

SCWLA Board Meeting Minutes

December 12, 2019

In Person Meeting (Offices of Nexsen Pruet, Columbia, South Carolina)

Board Members attending: *In person:* Amie Clifford, Ayesha Washington, Ashley Cuttino, Elizabeth Hutton (leaving at around 12:55 pm), Nancy Olah, Jackie Edgerton, Leah Cromer (initially on the phone and arriving at around 12:40), Jasmine Smith, Austin Bruner, and Sheila Willis; *via phone:* Allyce Bailey, Bhumi Patel, Johanna Valenzuela, Laura Paton, and Richele Taylor (for a portion of the meeting)

Board Members absent, excused: Mary LaFave, Mary Beth Pfister, Karen Huelson

Board Members absent, unexcused: Emily Boatwright, Margie Pizzaro

Others in Attendance: *In person:* Mikki Lindler; *via phone:* Kristen Nichols, Barbara Seymour, Jillian Barton

I. Call to Order

President Amie Clifford called the meeting to order at approximately 12:05 p.m. Amie asked if there was a motion to excuse the absences of Mary LaFave, Mary Beth Pfister, and Karen Huelson, all of whom had work conflicts. Johanna Valenzuela moved to excuse their absences. The motion was seconded by Sheila Willis, and unanimously approved by the Board.

II. Consent Agenda

Included on the Consent Agenda for this meeting were reports from the following Committees, Subcommittees, and Regions:

- Committee Reports
 - Membership Committee | Jess Gooding
 - Conference Committee | Johanna Valenzuela
 - Power
 - Community Outreach | Allyce Bailey
 - Judicial Committee | Barbara Seymour
 - Recognitions | Austin Bruner & Carolyn Matthews
 - Governance Committee | Nancy Olah
 - Regional Activity | Kristen Nichols
- Region Reports
 - Low Country | Jillian Barton
 - Midlands | Karen Huelson
 - Upstate | Ashley Parr – TBD/Spartanburg
 - Grand Strand | Bhumi Patel

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- Olde English | Nancy Olah
- Minutes from August 23, 2019 Meeting
- Minutes from September 19, 2019 Meeting

Austin Bruner made a motion to approve the Consent Agenda. The motion was seconded by Johanna Valenzuela and was unanimously approved by the Board.

III. President's Report – Amie Clifford

Amie gave a brief oral President's Report. She indicated that she thought that the year has been productive and appreciated everyone's hard work. Johanna conveyed her thanks to Amie for all her hard work, especially on the annual conference in November. Amie suggested that we skip the Treasurer's Report, since Ashley is still on her way.

IV. Executive Director's Report – Mikki Lindler

Mikki gave an oral report. She indicated that it has been a very busy year and that she is looking forward to implementing some new ideas to make everyone's lives easier. She indicated that she believes we need to focus in 2020 on Membership and Regions. Mikki indicated that she thinks we have lost our footing on some things this year, and that we need to be candid on what is working, and what isn't working. Mikki stated that the organization needs to grow, and that we need people who are willing to plan and do hands on work. Amie commented that Sheila told her in January that you really don't appreciate how much Mikki does until you become President.

V. Committees that did not submit written reports

- Awards | Sheila Willis

Sheila briefly recapped the Emerging Leader Award that was given in the Spring, and the Bissell Award, which was given at the Annual Conference to Mary Sharp. Sheila commented that because of the issues with SCWLA Foundation, we didn't get the scholarship awarded, but that if Ayesha is on board with offering it next year, Sheila would volunteer to help her (even though she is rolling off the Board).

- Nominating | Sheila Willis

Sheila indicated that the Nominating Committee is still working on the slate for 2020, and that it will be finalized for the next meeting in January. She indicated that she was sad to see so many Board members not continuing in 2020, and that she believes SCWLA is at a tipping point.

- Bylaws | Julie Moose – no report

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- Book Club | Margie Pizzaro – no report
- Finance | Ashley Cuttino – skipped until the Treasurer’s Report is given later in the meeting
- Long Range Planning | Ayesha Washington (tabled until end of the meeting)
- Membership/Military | Kathy Smith – no report
- Media | Rebecca Farmer – no report (However, the Board briefly discussed the website, and Nancy asked when it was last revamped.)
- SCOTUS | Amie Clifford

Amie reported that on Monday, December 16th, 31 attorneys will be admitted to practice before SCOTUS, and that an additional 20 people will be on the admissions trip. This is the largest delegation from South Carolina that we have had to date. Judge Stephanie McDonald will move for the 31 attorneys to be admitted. Amie is trying to get Associate Justice Kagan to talk with the admittees, and also discussed finances. Everyone agreed that it made sense to do this trip every other year.

