

**Philadelphia Bar Association  
Board of Governors Meeting  
10<sup>th</sup> Floor Board Room  
December 13, 2018**

Upon confirmation that a quorum was present, the meeting was called to order at approximately 3:40 p.m. by Chair Kathy Jaffari.

A motion to approve the minutes of the Board's November 29, 2018 Board meeting carried unanimously.

Assistant Treasurer Matthew S. Olesh presented the Treasurer's Report for the period ending November 30, 2018. The Association failed to meet its overall year to date budget by \$184,907. Revenues were short, relative to the budget for that period, in the amount of \$323,726, primarily due to reduced sponsorships and LRIS performance. On the positive side, expenses were lower than expected, in the amount of \$138,756, attributable primarily to timing of payments, reduction in salary and benefit expenses due to open positions and the fact that the new CLE position budgeted to start in April has been postponed. A motion to approve the report carried unanimously.

Pension Committee Co-Chair Jonathan A. Clark then presented a Resolution Adopting the 2019 Restatement and Changing the Trustee of the Philadelphia Bar Association Pension Plan. The committee is in the process of increasing the fiduciary services with respect to the Association's qualified retirement plan. Certain steps are required in order to implement those changes, including an amendment and restatement of the pension plan. No substantive changes are contemplated; rather the current plan simply will be inserted into a new form provided by Professional Capital Services. The second contemplated change is that Advisor Trust Inc. will be substituted as trustee for the current trustee, TD Ameritrade, as the ministerial custodian of the assets. A resolution approving these contemplated changes carried unanimously.

Chancellor Platt then presented an update on the [auction](#) of the Association's historic portrait collection. All but nine items were sold, which could be re-consigned or returned to the Association. The auction yielded an aggregate hammer price of \$147,110, out of which the \$1,000 moving cost will be paid. Of the 8 portraits and 1 bust that did not sell, two of the portraits have received an offer for \$450 each. They were reserved for a total of \$1650. Chancellor Platt tried unsuccessfully to negotiate a higher price. She also anticipates the Pennsylvania Bar Association offering to purchase the portrait of Alexander Simpson. The portrait had a reserve of \$850 at the auction. Chancellor Platt explained what she expected the Bar Assn. to receive from the sale of this portrait. Freeman's has agreed to allow us to re-consign the remaining works for sale at the upcoming Collector's Part 2 Sale (February 13, 2019) and Chancellor Platt explained how Freeman's would calculate the selling price for the artwork. The February sale will save the bar association the cost of insurance and moving the artwork back to the bar association. Freeman's also has offered to designate the unsold items as "SELL" in its database.

Because they are not likely to sell for much money, Chancellor Platt proposed that the Association consider retaining one portrait, of a former chancellor, which had a \$900 reserve at the auction, as well as the bust, which had a \$1250 reserve at the auction.

Chair Jaffari presented a memorial resolution in memory of former chancellor Seymour (Sy) Kurland. A motion to approve the resolutions carried unanimously.

Chair Jaffari then presented plaques to outgoing officers and board members, some of whom were present to receive their plaques and some of whom were not. Plaques were issued to Treasurer Regina Foley, Edward Beitz, James Funt, Angela Giampolo, Wendy Castor Hess, Teresa Rodriguez, Adam Taylor, Eric Siegel, Ann Funge, Timothy Holman, Molly Tack-Hooper, Jill Jenkins, Erin Siciliano, David Shapiro, Hon. Tina Rago, Kevin Mincey, Gaetan Alfano, Thomas Brophy and Robyn Addis. Maureen Farrell, who is continuing next year in another capacity, also was thanked for her service. Chair Jaffari acknowledged and thanked Vice Chair Amber Racine for her role in Chair Jaffari's extended absence and thanked Chancellor Platt for her extraordinary work not only as chancellor but also in stepping in to fill the void created upon the departure of the executive director. Chancellor Platt presented Chair Jaffari with the gavel in honor of her year as Board chair and thanked Chair Jaffari for her exemplary service as Board chair as well as her support and her advice on corporate governance and other issues, including the strategic plan.

