

**Philadelphia Bar Association
Board of Governors Special Meeting
by telephone conference call
October 5, 2018**

Upon advance written notice under Section 214 of the Bylaws and roll-call confirmation that a quorum was present, the special meeting was called to order at approximately 3:45 p.m. by Board Chair Katayun Jaffari. In accordance with 15 Pa.C.S. § 5708(a), all attendees participated by telephone conference call.

Chancellor Mary Platt explained that she scheduled the special meeting in order to seek authorization from the Board of Governors to approve and authorize her to sign a certain Solicitor Agreement with BPU Investment Management Inc., a registered broker/dealer and registered investment advisor which has been advising the bar association with respect to its employee retirement plan for more than 10 years. The proposed agreement is viewed as a potential member benefit, which would allow members to participate in BPU's investment and advisory services. It also could serve as a revenue source for the Association in allowing the Association to receive a percentage of fees earned by BPU, at no additional cost to participants. Chancellor Platt's understanding is that a Board authorized agreement is necessary in order to comply with securities laws. An electronic copy of the proposed agreement was circulated to the Board in advance, together with the notice of this meeting.

Chancellor Platt reviewed the content of the Agreement, and Chief Financial Officer/Director of Administration Susan Knight, who had addressed the agreement at the September 27, 2018 Board meeting, spoke in favor of it. The terms of the agreement include, among other terms, a three-year period of exclusivity, explained in further detail in the agreement. Approval of the agreement would allow the Association staff to market the member benefit to attendees at the upcoming Bench Bar conference. BPU then could set up meetings with interested members and provide appropriate disclosures at that time. Chancellor Platt moved that the Board approve the Solicitor Agreement (with a minor correction to the designation of an exhibit to the agreement) and authorize her to sign the agreement. The motion was seconded. After further discussion and debate, and questions regarding the exclusivity period, the motion carried with 18 voting in favor and one, Maureen Farrell, voting against.

There being no further business, the meeting adjourned at approximately 4:10 p.m.

Respectfully submitted,

Marc J. Zucker
Secretary

**Board of Governors Attendance
October 5, 2018**

Voting members present (by phone or in person)

Mary Platt	Marc Zucker
Rochelle Fedullo	Jennifer Coatsworth
Hon. A. Michael Snyder (Ret.)	Matthew Olesh

Katayun Jaffari
Maureen Farrell
Wendy Hess
Teresa Rodriguez
Hon. Sandra Mazer Moss (Ret.)
Maureen Olives
Meghan Claiborne

Absent:

Regina Foley
Amber Racine
Edward Beitz
James Funt
Angela Giampolo
Adam Taylor
Susan Lin
Neil Maskeri
Jennifer Seme
Benjamin Barnett
Francesca Iacovangelo

Non-voting members present:

Wesley Payne

Absent:

Lawrence Beaser
Gaetan Alfano
Priscilla Jimenez
Thomas Brophy
Harry Reichner
Robyn Addis

Alisha Lubin
Michael van der Veen
Dominique Ward
Michaella Tassinari
Eric Siegel
Timothy Holman
Erin Siciliano

Nicholas Kamau
Deborah Gross
Kevin Mincey
Vincent Barbera
James Berardinelli
Ann Funge
Molly Tack-Hooper
Jill Jenkins
David Shapiro
Hon. Tina Rago

Abraham Reich
Butler Buchanan
Elisa Advani
Hilda Thompson
John Gregory

