

**Philadelphia Bar Association
Board of Governors Meeting Minutes
March 26, 2020**

The meeting was called to order by Chair Kamau at 4:02pm.

Chair Kamau began the meeting by asking Tracey McCloskey to discuss etiquette and tips when using zoom remote conferencing. Ms. McCloskey provided tips and rules.

1. Report on the activities of the Philadelphia Bar Association in response to the Covid-19 Pandemic. Chancellor A. Michael Snyder and Executive Director Harvey Hurdle reporting.

Chair Kamau introduced Chancellor Snyder who reported on the activities of the Philadelphia Bar Association in response to the Covid-19 Pandemic. Chancellor Snyder reported that the Bar Association Staff is working around the clock and doing an incredible job holding things together. The Association's website now contains a COVID 19 resource section, which is displayed as the first link that comes up. The Association has been posting on Twitter all notices from the Court and the Mayor. Chancellor Snyder also reports that the Association has also been in close communications with Judge Fox and the Chief Justice's office through the AOPC. There has also been continued discussion with court personnel, through J. Fox and Charles Mapp. The Association has also coordinated with the Pa. Bar Association on certain issues.

Executive Director Hurdle thanked his team for the work they have done during the shut-down; they have been fully remote and fully functioning. The goal for the Staff is to be a partner with the members and help them navigate through this crisis. The Association should be a trusted information provider and provide tools to the members. The early indications are that this is working. There was a 10-12% email opening rate before this crisis; now, 40% is the rate of opening our emails. Our first webinar drew 115 attendees.

For LRIS, last week there were over 300 calls and 137 referrals made. However, the call volume has been down which will be addressed later.

Executive Director Hurdle then addressed membership and stated that the Association was taking this time to focus on long-term membership, and was extending membership through June 30. This is the time to prove our value proposition. As a result, the Association has adjusted our social media campaign. We had 81 conversions through our social media campaign. We are highlighting on social media the resources we have available.

The Association has a library of video CLE replays and we are rolling out topical live stream programs. This will be supported by an aggressive social media campaign, and will start advertising soon.

LRIS will be included in the social media campaign surrounding the areas of family law, probate and trusts, and slip and fall. This will begin next week.

The Association will be accelerating a push for on-demand capability and improved web member experience. We were able to transfer remotely because of IT updates last year.

However, there is uncertainty now. Revenue will likely take a hit. It is time to evaluate our actions. Some decisions last year put us in a better position, one example is outsourcing the catering. We should continue what we were doing before but now do it faster, and continue to prove to our members that we are a valuable resource to them.

2. Consideration of the Minutes of the February 20, 2020 meeting of the Board of Governors

Chair Kamau presented the minutes from the February 20, 2020 meeting for consideration. A motion to approve the minutes was made, seconded and passed unanimously.

3. Presentation of Treasurer's Report. Treasurer Mark Zucker to presented

Treasurer Marc Zucker presented the Treasurer's Report including the closing numbers for January 2020, and the numbers for December 2019 and February 2020. Treasurer Zucker explained that the report is historic in nature in that it reflects what happened in the past and not what the Association is facing moving forward. The January numbers were slightly less than perfect. The February numbers are terrific. Changes made last year have greatly reduced fixed costs and thus we were able to close the gap significantly that was created in January. The Association took in \$78,000 more in revenue than expected. That said, we are still below target in first two months, but we are closer to the first two months of 2019.

The expense numbers also very good. We spent \$36,000 less last month than was budgeted. We spent \$50,000 less for first two months in 2020 than in the first two months in 2019. This nets out in a positive way.

A motion to approve the Treasurer's report was made, seconded and unanimously approved.

4. Presentation of 2019 Audit Report. Maxine Romano, C.P.A., Director, Audit and Accounting and Kevin Gloviak, Manager, Kreisler Miller presented.

Maxine Romano presented the financial report for year ending 2019. We have been talking for several years about new accounting standards that relate to revenue recognition. The second one had no impact; the first had minimal impact and is noted. The Audit went well; CFO Susan Knight provided the information in a timely manner and they met with the finance committee and now with the Board. There are no significant deficiencies. The report is stated in accordance with generally accepted accounting principles. The draft presented does not have an opinion; it is a clean/unmodified opinion.

Referring to the Statement of Financial Position, page 1, total assets increased by 5% in 2019. The largest impact was a \$70,000 increase in accounts receivable. This occurred because the Association updated its IT program which affected the timing of receipt of referral fees from LRIS. The other basis for significant increase was the market investments, which was in the amount of \$117,000 as of 12/31, when the market conditions were better than they are now.

Property and equipment values increased, based upon IT software that the Association purchased.

Accrued expenses increased in 2019. The Association incurred a lot of restructuring costs. As a result, several accruals associated with severance pay (3 or 4 employees) and benefits

related thereto. Deferred membership dues decreased by \$30,000, which is related to timing of receipt of dues.

Kevin Gloviak joined in the discussion and began discussing the Statement of Activities. Starting with revenue, membership dues is the Association's main revenue source. Despite uncertainties in the market currently, the Association's portfolio performed well in 2019. The Royalties income line item was down; the USI contract was renewed for another 3 years term at a reduced rate.

