MEMORANDUM

TO: Section and Committee Chairs
    Presidents and Executive Directors of State and Local Bar Associations
    State and Section Delegates in the House of Delegates
    ABA Directors and Department Heads

FROM: Marina B. Jacks

SUBJECT: Summary of Action of the May 29 and June 14-15, 2013, Board of Governors Meetings

DATE: June 19, 2013

Attached is the Summary of Action of the May 29, 2013, meeting of the Board of Governors, held by conference call, and the June 14-15, 2013, meeting of the Board of Governors held at ABA Headquarters in Chicago, Illinois. This Summary does not constitute official Minutes of the meeting. Minutes of the May 29 and June 14-15, 2013, meetings will be presented to the Board for approval at the next meeting, in August 2013.

If you have any questions with respect to the action taken, please let me know.

CC: Board of Governors

Attachment
1. REPORTS OF OFFICERS AND THE EXECUTIVE DIRECTOR

The Board received the reports of the President, President-elect, Chair of the House of Delegates, Immediate Past President, Secretary, Treasurer and Executive Director. The minutes of the Board's February 8, 2013 meeting in Dallas, Texas1; and April 24, 2013, meeting (by conference call)* were approved as presented. The minutes of the Executive Committee's meetings of February 28* and April 26* (by conference call), April 3* (by E-mail ballot), and June 12, 2013, were received.

2. MATTERS FOR DIRECT BOARD ACTION

2.1 Pricing Strategy Advisory Group Status Report

Joseph D. O'Connor, Chair of the Pricing Strategy Advisory Group (PSAG), presented a status report regarding the PSAG’s work. The twenty-member PSAG was created by the Board in February 2012 to assess the effectiveness of the current ABA dues structure and make recommendations to the Finance Committee and to the Board on how the ABA should configure its dues structure for the future. A final report and recommendation will be submitted at the November 2013 Board meeting. The PSAG has held its first meeting and will have additional meetings in July and September 2013. Mr. O’Connor also advised that he attended the recent meeting of the Standing Committee on Membership (SCOM) and had a very candid and productive discussion with SCOM members and Membership and Marketing staff regarding challenges presented by the current ABA dues structure.

2.2 Report from the Standing Committee on Audit

The Board received a report from Marshall J. Doke, Chair of the Standing Committee on Audit (Audit Committee). To provide a framework for the report, Mr. Doke first discussed basic governance issues, in particular, a) the higher standard of responsibility/liability for boards of directors and b) the system of internal control in an organization, which is

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1 *Items considered by the Board of Governors during its May 29, 2013, meeting by conference call are noted with an asterisk. (*)
defined as a process designed to provide reasonable assurance regarding the achievement of three objectives: i) reliability in financial reporting; ii) effectiveness and efficiency of operations (the organization’s performance); and iii) compliance with applicable laws and regulations. Mr. Doke then discussed the work of the Audit Committee, which is comprised of seven members including the Treasurer. Three members of the Audit Committee are members of the Board representing each of the three Association years of the current Board. The work of Audit Committee encompasses many more responsibilities than working with the Association’s outside auditors. In particular, the Audit Committee assists management in internal control by receiving, investigating when necessary, and responding to inquiries or complaints by any member or employee of the Association regarding the financial or other operations of the Association.

Mr. Doke informed the Board that, at the suggestion of Allen Goolsby, Chair of the Committee on Board Procedures and Operations, the Chair of the Audit Committee will report to the Board annually. Previously, the Audit Committee reported only to the Finance Committee.

2.3 Discussion Regarding the ABA and Legal Education

In executive session, the Board discussed issues regarding the ABA and legal education.

2.4 Review of Executive Director

In executive session, the Board reviewed the performance of the ABA Executive Director.

2.5 Consent Calendar: Report of Board Committee Chairs

The Board adopted the Consent Calendar as presented by the Secretary. Action on all items contained on the Consent Calendar is set forth in items 3 through 5 of this Summary of Action relating to the reports of the Board Committees.

2.6 Section Presentation: Health Law Section

David L. Douglass, Chair of the Health Law Section; Honorable Kathleen M. Scully-Hayes, Section Chair-elect; and Section Director Wanda Workman presented to the Board a report regarding the work of the Section. The Health Law Section, comprised of 9,000 members, represents many segments and facets of the health care industry (e.g., physicians, hospitals, e-privacy). The Section’s goal is to become the professional home for health lawyers although the Section faces direct competition from the American Health Lawyers Association, an older and larger organization. The Section emphasizes networking, education and support, and advocacy. The major issue facing the Section is the Affordable Health Care Act and the Act’s ramifications for the health care industry and the public.
2.7 Presentation from Gender Equity Task Force

Stephanie A. Scharf, a member of the Commission on Women, presented a status report regarding the work of the Task Force and its working groups in the following areas:

a) Pay Gap Programs: The Task Force has developed a toolkit for Gender Equity in Partner Compensation, which is designed as a “Program in a Box” for bar associations to use to present programs in their communities. The Toolkit will be sent to all major state and local bar association presidents-elect with a call to action letter from President Bellows.
b) Partnering with General Counsel: The Task Force is planning to hold several regional focus group sessions during the 2013-2014 Association Year with general counsel and their “next-in-line” lawyers.
c) Women’s Affinity Groups: Building on the success of the meeting of the women’s affinity groups within the ABA, held during the 2013 Midyear Meeting, this group will consider holding additional meetings and will help to facilitate communications through the use of a list serve and newsletter.
d) Task Force Publications: The Task force will continue to market and distribute publications regarding gender equity in compensation that target three audiences: law firms, women lawyers, and general counsel.
e) International Women-to-Women Networking Events: These events will likely continue through the International Law Section. The Section has been instrumental in arranging such events in 2012-2013.
f) Young Lawyers and Social Media: The Young Lawyers Division has been instrumental in facilitating this work, which focuses on the use of Twitter and other forms of social media to facilitate communication regarding gender equity issues.

