MEMORANDUM

TO:    House of Delegates
       Section and Committee Chairs
       Presidents and Executive Directors of State and Local Bar
       Associations
       ABA Senior Managers, Directors and Staff Liaisons

FROM: Alpha M. Brady

SUBJECT: Summary of Action of the February 1-2, 2018 Board of Governors Meeting

DATE: February 5, 2018

Attached is the Summary of Action of the February 1-2, 2018 meeting of the Board of Governors held at the Vancouver Convention Centre, British Columbia, Canada. This Summary does not constitute official Minutes of the meeting. Minutes of the meeting will be presented to the Board for approval at its meeting in June 2018.

If you have any questions with respect to the action taken, please do not hesitate to contact me.

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 October 19-20, 2017 were approved. The minutes of the Executive Committee’s October 18, 2017, November 3, 2017 (email ballot), November 13 and 24, 2017, December 11 and 21, 2017 (email ballot) were received.

The Board received the Report of the Secretary on the Exercise of Blanket Authority.

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 October 20, 2017 meeting of the ABA/FJE Board as presented; and b) accepted the ABA/FJE restricted grants and contributions received or awarded through September 30, 2017, and not previously reported, as requested by the Association’s Financial Services Division.

The Board adopted memorial resolutions for Board member Joe B. Whisler of Kansas City, Missouri, and for former Board member Jack F. Dunbar of Oxford, Missouri.

MATTERS FOR DIRECT BOARD ACTION

2.1 Discussion Regarding New Membership Model

The Board received a report from Bob Domenz, Chief Executive Officer, Avenue; Kyle Barrett, Senior Strategist; and Rachel Klein, Director of Strategy, regarding the new Membership Model.

2.2 Executive Session

In executive session, the Board discussed a defalcation issue, realignment/reorganization, and executive compensation.

2.3 House Reports

The Board discussed but took no action regarding the following resolution:

Resolution No. 112A: urges that the American Bar Association approve the Revised Uniform Unclaimed Property Act, promulgated by the National Conference of Commissioners on Uniform State Laws (Uniform Law Commission),
as an appropriate Act for those states desiring to adopt the specific substantive law suggested therein.

2.4 Website Update from Code & Theory

The Board received a report from David DiCamillo, Director of Operations of Code & Theory; Lanya Olmstead, User Experience Design; and Kathrine Resch, Engagement Director, regarding the status of the ABA website redesign.

2.5 Reports from Committee Chairs

The Board received reports regarding the work of the Board Committees from Hon. Ramona G. See, Chair of Profession, Public Service and Diversity; Andrew J. (Josh) Markus, Chair of Member Services; and Eileen K. Gotts, Chair of Finance.

2.6 Consent Calendar

The Board adopted the Consent Calendar as set forth in items 3 through 5 of this Summary of Action relating to the reports of the Board Committees.

2.7 Report Regarding Fund for Justice and Education

The Board received a report from Tom Bolt, Board of Governors liaison to the Fund for Justice and Education, regarding the work of the Fund for Justice and Education.

2.8 Report Regarding ABA Pathway to the Profession Project

The Board received a report from Robert Gonzales, Chair, ABA Pathway to the Profession Project, regarding its three projects: National Pre-Law Project, Metrics-Driven Bias Interrupters Project, and Digital Justice Project.

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WRITTEN INFORMATIONAL REPORTS

2.25 Informational Report from the Center for Innovation

The Board received a written report from the Center for Innovation regarding the work of the Center for Innovation.

3.30 Membership Report

The Board received the written report from Tracy Giles, Chair of the Standing Committee on Membership regarding ABA membership.

MEMBER SERVICES

A. MATTERS FOR REVIEW BY THE BOARD

3.1 Requests to Amend Bylaws

The Board approved the requests to amend bylaws from the following entities (except for the Tort Trial and Insurance Practice Section Article III, Section 1*):

   a. Section of Antitrust Law
   b. Section of International Law
   c. Young Lawyers Division
   d. Section of Administrative Law and Regulatory Practice
   e. Tort Trial and Insurance Practice Section

   * The Board did not approve an amendment to Article III, Section 1, which would permit the Annual Meeting of the Section to be held at another meeting/time/location so long as appropriate notice of the election, no less than 45 days, is given to the members of the Section.

3.2 Request from Section of International Law to Enter Into Friendship Agreements

The Board deferred approval of the request of the Section of International Law to create a template to enter into Memoranda of Understandings with a number of additional international bars, including the Lithuanian Bar Association, the Estonian Bar Association, the Latvian Bar Association, the Danish Bar Association, the Finnish Bar Association, the Swedish Bar Association, the Norway Bar Association, and the Jamaican Bar Association.
3.3 Request from President Bass to Create a Task Force to Coordinate ABA Educational Outreach in Response to the New Tax Legislation

The Board approved the request of President Bass to create a Task Force to coordinate the ABA’s educational outreach to members regarding the tax legislation signed into law on December 22, 2017, with the understanding that the Task Force will sunset at the close of the 2019 Annual Meeting.

