

**Philadelphia Bar Association
Board of Governors Meeting
February 20, 2020**

The meeting was called to order by Chair Kamau at 4:07pm.

The minutes from the January 23, 2020 Board meeting were considered. A motion to approve the minutes was made and seconded and passed unanimously.

Treasurer Zucker presented the Treasurer's Report including the December 2019 numbers, closing numbers of 2019 and the first month of 2020. The 2019 numbers are still preliminary until the auditor signs off on them. He suggested the Board should focus on the statement of operations, which reflects the income and expenses and compares to last year and to the budget.

December numbers were well within budget, approximately \$700 shy of revenue projections, and spending \$100,000 less than had been budgeted.

Year End Report (Preliminary)

Year-end revenues were just shy of what was budgeted, approximately \$8,000 less than we hoped, but still approximately \$28,000 more than collections last year. This was very good news, considering that the year began with big gap that resulted from a \$100,000 decline in USI revenue.

Other good news: the Association collected about \$55,000 more in dues last year than budgeted, though still less than in 2018. The LRIS revenues were lower than anticipated by about \$31,000, but they would have been far worse, had the December LRIS revenue not been so good. (LRIS brought in \$76,000 last month alone). In contrast, CLE revenues were about \$40,000 less than budget for the year, but still much higher than the year before, by approximately \$58,000. There is hope that CLE revenues will continue to increase in the coming year.

On the expense side, the news is very good. The Association shaved \$242,000 off of the budget, meaning that planned spending was \$3.88 million last year, but only \$3.64 million was actually spent, if the one-time restructuring expenses that were incurred are discounted. And likewise when compared to the 2018 expenses, spending was about \$300,000 less, before accounting for those restructuring expenses, so it's a significant advance in cost-cutting.

However, expenses were adjusted further to allow for capital technology expenses that were necessary but not included in the original budget. The Finance Committee met last June regarding capital expenditures and had authorized \$39,000 in additional technology expenses beyond what had been budgeted. That expenditure has made an enormous difference in the Association's ability to function and appears to have been well worth the investment. The detail in the capital budget spreadsheet was included in materials circulated to the Board.

The financials also have a separate line item for restructuring costs that were separated out for transparency sake, since these were just one-time expenses that don't reflect a trend going forward.

Taking the \$207,000 restructuring costs into account increases the deficit for the year to about \$300,000, but the Association remained more or less at a breakeven point overall, including realized and unrealized gains on investments (compared to a deficit of more than \$463,000 in 2018).

January report:

Unfortunately, the numbers for January are less than hoped, but not with any impact on the bottom line. The Association collected \$148,000 less than budgeted, and about \$118,000 less than what was collected last January.

The slow start to the year is primarily the result of slower dues collections. Dues collections were slowed in part because the notices were sent out later than usual due to the system conversion in November. Our January large firm dues collections in particular are down significantly, and that has been a prime focus of Executive Director Hurdle's continuing efforts to court large firms.

CLE revenue likewise is less than we expected (by about \$16,000)

Some good news regarding revenue is that LRIS has brought in somewhat more than expected, and is likely to exceed our expectations for February as well.

On the expense side, the Association continues to stay well within budget, and in fact spent about \$9,000 less than expected last month.

Overall, the Association is in the black for the month, which is encouraging. Looking at the net of revenue and expenses, the Association is ahead by about \$277,000 for the month, compared to a net of about \$390,000 at this time last year.

Executive Director Hurdle will provide additional information regarding a social media campaign to increase membership and CLE attendance. The hope is that this will close the shortfall in the budget. In the meantime, the board needs to play an active role in getting old members to renew, and new members to join.

A motion to approve the Treasurer's report, understanding the numbers are preliminary as reported, was made, seconded and unanimously approved.