*2.8 Fund for Justice and Education

The Board, sitting as the members of the Board of the American Bar Association Fund for Justice and Education (ABA/FJE) a) approved the minutes of the February 8, 2013, meeting of the ABA/FJE Board as presented and b) accepted the ABA/FJE restricted grants and contributions received or awarded through March 31, 2013, and not previously reported, as requested by the Association’s Financial Services Division.

2.9 National Judicial College

The Board, sitting as the Members of the National Judicial College (NJC), elected the following individuals as NJC representatives to the NJC Board of Trustees, all for three-year terms, effective July 1, 2013 through June 30, 2016: a) Honorable Toni E. Clarke of Maryland; b) Honorable J. Michael Eakin of Pennsylvania; c) Kim D. Hogrefe of New Jersey; and d) Wm. T. (Bill) Robinson III of Kentucky. (See also Exhibit 3.2c below.)

*2.10 Report from the Committee on Board Procedures and Operations

Allen C. Goolsby, Chair of the Committee on Board Procedures and Operations (Procedures Committee), presented a status report regarding the work of the Procedures Committee. The final report of the Procedures Committee will be submitted to the Board for consideration in August 2013. The Procedures Committee will once again conduct evaluations of Board operations. Following the June 2013 Board meetings surveys will be sent to each member of the Board. In addition, members of the
Procedures Committee will schedule conference calls with each individual Board member.

*2.11 Request for Adoption of Memorial Resolutions

The Board passed memorial resolutions recognizing the accomplishments, standards and achievements of former ABA Treasurer Allan J. Joseph of California, who passed away May 7, 2013; b) Board of Governors Nominee Samuel H. Porter of Ohio, who passed away May 5, 2013; and c) Jeanne P. Gray of Illinois, Associate Executive Director, ABA Public Services Group and Director, Center for Professional Responsibility, who passed away April 19, 2013.

2.12 Criminal Justice Section Request for Adoption of Policy Regarding Asset Forefeiture

The Board adopted policy that urges federal, state, local and territorial courts to provide a pretrial adversarial hearing where a criminal defendant can challenge the evidentiary support, and underlying probable cause for a restraining order that freezes assets needed to retain counsel of their choice. Adoption of the policy will permit the Association to file an amicus brief in the United States Supreme Court in United States v. Kaley. The deadline for filing the brief is June 28, 2013.

2.25 INFORMATIONAL REPORTS & 2.26

The Board received written informational reports from the Special Committee on Disaster Response and Preparedness and the Section of Litigation.

3. OPERATIONS AND COMMUNICATIONS COMMITTEE

A. MATTERS FOR REVIEW BY THE BOARD

3.1 Requests for Bylaw Amendments

a. Criminal Justice Section

The Board approved, subject to approval by the Section membership at the 2013 Annual Meeting, the request of the Criminal Justice Section to amend its bylaws to a) address an inconsistency regarding the length of time the last retiring Council Chair continues to serve on Council and b) provide that an individual is not eligible to return to the Council as a General Member for a period of two years immediately following service in the same office as a Vice Chair-at-Large for a period of three full years or more, within the prior five years, unless said individual has never served as a General Member of the Council. The Section Council approved the proposed amendments March 18, 2012.
b. **Section of Family Law**

   The Board approved the request of the Section of Family Law to amend its bylaws, in pertinent part, to provide that a) Section Delegates shall have full voting rights in the House of Delegates, b) the Section Financial Officer shall prepare a one-year Section budget rather than a three-year Section budget, and c) nominations by petition must be received by the Chair not less than 90 days (currently 60 days) before the Annual Meeting of the Section. The proposal was approved by the Section Council on August 4, 2012, and by the Section membership during the Section’s Spring Conference, April 17-20, 2013, subject to approval of the proposal by the Board.

c. **Section of Individual Rights and Responsibilities**

   The Board approved, subject to approval by the Section membership, the request of the Section of Individual Rights and Responsibilities to amend its bylaws, in pertinent part, to a) clarify that the officers of the Section include two delegates, b) add the Immediate Past Chair as a member of the Executive Committee, c) update and conform the bylaws to current ABA practice regarding the Business Conduct Standards, and d) add a standing committee on diversity. The proposed amendments were approved by the Section Council on February 8, 2013, and by the Executive Committee April 30, 2013.

d. **Tort Trial and Insurance Practice Section**

   The Board approved, subject to approval by the Section membership at its annual business meeting, August 12, 2013, the request of the Tort Trial and Insurance Practice Section to amend its bylaws, in pertinent part, to remove service as a Section Delegate to the House of Delegates or as a Section Member-at-Large representative to the ABA Board of Governors from the positions which preclude other members of the same firm or employing entity from simultaneously serving on the Section Council. The proposed amendments were approved by the Section Council on February 10, 2013.

e. **Young Lawyers Division**

   The Board approved the request of the Young Lawyers Division (YLD) to amend its bylaws to separate the YLD Secretary-Treasurer position into two separate positions: the Secretary (who would perform current duties of the Secretary and ascend to the Chair position) and the Treasurer (who would concentrate on financial matters including spending, budgeting, and generating non-dues revenue). The proposal was approved by the YLD Council in October 2012 and by the YLD Assembly in February 2013, subject to approval of the proposal by the Board.