3.4 Request from the Ethics Review Committee to Amend the Business Conduct Standards

The Board approved amendments to the Business Conduct Standards regarding complaints and investigation of members as follows: The Executive Committee is not bound by the decisions or actions of the Ethics Review Committee. The decision of the Executive Committee is final and not appealable except in the case the Executive Committee determines a more severe sanction should be imposed on the Member, in which case the Member may appeal that sanction decision to the full Board which will act only to affirm or deny that increased sanction and whose decision is final.

3.5 Request from President-Elect Carlson to Approve Board Meeting Dates for 2018-2019

The Board approved the request of President-Elect Carlson to conduct the November 8-10, 2018 meeting of the Board as a teleconference, and to hold the June 6-7, 2019 meeting at the Doubletree Hilton Missoula Edgewater Hotel in Missoula, Montana.

3.6 Request from Standing Committee on Membership to Amend the Constitution and Bylaws Regarding New Membership Model

The Board approved the request of the Standing Committee on Membership for authority to file “placeholder” Constitution and Bylaws amendments regarding the new Membership Model.

3.7 Request from President Bass to Create Working Group on Hate Speech and the Internet and to Seek Outside Funding

The Board approved the request of President Bass to Create a Working Group on Hate Speech and the Internet to address the deluge of hate speech online and to seek outside funding.
3.8 Request from Section of Intellectual Property Law to Enter Into Cooperating Agreement with the Fédération Internationale en Propriété Intellectuelle

The Board approved the request of the Section of Intellectual Property Law to enter into a Memorandum of Understanding with the Fédération Internationale des Conseils en Propriété Intellectuelle (FICPI) (for a three-year term from the date of signature, in 2018 until 2021), to coordinate efforts and activities with FICPI to increase member awareness and promote professional cooperation. These activities include meeting attendance and participation, program development for meetings and exchange of publications.

PROFESSION, PUBLIC SERVICE AND DIVERSITY

A. MATTERS FOR REVIEW BY THE BOARD

4.1 Nominations

a. American Intellectual Property Law Education Foundation

i. The Board approved the request of the Section of Intellectual Property Law to continue its institutional membership in and co-sponsorship of the American Intellectual Property Law Education Foundation for five years beginning in 2018 and ending in 2023.

ii. The Board re-elected William L. LaFuze of Houston, Texas, as the ABA representative to the American Intellectual Property Law Education Foundation for a second three-year term beginning on July 1, 2018, and expiring on June 30, 2021.

b. Intellectual Property Constituency

The Board elected James Bikoff of Washington, D.C., as the ABA representative to the Intellectual Property Constituency for a three-year term beginning on July 1, 2018, and expiring on June 30, 2021.

c. Industry Trade Advisory Committee on Services and Financial Industries

The Board re-elected Timothy Charles Brightbill of Washington, D.C., as the ABA representative to the Industry Trade Advisory Committee on Services and Financial Industries for a two-year term expiring in February 2020, with the understanding that, because the current representative has served in this position since 2007, the Section of International Law should submit the names of new members to serve in this position.
4.2 Request from ABA Fund for Justice and Education to Approve Revised Program Support Fund and Endowment Policy

The Board deferred action on the request of the ABA Fund for Justice and Education (FJE) for the newly revised Program Support Fund and Endowment Policy which includes a more robust role for the FJE as a partner to the Board of Governors to allow review by the entities that have Program Support Funds.

4.3 Requests from Rule of Law Initiative

a. Memoranda of Understandings

i. Ground Truth Solution

The Board approved the request of the ABA Rule of Law Initiative to enter into a Memorandum of Understanding with Ground Truth Solutions to conduct joint research and evaluation activities of ABA Rule of Law Initiative’s work providing legal protection services, subject to review and approval of the Memorandum of Understanding by the Office of the General Counsel, and a signed copy filed with the Division for Policy and Planning.

ii. Prince Sultan University

The Board approved the request of the ABA Rule of Law Initiative to enter into a Memorandum of Understanding with Prince Sultan University, subject to review and approval of the Memorandum of Understanding by the Office of the General Counsel, and a signed copy filed with the Division for Policy and Planning.

b. Amendment to List of Approved Countries of Operation and Registration, Donors and Thematic Program Areas

The Board approved the request of the ABA Rule of Law Initiative to amend the list of Approved Countries of Operation, Registration, Donors and Thematic Program Areas to add GSMA, the industry association of mobile operators, as a donor.

4.4 Request from Center for Human Rights for Approval of Memorandum of Understanding with International Senior Lawyers Department

The Board approved the request of the Center for Human Rights to enter into a Memorandum of Understanding with the International Senior Lawyers Department to formalize the relationship between the two, subject to review and approval of the Memorandum of Understanding by the Office of the General Counsel, and a signed copy filed with the Division for Policy and Planning.
4.5 Request from Commission on Law and Aging to Enter Into Agreement Regarding Mind Your Loved Ones App

The Board approved the request of the Commission on Law and Aging to enter into an agreement regarding Mind Your Loved Ones app, subject to review and approval of the agreement by the Office of the General Counsel and the Executive Director.

