PA Bar Foundation  
Board of Directors Meeting  
April 23, 2020  
Video Conference

Attendees: President Jeffrey M. Bower, Vice President, Samuel D. Miller, Secretary, Christine Hall McClure, Treasurer, Larry E. Coploff, Kathleen Wilkinson, James Antoniono, Shelly Pagac, Lawrence R. Chaban, Christopher Gvozdich, Edwin Smith, Guerline Laurore, William Pugh V, Chester “Pete” C. Corse, Jr., Helen L. Gemmill, Michael B. Jones, Kelly A. Mroz, Rhodia Thomas, and Anne John. Staff: Tameka L. Altadonna, Ashley M. Heffernan and Lisa L. Hogan. LRAP Advisory Committee Chair, George Gvozdich, also participated in the meeting.

I. Roll was verified visually and phone participants identified themselves, confirming a quorum, with 19 voting members in attendance.

II. Development Committee Report

a. Chair Mike Jones gave a summary of the development plan from Sophie Penney, the President of i5 Fundraising. The committee had previously met to review the report and is recommending that the Board accept her report to be officially presented at the Annual Meeting of the Members. The key recommendations to be addressed are as follows:

   i. Draft a Strategic Plan
   ii. Develop Cases for Support
   iii. Address Annual Appeals
   iv. Address Planned Giving
   v. Address Stewardship

   After soliciting additional concerns or comments, Mike Jones made the motion to approve the development plan by Sophie Penney. The motion was seconded by Guerline Laurore and the recommendation was unanimously approved.

b. Mike was presented with a fundraising campaign (similar to the Dive-Right-In Campaign) to support a hike on the Rachael Carson Trail that Director Jim Antoniono will complete in June. If the Board approves, the Development/Marketing Committees will proceed with the details and marketing/promotion schedule. This will go along the lines of the recommendation above relating to Annual Appeals. Mike shared the concerns of members on the recent Development Committee meeting, cautioning about implied insensitivity asking for funds during the current COVID crisis. Taking this into consideration, the Committee is recommending that proceeds of the Trailblazing Hiking Campaign be directed to causes related to COVID relief, such as the Pennsylvania Legal Aid Network or the M. Patricia Carroll Fund, both of which are 501(c)3 organizations. Larry Chaban offered that donations earmarked to local food pantries should also be considered.

Pete Corse made the motion, seconded by Larry Coploff, that the Board approve moving forward with the hike campaign. The recommendation was unanimously approved. Staff will follow up with the Development Committee to iron out the details and begin to promote the campaign.
III. Approval of Executive Committee Minutes – Jeff Bower recapped the need to hold the meeting of the Executive Committee as it related to the potential rescheduling of the Foundation’s Annual Meeting of the Members.

On a motion by Kathleen Wilkinson, seconded by Larry Mansfield, the March 30, 2020 Executive Committee Meeting minutes were approved.

IV. Bylaws Amendment - In light of all in-person meetings of the PBA Annual Meeting being cancelled due to Pennsylvania Governor Tom Wolf issuing a mandatory social-distancing executive order preventing gatherings of 10 or more persons, it was determined on the March 30 Executive Committee meeting, that the date and/or mode for participating in the Annual Meeting of the Members need to be changed. While the PA Bar Foundation Bylaws allow for the Board of Directors to change the date/time of the Annual Meeting of the Members under Article 3.1., video conference or some other remote participation was prohibited under Article 3.4. An emergency bylaws amendment needed to be drafted to allow an exception to this provision. Under Pennsylvania Consolidated Statutes 15 Pa.C.S. §5509, it is within this body’s right to make such a change. Mike Jones, along with Jeff Bower, Sam Miller, Christine McClure and Governance & Bylaws Committee chair, Bill Pugh, drafted the Bylaws Amendment and the same was shared with the Board in advance of the meeting, pursuant to Article III. 8.1 of the current Bylaws.

After a review by Mike Jones, on a motion by Sam Mille, seconded by Larry Chaban, the Bylaws Amendment was unanimously approved. Staff will finalize the Bylaws and post on the website and include as an informational report at the Annual Meeting of the Members.

V. Annual Meeting Date and Format – Larry Coploff offered that a declaration of an emergency be noted in the record to conduct the Annual Meeting of the Members via video conference on May 7.

Shelly Pagac moved to hold the Annual Meeting of the Members electronically, by virtue of an emergency declaration, on Thursday, May 7 at 10 a.m. This motion was seconded by Pete Corse and the motion approved unanimously. Staff will send the updated notice to the members with electronic participation details.

VI. Investment Committee Report – Chair Helen Gemmill provided an informational report on the current investments and the negative economic affect the COVID pandemic generated. The current variance from the 12/31/2019 balances showed a loss of $111,000, or about (-12%). Although a substantial loss, the investments have settled down since the initial shock to the market in mid-late March. Since March 23rd, when the unrealized loss was at the YTD highest unrealized loss of $205,000, or (-23%), the portfolio has rebounded $95,000 as of yesterday, April 22. In conversations with the advisors at Bryn Mawr Trust Company, Lisa Hogan shared that they continue to advise to remain invested in the diversified portfolio.

VII. Audit Committee Recommendation – Chair Larry Chaban gave a report of the IRS Form 990 originally due to be filed May 15. The filing date for non-profits has since been extended to July 15. However, since the form is complete and the Board has already passed the review
period with no substantive changes, the committee elected to move forward with approving and filing on time.

Larry Chaban moved to accept the IRS Form 990 for approval to be filed by May 15, 2020. The motion was seconded by Larry Coploff and the recommendation was approved unanimously. Lisa Hogan will file the form accordingly.

VIII. Other Business – Past PBF President and LRAP Advisory Committee Chair, George Gvozdich, provided an informational report on the activities of the program. As a result of the COVID-19 emergency, there have been administrative suspensions, forbearance and/or, forgiveness of principal and interest payments on certain student loans, and this is impacting the ongoing operation of this program. Due to the variations of loan types, it would be difficult to survey current recipients to decide which disbursements should be withheld, if any. There is a provision in the loan agreements that provide for the PA Bar Foundation to require proof of payment to lenders. The committee ultimately agreed to continue to make disbursements to eligible recipients, including the 2nd quarter which was mailed April 15. With that disbursement was an email communication, reminding recipients of their contractual obligation to pay lenders 100% of the funds provided through the PA Bar Foundation IOLTA-Loan Repayment Assistance Program. In addition, a modification to the fourth and final certification of the 2020 loan cycle will be made to outline what proof is needed at the end of the year to satisfy the provision. Some Allonge forms have been drafted for those recipients who elected to forgo a portion of the approved loan amount and they are being handled on a case-by-case basis with staff.

The meeting concluded at 1455 by motion by Larry Chaban to adjourn, seconded, and approved by the Board.

Christine Hall McClure, Esq., Secretary