

**Philadelphia Bar Association
Board of Governors
July 31, 2008**

In the absence of the Chair, the Vice Chair, Gaetan Alfano called the meeting to order at 3:32pm.

The Vice Chair requested that the minutes of the June 26, 2008 meeting be approved. The minutes were approved.

Chancellor A. Michael Pratt asked that the Board approve the appointment of James Backstrom to the Philadelphia Lawyer Editorial Board. Upon motion made and seconded, there was discussion of how many members can be appointed to the Board. The motion passed with one abstention.

Chancellor A. Michael Pratt then announced that the process will begin for appointments to the Elections Committee. He presented names of Members who he recommended be appointed. He requested that the Chancellors and Chair of the Board be ex officio members, together with the Secretary. A motion was made and seconded. There was discussion. Chancellor Pratt stated that the goal is to initially have some members who really know the bar. The motion passed with one vote against.

Chancellor Pratt reported that there was a meeting with City of Philadelphia personnel about the Association's location. A decision has to be made within the next few months as the lease at 1101 Market Street is up in June 2009. Executive Director Ken Shear pointed out that remaining in its current location may be an option for the Association.

Chancellor Pratt also announced that the Association has been contacted about the security cards at City Hall issued to attorneys. He was told these cards may no longer be used in the same manner. There will be further information in the near future.

Chancellor Pratt also reminded everyone about the Bench Bar conference in September. The opening session will be a diversity panel. Renee Chenault Fattah will be moderating a panel. Great programs are planned and everyone is encouraged to attend.

The Chair then recognized Treasurer Jeff Lindy who presented the financial report for the period ending June 30, 2008. The Association is over budget at this time. Expenses are slightly up but revenues exceed budget. Upon motion, the Treasurer's report was moved, seconded, and accepted unanimously.

The Chair recognized Executive Director Shear who announced Mark Tarasiewicz has resigned and will join the Dechert firm. The Association is interviewing for a replacement for his position.

Mr. Shear introduced Brian K. Sims, Esquire, who will work on legislative policy agendas, projects and also with Committee and Sections. He worked in the area of disability law and was editor of a doctors' news magazine in Philadelphia.

The Chair called on Rudy Garcia and Bruce Franzel to make a presentation on a Resolution to Amend the Bylaws.

Rudy Garcia started off with a discussion about some non-substantive changes such as correcting the name of the defense association, clarifying that indemnification of board members includes actions of officers, and clarifying that the 100 member quorum requirement only applies to meetings of the members, in Sections 304, 504, 602. A motion was made and seconded to present these changes to the Association at the next quarterly meeting. The motion passed.

There was discussion of Section 104, regarding expulsion of members. Mr. Garcia explained that there must be a process if a member is disruptive. A motion was made and seconded to present these changes to the Association at the next quarterly meeting. The motion passed, with one vote against.

There was discussion of Section 208. Mr. Garcia explained that the change to 208 authorizes the appointment of "Counsel" as a non-voting member of the Board and also adds the President of the Legal Secretary's Association as a non-voting member of the Board. A motion was made and seconded to present these changes to the Association at the next Quarterly meeting. The motion passed.

With regard to Section 210, there was a recommendation to clarify that meetings of the Board are governed by Roberts Rules of Order, as meetings of the Members are in Section 305. Larry Beaser suggested that maybe the Board should decide what rules should govern Board of Governors meetings. Currently, the Board follows certain procedures in regard to Board meetings but not necessarily the Roberts Rules of Order. The consensus was that all matters governing Board of Governors meetings will be determined by the Board from time to time. A motion was made and seconded to present this change to the Association at the next Quarterly meeting. The motion passed.

With regard to Section 211, a change was suggested to specify that the Executive Director would determine staff salaries within the budget, that the salary of Executive Director would be set after consultation with and approval by the Chancellor Elect and Vice Chancellor, within the approved budget, and that salaries would be kept confidential. The intent would be at-will employment. A motion was made and seconded to present this change to the Association at the next Quarterly meeting. The motion passed with two votes against.

