

MEETING MINUTES
BOARD OF GOVERNORS
OF THE
NORTH CAROLINA BAR ASSOCIATION

OCTOBER 14, 2022

NOTE: The primary board material, the appendix and copies of other documents distributed at the meeting have been recorded as a part of these official minutes.

The 2022-2023 fall meeting of the Board of Governors of the North Carolina Bar Association was held on Friday, October 14, 2022, at the Charlotte Marriott City Center in Charlotte, North Carolina.

ATTENDANCE

The following officers were present:

Clayton Morgan – President
Jon Heyl – Immediate Past President, Past Presidents' Council Chair
Patti Ramseur – President-Elect and Treasurer, Audit & Finance Committee Chair
Associate Justice Anita Earls – Vice President
Judge Graham Shirley – Vice President
Judge Jimmy Myers – Vice President
Assistant Dean Robert Birrenkott – Vice President
Judge Joe Webster – Vice President
Richard Thigpen – Vice President
Judge Richard Doughton – Senior Lawyers Division Chair
Lisa Williford – Young Lawyers Division Chair
Jason M. Hensley – Executive Director and Secretary

The following board members were present:

Alison Ashe-Card
Benjamin Baldwin
Vincent Childress
Clara Cottrell
Benjamin Edwards
Casey Ferri
Brooks Jaffa
Larissa Mañón Mervin
Sidney Minter
Will Oden
Ashley Rusher
Jerry Walters
Monica Webb-Shackelford
Rebecca Smitherman

Patrick Weede

The following board members were not present:

Tawanda Foster Artis
Heidi Bloom
Niya Fonville
Rashad Morgan
S. Camille Payton
Scott A. Schaaf

The following individuals were also present:

Past Presidents not previously denoted:

Shelby Benton
Mark Holt
Dick Thigpen

NCBF Board Members not serving on the NCBA Board of Governors:

Woody Connette (Development Committee Chair)
Stuart Dorsett
Nan Hannah
Jared Smith (Programs Committee Chair)

NCBA/NCBF Division, Section and Committee Representatives

Yazmeen Gadalla, Paralegal Division Chair
Samantha Gordon, YLD Division Director and Wills for Heroes Volunteer
Mary Irvine, Pro Bono Committee Co-Chair and NC IOLTA Executive Director
James Kilbourne, Appellate Practice Section Chair
Sarah Saint, Sexual Orientation and Gender Identity Committee Chair

NCBA/NCBF Staff:

Tesha Blancett, NCBA Director of Member Service and Support
Virginia Craig, NCBA Director of Finance and Accounting
Samantha Currin, NCBA Executive Assistant
David Ferrell, NCBA Contract Lobbyist
Michelle Frazier, NCBA Contract Lobbyist
Louise Harris, NCBF Foundation Director
Kate Leahy, NCBA Director of CLE
Cheyenne Merrigan, NCBA Director of Communities
Ashley Mills, NCBA Senior Director, Operations
Kim Bart Mullikin, NCBF Senior Director
Vaddrick Parker, NCBA Senior Director, Membership Experience
Russell Rawlings, NCBA Director of External Affairs and Communications
Catherine Sanders Reach, NCBA Center for Practice Management Director
Erin Robbins, NCBA Director of Marketing
Grace Roede, NCBA Director of Membership

Alex Rogers, NCBF Director of Programs

CALL TO ORDER OF NCBA BOARD OF GOVERNORS MEETING:

President Clayton Morgan called the meeting to order and welcomed all in attendance. Following self-introductions by all of the attendees, roll was taken, and a quorum was present.

APPROVAL/CORRECTIONS TO THE MINUTES OF THE JUNE 23, 2022 NCBA BOARD OF GOVERNORS MEETING:

A motion to approve the minutes of the June 23, 2022 meeting of the NCBA Board of Governors was seconded and approved unanimously.

APPROVAL/CORRECTIONS TO THE MINUTES OF THE JUNE 25, 2022 NCBA BOARD OF GOVERNORS MEETING:

A motion to approve the minutes of the June 25, 2022 meeting of the NCBA Board of Governors was seconded and approved unanimously.