3.2. **Nominations**

a. **A-E-F-C Pension Plan Administration Committee**

   The Board elected John A. Krsul, Jr. of Michigan to a second three-year term as a member of the A-E-F-C Pension Plan Administration Committee (Administration
Committee), effective at the conclusion of the August 2013 Annual Meeting, as recommended by President-elect James R. Silkenat. In addition, the President-elect recommended that the Administration Committee re-appoint John A. Krsul, Jr. to a fourth one-year term as Chair of the Administration Committee pursuant to the terms of the A-E-F-C Pension Plan.

b. **Board of Elections**

The Board elected Honorable Jonathan Lippman, Chief Judge of the New York Court of Appeals, as Chair of the Board of Elections, and also elected Kay Bridger Riley of Oklahoma and re-elected Louise Michaux Gonzales of Maryland, as members of the Board of Elections, all for one-year terms, effective at the conclusion of the 2013 Annual Meeting.

c. **National Judicial College**

i. **Board of Governors Representative**

The Board, sitting as the Members of the National Judicial College (NJC), elected Matthew J. Sweeney of Tennessee to a three-year term as a Board of Governors representative on the NJC Board of Trustees, effective July 1, 2013 through June 30, 2016.

ii. **Judicial Division Representative (from the Division's National Conference of the Administrative Law Judiciary)**

The Board, sitting as the Members of the National Judicial College (NJC), elected Honorable Larry Craddock of Texas to a second three-year term as a Judicial Division representative on the NJC Board of Trustees, effective July 1, 2013 through June 30, 2016.

3.3 **ABA Medal**

In executive session, the Board selected the recipient of the 2013 ABA Medal.

3.4 **Requests to Establish or Make Changes to Existing Awards**

(Please note that no additional ABA general revenue is requested or required for these awards.)

a. **Forum on the Construction Industry**

The Board approved the request of the Forum on the Construction Industry to establish its law student writing competition, approved by the Board for 2010, 2011, and 2012, as *The Forum on the Construction Industry Annual Law Student Writing Competition*. The first-place winner will receive a plaque (approximate value: $80), a cash prize of $2,000, complimentary registration and an all-expense paid trip to the Forum's Annual Meeting (in April) to receive the award, a one-year complimentary membership in the Forum, and
recognition in the Forum’s newsletter and on the Forum’s Website. One or more authors may be named as finalists and recognized with a plaque.

b. **Section of Environment, Energy, and Resources**

The Board approved the request of the Section of Environment, Energy, and Resources to establish a *Section Chair’s Award for Outstanding Contribution*, to be presented annually to a maximum of three Section members who have made a significant contribution to a particular Section initiative or project during the Chair’s term. The actual award, made of recycled glass with a value of less than $100, will be presented at the ABA Annual Meeting or at the Section’s Fall Conference.

c. **Section of Family Law (Two Requests)**

i. The Board approved the request of the Section of Family Law to add cash prizes of $1,500 (first), $750 (second), and $350 (third) to *The (annual) Howard C. Schwab Memorial Essay Contest*, for law students at ABA approved law schools. The contest was originally approved by the Board in 1970. All other contest parameters, as described in the request, will remain the same.

ii. The Board approved a) the request of the Section of Family Law to establish the Family Law Section Pro Bono Award and also b) granted the Section’s request for an exception to the policy prohibiting reimbursement of Annual Meeting travel expenses to permit the Section to reimburse the recipient up to $1,000 to attend the ABA Annual Meeting to receive the award, with the understanding that Section funds will be used to reimburse the recipient’s Annual Meeting travel expenses. The award will be presented to an individual who has made a difference by offering services on a pro bono basis or promoting organizations that provide legal services to low income and/or underrepresented populations. The recipient does not have to work for a legal services entity. The actual award, a $1,500 cash prize from Section non-dues revenue funds, will be given to the pro bono or public service organization of the recipient’s choice.

d. **Young Lawyers Division**

The Board approved the request of the Young Lawyers Division (YLD) to establish the *ABA YLD Law Student Haiku Competition* to engage law students (18 and older) from ABA approved law schools in a creative activity relating to a legal theme (e.g., the Constitution, recent Supreme Court decisions). A Haiku is a short poem that is 17 syllables, in the form of 5-7-5. The winner of the first prize will receive a $500 gift card and two runners-up will each receive a $200 gift card.

3.5 **President Bellows’ Requests**

a. **Request to Continue Task Force on Human Trafficking**

The Board approved the request of President Laurel Bellows to continue the Task Force on Human Trafficking through FY2014 in order to manage a number of ongoing
activities, several of which will continue based on commitments of ABA entities that are undertaking specific projects. The Center for Human Rights has agreed to house the Task Force and maintain the ABA's human trafficking website. The Task Force, which currently has 18 members, will be reduced to eleven members including two co-chairs. The Finance Committee has recommended $50,000 to fund Task Force activities through FY2014.

b. **Request to Continue Task Force on Gender Equity**

The Board approved President Bellows request to continue the Task Force on Gender Equity through FY2014 to facilitate the implementation of the following projects and transition them to the Commission on Women in the Profession: pay gap programs; partnering with General Counsel; women’s affinity groups; publications; international women-to-women networking events; and young lawyers and social media. The Finance Committee has recommended $35,000 to fund Task Force activities next year.

c. **Request to Approve Joint Letter from the ABA and the National Association of Attorneys General Regarding Funding for Human Trafficking**

This item was withdrawn.

3.6 **President-elect Silkenat’s Requests**

a. **Request to Create Corporate Counsel/Government Lawyer Working Group and to Seek Outside Funding**

The Board approved President-elect Silkenat’s request to create a Corporate Counsel/Government Lawyer Working Group, to be comprised of up to 18 members, including a chair or co-chairs, and representatives from ABA Sections, Divisions or Forums that have active involvement in these constituencies. The Working Group will determine how the Association can best provide services and assistance to corporate counsel and government lawyers and will develop programs and activities on corporate and government counsel issues. All entities represented on the Working Group will provide funding and primary staffing for activities and programs. The Board also approved President-elect Silkenat’s request to seek outside funding to support the programs and activities of the Working Group.

b. **Request to Create Legal Access Jobs Corps Task Force and Seek Outside Funding**