Chancellor Platt also delivered a report on membership and asked the Board to encourage their colleagues to renew or join the association if they are not members. The Association collected \$1,808,000, which represents approximately 99% of our membership dues budget. In other announcements, Chancellor Platt noted that future membership forms will include an opportunity to disclose the member's practice area, as a means of connecting the member to relevant sections and committees, and that she had asked members of the Membership Task Force to submit ideas on how to get more members from the types of firms and legal departments where they work. Andrea Morris-Tracey will compile and circulate their responses to next year's chancellors and the new Executive Director. We expect to receive suggestions about the dues structure, which we did not want to change this year because we increased dues slightly last year and we wanted the new ED to be involved in making a recommendation to the Board regarding dues. So next year's Board will probably be asked to consider changing the dues structure for 2020 and alternatives like block billing provided the changes don't reduce dues revenues.

Chair Jaffari had no announcements.

There being no further regular business, the meeting adjourned at approximately 4:05 p.m. to go into executive session. As a result of the executive session, the Board unanimously adopted a resolution regarding the bar association budget, stating as follows:

**“WHEREAS**, the Board of Governors serves, *inter alia*, in a fiduciary capacity with respect to the affairs of the Philadelphia Bar Association;  
and

**WHEREAS**, in accordance with Section 502 of the Association’s current bylaws and Section 6.3.1 of the Amended and Restated Bylaws taking effect January 1, 2019, the Board is charged with the responsibility of adopting an operating budget by the end of the year for the following fiscal year; and

**NOW, THEREFORE, BE IT RESOLVED** that the proposed budget prepared by the Budget Enhancement Task Force and staff is hereby approved, subject to the provisions below; and

**FURTHER RESOLVED**, that the Association’s Executive Director is directed to evaluate the approved operating budget and to make recommendations to the Board of Governors for modification thereof, with the understanding that such modifications will be in furtherance of a balanced budget, such that budgeted expenses shall not exceed reasonably anticipated revenues; and

**FURTHER RESOLVED**, that continuing efforts shall be made to achieve a fully balanced budget hereafter.”

The executive session adjourned at approximately 6:08 p.m.

Respectfully submitted,

Marc J. Zucker  
Secretary

**Board of Governors Attendance  
December 13, 2018**

**Voting members present (by phone or in person)**

Mary Platt

Rochelle Fedullo

Hon. A. Michael Snyder (Ret.)

Marc Zucker

Jennifer Coatsworth

Matthew Olesh

Katayun Jaffari

Amber Racine

Maureen Farrell

James Funt

Maureen Olives

Jennifer Seme

Meghan Claiborne

Francesca Iacovangelo

Nicholas Kamau

Alisha Lubin

Michael van der Veen  
Dominique Ward  
Deborah Gross  
Kevin Mincey  
Michaela Tassinari  
Eric Siegel

**Absent:**

Regina Foley  
Edward Beitz  
Angela Giampolo  
Wendy Hess  
Teresa Rodriguez  
Adam Taylor  
Susan Lin  
Neil Maskeri

**Non-voting members present:**

Lawrence Beaser  
Wesley Payne

**Absent:**

Gaetan Alfano  
Priscilla Jimenez  
Thomas Brophy  
Harry Reichner  
Robyn Addis

James Berardinelli  
Molly Tack-Hooper  
Erin Siciliano  
David Shapiro  
Hon. Tina Rago

Hon. Sandra Mazer Moss (Ret.)  
Benjamin Barnett  
Vincent Barbera  
Ann Funge  
Timothy Holman  
Jill Jenkins

Abraham Reich  
Butler Buchanan  
Elisa Advani  
Hilda Thompson  
John Gregory

