MEMORANDUM

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

FROM: Marina B. Jacks

SUBJECT: Summary of Action of the June 3-5, 2015, Board of Governors Meeting

DATE: June 8, 2015

Attached is the Summary of Action of the June 3-5, 2015, meeting of the Board of Governors held at ABA Washington DC Offices and Renaissance Mayflower Hotel, Washington, DC. This Summary does not constitute official Minutes of the meeting. Minutes of the June 3-5, 2015 meeting will be presented to the Board for approval at the next meeting in July, 2015.

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

cc: Board of Governors
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 5 and April 22, 2015 meeting were approved. The minutes of the Executive Committee’s meetings on February 19, March 30, and May 5, and May 28, 2015 were received.

The Board, sitting as members of the Board of the American Bar Association Fund for Justice and Education (“ABA/FJE”) a) approved the minutes of the February 6, 2015 meeting of the ABA/FJE Board as presented and b) accepted the ABA/FJE restricted grants and contributions received or awarded through March 31, 2015, and not previously reported, as requested by the Association’s Financial Services Division.

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, 2015 through June 30, 2018: a) Alan R. Brayton of California; b) Ann Field of Pennsylvania; c) Tony F. Sanchez, Ill of Nevada; and d) Mark G. Tratos of Nevada.

2. MATTERS FOR DIRECT BOARD ACTION

2.1 Report from Standing Committee on Audit

The Board received a report from Alice E. Richmond, Chair, Standing Committee on Audit (“Standing Committee”), regarding the work of the Standing Committee.

2.2 Status Report Regarding Insurance

In executive session, the Board received a report from James Dimos, Chair, Insurance Committee, and Laura V. Farber and Timothy Bouch, Members, Insurance Committee.

2.3 Report from Executive Compensation Committee

In executive session, the Board received a report from Kenneth G. Standard, Chair, Executive Compensation Committee.
2.4 Report Regarding the Work of the Commission on the Future of Legal Services

The Board received a report from Judy Perry Martinez, Chair, and Dean Daniel Rodriguez, Member, Commission on the Future of Legal Services (“Commission”), regarding the work of the Commission.

2.5 Consent Calendar: Report of Board Committee Chairs

The Board adopted the Consent Calendar (with the exception of 3.12) 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 Report from Board Governance Committee

The Board received a report from John S. Skilton, Chair, Board Governance Committee.

2.7 Sustainability Discussion

Timothy W. Bouch, Chair of the Finance Committee, and Kenneth W. Gideon, Member of the Finance Committee, led the Board in a discussion on financial sustainability. (see also 3.19)

WRITTEN INFORMATIONAL REPORT

2.25 ABA Journal Report of Proceedings

The Board received a written report regarding the meeting of the Board of Editors of the ABA Journal, held in Chicago, Illinois, on March 12-13, 2015.

2.26 Section Officers Conference

The Board received a written request from the Executive Committee of the Section Officers Conference that the Board not take action on any recommendations contained in the Staff Publications Working Group report until the August 2015 Board Meeting and that a redacted version of the report be shared with the Section Officers Conference.

OPERATIONS AND COMMUNICATIONS COMMITTEE

A. MATTERS FOR REVIEW BY THE BOARD

3.1 Requests for Bylaw Amendments

a. Section of International Law

The Board approved the request of the Section of International Law to amend its bylaws to split the Section Finance Officer into two positions: Section Budget Officer and Section Revenue Officer and include these two new positions and the Immediate Past Chair as members of the Executive Committee. The proposed amendments were approved by the Section’s
Administration Committee on February 19, 2015 and are subject to approval by the Section’s membership at the 2015 Annual Meeting.

b. Law Student Division

The Board deferred action on the request of the Law Student Division ("Division") to amend its bylaws to restructure the governance of the by creating a Law Student Division Council comprised of two bodies: a Cabinet and a team of District Representatives, in addition to other housekeeping amendments. The proposed amendments were approved by the Division’s Board of Governors and are subject to approval by the Division’s Assembly at the 2015 Annual Meeting. A separate report also requested approval of amendments to the bylaws.

The Board deferred action on this item.

c. Section of Antitrust Law

The Board approved the request of the Section of Antitrust Law to amend its bylaws to create non-voting seats on its Council for representatives of the Antitrust Division, Department of Justice, Federal Trade Commission, National Association of Attorneys General, and the Judiciary. The proposed amendments were approved by the Section’s Council on April 14, 2015 and are subject to approval by the Section’s membership at the 2015 Annual Meeting.