The Board approved President-elect Silkenat’s request to create a Legal Access Jobs Corps Task Force, to be comprised of up to 18 members including a maximum of three co-chairs. The Task Force may include non-lawyers. The Task Force will focus on efforts to match unemployed or underemployed lawyers with significant unmet legal needs around the U.S. It will explore ideas that include advancement of incubator and residency models that foster the development of solo and small firm practices; partnerships with law schools, law firms, state and local bar associations, and state
Supreme courts; and development of ABA policy to advance the Legal Access Job Corps concept. The Task Force will be funded through the presidential initiatives budget. The Board also approved the President-elect’s request to seek outside funding to support the programs and activities of the Task Force.

c. **Request to Amend Jurisdictional Statement of the Legal Opportunity Scholarship Fundraising Committee to Increase Membership**

The Board approved President-elect Silkenat’s request to amend the jurisdictional statement of the Legal Opportunity Scholarship Fundraising Committee to increase the membership from eight to ten.

d. **Request to Create an Advisory Committee to the Standing Committee on Gun Violence**

The Board approved the President-elect’s request to create a ten-member Advisory Committee to the Standing Committee on Gun Violence. The creation of the Advisory Committee will permit representatives from organizations such as the Brennan Center for Justice and the Brady Campaign to Prevent Gun Violence to participate in and inform the work of the Standing Committee. The Advisory Committee will be funded through the presidential initiatives budget.

e. **Request to Continue Cybersecurity Legal Task Force**

The Board approved the President-elect’s request to continue the Cybersecurity Legal Task Force through FY2014 to permit the Task Force’s three working groups--Law Firms and Clients, Critical Infrastructure Private–Public Relationship, and International Law and Cyber-- to complete their work (e.g., development of legislation, dissemination of best practices, and development of policy recommendations to the House of Delegates). The Task Force has raised a small amount of money and is in the process of seeking additional outside funding. At present, no general revenue is requested; however a request may be submitted at a later date if additional outside funding is not obtained.

f. **Request for Special Advisors**

The Board approved President-elect Silkenat’s request to create special advisor position and appoint a special advisor to the Commission on Racial and Ethnic Diversity in the Profession. In addition, he requests the continuation of a total of 41 special advisors to 28 separate entities.

3.7 **Law Student Division Request for Partial Reimbursement of Annual Meeting Expenses of Members of the Law Student Division Board of Governors**

The Board approved the request of the Law Student Division and authorized partial reimbursement of expenses, up to a maximum of $40,000, incurred by members of the Law Student Division Board of Governors for attendance at Division meetings to be held in conjunction with the 2013 ABA Annual Meeting in San Francisco, California.
3.8 Request to Approve Recommendation of the Annual Meeting Task Force

The Board approved, with amendments, the recommendation of the Annual Meeting Task Force for the following two changes to the 2014 Annual Meeting, for a trial period of three years. Progress will be evaluated annually by the Standing Committee on Meetings and Travel, with a report to the Board of Governors:

1. Modify the meeting format so that it is more accessible with fewer scheduling conflicts. Specifically, i) on Friday, from 5:00 p.m. through 6:30 p.m., ii) from Saturday morning through 4:00 p.m., and iii) on Sunday morning until Noon, no entity CLE may be held. Only entity governance meetings may be held during these time periods, with the exception of luncheons on Saturday. In addition, on Saturday, no entity activity may be held from 4:00 p.m. through 6:30 p.m., which is when the ABA General Session and President’s Reception are held.

2. Modify fee structure
   a. Members attending governance and entity events only will pay no registration fee. Entities may charge for events outside of the official Annual Meeting time slots listed above including luncheons on Saturday.
   b. One flat rate for Annual Meeting activities - $495 (early)/$595 (standard) includes: Welcome Reception, access to all ABA CLE Showcase programs and Professional Development programs, ABA EXPO with daily coffee breaks, ABA General Session/Keynote Address and President’s Reception. Registrants also receive reduced pricing of $50 dollars for the Saturday Luncheon, reduced ticket price for Public Service Project and option to purchase EXPO box lunch tickets for $10 dollars on Saturday and Sunday.
   c. Individual tickets will be made available to non-Annual Meeting registrants and guests at the following prices:

   CLE TICKETS
   $50 Judges, Gov’t Lawyers – Admittance to one CLE Showcase Program
   $125 General Attendee - Admittance to one CLE Showcase Program

   REGISTRATION
   $75 Guest Registration - Admittance to Welcome Reception, EXPO and Exhibit Hall Coffee Breaks, Access to $10 dollars discounted Box Lunches in EXPO, General Session /Keynote Address
   $300 Distinguished Guest Registration – Admittance to Welcome Reception, General Session/Keynote Address, President’s Reception & Guest Fee
   $50/$75 Law Student Registration – Admittance to Welcome Reception, access to all ABA CLE Showcase programs and Professional Development programs, ABA EXPO with daily coffee breaks, ABA General Session/Keynote Address, and reduced Saturday Luncheon ticket price. Fee also includes reduced ticket

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price for Public Service Project and EXPO box lunch tickets on Saturday and Sunday.
$750 Non-Member Registration – Admittance to Welcome Reception, access to all ABA CLE Showcase programs and Professional Development programs, ABA EXPO with daily coffee breaks, ABA General Session/Keynote Address, President’s Reception and reduced Saturday Luncheon ticket price. Fee also includes reduced ticket price for Public Service Project and EXPO box lunch tickets on Saturday and Sunday.

INDIVIDUAL TICKETS
$50 Welcome Reception
$125 (early)/$150 (standard) Saturday Luncheon
$75 General Session/Keynote Address (Saturday)
$125 President’s Reception (Saturday)

All registration logistics both for The Official Annual Meeting and Entity Programs will continue to be managed by Meetings and Travel (M&T) including: Negotiation of hotel rates, management of housing block, registration, ticket selling, promotion and any all other logistical issues currently managed by M&T.