Chancellor Snyder presented an update on HB 196 (electing appellate judges by regional district) along with Association Legislative Counsel Anthony Crisci, who presented the perspective in Harrisburg. Mr. Crisci reported that HB 196 is in the Senate Judiciary. He expects the Senate will consider it in May or early June, because of publication notice requirements for a constitutional amendment. The concept of the legislation has been around in Harrisburg for decades, but nothing actually happened until 2019. The current sponsor is Representative Russ Diamond from Lebanon County. Since it is a constitutional amendment, it

requires passage in two consecutive legislative sessions. It will not go to the governor, but does need to pass by plebiscite. It would divide the state into different districts for the 3 appellate courts depending on the number of judges in each court. The districts are supposed to be set up pursuant to the principles of redistricting; the populations are supposed to be as roughly even as possible. The primary argument for the bill is that there is not enough judicial diversity, because 60% of current seats held on all appellate courts are from two counties. It has been traditionally used as a contrary argument to merit selection. It already passed the House on December 18, 2019 by a margin of 102-95. All Democrats present voted no, and 4 Republicans joined them. The four Republicans were from Philadelphia collar counties.

Mr. Crisci agreed with Secretary Coatsworth's suggestion of joining with other county bar associations in opposition. The Board discussed strategies for opposing the bill.

Executive Director Hurdle interrupted the agenda to announce that he has a new Administrative Assistant, which he is thrilled about. He introduced her to the Board and her name is Marketa Johnson.

Campaign for Qualified Judges Chair and Association Assistant Treasurer, Matthew Olesh, presented a Resolution to Amend the Bylaws of the Campaign for Qualified Judges to Clarify Candidates Supported for Election to Judicial Office and an update on activities of the PAC. The Campaign for Qualified Judges is the Association's Political Action Committee and its purpose is to promote rating and recommendations of the Judicial Commission to the voters for qualified judicial and retention candidates. In 2017 there was an initiative to staff people at as many polling places as possible to promote judicial ratings and made a favorable impact with 100 volunteers. This was done again last year, but was supplemented with a vigorous social media campaign and this increased our influence and outreach even more. Now, the Campaign wants to maximize effectiveness for candidates who are running next year.

The first meeting of the PAC identified two goals: fundraising, because they spend money to promote the ratings, including social media advertising, which is very effective. The Campaign is in a good financial position right now, but needs to improve further for greater impact. The second goal is to continue outreach in the community including reaching out to wards and other organizations who educated the public about candidates to educate them about the commission and how they conduct their work. They want to do as much outreach as possible in the wards this year, because this year's election will garner a lot of focus and attention.

They noticed when examining the bylaws for the PAC, it had a minor omission, in that it didn't say its purpose was to promote highly recommended candidates, just recommended candidates. This is because the highly recommended rating is relatively new. The resolution is to amend the bylaws to add the highly recommended rating to the bylaws. Immediate Past Chancellor Fedullo commended Assistant Treasurer Olesh and Chair Kamau for their efforts last year in promoting the ratings. It was Assistant Treasurer Olesh's idea in 2017 to go to the polling places as opposed to random spots on the streets. This is one of the most important things the association does, so it's important to support the Judicial Commission and the PAC. Chair Kamau suggested that it would be foolish not to take advantage of the momentum developed last year. Chancellor Snyder added that as a result of last year's efforts, he asked Chair Kamau and Assistant Treasurer Olesh to go back into the wards and find people who would be willing to serve on the investigative division of the Judicial Commission, and because

people were aware of the work the Commission does, they were able to get an additional 65 volunteers. This is a way for people to become involved in the process and creates a new level of buy-in, especially for lay people. It helps the Commission be more reflective of the diversity of the City.

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

Chancellor Snyder presented a Resolution Establishing a Policy for the Final Determination of the Contents of Official Publications. There are two major print publications: The Philadelphia Bar Reporter and the Philadelphia Lawyer. These are the two official publications of the Association. However, there are times that an article is presented in these publications that doesn't meet the standards or mission of the Association. The Bylaws state that the Chancellor can be the only voice of the Association and there have recently been articles submitted for publication that have been deeply divisive or contrary to the mission of the Association. There needs to be a policy for determination of the final content of publications, because as a publication, it reflects on the Association and must be representative of the Association's views. The resolution states that the Chancellor has the final say, in consultation with the Executive Director to determine whether to publish a particular article in one of the publications. There was an amendment to the proposed resolution suggested by the Chancellor to the last sentence of the resolution to delete the parenthetical, which states "who shall be responsible for carrying out the decision."