3.2. Nominations

a. International Bar Association

The Board reelected Carolyn B. Lamm of Washington, DC for a second term as the ABA’s representative to the International Bar Association for a three-year term beginning October 1, 2015 and concluding October 1, 2018.

b. International Aircraft Registry

The Board elected William B. Piels of San Francisco, California as the ABA’s representative to the International Aircraft Registry for a three-year term beginning at the conclusion of the ABA’s 2015 Annual Meeting and expiring at the conclusion of the ABA’s 2018 Annual Meeting.

c. ABA Journal Board of Editors

The Board reelected Alice E. Richmond of Boston, Massachusetts and Judy A. Toyer of Rochester, New York and elected Pamela J. Roberts of Columbia, South Carolina for three-year terms each beginning at the conclusion of the ABA’s 2015 Annual Meeting and expiring at the conclusion of the ABA’s 2018 Annual Meeting.
d. **Request to Amend Guidelines for Election of ABA Representatives to Other Organizations**

The Board approved the request to amend the Guidelines for Election of ABA Representatives to Other Organizations to eliminate the requirements of an alternate when an entity is requesting reelection of a representative for a second consecutive term.

3.3 **Awards**

a. **Standing Committee on Pro Bono and Public Service**

The Board approved the request of the Standing Committee on Pro Bono and Public Service to present two special awards at the ABA 2015 Annual Meeting on a one-time basis, to the National Association of Pro Bono Professionals and the Association of Pro Bono Counsel.

b. **Law Practice Division**

The Board approved the request of the Law Practice Division to rename the previously approved ABA Law Practice Division Golden Hammer Award as the ABA Law Practice Division Martha Fay Africa Golden Hammer Award.

c. **Section of Science & Technology Law**

The Board approved the request of the Section of Science & Technology Law (“Section”) to give up to four cash awards that will not exceed $1,000 in total, derived from Section non-dues funds, annually to recognize outstanding law student editors on the *Jurimetrics Journal Board* who have been active and made significant and outstanding contributions to the success of the Journal.

d. **Forum on Franchising**

The Board approved the request of the Forum on Franchising (“Forum”) to create the “John R. F. Baer Scholarship for International Civility and Professionalism”, in honor of the Forum’s past chair, John R. F. Baer, now deceased. The Scholarship will provide free tuition and a travel stipend of $1,000 for attendance at the Forum’s Annual Meeting. The scholarship is funded by Forum member law firms in support of the scholarship and the Forum will waive the tuition requirement for attending the Forum’s Annual Meeting.

e. **Section of Public Contract Law**

The Board approved the request of the Section of Public Contract Law to award a Lifetime Achievement Award to Alan E. Peterson in recognition of more than three decades of service to the legal profession, accounting community, the American Bar Association, and the Section of Public Contract Law.
f. Commission on Racial and Ethnic Diversity in the Profession

The Board approved the request of the Commission on Racial and Ethnic Diversity in the Profession to award a one-time award to Former United States Attorney General Eric Holder at the 2015 ABA Annual Meeting in recognition of his work and leadership in the voting rights arena.

3.4 ABA Medal

In executive session, the Board selected the recipient of the 2015 ABA Medal.

3.5 Request from Section of Individual Rights and Responsibilities to Change its Name to Section of Civil Rights and Social Justice

The Board voted to recommend approval to the House of Delegates of the request of the Section of Individual Rights and Responsibilities to change its name to the Section of Civil Rights and Social Justice. Pursuant to Article 30.2 of the ABA’s Constitution and Bylaws, the House of Delegates, by a two-thirds vote of the members present and voting, may discontinue or change the name of any section after a report by the Board of Governors.

3.6 Request from Law Student Division to Reimburse Law Student Division Board of Governors for 2015 Annual Meeting

The Board approved the request of the Law Student Division (“Division”) to authorize partial reimbursement of expenses incurred by members of the Division’s Board of Governors for attendance at Division meetings to be held in conjunction with the ABA Annual Meeting, July 29 – August 2, 2015 in Chicago, Illinois.

3.7 Request from Section of Intellectual Property Law for Dues Increase

The Board approved that the Section of Intellectual Property Law may increase the dues for its regular members and associates to up to $105.

3.8 Request from Governance Commission for 1 Year Extension

The Board approved the request of the Governance Commission (“Commission”) to extend the life of the Commission through August 2016 to allow it to complete its work as required by Article 16 of the ABA Constitution.

