

MEETING MINUTES
BOARD OF DIRECTORS
of the
NORTH CAROLINA BAR FOUNDATION

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 Directors of the North Carolina Bar Foundation 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
Jason M. Hensley – Executive Director and Secretary

The following board members were present:

Alison Ashe-Card
Woody Connette (Development Committee Chair)
Judge Richard Doughton
Stuart Dorsett
Benjamin Edwards
Casey Ferri
Nan Hannah
Evan Lewis
Sidney Minter
Ashley Rusher
Jared Smith (Programs Committee Chair)
Rebecca Smitherman
Richard Thigpen
Jerry Walters
Monica Webb-Shackelford
Judge Joe Webster
Lisa Williford

The following board members were not present:

Edward Griggs (Endowment Committee Chair)
Jim Morgan
Rashad Morgan
S. Camille Payton

Robin Stinson
Matt Wolfe

The following individuals were also present:

Past Presidents not previously denoted:

Mark Holt

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

Vincent Childress
Clara Cottrell
Associate Justice Anita Earls
Larissa Mañón Mervin
Judge Jimmy Myers
Will Oden
Judge Graham Shirley
Patrick Weede

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 NCBF BOARD OF DIRECTORS MEETING:

President Clayton Morgan called the meeting to order and welcomed all in attendance. Roll was taken and a quorum was present.

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

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

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

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

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

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

BOARD OF DIRECTORS ORIENTATION:

Kim Bart Mullikin reported. She provided a historical timeline of the Foundation from its inception in 1960 through the transfer of CLE and Lawyer Referral Service (LRS) to the Association in 2017, and to the current board structure which was enacted in 2019. She referenced the Moss+Ross NCBF Development Assessment from 2017 and reported that all 63 goals and sub-goals of that Assessment have been achieved. She thereafter provided a detailed update on the current status of the Foundation (including a review of staffing and pro bono and civic education programs), and reported that the NCBF Endowment provided \$312,257 for distribution in 2022-23.

DEVELOPMENT COMMITTEE REPORT:

Edward G. "Woody" Connette, chair, reported. He referenced the recently completed NCBF Impact Report and its importance in providing donors with a reason as to why they should contribute. Regarding the Leadership Gift Campaign, he encouraged everyone to participate at whatever level they felt comfortable while noting that 100% participation was important. He noted that Foundation Program Partners are firms and organizations contributing \$2,500 to the Annual Fund, and 35 firms and organizations have already committed this year. Chair Connette stated that the overall Annual Fund goal for this year is \$500,000, and reported that Wilmington attorney Steve Coggins (the newest member of the Platt Walker Society) has pledged a planned gift to the endowment.

PROGRAMS COMMITTEE REPORT:

Alex Rogers reported. October is Pro Bono Month, and the Foundation has clinics scheduled almost every week. Two new section pro bono projects have been approved: the NCBA Family Law Section and Paralegal Division Pro Se Custody Clinics, and the Elder & Special Needs Law Section's Equity Preservation Project. Rogers noted that participation in NC Free Legal Answers remains high, but the number of legal questions in the queue is running low. She asked board members to help in getting the word out to

their contacts in the court system and local constituents. It was suggested that making contact with DSS offices would be helpful as well.

WILLS FOR HEROES REPORT:

Volunteer Samantha Gordon reported. She spoke of the “superpower” that attorneys possess in their ability to help people, and how important it is for first responders to have their affairs in order. Gordon has served as a lead volunteer since 2018 and has experienced the evolution of Wills for Heroes through the pandemic to its present semi-virtual format. She encouraged everyone to volunteer for the program.

AUDIT & FINANCE COMMITTEE REPORT:

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

The Foundation completed the fiscal year with total assets of \$26,907,871 and liabilities of \$1,327,379, resulting in net assets of \$25,580,492. This represents a decrease of 13.4 percent compared to 2020-21. As of August 31, 2022, the Foundation (excluding the Endowment) has \$12,202,589 in total assets and \$1,213,224 in liabilities, resulting in \$10,989,365 in net assets. Through August 31, 2022, the Foundation has excess expenses from routine operations of \$76,111. 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.

OPEN DOOR FELLOWSHIP PROPOSAL:

Clayton Morgan reported. He provided background on the Open Door Fellowship, which grew out of the work of the NCBF Task Force on Recognition and Grant Initiatives and its charge to “consider and make recommendations to the Board regarding appropriate grant and program initiatives to encourage greater equity, diversity and inclusion in the practice of law and delivery of legal services in North Carolina.” The new program will be a competitive summer fellowship for first-year law students from historically excluded or under-resourced backgrounds. A \$1 million endowment campaign, led by Past Presidents Caryn McNeill and Mark Holt, will ultimately provide funding for the fellowship program. However, President Morgan reported that in order to roll out the program in spring 2023, \$30,000 is being requested to underwrite two fellowships at \$15,000 each. A motion to approve \$30,000 in funding from the NCBF to cover the costs of the first year of the NCBF Open Door Fellowship for two Open Door Fellows was seconded and approved unanimously.

PRESIDENT’S REPORT:

Clayton Morgan reported. He discussed the Foundation’s pro bono programs and the importance of creating service opportunities for our members through the building and expansion of these programs. He encouraged board members to volunteer for these programs and to support the development effort as well. President Morgan further detailed that last year’s total of 1,377 donors represented only 8 percent of our

membership, and that we therefore need to raise these figures to 4,000 donors and 25 percent of our membership.

President Morgan concluded his report by announcing that the Foundation will host a dedication ceremony for new Justice Funds and additional gifts on October 19 at the Bar Center.

OTHER BUSINESS:

Board member Stuart Dorsett initiated discussion focused on the need for the Foundation to undertake a strategic planning process. He referenced the Association's recently instituted Strategic Planning Committee and asked that a similar process be considered for the Foundation. President Morgan said that he would certainly take the matter under consideration, and he did not necessarily believe that the Association needed to complete its plan before the Foundation could begin working on one.

ADJOURN NCBF BOARD OF DIRECTORS MEETING:

A motion to adjourn the fall meeting of the NCBF Board of Directors was seconded and approved unanimously.

THERE WERE NO NCBF CONSENT AGENDA ITEMS

NCBF INFORMATION REPORTS SUBMITTED

1. BOARD OF DIRECTORS ORIENTATION – Kim Bart Mullikin, Senior Director
2. DEVELOPMENT COMMITTEE – Edward G. "Woody" Connette, Chair
3. ENDOWMENT COMMITTEE – Edward Griggs, Chair
4. PROGRAMS COMMITTEE – Alex Rogers, Director of Programs
5. OPEN DOOR FELLOWSHIP PROPOSAL – Clayton Morgan, NCBF President

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Russell Rawlings". The signature is written in a cursive, flowing style.

Russell Rawlings, recording secretary