APPROVAL/CORRECTIONS TO THE MINUTES OF THE SEPTEMBER 29, 2022 NCBA EXECUTIVE COMMITTEE MEETING:

A motion to approve the minutes of the September 29, 2022 meeting of the NCBA Executive Committee was seconded and approved unanimously.

LEGISLATIVE ADVISORY COMMITTEE REPORT:

Shelby Benton, chair, reported via video. She reviewed the legislative proposal process that is currently underway for the 2023-2024 biennium of the General Assembly. Proposals were due on Friday, October 7, 2022, and the committee will meet on November 18, 2022, to review legislative proposals, standing positions, and the proposed constitutional amendment to repeal the literacy test. The committee plans to provide its recommendations to board members by December 20, 2022, in advance of formal presentation and consideration at the January board meeting.

LEGISLATIVE REPORT:

Michelle Frazier and David Ferrell, contract lobbyists, reported. The General Assembly is officially out of session with the exception of skeleton sessions, but it may convene in December to discuss more substantive matters including Medicaid expansion. The NCBA's efforts to repeal the literacy test will resume in the 2023-2024 session. Regarding the upcoming election, it appears the Republicans will remain in control of both chambers with the key question being whether the majority will be veto proof. The outcome of the two Supreme Court races could mark a potential powershift within the state's highest court.

YOUNG LAWYERS DIVISION REPORT:

Lisa Williford, chair, reported. Attendance was strong at the recent YLD quarterly meeting, and some 40 law students attended the social event following the meeting. Williford commended the excellent YLD leadership team for its hard work. President Clayton Morgan and President-Elect Patti Ramseur joined with the YLD in attending

orientation sessions for new students at five of the state's six law schools, during which 800 students joined the NCBA Law Student Division. The report concluded with highlights of various YLD programs, including the highly successful Grab-a-Coffee program during which 212 matches (law students/attorneys) were recorded this year. The next YLD quarterly meeting is scheduled for December 2, 2022.

APPELLATE PRACTICE SECTION REPORT:

James Kilbourne, chair, reported. The section has been busy planning numerous activities, including the celebration of the 10th anniversary of the section's founding on June 15, 2023. That anniversary celebration will feature Judge Al Diaz of the U.S. Fourth Circuit Court of Appeals as the keynote speaker, and the Bar Association's first in-person swearing-in session at the U.S. Supreme Court scheduled for May 20, 2024.

SEXUAL ORIENTATION AND GENDER IDENTITY COMMITTEE REPORT:

Sarah Saint, chair, reported. The committee is off to an outstanding start. Approximately 80 committee members signed up by the committee's first full meeting in January, and the committee has already participated in numerous events and programs. Moving forward, the committee will continue to work toward developing its name change and gender marker correction clinic and CLE as well as a microgrant program and a drag event. The committee will be mirroring the work of the Minorities in the Profession Committee by developing a spreadsheet of LGBTQ+ NCBA members who are experts in their fields to use and offer as a reference guide for CLE planners. The committee is also working on a "CLE in a Box" program on LGBTQ+ 101 for practitioners that it will offer to NCBA sections.

PROFESSIONALISM COMMITTEE REPORT:

Gill Beck, vice chair, reported via video. Nominations are now being accepted for the 2023 H. Brent McKnight Renaissance Lawyer Award. The deadline is December 15, 2022. The Professionalism Committee CLE will take place on Friday, December 9, and is being offered both in person at the N.C. Bar Center and via live webcast. The title of this year's program is "Professionalism as We Move Into the Post-pandemic World." Judge Robert J. Conrad Jr. of the U.S. District Court for the Western District of North Carolina will be the keynote speaker.

MEMBERSHIP REPORT:

Grace Roede, director of membership, reported. She provided background and a brief introduction of herself. She also discussed recent activities of the Membership Department, including the Join/Renew process and personal outreach to lapsed members. Through September 1, total membership stood at 16,297, up 1.2 percent from last year, and paid membership stood at 12,469, down 3.7 percent from last year.