With regard to Section 213, this would allow the Chancellor to appoint additional members to the Cabinet who are not members of the Board. The Cabinet role is to advise the Chancellor. The Chancellor might need an expert on a given area to serve as a point person on an agenda item that may carry through the year and chose to want that person

to serve on the Cabinet. There was discussion whether this change could be abused. Mr. Shear pointed out that the Cabinet cannot stop resolutions from going to the Board and only the Chancellor is authorized between meetings to make decision as to how to take an issue to the public. There was further discussion of whether this could take power from Sections and Committees. Larry Beaser pointed out the Cabinet is an advisory group. If there is someone the Chancellor wants involved it is only honorary and advisory anyway. Another Member talked about her experience at Cabinet meetings and her views were accepted even though she was not a member of the Cabinet. Since all resolutions must have the approval of the Board there is further protection from abuse. There was also discussion as to whether such appointed members to the Cabinet should be added to the Board as non-voting members. It was pointed out that the Board meetings are open and anyone can attend. A motion passed unanimously to present this change to the Association at the next Quarterly meeting.

Next the Board discussed Section 215 concerning Vacancy in Office. If there is a vacancy, the proposed change would move each Chancellor up. If there is a vacancy in all three Chancellor positions, the Board would appoint someone to serve until an election is held. There had been discussion whether the Secretary or Treasurer should move up and then it was decided by the Bylaws Committee to let the Board decide. A motion passed unanimously to present this change to the Association at the next Quarterly meeting.

With regard to Section 1002, it was recommended this section be changed to clarify that the ABA and Pennsylvania Bar Association delegates have authority to speak for the Association when they are representing the Association. A motion was made and passed unanimously to present this change to the Association at the next Quarterly meeting.

Discussion of Section 200 was deferred pending consideration of potential Charter amendments.

The last item discussed was to get a sense of the Board concerning whether candidates can be endorsed by a Section or Committee in light of the new changes to the Bylaws this year and the formation of an Elections Committee. That issue was deferred by the Board when the previous changes were approved. Many members observed that there was discussion that the Nominating Committee had a high degree of due process but that level may not exist at the Section and Committee level. There was also discussion by many members that this could increase the influence of outside groups who would still endorse candidates.

Bruce Franzel stated that the Elections Committee is to give a platform for those who are running for office. Bruce pointed out that the alternative would be to make the Sections have a process. There was discussion that some of the Sections have had very good meetings with the candidates and asked logical questions. Executive Director Shear pointed out that if the Association does not allow Sections to make endorsements of candidates, you take something away from those Sections. He thinks it is healthy for

Sections to endorse candidates as Sections express their interests. He also observed that is why there are elections so there is openness in the process.

Some Members stated they did not feel it was fair to prevent Sections to endorse a candidate. With regard to Young Lawyer Section, a few Members stated that there are formalities to their process.

There was a sense of the Board that there should be some formalities to any process to endorse a candidate. There was discussion as to how each candidate is going to be presented by the Elections Committee. Then there was discussion that all of the Sections invite the candidates to present their qualifications and communicate that to the constituents of the Association. There was further discussion that there must be notice to the candidate, guidelines for each Section and Division before taking the step to endorse a candidate. A suggestion was made along the lines that no support for candidate shall take place unless certain criteria are met in the process. There also was discussion that the interests of the Association are different than those of an affinity group being allowed to make the decision of which candidate to support. Mr. Franzel pointed out that the Board had power to adopt a Resolution in this regard because the Board has the power to regulate Sections and Committees. The discussion ended with the understanding that a resolution might be drafted in this regard.

Next was discussed whether there could be something in the Charter and Bylaws about diversity, rather than simply having the Association rely on a Resolution on Diversity. It was agreed the Charter should be amended in this regard.

It was announced that there will be no meeting in August. The next meeting will be on September 19 at 10am at the Bench Bar.

There being no further business, the meeting was adjourned at 5:25pm.

Respectfully submitted,
KATHLEEN D. WILKINSON
Secretary

Board of Governors
Attendance
July 31, 2008

Present:

A. Michael Pratt
Sayde Ladov
Joseph Prim
Judy Berkman
Matthew Perks
Jacqueline Segal

Kathleen Wilkinson
Scott Cooper
Stacy Tees
Regina Foley
Rosemary Pinto
Michael Berkowitz

Sophia Lee
Jeffrey Lindy
Gaetan Alfano
Wesley Payne
Grace Manno
Karen Detamore

Maria Feeley
Stephen Foxman
Denis Lawler
Rochelle Fedullo

Brian Chacker
Reetu Dandora
Cindy Rosenthal

Deborah Weinstein
Daniel Siegel
Jeffrey Gross

Absent:
Stephanie Resnick
Donna Woelpper
Scott Sigman
Stewart Weintraub

Michael Goss
Judith Drasin
Jane Dalton
Kim Jessum

Michael Hayes
Richard Seidel
Carlton Johnson