3.9 ABA Rule of Law Initiative (ROLI) Request for Exception to Policy on Contracting Authority

The Board deferred to the August 2013 meeting of the Board the request of the ABA Rule of Law Initiative (ROLI) that the Board a) approve an exception to the ABA policy on contracting authority to permit the execution of oversees contracts without prior review by the General Counsel and b) authorize the General Counsel and/or Executive Director to define the categories of contracts which will be exempt from advance review by the General Counsel. The Board requested that the General Counsel develop and submit for review and action at the August 2013 meeting the criteria regarding the categories of contracts which will be exempt from advance review by the General Counsel.

3.10 Request for Approval of an Oath of Office for the ABA President

The Board approved, with an amendment, the request of the Operations and Communications Committee Subcommittee on Oath of Office for an Oath of Office, to be administered to the ABA President during the Annual Meeting of the House of Delegates (House), and with the understanding that the Committee on Rules and Calendar of the House will have the final determination regarding the logistics of the administration of the oath, including who will administer the oath. The Oath of Office, as amended by the Board, reads as follows:

I do solemnly (swear/affirm) that I will support the Constitution of the United States; that I will follow the Rules of Professional Conduct; will follow and uphold the Constitution, Bylaws and policies and procedures of the American Bar...
Association and will discharge the duties of the office of the President of the American Bar Association to the best of my ability. (END)

3.11 Section of Intellectual Property Law Request to Continue Institutional Membership in and Co-sponsorship of the American Intellectual Property Law Education Foundation (Foundation) and to Make Ongoing Financial Contributions to Support Two Foundation Awards for Five Years

The Board approved the request of the Section of Intellectual Property Law to a) continue its institutional membership in and co-sponsorship of the American Intellectual Property Law Education Foundation (Foundation) for five years, from 2013 to 2018, and b) make the following annual contributions, from Section non-dues revenue funds, to support the Foundation’s two awards/scholarships for five years: i) a $15,000 annual contribution to support the Sydney B. Williams scholarship and ii) a $2,500 annual contribution to support the Jan Jancin Award.

3.12 Standing Committee on Meetings and Travel Request to Approve Date and Location of 2021 Midyear Meeting

The Board approved February 10 to February 16, 2021, as the date and Orlando, Florida, as the site of the 2021 Midyear Meeting, as requested by the Standing Committee on Meetings and Travel.

3.13 Commission on Immigration Request to Discontinue Volunteer Advocates for Immigrant Justice (VAIJ) Project to Permit the VAIJ Project to Merge with Kids in Need of Defense (KIND)

The Board approved the request of the Commission on Immigration to discontinue the Volunteer Advocates for Immigrant Justice (VAIJ) project as a project of the American Bar Association and permit all VAIJ programs and staff to merge into Kids in Need of Defense (KIND). VAIJ, a joint initiative of Microsoft Corporation’s (Microsoft) Legal and Corporate Affairs department and the Commission on Immigration, was started in 2003 and provides pro bono legal assistance to adult detainees and unaccompanied youth. KIND, a pro bono organization founded and funded by Microsoft and the actress Angelina Jolie in 2008, provides legal counsel to unaccompanied refugee and immigrant children in the United States.

3.14 Forum on the Construction Industry Request for Dues Increase

The Board approved the request of the Forum on the Construction Industry to increase its dues for lawyer members from $50 to $60, effective September 1, 2014. The Forum’s Governing Committee approved the proposed increase on January 30, 2013. No change in Associate dues was requested.
3.15 Commission on Disability Rights Request to Co-sponsor National Disability Employment Awareness Month in 2013, 2014, and 2015 and for Adoption of a Proclamation to Commemorate National Disability Employment Month

The Board approved the request of the Commission on Disability Rights for a) the ABA’s participation in National Disability Employment Awareness Month in 2013, 2014, and 2015 and b) adoption of a proposed resolution in support of the event.

3.16 Recommendations from the Standing Committee on Membership

a. **Recommendation to Consolidate Certain Special Membership Programs and Set the Dues Rate at $50**

The Board approved the request of the Standing Committee on Membership (SCOM) to consolidate the Financial Hardship dues policies into one program which will, in pertinent part: i) create a unified $50 Financial Hardship ABA dues rate available by application to accommodate those who are unemployed or are experiencing financial distress (including for reasons related to disability or retirement); ii) create a unified $10 Financial Hardship Section/Division/Forum dues rate with participation from all dues-charging entities; iii) allow participants to annually recertify for the new Financial Hardship rate without limit; iv) eliminate application reviews by the Board of Governors and allow the Marketing Operations Department to approve the new Financial Hardship applications; v) allow individuals who are currently retired and have requested the financial hardship waiver to automatically renew each year without being required to recertify each year; and vi) provide that all members of the Financial Hardship Program will be billed for the full ABA and Section dues rates the year following their participation in the program. To continue their membership in the program, members will be able to recertify on the ABA dues invoice, online, and by calling the ABA Service Center. The Board’s approval of the request was with the understanding that the Marketing Operations Department shall provide to the Operations and Communications Committee periodic reports regarding the number of individuals that have applied for the Financial Hardship dues rate and the number of applicants who have been approved for the Financial Hardship Dues rate.