3.9 Request from President Hubbard to Continue the Commission on the Future of Legal Services

The Board approved the request of President Hubbard to continue the Commission on the Future of Legal Services (“Commission”) for an additional year to allow the Commission time to complete its work. The Finance Committee has tentatively approved funding for Commission activities for FY2016.
3.10 Consideration of Requests for and Renewal of Technical Commenting Authority Expiring and Notifications to Serve As Reviewing Entities for These Technical Comments

a. Requests for Renewal of Technical Commenting Authority Expiring in June 2015

The Board approved the requests for renewal of technical commenting authority under the Association’s Blanket Authority Procedure for a three-year period, to begin June 2015 and expire June 2018, of the following Sections:

i. Tort Trial & Insurance Practice Section
ii. Business Law Section

b. Notifications to Serve as Reviewing Entities for Technical Comments

In accordance with the Blanket Authority Procedure, the Operations and Communications Committee also received notifications that the sections of Administrative Law and Regulatory Practice; Real Property, Trust and Estate Law, Science & Technology Law, and Tort Trial & Insurance Practice wish to serve as reviewing entities for some or all of the technical comments referenced in Exhibit 3.10a above.

3.11 Request from President-Elect Brown to Create Commission On Diversity and Inclusion 360

The Board approved the request from President-Elect Brown to create the Commission on Diversity and Inclusion 360 (“Commission”) to review and analyze diversity and inclusion in the legal profession, the judicial system and the American Bar Association. The Commission will be comprised of up to 18 members, including two co-chairs, up to three honorary chairs, a reporter and an advisory committee of up to nine members.

3.12 Request to Approve Freemium Model for Law Student Members

The Board approved the request for a Freemium Model for Law Student Members to be launched when the ABA and the Law Student Division have enough resources and benefits to support it. Under this model, students will pay a reasonable annual fee to receive additional membership benefits. In addition, the Board approved the request for a limit of five free law student Section/Division/Forum memberships as part of the free membership for law students.

3.13 Requests from ABA Rules of Law Initiative

a. Memoranda of Understanding with 13 Prospective Partners

The Board approved the request of the ABA Rule of Law Initiative (“ROLI”) to enter into thirteen Memoranda of Understanding with the following prospective partners: Chamber of Advocates of the Republic of Armenia; Central African Republic: Ministry of the Economy, Planning, and International Cooperation, Ministry of Justice, Ministry of Territorial Administration, Ministry of Social Affairs, National Transitional Committee, National Elections Authority; Georgetown University; Judiciary of Mali/Truth Justice and Reconciliation Commission; Moroccan Ministry of Justice; Moroccan Competition Council; Supreme Court of Georgia; and Tbilisi City Court.
subject to review and approval of all Memoranda of Understanding by the ABA’s Office of general Counsel.

b. **Request for Waiver of Board Review of ROLI Counsel Fees**

The Board approved the request of ROLI and the ABA’s Office of General Counsel for a limited waiver of ABA policy requiring Operations and Communications Committee approval in advance the payment of counsel fees, to allow the Office of General Counsel to approve the payment of counsel fees up to a specified amount associated with local counsel legal advice facilitating the field-based operations of ROLI.

c. **Resolution to Streamline Registration of Overseas ABA Offices**

The Board approved the request of ROLI to register ROLI offices in specifically identified countries utilizing a process that would streamline authorization of the registration of overseas ABA representative offices.

3.14 **Request to Approve Revised Program Support Fund Policy**

The Board adopted a revised Program Support Fund policy as requested by the Program Support Fund Committee of the ABA Board of Governors.

3.15 **Request from Young Lawyers Division to Approve Men’s Wearhouse Member Benefit**

The Board approved the request of the Young Lawyers Division for a Men’s Wearhouse member benefit for a period of 6 months.

3.16 **Request from Standing Committee on CLE to Adopt ABA Goal III (Diversity and Inclusion) CLE Policy**

The Standing Committee on Continuing Legal Education requested the Board to adopt a faculty diversity policy for ABA CLE programming.

This request was withdrawn.

3.17 **Request from Standing Committee on Publishing Oversight and Standing Committee on CLE to Create Content Convergence Working Group**

The Board approved the request of the Standing Committee on Publishing Oversight and Standing Committee on CLE to create a Working Group on Content Convergence comprised of no more than five members, with the understanding that the request for funding has been withdrawn.
3.18 Requests from Standing Committee on Membership

a. International Pilot Program

The Board approved the request of the Standing Committee on Membership ("SCOM") to create an international pilot program offering a flat rate to Canadian firms for FY2016 and FY2017. This two-year pilot program is limited to large Canadian law firms and will be rolled out following the 2015 ABA Annual Meeting.

b. FY2016 Billing Calendar and Installment Billing

The Board approved the request of SCOM to alter the individual member unpaid member drop plan for FY2016 as follows: Delay the Board-directed implementation of the September 30, 2015 unpaid member drop date and execute an unpaid individual member drop date in the fourth week of January 2016. In addition, the Board approved the requests to have drops in mid-September of 2015 and mid-April of 2016 for other trial and new bar admittee members and to manage Group membership drops on a case-by-case basis with a target to have all collections completed by April 15, 2016.