4.6 Discussion with Standing Committee on Governmental Affairs Regarding Creation of an ABA Political Action Committee

The Board received a report from the Standing Committee on Governmental Affairs regarding the establishment of an ABA Political Action Committee.

4.7 Request to Consider and Evaluate Reinstating the Enterprise Fund in FY2019

This request was withdrawn.

4.8 Request from ABA Center for Innovation to Enter Into Memorandum of Understanding with the Legal Services Corporation

The Board approved the request of the Center for Innovation to enter into Memorandum of Understanding with the Legal Services Corporation to match legal technology companies with local legal aid offices to provide free technology to those service providers to assist them in their work, subject to review and approval of the Memorandum of Understanding by the Office of the General Counsel and a signed copy filed with the Division for Policy and Planning.

MATTERS OF INDEPENDENT JURISDICTION

4.15 Requests for Co-sponsorships

The Profession, Public Service and Diversity 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.

The Finance Committee approved 4.15a and 4.15h.

a. Section of Antitrust Law: to renew its co-sponsorship of the International Competition Network’s Training on Demand Project and contribute $25,000 (derived from Section funds) for FY2018-2020.

b. Young Lawyers Division: to co-sponsor with the University of South Carolina School of Law, the University of South Carolina Center on Professionalism, and the National Legal Mentoring consortium, a National Mentoring Conference in Columbia,
South Carolina to be held April 12 – 14, 2018, at the University of South Carolina School of Law.

c. **Rule of Law Initiative (2):**
   
i. to co-sponsor with the United Nations Office on Drugs and Crime trainings or workshops on alternatives to detention in Bahrain.
   
ii. to co-sponsor with the George Washington University Elliot School of International Affairs ROLI’s day-long conference “When People Flee: Rule of Law and Forced Migration” scheduled to take place on April 17, 2018, at the George Washington University Elliot School of International Affairs.

d. **Section of Science & Technology Law:** to co-sponsor with the Health Information and Management Systems Society the Annual Conference & Exhibition from March 5 – 9, 2018 in Las Vegas, Nevada.

e. **Commission on Homelessness and Poverty:** to co-sponsor with the California Administrative Office of the Courts a three-day national summit on Homeless Courts and the role of the criminal justice system in addressing homelessness to be held June 28-30, 2018, in San Diego, California.

f. **ABA Representatives and Observers to the United Nations:** to co-sponsor with the Medical Women’s International Association and Dr. Padmini Murthy, a Senior Fellow at the Public Private Alliance Foundation, a program entitled “Sexual Violence, Funding and Technology During Armed Conflict: The Next Step.” The program will be held in New York City in conjunction with the Commission on the Status of Women 62nd Forum to be held from March 12-23, 2018.

g. **Section of Environment, Energy, and Resources:** to co-sponsor and contribute up to $7,000, (derived from Section funds), the Jeffrey G. Miller Pace National Environmental Law Moot Court Competition with Pace Law School for 2018, 2019, and 2020.

h. **Section of Public Contract Law and Forum on Construction Law:** to co-sponsor a two-hour panel workshop on Federal Regulation at the Associated General Contractors of America (AGC) upcoming Federal Contractors Conference to be held on May 1-3, 2018, in Washington, D.C. The Section will pay a $7,500 sponsorship fee for the 2-hour workshop panel spot which will be sponsored by a couple of member firms and a contractor of the Section and Forum. The $7,500 sponsorship could be waived if 15 Section and/or Forum members register for the AGC conference.
FINANCE

A. MATTERS FOR REVIEW BY THE BOARD

5.1 Request from the Section of Family Law to Make Contribution to Jean Crowe Advocacy Center

The Board approved the request from the Section of Family Law to contribute $1,000, derived from Section funds, to the Jean Crowe Advocacy Center.

5.2 Request from Standing Committee on Audit Regarding Acceptance and Approval of Audited Financial Statements

The Board received the consolidated financial statement, details of consolidation and other information for the years ended August 31, 2017 and 2016 and the Single Audit for the year ended August 31, 2017.

5.3 Revised Investment Policy

The request was withdrawn and will be considered at the June 2018 Board meeting.

5.4 Gift Awards/Modification Report (Board Acceptance)

The Board accepted the Fund for Justice and Education restricted grants and contributions received or awarded through September 30, 2017, and not previously reported, as requested by the Association’s Financial Services Division.

5.6 Request from Standing Committee on Audit for Endorsement of Bylaw Amendment

The Board supported the recommendation of the Standing Committee on Audit to amend Article 31.7 of the ABA Constitution and Bylaws at the 2018 Annual meeting to more completely and accurately reflect the Standing Committee on Audit’s duties as they have been assigned by the Board of Governors.