One Board member asked whether the magazine requests letters to the editor. Chancellor Snyder responded that the editor in chief may ask for letters to the editor or solicit opinions, but the magazine has not allowed individual authors to solicit letters to the editor or opinions. The editor may write an article on anything that is their personal opinion. The Board member's concern is that a Chancellor would be making determinations as to what constitutes an opinion that can be published and asked if there could be general guidelines that could be imposed on the opinions that could be given. The Chancellor responded that it is not the intent of any Chancellor to prevent publications or opinions contrary to the opinion of the particular Chancellor. If an opinion is given by the editor that is not consistent with the Association, the practice has been to make it clear that the opinion stated is the personal opinion of the editor, not the Association. If the individual indicates in the column that the statements contained in the column are their own personal opinion and do not reflect the opinion of the editorial board or the Association, they would be permitted. She was concerned that members can't voice their opinions by sending in letters without the Chancellor's final say. The Chancellor answered that this is not an effort to stifle discussion or limit expression and this would be restricted to substantive pieces, not to letters to the editor. Chancellor Snyder indicated that after the resolution is approved, there should be a clarification about letters to the editor.

The procedure for appointment and reappointment to the editorial boards was discussed. Individuals are appointed either by the Chancellor or by the editorial board for a three-year term, which must be approved by the Board of Governors. When the term expires, they can be reappointed by a majority vote of the members of the editorial board, subject to the approval of the Board of Governors.

Another Board member expressed concerns about censorship issues. The Board went into executive session. When the Executive session was closed, a motion to approve the resolution as amended pursuant to the request of Chancellor was made, seconded and approved overwhelmingly with one abstention by Dominique Ward.

Chancellor Snyder led a discussion of the recent actions of President Trump and Attorney General Barr regarding the Roger Stone case and a possible Philadelphia Bar Association response, in light of the response provided by several other Bar Associations including the ABA, California Bar Association, New York State Bar Association. Slate Magazine also indicated that there was a need for other large Bar Associations to speak out and that there was neglect by Bar Associations if they failed to do so. It is believed that the actions of the President and the Attorney General in seeking to influence a lighter sentence for Mr. Stone are detrimental to the principles of judicial independence. It will be essential for us to make an appropriate statement that will indicate that there are certain fundamental principles that the Association has always considered paramount, including equal access to justice, respect for rule of law and judicial independence. The actions over this week are injurious to all three of those principals. The statement will need to come out quickly and it will focus on those particular actions. The actions throw away these basic principles.

Treasurer Zucker pointed out that Judge Rufe is leading the independent Federal Judges Association and suggested that she be consulted. Chancellor Snyder indicated that he already spoke with her and our statement will not be contradictory with her work on that Council. He also pointed out that the sentence has already been issued, but it is still relevant, because the Attorney General made the statements, which are contrary to the fundamental principles of the rule of law. Riley Ross pointed out that it is important, because it is clear that the President and Attorney General said they would do it again. Secretary Coatsworth pointed out that this would not be the first time this Bar Association made a similar pronouncement, as the Board passed a Resolution in 2017 criticizing the appointment of Jeff Sessions as Attorney General. Lou Rulli pointed out that the importance of this issue is the politicization of the Department of Justice. We have to stand behind the independence of the Department of Justice and the Judiciary. The Federal Bar Association just put out a statement in the last 10 minutes. The statements don't necessarily mention the President per se, they discuss the principles involved. Mike Van Der Veen pointed out that he thinks the Attorney General's position was to do with the sentencing guidelines. He doesn't think we can assume that what the Attorney General did was outside the bounds of what is done within the department. He suggested to focus on the independence of the judiciary. No one can know if the Attorney General's actions were precipitated by what the President did. The statement will focus on the effort to take away judicial independence and whether the actions are a diversion from access to justice and a disregard to the rule of law. It will be a general statement, of course of action over time, rather than specifically to the Stone issue. Dino Privatera advised not to get into the politics of the issue and he suggested it should be anchored to something. It will be linked to an increasing course of conduct that is concern for all of us. Before the Chancellor issues the statement, it will be reviewed by Director of Legal Services, Charlie Klitsch, Board Counsel Beaser, the other Chancellors and Executive Director Hurdle. It will be addressed appropriately.