In addition, the Board approved the request of SCOM to discontinue the Installment Billing option.

c. Law Student Division Quimbee.com Member Benefit

The Board approved the request of SCOM to offer one free semester of Quimbee’s online product to all ABA Law Student members.

3.19 Request from Finance Committee to Create Task Force on Sustainability

The Board approved the request of the Finance Committee to create a Task Force on Sustainability of up to eight members with Board of Governors experience to review and challenge the Association’s current cost and operating structure and to make recommendations to the Board which address the goal of reducing costs and improving efficiencies while protecting the mission of the ABA as stated in its four goals. In addition, the Board approved the request to allocate to support the work of the task force.

3.21 Request from Health Law Section to Enter Into a Memorandum of Understanding with Chicago Medical Society

The Board approved the request of the Health Law Section ("Section") to enter into a Memorandum of Understanding with the Chicago Medical Society ("CMS"). The Section and CMS will collaborate on programs and other initiatives of mutual interest, including educational programs for legal and medical professionals, exchange of information and expertise, and fostering communications between and among their members. In approving the request, the Board understood that all requests for co-sponsorship of programs will be submitted to the Board’s Operations and Communications Committee as appropriate.
3.22 Request from Standing Committee on Meetings and Travel to Amend ABA’s Constitution and Bylaws to Allow for Annual Meeting Reimbursement

The Board deferred until its July 2015 meeting consideration of the request of the Standing Committee on Meetings and Travel to modify §28.4 of the Association Bylaws to permit an Association member who is neither a staff member nor a law student member to be reimbursed from Association funds for travel expenses to attend the Annual Meeting within the constraints and policies of that reimbursing entity.

Consideration of this request was deferred until the July 2015 Board Meeting.

3.23 Request from President Hubbard to Release Joint Statement

The Board approved the request of President William C. Hubbard to release a joint statement as amended, when President Hubbard determines appropriate, from the American Bar Association and the Legal Defense Fund on racial bias in the justice system.

B. MATTERS OF INDEPENDENT JURISDICTION

3.25 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 at this time.

a. Section of Intellectual Property Law: to co-sponsor Committee Programs with specific outside entities in the 2015-2016 Association year.


c. Young Lawyers Division: to co-sponsor and distribute with the Texas Young Lawyers Association “What Do Lawyers Do?” as a part of the Young Lawyers Division’s Choose Law initiative, which is designed to expose young people to the legal profession.

d. Commission on Women in the Profession: to co-sponsor with the Minority Corporate Counsel Association and the Center for Worklife Law, a research project investigating bias interrupters in the law.

e. Health Law Section: to co-sponsor with the Center for Health & Pharmaceutical Law & Policy at Seton Hall University School of Law a survey to Health Law Section members.

g. Section of Antitrust Law (three requests):
   i. to co-sponsor with the Federal Judicial Center the 2015 Antitrust Law & Economics Institute for Judges scheduled for Fall 2015.
   ii. to co-sponsor with multiple chapters of the Association of Corporate Counsel panels and outreach events through August, 2016.
   iii. to co-sponsor with The Grapevine a panel discussion and outreach event in July 2015 and additional opportunities that become available during the 2015-2016 fiscal year.

h. Section of International Law: to co-sponsor with the Ghana Bar Association a two-day conference on Arbitration and Anti-Corruption on July 16-17, 2015 in Accra, Ghana.

i. ABA Journal: to co-sponsor with Georgetown University Law School the Iron Tech Hackathon and Symposium on April 22-23, 2015 at Georgetown University in Washington, DC.

j. Commission on Hispanic Legal Rights & Responsibilities: to co-sponsor with the University of Chile School of Law’s the fourth annual Civil Law Student Congress on September 2-4, 2015, in Santiago, Chile.

k. Center for Human Rights: to co-sponsor with ABA Section of International Law; The Law Society of England and Wales; the Bar Human Rights Committee of England and Wales; Conseil National des Barreaux; Union Internationale des Avocats; DAV/German Bar Association; Artus Wise; Debevoise & Plimpton; Hausfeld; and Herbert Smith Freehills a conference, entitled “Business and the Bar: The Legal Profession’s Leadership on Business and Human Rights,” on June 8-9, 2015 in Geneva, Switzerland.