In addition the Board will recommend consolidation of the programs to the Pricing Strategy Advisory Group, as requested by SCOM.

b. **Recommendation to Move the Public Service Pilot Program to Permanent Status and Set the Dues Rate at $95**

The Board approved the recommendation of the Standing Committee on Membership (SCOM) Public Service Group Pilot program be considered for permanent dues program status, with the following stipulations: i) group participants must be employed as judges or government, legal services or non-profit lawyers; ii) a minimum of five lawyers/judges must be in a group; iii) a single point of contact for the group, i.e., one individual, serves as the Group Administrator to promote the program and handle all ABA billing/collection activities; iv) 50% of the group must be new to the ABA when the group is formed; v) an individual participant’s eligibility must be certified annually (new provision); vi) the annual
dues rate will be $95 (increased from $70); and vi) individual participants must belong to at least one Section, Division or Forum (new provision). In addition, the Board approved SCOM’s recommendation that Sections, Divisions and Forums assist in group administration and retention follow up as well as in recruiting new members.

c. **Recommendation to Transition the Drop for Non-Payment of Dues Date from February 28 to September 30**

The Board approved the recommendation of the Standing Committee on Membership that the drop date for non-payment of dues be moved from February 28 to September 30 in order to i) better align the date with the Association’s fiscal calendar, ii) help reinforce the value of ABA membership by preserving member benefits for dues-paying members only, and iii) reduce the cash outlay from the ABA for individuals who ultimately do not renew their memberships. The Board’s approval of the recommendation was with the understanding that the transition of the drop date for non-payment of dues from February 28 to September 30, will take not more than two years.

d. **Request to Add Hyatt Hotels Corporation to ABA Member Advantage Program**

The Board deferred the request of the Standing Committee on Membership (SCOM) to add Hyatt Hotel Corporation to the ABA Advantage program to permit SCOM to provide the Operations and Communications Committee with additional information regarding a) labor issues affecting Hyatt Hotels Corporation and b) the status of Starwood Hotels affinity programs and any other hotel affinity programs.

3.17 **Recommendation from Committee on Scope and Correlation of Work to Sunset Three Entities at Conclusion of 2013 Annual Meeting**

The Board approved the recommendation of the Committee on Scope and Correlation of Work to sunset of the following three entities at the conclusion of the 2013 Annual Meeting: a) the Commission on Civic Education in the Nation’s Schools (work will be subsumed by the Division for Public Education); b) the Commission on Ethics 20/20 (work will be subsumed into the Center for Professional Responsibility’s standing committees on Ethics and Professional Responsibility and Professional Discipline); and c) the Coordinating Council of the Justice Center.

3.18 **Request to Amend Jurisdictional Statement of the Committee on Board Procedures and Operations**

The Board amended the jurisdictional statement of the Board Procedures and Operations Committee to provide that an ongoing governance committee continue to monitor the Board’s processes to ensure that the Board follows good governance practices. The amended jurisdictional statement reads as follows:

The Board Procedures and Operations Committee (Committee) shall be comprised of up to seven members, including the chair, appointed by the President. The Committee shall review the operations and procedures of the
Board and make recommendations to the Board regarding its governance activities to ensure that the Board is operating in an efficient and effective manner consistent with good governance practices. In addition, the Committee shall periodically conduct a survey of the Board as an evaluation of its experiences and to solicit recommendations to improve the operation of the Board.

3.19 Request to Amend Jurisdictional Statement of Executive Compensation Committee

The Board amended the jurisdictional statement of the Executive Compensation Committee to delete reference to the Consultant on Legal Education. In recent years, the discussion of the performance and compensation of the Consultant has been conducted by the Executive Director and Council of the Section of Legal Education and Admissions to the Bar, without the Committee’s involvement. As amended the jurisdictional statement reads as follows:

The Executive Compensation Committee shall review the performance of the Executive Director and make recommendations to the Board regarding his/her compensation.

3.21 Section of Environment, Energy, and Resources Request to Approve the Creation of a Task Force on Sustainable Development

The Board approved the request of the Section of Environment, Energy, and Resources for the creation and appointment of a task force on sustainable development, to be comprised of up to 20 members, including lawyers and non-lawyers representing relevant ABA entities, the United Nations, the State Department and other governmental agencies, the Association of Corporate Counsel, the World Business Council on Sustainable Development, the Global Forum on Law, Justice and Development of the World Bank and other multinational organizations and non-governmental organizations. In pertinent part, the Task Force will a) review and make recommendations regarding the involvement of the ABA in implementing sustainable development matters worldwide, b) make periodic reports to the Board of Governors, as well as c) submit recommendations with reports to the House of Delegates, as appropriate. The task force will be guided by the Guidelines for ABA Delegate Participation in Multinational Intergovernmental Bodies, including the United Nations, as adopted by the Board in June 2012. No ABA general revenue is requested or required to support the work of the task force as existing staff and resources will be used to support its work.

3.22 Section of Environment, Energy, and Resources Request to Co-sponsor Two Activities and Make Contributions to Each Activity from Section Funds

The Board approved the request of the Section of Environment, Energy, and Resources to co-sponsor and make contributions, from Section non-dues revenue funds, to the following activities:
a) to co-sponsor the World Justice Project’s (WJP) fourth World Justice Forum (WJF IV), July 8-11, 2013, at The Hague, Netherlands, and contribute an additional $5,000 to support WJF IV at the “Defender” level (total contribution = $15,000). In October 2011, the Board approved the Section’s request to make a $10,000 contribution to the WJP from Section funds for FY2012-2013.

b) to co-sponsor and make a $750 contribution to the District of Columbia Bar Association’s Section of Environment, Energy and Natural Resources Annual Summer Law Clerk Reception, July 11, 2013, at the District of Columbia Bar Headquarters in Washington, DC.

3.23 Request to Revise Business Conduct Standards

The Board approved revisions to the Business Conduct Standards, dated June 2013. In pertinent part, the proposed revisions a) add provisions which address bullying and intimidation, b) expand discussion of the Foreign Corrupt Practices Act (FCPA), c) update information regarding the new Chief Human Resources Officer, Valeria J. Stokes, EdD, and d) add a section addressing Board of Governors member conflict of interest considerations.