- Conference Planning Committee | Johanna Valenzuela

Johanna discussed the annual conference, and reported that 40 people attended the conference, and 60 people attended the awards reception.

VI. Regions

- Sea Islands Region – *Regional Rep. Emily Boatwright*

There was no report.

- Pee Dee – *Regional Rep. Susan Firimonte*

There was no report.

VII. Old Business

- SCWLA Foundation (*Mary LaFave & Sheila Willis*)

Since Mary was not present, Sheila gave the report. Sheila indicated that SCWLA Foundation has reconstituted and that the Board now has officers. She suggested that we send them a card to thank

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them. She discussed best practices and whether we should have at least one member of the SCWLA Board who also sits on the SCWLA Foundation Board. Austin indicated that she sits on both boards, and that the following are the new SCWLA Foundation Board members: Carolyn Matthews, Anne Kelly Russell, Kelley Cannon, Austin Bruner, Elizabeth Franklin-Best, and Jennifer Davis. She also indicated that Mike Polk, the attorney retained by SCWLA, has also been assisting them, but it was not clear from the discussion whether he was also serving as a SCWLA Foundation Board Member. There was a lot of discussion concerning the role that Mike Polk is currently playing, since he was initially retained by SCWLA to advise the SCWLA Board back in the Spring, but now appears to be representing SCWLA Foundation. Nancy asked whether SCWLA had been asked to sign a conflict waiver, and Ashley indicated that we needed an official written request from SCWLA Foundation for a financial update. Mikki commented that we are still receiving the bank statements for SCWLA Foundation at our PO Box, and that these have been accumulating for a year and have never been opened. The Board discussed that we need to figure out if the fee we paid Mike Polk for his initial work back in the Spring has been fully used, and determine if any other fees have been incurred. The Board agreed that SCWLA does not want to be responsible for any work that Mr. Polk is now doing on behalf of SCWLA Foundation. It was decided that Mikki would communicate with Mary after the meeting (since she has had the most contact with Mr. Polk), and that Mary would get back to us (a) on whether Mr. Polk has stopped representing SCWLA's interests and is now solely representing SCWLA Foundation, and (b) to obtain clarity about the issue of his fees, so that if SCWLA Foundation wishes to retain him, SCWLA Foundation will be responsible for paying for any further services it needs.

- Creation of the Advisory Board (Bylaws Art. VII) (*Amie Clifford*) - skipped
- Regions - skipped
 1. Regional Representatives/Committee Chairs (*Amie Clifford*)
 - a. Sea Islands and Upstate (Spartanburg) – Replace Representative (Bylaws Art. XIII, §2)
 2. Restructuring (Bylaws Art. XIII)
- Sarah Leverette Portrait Fund (*Amie Clifford*) – skipped

VIII. New Business

- 2020 Draft Budget (Ashley Cuttino and Ayesha Washington) – Ashley suggested that we discuss this after we talk about 2020 Planning.
- 2020 Planning (Ayesha Washington)

Ayesha began by posing the question of how we move from being a working board to more of a strategic governance board. She cited the changing landscape of how attorneys interact, and gave the example of a male attorney who told her that he got good leads for an associate for his law practice through mylegalbff.com.

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Ayesha indicated that this is not a fan of the annual conference because of its low attendance and high cost, and stressed that we need to be focusing our efforts on things that are most relevant to our members. Laura spoke up and said that she is in agreement, and thinks that the annual conference needs to be done about once every five years with a big name speaker like Sandra Day O'Connor, who headlined SCWLA's first annual conference in 2011.

Sheila mentioned that there are two different perspectives and that she has planned several of the annual conferences and has spoken with conference planners going back to 2011. In 2011, SCWLA had its largest attendance (194) when Sandra Day O'Connor was our keynote speaker. Last year (2018), we had 130 attendees – again with a big name speaker (Gloria Allred). Sheila indicated that putting on the conference is a lot of work.

