

SCWLA Board Meeting Minutes
March 7, 2019
In Person at the Offices of Nexsen Pruet, Columbia, SC

Board Members attending: *In person:* Austin Bruner, Sheila Willis, Amie Clifford, Ashley Cuttino, Nancy Olah, Richele Taylor, Mary LaFave, Jasmine Smith, Emily Boatwright, Jacqueline Edgerton, Karen Huelson, Bhumi Patel; *via phone:* Margie Pizzaro, Johanna Valenzuela, Allyce Bailey, Laura Patton

Board Members absent, excused: Ayesha Washington, Leah Cromer

Board Members absent, unexcused: N/A

Others in Attendance: *In person:* Mikki Lindler, Gale DuBose; *via phone:* Susan Furmante, Barbara Seymour (for portion of the meeting)

I. Call to Order

President Amie Clifford called the meeting to order at approximately 12:10 p.m. Everyone in attendance briefly introduced herself. President Clifford also mentioned that she has reached out to former Board member Kristin Nichols to see if she would like to serve as Regional Representative Coordinator.

II. Consent Agenda

The only item on the Consent Agenda was the Olde English Region Report. Nancy Olah suggested that the Minutes from the January 31, 2019 meeting be added to the Consent Agenda since they were circulated several weeks ago, and no one has contacted her with any revisions. Nancy suggested that all items that are non-controversial in nature and that do not require Board action be put on the Consent Agenda in the future so that the Board isn't spending valuable time on people making reports orally instead of submitting their written reports in advance. President Clifford encouraged everyone to submit written reports in advance of the meeting whenever possible, and to put them on the Consent Agenda if they do not require Board action. The Consent Agenda was unanimously approved by the Board.

III. Judicial Subcommittee.

Since Barbara Seymour could only be present for a portion of the call, President Clifford called on her to give a report from the Judicial Selection Task Force. Barbara reported that they have 10-12 members on the Task Force and have divided up the work. However, they are having a hard time getting judges to answer the questions and provide feedback even though their answers will be anonymous. So far, only 8-9 people have been willing to talk, and that isn't enough of a pool of data for the Task Force to be able to make recommendations. Consequently, Barbara urged us to have judges, former judges, or candidates for judges who are willing to talk with the Task Force to contact her. Bhumi Patel asked a question as to who has been asked and Barbara asked everyone to run prospective names by her. Sheila Willis mentioned that Sharmi at the SC Bar is also working on this and that perhaps we can work together so that we don't duplicate effort. President Clifford asked if the Bar was looking at legislative or judicial and Sheila indicated that they were looking

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at both.

IV. President's Report

President Clifford indicated that things are going well and that we would talk more about that during our discussion of State House Day. She also wanted to mention that in keeping with Molly Cherry's theme for 2017 being South Carolina Women Lawyers Rock, President Clifford was giving the rock start award this month to Ashley Cuttino, for her tremendous work on get the 1099 situation squared away. Since Ashley had not yet arrived, the Treasurer's Report was skipped until later.

V. State House Day

Johanna Valenzuela reported on behalf of the Conference Planning Committee that the planning for the Statehouse Day was going well. We discussed the Nickelodeon movie event night planned for April 1st, at which Saint Judy will be shown in one theatre and Seeing Allred will be shown in the second theatre. The price for either movie is \$15 per ticket and includes popcorn. The movies will be followed by a diverse panel of speakers with 2-3 attorneys who practice in the areas featured in the movies. Johanna mentioned that Saint Judy was just released last Friday, so the Nickelodeon had a hard time securing distribution rights. On April 2nd, the CLE sessions (credit pending) will be held at the Palmetto Club. Johanna thanked Karen Huelson for arranging for the Palmetto Club venue. Johanna made a few oral revisions with respect to the speakers indicated in the written report submitted by the Conference Planning Committee, which was included with our agenda materials. She mentioned that Ann Warner will not be the keynote lunch speaker because WREN is also doing an event on April 1st and 2nd, since April 2nd is Equal Pay Day and WREN has an 11 am press conference at the Statehouse. Johanna thinks our events will complement each other and not compete. In the afternoon, attendees will be encouraged to go to the Statehouse, attend committee meetings, and meet with their representatives. Amie thanked Richelle for arranging for the resolution from Governor McMaster that will recognize Women Lawyers in SC, and sincerely thanked Johanna and Stephanie for all the work they have done in planning the Statehouse Day. Sheila Willis asked if we were going to do anything with regard to Equal Pay Day and Amie indicated that she had reached out to two legislators about whether they can talk about pending legislation and the equal pay bills.