Regarding expenses, operating expenses were down \$263,000 due to cost containment and cost management measures. There was also a one-time restructuring expense of \$280,000, which is being shown below the line. The overall change in net assets is \$25,000 for the fiscal year.

A motion to approve the Audit Report was made, seconded and unanimously approved.

5. Consideration of Resolution in Support of Reforming Pennsylvania's Probation System. Thomas J. Innes, Co-Chair, Criminal Justice Section, to present. (Co-sponsored by Criminal Justice Section and Delivery of Legal Services Committee)

Association Diversity Chair, Reggie Shuford reported in Thomas Innes' stead. Mr. Shuford stated that the Resolution has undergone a number of revisions and received good recommendations and suggestions, including from Charlie Klitsch, Director of Public and Legal Services and Merrill Zebe, Public Interest Coordinator, and through the Delivery of Legal Services Committee, consult with the Criminal Justice Section, Thomas Innes, and at last week's Cabinet meeting.

The Criminal Justice Section is proposing this Resolution because Pennsylvania's probation system is broken, is one of the worst in the nation, is in serious need of overhaul, is a major driver to incarceration, and involves many technical violations instead of new crimes. Pennsylvania is one of the few states with no cap on the length of time that an individual can be on probation. The supervisor requirements are onerous, and technical violations land people in jail. One out of every thirty-five Philadelphians is under some form of criminal justice supervision. This disproportionately affects the poor, mentally ill, persons suffering from addiction and people of color. There is no correlation between lengthy probations sentences and public safety.

The Resolution is not tied to any piece of legislation; it is instead intended to be evergreen because it is good for the Bar Association to be on record supporting significant reform to the system.

A motion to approve the Resolution was made, seconded and passed unanimously.

6. Consideration of Resolution Supporting House Bill 1984, PN 2789, and Any Similar Legislation Allowing Victims of Rape and Incest to Petition the Court for Termination of Their Abusers' Parental Rights. Public Interest Section Chair Arly Smith-Pearson and Susan Pearlstein, co-supervisor of the Family Law Unit, Community Legal Services, presented (Co-sponsored by Public Interest Section and Family Law Section).

Ms. Smith-Pearson reported that the Resolution supports HB 1984, which amends the Pa.

Adoption Act. The Adoption Act currently requires that petitions to terminate parental rights include and identify an adoptive resource. Under caselaw, this is a stepparent. Current law includes an exception where, if the petition is initiated by an Agency, no stepparent needs to be identified. Under this bill, where the petitioner is a parent-victim, no stepparent needs to be identified. The bill is narrow in that it takes away a pleading requirement but still requires that all offending parents' rights are maintained, including notification, that the parent seeking termination must still prove rape or incest through clear and convincing evidence, and the termination is in the best interest of the child. This essentially removes the barrier that single parents who are victims of rape or incest are able to seek termination.

A motion to approve the Resolution was made, seconded and passed unanimously.

7. Consideration of Resolution Urging the Disciplinary Board of the Supreme Court of Pennsylvania to Disclose Conduct That Results in Private Discipline. Professional Guidance Committee member Ellen Brotman presented (*Sponsored by Professional Guidance Committee*)

Ms. Brotman begin the presentation by explaining that there is a difference between private discipline and public discipline of attorneys. The private discipline accounts for one-quarter to one-third of sanctions imposed. At this moment it is impossible to search for those opinions and advocate on behalf of a client that private discipline is most appropriate. This has been a thorn in the side of respondents' counsel for many years. Ms. Brotman provided an example of a recent claim that she was involved in that went to a public hearing. She attempted to obtain private opinions that related to her petition. She learned that not only does the respondent's counsel not have access to private opinions, but also the Office of Disciplinary Counsel does not have access to these opinions. To the extent they have information on discipline, it is purely anecdotal within the Office. This means that the attorney only has access to the cases involving the harshest results.

Ms. Brotman identified four interests that are most important: 1) due process; 2) transparency; 3) consistency; and 4) Committee hotline. For due process, attorneys have a property interest in their license. For transparency, the public and the profession need to know what conduct is being punished. ABA Delegate and Past Chancellor Abe Reich and Ms. Brotman served on a recent panel together and discussed that it is very likely that the private discipline affects more of the kind of conduct that is in the mid-feasance range, maybe perhaps bordering on malfeasance, that is not appropriate for public sanctions or even suspension. Consistency is needed even though the Court and the Board take the position that discipline is individual. Discipline cannot be consistent if it is unknown in 25% of the cases. Finally, the Committee maintains a hotline and guidance is being given based upon opinions. Without access to private opinions, they are working with their hands tied behind their backs.

Mr. Reich added that the Pennsylvania Bar Association adopted this Resolution unanimously. Access to Justice Advisor Louis Rulli pointed out that it is significant that the Committee is not seeking any identifying information about the attorney subject to discipline; the only information sought is the conduct and the discipline. Ms. Brotman confirm that this is correct, and added that some facts may be disclosed but we should err on the side of caution.