PROGRAM, EVALUATION AND PLANNING COMMITTEE

A. MATTERS FOR REVIEW BY THE BOARD

4.1 Request from Center for Professional Responsibility for Externally Funded: Project Digitization of the ABA Kutak Commission Files

The Board approved the request of the Center for Professional Responsibility to seek external funding for the digitization and preservation of the ABA Kutak Commission papers and earlier documents relevant to the creation of the ABA’s Model Rules of Professional Conduct.

4.2 Requests for Approval of Program Support Funds

a. Death Penalty Due Process Review Project

The Board approved the request of the Death Penalty Due Process Review Project to create a Program Support Fund that will benefit current and future Death Penalty Due Process Review Project programs and initiatives.
b. **Commission on Youth at Risk**

The Board approved the request of the Commission on Youth at Risk to create a Program Support Fund that will benefit the following initiatives: 1) adolescent brain science, 2) increasing employment for youth, and 3) the overuse of psychotropic medication among children in state custody.

c. **AIDS Coordinating Committee**

The Board approved the request of the AIDS Coordinating Committee (“Committee”) to create a Program Support Fund for the Committee's educational and policy-related activities, including its biannual conference on HIV/AIDS Law & Practice.

d. **Center for Human Rights**

The Board approved the request of the Center for Human Rights to create a Program Support Fund to maintain its fundraising efforts.

4.3 **Request from Commission on Law and Aging to Modify Education Program Support Fund to Include Internship Support Fund**

The Board approved the request of the Commission on Law and Aging to expand the purpose of the Internship Support Fund to a Law and Aging Education Support Fund, to support all of the Commission’s public service and educational activities, including but not limited to internships, research, writing, education and technical assistance; to Merge the existing Law and Education unofficial program Support Fund into the expanded Law and Aging Education Support Fund; and to merge the Medicare Advocacy unofficial program support fund into the expanded Law and Aging Education Support Fund.

4.4 **ABA Enterprise Fund:**

a. **FY2015 Second Quarter Reports - Request to Grant No-Cost Extensions to Two Enterprise Funds and Approval to Reallocate Funds**

The Board approved the request of the ABA entity sponsors of the following two Enterprise Fund projects for a no-cost extension as follows: *Pretrial Release and Detention Reform: Restoring the Presumption of Innocence* is requesting a 5-month no-cost extension from February 2015 to July 2015 to complete the work of the project. The *Fighting Implicit Bias in the Justice System: What Judges and Lawyer Can Do* is requesting a 6-month no-cost extension from February 2016 to August 2016 to complete the project. In addition, the Board approved the request for *Tools for Lawyers in Supporting Decision-Making by Persons with Disabilities* project to use part of the monies designated in the budget for “supplies” to engage a consultant.
b. Request to Approve Four New Enterprise Funds for FY2016

The Board approved the following four proposals for the 2015-2016 Enterprise Fund, for a total of $312,999 in funding:

1. **Addressing Gun Violence: A Law and Public Health Approach** at $43,000. Participating entities: Standing Committee on Gun Violence, Division for Public Education, Section of Health Law, Government and Public Sector Law Division, Criminal Justice Section, Commission on Youth at Risk and Division for Bar Services.


4. **Unaccompanied Minor Immigration Pro Bono Toolkit and Unaccompanied Minors Training Video** at $75,000. Participating entities: ABA Working Group on Unaccompanied Minor Immigrants, Standing Committee on Pro Bono and Public Service, Commission on Immigration, Judicial Division National Conference of the Administrative Law Judiciary and National Conference of State Trial Judges (pending). These were two separate proposals which the Subcommittee felt should be combined (and the proponents agreed). The training video will be developed as part of the toolkit.

The Board approved the Draft Award Letters be sent to E-Fund award recipients.

**FINANCE COMMITTEE**

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

5.1 **Request to Amend Senior Manager $50K Variance Policy**

The Board approved the request to amend the Senior Manager $50K Variance Policy to change from a flat “$50,000 or more” to “the greater of $50,000 or 2%”, the amount required to necessitate an explanation of the variance.

5.2 **Grant Awards/Modifications Report**

The Board accepted the FJE grants totaling $9,330,382 that were awarded through March 31, 2015.
5.3 Request from Labor and Employment Law Section to Contribute Funds to Kids’ Chance

The Board approved the request of the Section of Labor and Employment Law to donate $840 to Kids’ Chance, a national, non-profit organization that provides educational opportunities and scholarships for the children of workers seriously injured or killed on the job.