VI. Executive Director's Report

Mikki Lindler asked all Board members to please RSVP for Board meetings and to submit written reports. She is working on membership renewal and the newsletter, and has also met with Jay, who is working on a software proposal.

VII. Nominating Committee and Awards Committee Reports

Since Sheila Willis chairs both committees, President Clifford asked her to report next. Sheila reminded everyone of the importance of completing the Board questionnaire because the

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information we obtain will help the Nominating Committee to nominate Board members, as well as officers in the fall. Sheila used Richelle as an example.

Sheila mentioned that there is an additional award this year for lawyers – a student loan forgiveness scholarship. She indicated that when ABA did a survey, student loan debt was the #1 concern for lawyers practicing less than five years. Sheila talked about the Emerging Leader Award which is to send a SCWLA member to Leadership South Carolina. This will be the 4th time we have done this award and the deadline is June 1st.

Sheila then discussed the Bissell Award and the Toal Award. The Toal Award is not given every year (in fact, it has only been given twice). We also need to solicit for the Bissell Award (we keep nominations for a 2-year period).

Sheila indicated that the Awards Committee needs some additional members and Johanna, Bhumi and Jackie all volunteered to participate. Mikki also asked people to sign up on the website if they are already on a committee, so that she does not have to manually add each member.

Discussion regarding SCWLA Foundation: Sheila discussed the fact that because SCWLA Foundation did not give scholarship awards last year, SCWLA has basically taken over this function. Nancy asked if Sheila could provide more background on what happened last year with SCWLA Foundation and provide more information about the scholarships. Since other Board members were unfamiliar with what had happened last year (since this was basically handled by the Executive Committee), Sheila agreed to update everyone and proceeded to provide the following background information.

SCWLA started a Foundation many years ago to fund scholarships. Initially SCWLA provided SCWLA Foundation with seed money to do events, and we shared a common Board member at the time. As the Foundation grew, we felt that we didn't need to provide funds, and the Foundation decided that they would do direct asks rather than fundraising. Two years ago, the common Board member became unresponsive, and in 2017, the scholarship students didn't get their money after the October ceremony. Amy and Sheila went to visit with the SCWLA Foundation Board member who said that the money would be sent to the scholarship winners after. After that the SCWLA Foundation Board member went radio silent again. Sheila asked them to come and make a presentation to our ward and they failed to show up she reported that our Board was uncertain of what steps to take. Nancy asked some additional questions. Mikki mentioned that SCWLA Foundation does the Martha Browning Discus award which is a public service award and that we needed to reach out to her family. Laura Patton offer to help. Mikki also reported that the Foundation's bank statement comes to our PO Box but that she has not opened them. Mary suggested that we engage counsel to help us decide what to do and provide advice. Laura made a motion that we consult with counsel and Sheila commented that we have Board insurance coverage that we should review to determine if there is coverage. Amie asked for a proposed budget and Laura suggested \$15,000. There was discussion of this amount, with several Board members commenting that it was too high. Nancy commented that the Secretary of State was not showing them as an active entity and also checked online at the IRS website. Richele commented that the

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South Carolina Secretary of State will eventually shut them down. Mary returned to the issues that we should consult a lawyer and suggested that perhaps Kelly Jolley could help us find an appropriate attorney with whom to consult. Ashley indicated that we need Executive Committee members and a person or two from the Board to take the lead on this. Laura amended her motion to provide that we consult with the lawyer to find out what our rights are and to develop a proposed action plan. Nancy seconded the motion. The motion was passed by unanimous consent. Nancy moved that we remove all references to SCWLA Foundation on our website. Mary seconded the motion which was approved by unanimous consent. Ashley made a third motion that we appoint a two-person committee to take the lead on retaining counsel that are experienced in this type of nonprofit matter. Mary seconded the motion and the motion was approved by unanimous consent. Mikki asked what she should do with the bank statements, but that question wasn't resolved. Mary said she would be happy to serve on the committee that would help engage counsel because she has a lot of background information on history of this matter.

VIII. Treasurer's Report

Treasurer Ashley Cuttino indicated that she has resolved all of the 1099 issues and that now that this is resolved, she will begin focusing on the Finance Committee and Sponsorships. (So far, only the Ogletree firm and one other have committed to annual sponsorship.) President Clifford mentioned a minor issue involving Apex Graphics which resulted in payment for two hours of additional work to fix a problem. We are just under 900 in memberships and only about \$8,000-9,000 off of our budget at this point.