A motion to approve the Resolution was made, seconded and passed unanimously.

8. Consideration of Resolution Opposing the Election of Pennsylvania Appellate Court Judges by District – HB 196. Chancellor Snyder presented (*Supported by Appellate Courts Committee.*)

Chancellor Snyder explained that this is a Resolution in opposition to HB 196, which seeks to create regional voting for our appellate judges. As was discussed at the Board in detail at previous meetings, this Bill is in violation of equal access to justice as well as the one-person-one-vote system. The key factor is that this would create a situation where even though appellate judges would be relying on their local experiences, they would not be coming to the bench as having been voted on by the entire state.

A motion to approve the Resolution was made, seconded and passed unanimously.

9. Report on the House of Delegates session at the 2020 ABA Mid-Year Meeting. Association Delegate Butler B. Buchanan III to report.

This report was deferred until next month because Mr. Buchanan was unable to participate today.

10. Appointment of Eli Segal to the Philadelphia Lawyer Editorial Board. Chancellor Snyder to present.

Chancellor Snyder announced that he is nominating Eli Segal from Pepper Hamilton to serve on the Editorial Board of The Philadelphia Lawyer publication. Mr. Segal formerly served as Chair of the Public Interest Law Section. He is an extraordinary attorney, legal scholar and fine writer. Chancellor Snyder has known Mr. Segal since he was 5 years old and will be a great addition to the Board. He will also add an additional element of youth to the Board. Louis Rulli added his support for this nomination and stated that Mr. Segal was his former student, is an excellent lawyer and writer and will be a great addition to the Board. Immediate Past Chancellor Fedullo and Reggie Shuford also expressed their support for Mr. Segal's nomination as well.

A motion to approve the nomination was made, seconded and passed unanimously.

11. Chancellor's Announcements

Chancellor Snyder announced that the ABA pointed to the Philadelphia Bar Association as one of the bars that is doing a lot to inform members and provide resources at this time. Of the agencies recognized, two were state bar associations and one was another county bar. This Association was the only large single-county bar that was recognized. The staff is a testament to this.

To that end, we should all be aware that the staff is operating beyond full capacity, and thus we may need to scale back if people are asking for immediate changes. Because of the new system of communicating via video or audio, please be sure to register for the meeting if you have not done so already, so that we have your name as a participant.

Next, if you are in the April 30 CLE compliance group, the deadline has been extended to August 31. We are also expecting the Supreme Court to allow additional CLE credits to be conducted on-line.

Last, the relationship that the Association has built with the Courts is bearing fruit. Therefore, we are receiving early notices from the Courts.

12. Chair's Announcements

Chair Kamau commends everyone; in this time we rely on the Bar Association to provide information. We have done a phenomenal job to distribute information to our members. The website has really been that resource. We want to commend everyone for the work they are doing. Please continue to be healthy during this time but also try to be productive, including staying healthy with mind and body.

Reggie Shuford added that every year the audit process is a lot of work – everyone wants it to be an easy process- and credit should be given to CFO Susan Knight, Executive Director Hurdle and the Staff for the reduction in expenditures. It is actually positive that the audit conversation was boring.

Louis Rulli added that the law school community has been using Zoom in the last several weeks and it is a powerful way to connect in these times. He suggests that people try to connect via Zoom, with video. Video conferencing does not fully replace in-person communication but it is as close as we can get at this time. Diane Edelman seconded Mr. Rulli's comments and agreed that Zoom is an effective tool.

The meeting concluded with Chair Kamau wishing everyone to stay healthy and productive, and Chancellor Snyder wishing everyone a happy and healthy holiday.

The meeting was then adjourned at 4:57pm.

Respectfully submitted,

Kathleen Kirkpatrick

Assistant Secretary

Board of Governors Attendance March 26, 2020

Voting members present

Hon. A. Michael Snyder (Ret.)

Lauren McKenna

Wesley Payne

Jennifer Coatsworth

Kathleen Kirkpatrick

Marc Zucker

Matthew Olesh

Nicholas Kamau

Riley Ross

Benjamin Barnett

Francesca Iacovangelo

Alisha Rodriguez

Michael van der Veen

Dominique Ward

Diane Penneys Edelman

Lawrence Felzer

Dino Privitera

P. Douglas Sisk

Wendi Barish
Kris Calalang
Erin Lamb
Craig Levin
Nipun Patel
Andre Webb
Hillary Ladov
Michael Zanan

Randi Rubin
Maureen Farrell
Arly Smith-Pearson
Cheryl Upham
Mark Mazzanti
Rochelle Fedullo
Amber Racine
Reginald Shuford

Absent:

Meghan Claiborne
James Berardinelli
Neelima Vanguri
Tom Innes

Reuben Asia
James Tolerico

Non-voting members present:

Lawrence Beaser
Leslie John
Abraham Reich

Harvey Hurdle

Absent:

Butler Buchanan

Invited guests present:

Louis Rulli
Natalie Klyashtorny
Nikki Johnson-Huston
Hon. Sandra M. Moss (Ret.)