Nancy broached the idea of potentially partnering with the SC Bar to put together a CLE session at the 2021 Annual Meeting, much in the same way that other practice sections (Torts, Litigation, Family Law, Real Estate, etc.) take the responsibility for putting on CLE sessions with topics of interest to their section members. Nancy commented that it was wonderful that SCWLA was partnering with the SC Bar for the 2020 Annual Meeting next month on the reception honoring the 100 year anniversary of passage of the 19th Amendment. Nancy suggested that if we thoughtfully choose intriguing topics with great speakers, we may be able to reach a much larger audience than just our members. This would help us gain more exposure for SCWLA and potentially lead to an increase in our membership. Ayesha described what the Solo and Small Firm section is doing in partnership with the Bar and said that she would speak to Terry Burnette at the Solo and Small Firm conference tomorrow. Sheila cautioned that the Bar sees us as competitors. Ashley said that the bottom line is that we don't have the money to do a conference every year.

This led to a discussion about our sponsorships, and that as currently structured, our sponsorships give no marketing value. Kristen commented that law firm marketing has changed dramatically, and that our identity crisis has been exposed by the success that a website like mylegalbff.com has quickly enjoyed. The Board appeared to have consensus around the proposition that we are trying to do too many things, and that we would be better off by doing one or two things really well. Ayesha indicated that we should use our Board meetings for mini strategic planning discussions throughout the year.

Ayesha commented that we should probably keep Statehouse Day, but that the expungement clinics really didn't get off the ground. Amie reminded everyone that we still have obligations to the SC Bar Foundation because of the grant we received. Nancy indicated that at the Olde English meeting the previous day, she had invited the 25 members in attendance to speak frankly about the plans for the expungement clinic that the region was trying to organize for early 2020. Nancy reported that the consensus among the Olde English Region members was that there were other organizations in York County that were already doing expungement clinics, and that there were other ways in which the Olde English members could be effective in our communities. The

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Olde English Region members also indicated that without funding to help people pay for the fees associated with expunging their records, that our efforts would have limited utility, and that therefore, the Region should pursue other ways of helping the communities in the Region.

There was a discussion about how to give out awards if we don't do an annual conference. Jasmine mentioned the Diversity Awards sponsored by USC's Black Law Students Association, and the annual banquet that they hold. Nancy commented that if we want to move to something like this, we need to be thoughtful about how we brand it and not just call it our "signature event." Nancy said that in her experience, every organization's signature event needs a name and a clear brand identity, and that we should not underestimate the time and resources needed to put on a gala or banquet. She commented that the 19th Amendment reception at the SC Bar Annual Meeting could have been the venue at which we gave the Bissell Award. Ideas for a single speaker vs. a panel were discussed, and suggestions were made concerning people to whom we can reach out. It was stressed that this needs to be done very quickly, because the 19th Amendment reception will be held on January 25, 2020.

Ayesha indicated that she will have white boards up at our 2020 meetings on which we can write action items. She indicated that we should ask each Board member to do a survey and confidential assessment of the Board's performance, and that she will tweak the questions that Nancy had circulated and would work with Mikki to get them out.

Ayesha next discussed committee restructuring and asked everyone to look at the potential restructuring that Nancy had proposed. The consensus seemed to be that we had too many committees, and that some needed to be culled or grouped together. For example, Ashley commented that the Bylaws and Governance Committee could be grouped together. Laura mentioned that the POWER Committee has "committee fatigue" and that things aren't getting accomplished. Nancy mentioned that in the potential restructuring outline, she had simply tried to group all existing committees into four buckets (Membership, Development, Programming, and Impact) to make it easier for members to determine where they can potentially fit in, and that she had not tried at that point to eliminate any committees.

IX. Treasurer's Report and 2020 Budget – Ashley Cuttino

Ashley had circulated a draft budget with certain items that she considers "non-negotiable" (for example, Mikki's salary as Executive Director, Regional budgets, etc.) and other line items at which we need to take a hard look. Ashley commented that we need to focus on what is essential, and develop a realistic budget that is more closely aligned with our revenue. (Because of time, the Executive Committee continued these discussions following the adjournment of the Board meeting.)

X. 2020 Board Meetings

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Ayesha indicated that she had determined the following dates for in-person Board meetings in Columbia:

- Saturday, January 25, 2020
- Friday, March 20, 2020
- Thursday, June 25, 2020
- Friday, September 25, 2020
- Friday, November 20, 2020

XI. Adjournment

The meeting was adjourned at approximately 2:10 p.m.