3.24 Request to Rename Center for Professional Responsibility in Memory of Jeanne P. Gray

The Board deferred to the August 2013 meeting of the Board the request of the ABA Center for Professional Responsibility (Center) Coordinating Council to rename the Center the “American Bar Association Jeanne P. Gray Center for Professional Responsibility” in memory of Jeanne Gray, Director of the Center since the early 1980s and Associate Executive Director of the Public Services Group since November 2009, who passed away April 19, 2013. Deferral of the request will permit the Chair of the Operations and Communications Committee to appoint a subcommittee to develop criteria for naming opportunities that will be submitted for consideration at the August 2013 meeting.

The Board expressed its appreciation and its respect to the Center for Professional Responsibility Coordinating Council for submitting the request in memory of Ms. Gray

3.25 Request for Appointment of New Member to the Committee for The Thrift Plan for Employees of the ABA and Affiliates

The Board appointed Valeria J. Stokes, EdD, Chief Human Resources Officer and Plan Administrator of The Thrift Plan for Employees of the American Bar Association and Affiliates (Thrift Plan), to the Committee for the Thrift Plan for Employees of the American Bar Association and Affiliates (Committee), pursuant to Section 9.3 of the Thrift Plan and the Committee’s May 13, 2013, decision to recommend the addition of a new Committee member to the Board.
3.26  **Section of International Law Request for Memorandum of Understanding with Legal Atlas**

The Board approved the request of the Section of International Law to enter into a Collaborative Agreement (Agreement), for a term of two years, with Legal Atlas, to further the Section’s International Model’s Project on Women’s Rights (IMPOWR), subject to review and approval of the Agreement by the Office of the General Counsel. Legal Atlas is a public-private partnership between the Maureen and Mike Mansfield Center of The University of Montana and The Legal Atlas LLC, formed to establish a global center for international legal research and development in the fields of natural resources, environment and agriculture.

3.27  **Section Officers Conference Request for Approval of Joint Dues Program Between the Judicial Division and Participating ABA Entities**

The Board approved the request of the Section Officers Conference to create a joint dues program between the Judicial Division and the following entities, to take effect in FY2014: the sections of Criminal Justice, Dispute Resolution, Family Law, Health Law, Individual Rights and Responsibilities, State and Local Government Law, Tort Trial and Insurance Practice, Science and Technology Law; and the Solo, Small Firm and General Practice Division. All participating entities have agreed to a joint membership dues amount of $60, with the dues revenue being split equally ($30/$30) between the Judicial Division and the participating entity.

3.38  **Request to Amend the Jurisdictional Statement of the Magna Carta 2015 Committee**

The Board amended the jurisdictional statement of the Magna Carta 2015 Committee to increase the membership from eight to nine. The Magna Carta 2015 Committee was created by the Executive Committee in February 2010 to work with the Magna Carta Trust’s 2015 committee to plan the commemoration of the 800th Anniversary of the Magna Carta in 2015.

3.39  **Request Regarding Proration of Section Dues**

The Board deferred to no later than the last week of July 2013 (the week of the Operations and Communications Committee’s Pre-August 2013 meeting conference call) the request of the Executive Director to a) authorize proration of Section dues and b) delete the provision on page 93 of the 2012-2013 ABA Policy and Procedures Handbook (the “Greenbook”), which states that Section dues are not prorated. Deferral will permit the Executive Director, the Section Officers Conference leadership and any other interested entities to confer regarding the request.
B. MATTERS OF INDEPENDENT JURISDICTION

3.28 Requests for Co-Sponsorships

The Operations and Communications Committee approved co-sponsorship requests from the following entities. No additional ABA general revenue is requested or required for the co-sponsorships.

a. Commission on Immigration: to co-sponsor multiple training programs with the Capital Area Immigrant Rights Coalition to recruit and train pro bono attorneys to represent immigration detainees with mental disabilities.

b. Commission on Women in the Profession: to be a platform partner with LeanIn.Org, an online global community committed to offering women encouragement and support. As a platform partner, the Commission’s mission and website link will be promoted on LeanIn.Org and the Commission will have use of LeanIn.Org materials.

c. Judicial Division (JD) (Three Requests):
   ii. JD, on behalf of its Standing Committee on Diversity: to co-sponsor an outreach program with 3rd Street Youth Center and Clinic, August 7, 2013, in San Francisco, CA.
   iii. JD: to co-sponsor with the American Judicature Society and Justice at Stake the program “Cause and Effect: the Politics of Money, Special Interests, and Influence in Judicial Elections”, August 10, 2013, in San Francisco, CA.

d. Section of Antitrust Law (Two Requests):
   i. to co-sponsor with New York University School of Law, the “Antitrust Junior Scholars Workshop”, January 17, 2014, as well as the Workshops to be held in January 2016 and January 2018, at New York University Law School in New York, NY.
   ii. to co-sponsor certain Section “Committee Programs” (formerly called “Brown Bags”) in the 2013-2014 Association Year with all state and local bar associations, all ABA approved law schools, and the 98 organizations listed in the request as potential co-sponsors.

e. Section of Intellectual Property Law: to co-sponsor certain Section committee programs in the 2013-2014 Association Year with all state and local bar associations, all ABA approved law schools, and the 98 organizations listed in the request as potential co-sponsors.

f. Section of Real Property, Trust and Estate Law: to co-sponsor The Third World Congress on Adult Guardianship (Third Congress), May 28-30, 2014, with the ten organizations listed in the request. In February 2013, the Operations Committee approved the request of the Commission on Law and Aging to co-sponsor the Third Congress.
g. **Standing Committee on Federal Judicial Improvements:** to co-sponsor the Standing Committee’s 2013 Annual Meeting Showcase Program “Are Courts Dying? The Decline of Open and Public Adjudication” with the 16 entities listed in the request, August 8, 2013, in San Francisco, CA. Thirteen ABA entries are also co-sponsors of the program.