Executive Director Hurdle provided his report.

He indicated that the statistics given are good talking points for Board members making personal asks to increase memberships. The messaging is key and we need everyone to ask and “sell” memberships. He touted the networking events our Bar Association presents as a sales pitch. He shared a social media campaign short video. It will be a targeted campaign directed at non-members who the social media vendor identified. The video was prepared with our social media vendor. There will be a lot on Linked In. There will be multiple messages. There is no audio to the message, because most people don’t listen to the audio. There will be a call to action. He encouraged the Board to re-post, share and like the Bar Association messages. Membership is a big number monitored daily, he also looks at CLE and LRIS separately, but all of the numbers have to be considered together. LRIS numbers will be good in February. Prospects have been added to the database so we can reach more potential members. The Association does a good job of speaking to the same people, but the focus of these efforts will be on the non-member prospects, who have already been identified. The Board will need to focus efforts on joining and renewing.

The renovations are still in progress and more will be known in the next month or so. The schematics are completed and they are being put into construction documents. The Association has signed off on the space-planning perspective. Sometime in the summer, everyone will move upstairs to the 11th floor for the construction to begin. There will still be a Board room of this size after the renovation. The 11th floor will have a state of the art conference center with breakout rooms where lawyers can hopefully use for depositions and meetings as a member service.

There are beginning discussions about broader web re-design. For many members, the only way they touch us is through publications, email, website, and social media, so the Association needs to expend significant resources so that they have the same level of experience as people who attend a signature event like Bench Bar.

Alternative dues structures and membership categories may be considered. Membership proposition is different for different people. What membership means for each person is different, so we need to individualize membership.

He also met with GPALS, Greater Philadelphia Area Law School Group to discuss how they can build a relationship with that group and the area law schools and law students.

Chancellor Snyder made his announcements. He indicated that he is loving being here and he is proud of the level of discussion and engagement of the Board as evidenced by the fact that all seats in the room were filled. He issued a statement about the actions of the judge in Allegheny County. Both the leaders of the ACBA and the PBA were thrilled that he made that comment and he has gotten tremendous support about this. He also got great comments about his column and the number of people reading it.

He had the opportunity to speak at the Naturalization ceremony today, which is incredibly uplifting. The guest speaker today was Sozi Tulante, who spoke of his personal experience as an immigrant. Judge Gallagher also expressed his personal experience as well. Chancellor Snyder also spoke about his personal experience with his grandmother who had one photo in her room, not of her family, but of FDR, who was “her president.” The joy of the new citizens at gaining citizenship is the reason we need to keep speaking out.

Chair Kamau indicated he had no announcements.

The meeting was then adjourned at 5:56pm.

Respectfully submitted,
Jennifer S. Coatsworth
Secretary

**Board of Governors Attendance
February 20, 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
Meghan Claiborne
Francesca Iacovangelo
Alisha Rodriguez
Michael van der Veen
Dominique Ward
James Berardinelli
Diane Penneys Edelman

Dino Privitera
P. Douglas Sisk
Neelima Vanguri
Wendi Barish
Kris Calalang
Erin Lamb
Craig Levin
Andre Webb
Hillary Ladov
Tom Innes
Randi Rubin
Maureen Farrell
Arly Smith-Pearson
James Tolerico
Mark Mazzanti
Rochelle Fedullo
Reginald Shuford

Absent:

Lawrence Felzer
Nipun Patel
Michael Zanan
Reuben Asia

Cheryl Upham
Amber Racine

Non-voting members present:

Lawrence Beaser
Leslie John

Harvey Hurdle

Absent:

Abraham Reich
Butler Buchanan

Invited guests present:

Louis Rulli

Nikki Johnson-Huston

Natalie Klyashtorny

Hon. Sandra M. Moss (Ret.)

