. Weiner reported on the resolutions considered and approved by the ABA House of Delegates at the 2019 Annual Meeting and discussed the ABA's membership initiatives.

See Tab 6.

Proposed Amendments to Article III, Section 1 of the D.C. Bar By-laws
(Agenda Item 7)

Pro Bono Center Executive Director Rebecca K. Troth reported on D.C. Court of Appeals Amended Rule 49(c)(9)(A) that now allows retired lawyers to perform pro bono work if the person:

(i) is an enrolled inactive or enrolled retired member of the D.C. Bar;

(ii) is not disbarred or suspended for disciplinary reasons and has not resigned with charges pending in any jurisdiction or court; and

(iii) is supervised by an enrolled, active member of the D.C. Bar in good standing.

The current version of Article III, Section 1(a) of the By-laws provides that:

[a] member may become an inactive retired member on a non-dues paying basis by certifying that he/she:

(i) has been an active member of the Bar of the District Columbia for five years . . .;

(ii) has been engaged in the practice of law . . . for a total of twenty-five (25) years; and

(iii) has retired from the practice of law, or [ ] that he/she is totally disabled and is thus unable to practice law.

The requirement in the current By-laws that retired lawyers be fully retired or disabled and unable to practice law thus conflicts with the Court's amended Rule 49 that allows retired lawyers to do legal work, so long as it is on a pro bono basis. Rule 49(c)(9)(A) also provides that retired and inactive lawyers may perform pro bono work "in affiliation with, but not as an employee of, a non-profit organization located in the District of Columbia that provides legal services to individuals with limited means."

It was proposed that the By-laws effectuating these changes be approved by the Board. The Board agreed that it was appropriate that the matter be tabled pending review by the General Counsel and reconsidered at a later meeting.

Executive Session
(Agenda Item 8)

The Board met in Executive Session.

Adjournment
(Agenda Item 9)

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

Respectfully Submitted,

Courtney L. Weiner
Secretary