3.29 **Senior Lawyers Division Requests Regarding Division Travel Programs for Division Members**

The Operations and Communications Committee *approved* the Senior Lawyers Division’s requests for the following Division travel programs for Division members to be conducted through the following travel providers, *subject to* travel provider Go Next, Inc. providing a valid Certificate of Insurance naming the ABA as an “additional insured” no later than September 30, 2013:


b) Programs provided through Go Next, Inc., a new travel provider for Division travel programs: i) March 28 – April 6, 2014, Southern Culture and the Civil War; and ii) January 24-31, 2014, Cuban Discovery.

4. **PROGRAM, EVALUATION AND PLANNING COMMITTEE**

A. **MATTERS FOR REVIEW BY THE BOARD**

4.1 **Commission on Hispanic Legal Rights and Responsibilities Request to Create Program Support Fund**

The Board approved the request of the Commission on Hispanic Legal Rights and Responsibilities to create a program support fund to support the programs, events, initiatives and publications of the Commission that will focus on the needs of and key issues that impact the Latino community.

4.2 **Council of the Fund for Justice and Education Request to Create the Benjamin Civiletti Justice Fund to Benefit the Section of Litigation**

The Board approved the request of the Council of the Fund for Justice and Education to create the Benjamin R. Civiletti Justice Fund (Civiletti Fund), an endowed fund, to benefit the Section of Litigation’s public service programs. As an endowed fund, the principal maintained in the Civiletti Fund may not be spent and only the income earned on the
Civiletti Fund may be used to support public service programs.

4.3 Enterprise Fund Recommendations Regarding FY2013-2014 Enterprise Fund Proposals

The Board approved the following four proposals for the 2013-2014 Enterprise Fund, for a total of $240,000 in funding, as recommended by the Program, Evaluation and Planning Committee:

a. A Blueprint to Enhance Access to Legal Services and Alleviate Under-Employment of Lawyers at $58,800. Participating entities: Standing Committee on Delivery of Legal Services; Solo, Small Firm and General Practice Division; Law Practice Management Section.

b. Pretrial Release and Detention Reform: Restoring the Presumption of Innocence at $87,000. Participating entities: Criminal Justice Section; Governmental Affairs Office; Section of Individual Rights and Responsibilities; Standing Committee on Legal Aid and Indigent Defendants; Bar Services Division; Commission on Homelessness and Poverty.

c. Protecting Privacy to Enhance Safety at $56,500. Participating entities: Commission on Domestic and Sexual Violence; Standing Committee on Pro Bono and Public Service.

d. Survey of Law Students Designed to Assess Mental Health and Use/Misuse of Alcohol and/or Drugs at $38,000. Participating entities: Commission on Lawyer Assistance Programs; Law Student Division; Solo, Small Firm and General Practice Division; and Young Lawyers Division.

B. MATTERS OF INDEPENDENT JURISDICTION

None for consideration.

5. FINANCE COMMITTEE

A. MATTERS FOR REVIEW BY THE BOARD

5.1 Request to Revise Reserves Policy

The Board deferred action on this request to the August 2013 meeting of the Board.

5.2 Recommendation Regarding the Designation of James O. Broadhead Corporation Net Assets as Reserves

The Board deferred action on this recommendation to the August 2013 meeting of the Board.
5.3 Request to Approve Grant Thornton Engagement Letter

The Board approved the engagement letter between Grant Thornton LLP and the ABA dated January 28, 2013, in the form presented to the Board at the June 2013 meeting, such letter providing for the engagement of Grant Thornton LLP to audit the consolidated financial statements of the ABA as of August 31, 2013, and the related consolidated statements of activities and changes in net assets and cash flows for the year then ended and to conduct an audit of the ABA’s compliance with the types of compliance requirements described in the OMB Circular A-133 Compliance Supplement that could have a direct and material effect on each of the ABA’s federal programs for the year ended August 31, 2013.

5.4 Request to Approve Section 5 A of the Operational Procedures and Controls

The Board approved Section 5 A of the ABA Board of Governors Operational Procedures and Controls policy adopted by the Board at its August 2012, meeting, as presented in the agenda materials for the June 2013 meeting. In August 2012, the Board deferred approval of Section 5 A, pending further review by the Finance Committee and the Chief Financial Officer. Section 5 A requires reporting by Senior Managers to the Chief Operating Officer, the Treasurer, the Finance Committee, and the Chief Financial Officer of certain budget overspends, both actual and reasonable probable overspends.

5.5 Finance Committee Recommendation Regarding the FY2014 Consolidated Budget.

The ABA’s consolidated operating revenue budget of $202,002,430 and expense budget of 206,496,268, as tentatively approved at the Finance Committee’s April 18-19, 2013, meeting, was amended to reflect the changes in response to appeals made and presented at the Committee’s June 14, 2013 meeting. The budget, as so amended, was tentatively approved by the Finance Committee for recommendation to the Board of Governors at the ABA’s 2013 Annual Meeting.

New Item

5.6 Executive Director’s Request

The Board approved implementation of the Membership and Non-Dues Revenue Plans (“ABAction”) as described in the Executive Director’s June 14, 2013, presentation to all Board of Governors and its Committees, subject to the Executive Director’s direction and discretion, and subject to the Executive Director’s regular periodic reports to the Board and Executive Committee on the implementation, progress and results of these Plans.
New Item

5.7 Task Force on Preservation of the Justice System Proposed FY2014 Next Steps re: Funding and Cooperative Effort with the ABA Judicial Division and the National Center for State Courts

The Board approved $150,000 in funding for FY2014 for the Task Force on Preservation of the Justice System to support a collaborative effort between the Task Force, the Judicial Division, and the National Center for State Courts.

New Item

5.8 Recommendation Regarding Investment Advisor

The Board approved a) a new investment advisor for the ABA, effective upon the termination of the ABA’s existing contractual relationship with its current investment advisor; and b) authorized the Treasurer and the Chief Financial Officer of the Association to, as expeditiously as practical, terminate the existing relationship with the Association’s current investment advisor and enter into a contractual relationship with the new investment advisor upon such terms as they deem appropriate.