COMMUNITIES REPORT:

Cheyenne Merrigan, director of communities, reported. She provided a brief introduction of herself and commended the work of her team in the Communities Department. The department supports all of the NCBA's sections and divisions as well as eight of its committees. The department has already supported dozens of council meetings and

events this year and has traveled to 10 different cities thus far. In-person attendance is not quite back to normal, and staff is working to remain flexible as it gauges the preferences of our members transitioning out of the pandemic.

MARKETING REPORT:

Erin Robbins, director of marketing, reported. She provided a brief introduction of herself and the four-person marketing team, and an overview of their duties. Marketing provides support and service to the organization through email production, website content, print design and publication, and social media networking.

CLE REPORT:

Kate Leahy, director of CLE, reported. She provided a brief introduction of herself and the work of the department. Moving slowly away from the pandemic, CLE continues to operate in the hybrid mode with some in-person attendance and continuation of the webcast option for its programming. She stated that CLE will continue to monitor the webcast numbers and in-person attendance, and work toward increasing engagement with our virtual audience. On-Demand registrations are up 42 percent year-to-date, and section members who do not attend the live program are emailed to ensure they know the On-Demand option is available.

CENTER FOR PRACTICE MANAGEMENT REPORT:

Catherine Sanders Reach, director of the NCBA Center for Practice Management, reported. She provided a brief introduction of herself and an overview of the Center for Practice Management. She also discussed recruitment and retention questions that she is receiving through her consultations with law firms, and the challenges firms are facing in trying to recruit lateral hires who have experience. Her report concluded with a heartfelt message that "we need to give ourselves and one another grace."

AUDIT & FINANCE COMMITTEE REPORT:

Patti Ramseur, chair, reported. The Audit & Finance Committee met on September 15, 2022, to receive the annual audit report of the Association for the 2021-22 fiscal year from CPA firm Blackman & Sloop. The Association received a clean, unmodified opinion, which is the highest level of opinion.

The Association completed the fiscal year with total assets of \$15,478,777 and liabilities of \$2,721,042, resulting in net assets of \$12,757,735. This represents an increase of 2.2 percent compared to 2020-21. As of August 31, 2022, the Association has \$18,009,449 in assets and \$1,546,077 in liabilities, resulting in net assets of \$16,463,372. The Association has an excess of operating revenue of \$3,705,636. There are no discernible trends in the first two months of the current fiscal year.

A motion to accept the audit report was seconded and approved unanimously.

EXECUTIVE DIRECTOR'S REPORT:

Jason Hensley reported. He provided an overview of the Association and Foundation that included the internal organizational structure, recommendations of the Foundation

Funding Task Force which preceded the Foundation's new board structure, and recommendations of the Membership Value Task Force which preceded the revised membership bundle and dues structure that became effective July 1, 2019. He also reported on information technology upgrades that were completed in the midst of the pandemic and additional aspects of the organization's COVID-19 response, and provided background on the Report on Relationships Between the NCBA and Systemic Racism which was received and acted upon by both boards on November 23, 2020.

The Report on Relationships Between the NCBA and Systemic Racism led to the board action acknowledging the role that several of the NCBA's founding members and early officers played in the white supremacy campaign of 1898, and the formal issuance of an apology "to all individuals, known and unknown, who were denied admission to the Association on the basis of race, the results of which have harmed generations of Black attorneys in North Carolina." The board also authorized the executive director to create a staff position focused on the advancement of diversity, inclusion and equal opportunity in the legal profession. Hensley reported that such a position has been created, and effective November 1, Ebony Bryant will join the NCBA as its first Director of Diversity and Inclusion. Bryant is presently serving as Director of Diversity Initiatives with the Duke School of Law and previously served as the Associate Director of Admissions and Diversity Recruitment with Duke Law School.