IX. Other Committee Reports

There were no reports from the Bylaws Committee, the Long-Range Planning Committee, and the Media and Communications Committee. With respect to the Governance Committee, Nancy Olah indicated that they need to add at least one additional Board member and Mary LeFave volunteered to serve on the Governance Committee.

With respect to the Community Outreach Subcommittee, Allyce Bailey asked Mikki who had signed up. With respect to the Professional Development Committee, Margie Pizzaro is waiting for committee responses and is looking for a co-chair. She said that she had chosen The Power of Women for the first book and was also looking for best practices for respect to online book clubs. Sheila indicated that she has organized a book club for her law firm and agreed to talk with Margie off-line.

Other than the Olde English Region Report that was approved with the Consent Agenda, the only other Regional report was from Karen Huelson with the Midlands Region. She indicated that Barbara Seymour was doing a one-hour sessions for each of the following topics: judicial ethics and ethics update. Karen indicated that she thought this would be better received been doing a two-hour CLE session. She also mentioned that there February topic was international child custody issues related to venue and the Hague Convention.

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President Clifford next asked Gale DuBose to speak about the expungement clinics. Gale said that she is thrilled that we are doing something hands-on and that Appleseed will help in Columbia, Greenville, and Florence. Appleseed wants to make sure that we are conducting clinics in a uniform way. Amie indicated that she hopes that we will have one training per region by the end of August. Amie indicated that we originally were only going to be working with dismissed charges, but that she would like to apply for a grant with the SC Bar Foundation to cover the cost of obtaining criminal histories so that we can do a complete expungement. Ashley Cuttino moved that we apply for the grant, Mary LaFave seconded, and the motion was unanimously approved.

With respect to the Recognitions Subcommittee, since the co-chairs were not present and had not submitted a report, Amie indicated that she had spoken to them and that they will be providing information on open and expiring board and committee seats so that our members can apply. Ashley also mentioned that the Greenville chamber has an online database with respect to non-profit board positions.

Mary LaFave indicated that there was no replacement yet for her as Chair on the Membership Committee, but went ahead and gave the report. Mary talked about potential panels in law schools. Aimee gave the report with respect to the Military Subcommittee. The Military Subcommittee could like to support a proposed rule change in the State of Washington to allow for limited edition to practice law by military spouses. SCWLA supported a similar rule change a few years ago in South Carolina. Amie indicated that the Executive Committee had discussed this matter and decided that it should be considered by the full Board. A vigorous and thorough discussion was had, with some people questioning why we are asking another state to support an internal rule change. Jackie commented that she used to be a military spouse, and Mary commented that we risk alienating the members of the Military Subcommittee since this issue obviously means a lot to them. Laura moved that the letter and it was proposed that the letter be redrafted to describe what we did in South Carolina a few years ago, Mary seconded, and the motion was unanimously approved.

With respect to the SCOTUS admissions trip, Amie indicated that seven people have signed up and that the deadline is May 14. Nancy commented that a similar trip sponsored in June by the ABA has a registration fee of over \$650, and so SCWLA's trip is a bargain.

X. New Business

Open Board Positions: Because Julie Moose and Mary Beth Pfister have resigned, the Board discussed whether we want to fill their seats. Currently, our Bylaws allow a maximum of 25 and we have 18 on the Board. Mikki emphasized that it is important that we have people who want to work and mentioned that Nancy had indicated that there was a member from the Olde English region who was very interested. Sheila suggested that we advertise the open Board seats on the website with a fairly narrow window to reply with a letter of interest. Nancy mentioned that we can use the grid we have created on Board members' strengths to choose replacements to fill areas where we need help. Mary made a motion to advertise the open Board seats on the website with a fairly narrow time window to reply with a letter of interest, Jackie seconded the motion, and the

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Board approved it by acclamation.

Sponsorship Requests: The Board approved the following sponsorship requests: (a) USC School of Law – Compleat Lawyer - \$250; and (b) USC School of Law – BLSA - \$300.

XII. Next Meeting

The next meeting date will be an in-person meeting in Columbia at the offices of Nexsen Pruet on April 18, 2019 from noon to 2 pm.

XIII. Adjournment

All business being concluded, the meeting was adjourned at approximately 2:35 p.m.

Respectfully submitted,

Nancy Olah
Secretary