

SECOND Draft 9/20/22

Chesapeake Legal Alliance
Minutes of the Meeting of the Board of Directors
September 19, 2022

The Board of Directors (“Board”) of the Chesapeake Legal Alliance (“CLA” or “Organization”) convened by Zoom Conferencing.

Participating were:

Board of Directors and Board of Advisers:

Tom Barba, Patrick Coyne, Ridge Hall, Richard Hinds, Rick Hoffman, Seema Kadade, Hal Marcus, David Menotti, Lois Schiffer, Joyce Schlesinger, Skip Shipman, Russ Stevenson, Nancy Merrill Sullivan and Dave Weinberg.

Executive Director:

David Reed

Staff:

Denise Swol, Eugene Wilson, Molly Brown, Patrick DeArmey, Angela Haren, Will Hanon and Evan Isaacson.

Russ Stevenson called the meeting to order at 5:00 p.m. Russ welcomed everyone to the meeting.

Minutes

The minutes of the Board Meeting of June 27, 2022 were approved.

Finance Committee Report

Joyce presented the report of the Finance Committee. She noted that CLA’s financial report through June 30, 2022, a copy of which is attached hereto, had been circulated to the Board but that the Finance Committee has not yet received the financial report for the months of July and August, 2022. The latter will be circulated when it becomes available. She added that the Finance Committee is considering replacing CLA’s accounting firm at the appropriate time,

and that, consistent with prior discussions, CLA will establish a “rainy day fund” of \$250,000.

The Board then discussed the need for Russ Stevenson, Eugene Wilson and David Reed to be able to access funds held in CLA’s Vanguard account for CLA’s routine business purposes, the certificate that is required by Vanguard for such access, and what specific Board or other CLA policies were applicable to such access, including in respect of the number of authorized signatures required.

No definitive advice was provided to the Board on the policies applicable to access CLA’s financial accounts. Accordingly, at the request of several members of the Board, a consensus of the Board was reached that the Finance Committee and the Governance and Nominations Committee would, prior to the next Board meeting, jointly review the process and authorizations required for transactions in or access to CLA’s financial accounts, including for check-writing or making transfers in respect of such accounts, and that these committees would thereafter jointly report to the full Board detailing such processes and authorizations and make recommendations for any changes deemed necessary or appropriate. Patrick Coyne agreed to lead this joint committee effort.

Thereafter, upon motion duly made, amended and seconded, and in order to provide the requested certificate to Vanguard, the Board authorized and approved each of Russell Stevenson, Chairman and President, David Reed, Executive Director, and Eugene Wilson, Business Manager, to have access to, engage in transactions for, execute documents related to, and take any other appropriate and duly authorized actions on behalf of CLA and in respect of CLA’s accounts at Vanguard, provided that the approval of two or more of such persons, including their signatures, will be required for any transaction which, individually or collectively, is greater than \$15,000 in amount.

Governance and Nominations Committee

Patrick Coyne presented the Governance and Nominations Committee Report. First, upon motion by Patrick duly made and seconded, the Board approved requiring Executive Committee or Board approval for any long-term financial commitment or expenditure of funds by CLA that is greater than \$15,000 in amount.

Second, following discussion and upon motion by Patrick duly made and seconded, the Board approved extending the term of certain Board members by six months **[PATRICK TO PROVIDE SPECIFIC LANGUAGE HERE AS THERE WAS MUCH CONFUSION IN THE MEETING]**

Third, upon motion by Patrick duly made and seconded, the Board approved Mariah Davis as the newest member of the Board.

Finally, Patrick reminded the Board that the Diversity Committee is being merged into the Governance and Nominations Committee.

Development and Marketing Committee Report

Richard Hinds and Denise Swol presented the Development and Marketing Committee Report. Denise noted that the Fundraising Plan remains a work in progress and she would welcome additional feedback from Board members. Denise also detailed the grants submitted in the first quarter and the satisfactory progress being made in respect of individual donations. A copy of Denise's Development report, dated September 19, 2022, is attached hereto. Finally, Russ noted the value of the Due East fundraising training and encouraged Board members to attend the next training session.

Strategic Planning Committee Report

Ridge provided a high level review of the next generation Board of Directors vision document which had been previously distributed to Board members and is attached hereto. Specific Board discussions ensued on the issues of financial commitment, term limits, standing committees, the executive committee, succession planning and allocation of responsibilities. Ridge invited additional feedback prior to the next Board meeting.

Executive Director's Report

Dave presented the Executive Directors' Report and referred to the comprehensive written report provided to the Board prior to the meeting and attached hereto. He noted that CLA is taking new office space that will be shared with Due East, and that staff will be physically in the office only sporadically. The CLA staff then provided a further summary of litigation, educational and administrative matters.

The meeting was thereafter adjourned at approximately 7:00 p.m.