AWARDS & RECOGNITIONS COMMITTEE RECOMMENDATION REGARDING THE JOHN J. PARKER AWARD:

Clayton Morgan reported. Action taken by the Board of Governors in response to the Report on Relationships Between the NCBA and Systemic Racism also included multiple assignments to the NCBA Awards & Recognitions Committee, including a review of all current named awards. In conjunction with that task, President Morgan reported that the committee met on September 12, 2022, to further review the appropriateness of honoring Judge John J. Parker through the naming of an award long held to be the NCBA's highest award. In its review, the committee considered a recent memo from Past President Larry McDevitt regarding racist views and segregationist actions demonstrated by Judge Parker during his years on the bench. At the conclusion of its meeting, the Awards & Recognitions Committee unanimously approved the following resolution:

The NCBA Awards and Recognitions Committee recommends to the NCBA Board of Governors that it sunset the Judge John J. Parker Award and consider the establishment of a new lifetime achievement award.

The NCBA Executive Committee reviewed the resolution on September 29, 2022, and voted unanimously to recommend its adoption by the Board of Governors. Following brief discussion, a motion was made, seconded and unanimously approved to sunset the John J. Parker Award and consider the establishment of a new lifetime achievement award.

PRESIDENT'S REPORT:

Clayton Morgan reported on three items: the reappointment of ABA Delegates; the establishment of Diversity and Inclusion as a standing agenda item for the Board of Governors; and bifurcation of the Judicial Independence and Integrity Committee.

ABA Delegates: The NCBA holds six seats in the ABA House of Delegates which are appointed for two-year terms. Three of the seats are up for appointment or reappointment annually on a staggered schedule. This year, all three of the current delegates have expressed their willingness in being reappointed. So, President Morgan recommended that Rashad Morgan, Rachel Blunk and Peter Pappas be reappointed. A motion to reappoint all three individuals was seconded and approved unanimously.

Diversity and Inclusion. The Diversity and Inclusion discussion centered on holidays and religious observances. The issue was brought to light recently when an NCBA event – a committee meeting that was promptly rescheduled – was inadvertently scheduled on a major Jewish holiday. President Morgan reviewed the organization's existing schedule of holidays and religious observances, which largely mirrors the state and federal schedule and closely coincides with the closure of courts.

In response to the recent issue regarding the Jewish holiday, in the future the NCBA will maintain on its website a listing of religious holidays and observances and federal holidays. The NCBA will not mandate that meetings and events not occur on these dates, but it will encourage everyone involved to consult the calendar before scheduling meetings and events. President Morgan further noted that no vote will be taken today on the formal addition of various dates, but leadership throughout the organization will be made aware of this discussion and further informed annually during the Bar Leadership Orientation process.

The NCBA Task Force on Integration, Equity and Equal Justice, which was established through board action in response to the Report on Relationships Between the NCBA and Systemic Racism, will remain in place this bar year under the leadership of Rob Harrington. While the task force's "Additional Steps" working group has completed its assignments, the remaining two working groups ("Contributions" and "Telling the Story") will continue their work during this bar year.

Judicial Independence and Integrity. President Morgan provided background on the Judicial Independence and Integrity Committee. He explained that it is being bifurcated so separate committees can focus their attention respectively on the civic education component and judicial selection. Don Pocock will chair the newly formed Judicial Education Committee, and Judge Julian Mann will chair a smaller committee that will devote its attention to methods of judicial selection (and be known as the Judicial Independence Committee).

ADJOURN:

A motion to adjourn the fall meeting of the NCBA Board of Governors was seconded and approved unanimously.

THERE WERE NO NCBA CONSENT AGENDA ITEMS

NCBA INFORMATION REPORTS SUBMITTED:

1. NORTH CAROLINA STATE BAR – Darrin Jordan, President
2. NC IOLTA – Mary Irvine, Executive Director
3. PRO BONO COMMITTEE – Katherine Asaro, Co-Chair
4. SEXUAL ORIENTATION & GENDER IDENTITY COMMITTEE – Sarah Saint, Chair
5. PROFESSIONALISM COMMITTEE – Gill Beck, Vice Chair
6. MEMBERSHIP – Grace Roede, Director
7. NCBARBLOG – Jessica Junqueira, NCBA Communications Manager

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Russell Rawlings". The signature is fluid and cursive, with the first name "Russell" and last name "Rawlings" clearly distinguishable.

Russell Rawlings, recording secretary