

**Philadelphia Bar Association
Board of Governors Meeting
March 25, 2021
Meeting held via Zoom**

Chancellor Lauren McKenna called the meeting to order at 4:05 p.m. and provided a welcome and some opening remarks. Chancellor McKenna then turned the meeting over to Chair Riley Ross.

The minutes from the February 25, 2021, Board meeting were considered. A motion to approve the minutes was made, seconded and passed unanimously.

Lawyers Concerned for Lawyers (“LCL”) Executive Director Laurie J. Besden then provided the Board with a presentation on the services provided by LCL. Besden thanked the Board for its leadership and for allowing her the time to explain the services offered by LCL. Besden told the Board that she wants to make sure that as many people as possible know about the services offered by LCL because it is a very under-utilized resource. Besden explained that LCL is primarily funded through a portion of the annual attorney registration fee. Besden told the Board that the services offered by LCL are completely confidential and available to attorneys or their family members. She explained that LCL has relationships with lawyers’ assistance programs across the country so that family members who reside in a different home or in a different state can receive services.

Besden told the Board that the services are free and confidential. They accept anonymous names and emails and that since issues with addiction are not “9-to-5” issues LCL has people on call 24 hours, 7 days-a-week, 365 days a year and encourage attorneys to call after hours.

Besden told the Board that when someone accepts help, LCL will pay for an evaluation with a health care provider and that LCL has relationships with over 150 providers across the Commonwealth, as well as out-of-state for circumstances when an attorney or family member is concerned about confidentiality issues with seeing an in-state provider. LCL pays for the initial session for you and the family member and then the cost goes to insurance. If insurance will not cover the costs, LCL will work to make sure the costs are paid, even when inpatient treatment is provided.

Besden told the Board that usually about one-third of the calls received by LCL are third-party calls from someone concerned about another. LCL will guide third-party callers on how to approach the issue with the other person, or LCL will reach out to the other person themselves. Besden told the Board that approximately 80% of the time when they reach out to someone that individual is willing to accept the help. She explained that in those circumstances LCL does not report back to the individual who called LCL.

In 2020, call volume went down slightly, something that they attribute to addiction issues being lower on the hierarchy of needs compared to other pandemic caused issues, such as employment, shelter, and grief. She said that the call volume is now starting to pick up as people start to realize the impact of the pandemic on their mental health. Over the past three and a half months, 81% of the calls received by LCL have been related to mental health challenges (she mentioned that typically 50% of their calls are related to alcohol use). Besden told the Board that it is her mission to speak to as many judges, lawyers and law students as possible to let them know about LCL’s resources and to continue to talk about substance use disorder until the stigma associated with it dissipates. She stated that the prognosis for recovery is excellent with treatment, but the challenge

remains to be able to reach people to let them know there is nothing wrong with asking for help and that it is actually a sign of strength and resilience.

Besden told the Board that LCL has over 300 volunteers across the Commonwealth, including lawyers, judges and law students, with a breadth of experience to allow LCL to assist with any issue and the volunteers are committed to doing anything they can to help a person struggling with dependency issues. Besden told the Board that volunteers do not have to be in recovery from a substance use or mental health issue; it just takes a compassionate person who wants to help out your colleagues.

Besden told the Board that LCL's website has many resources, including a Covid resource guide which is frequently updated, and that LCL can assist individuals connect with recovery meetings in 13 different counties, nine of which hold meetings via Zoom, and that individuals can participate in different meetings in different counties. Besden asked the Board to be the eyes and ears of others in the profession and not let people struggle in silence. She told the Board that attorneys concerned for a fellow attorney can call the helpline or email her, as she is fully accessible and available. Besden provided the Board with her email (laurie@lclpa.org) and phone (888-999-1941).

Tara Phoenix, Director of Continuing Legal Education, told the Board that Besden will be conducting a presentation on the LCL and the services they provide on April 9, 2020. Professor Louis Rulli, Access to Justice Advisor, thanked Besden for the important work that she does and expressed his appreciation for the presentation.

The Board then received a presentation on the 2020 Audit Report. Thomas Yankanich, who led the audit team at Kreisler Miller, provided an introduction to the presentation. The Board was previously provided with draft copies of the Financial Statements, Required Communications Letter, and form 990 for the year 2020. Kevin Gloviak of Kreisler Miller then provided the Board with an overview of the Financial Statements. Gloviak mentioned that Covid-19 impacted everything, including the Association's revenues; however, the Association was able to manage costs effectively and ended 2020 with a surplus of \$208,000. Gloviak pointed out that the Association was able to generate positive cash from their operations and did not need to liquidate investments. He commended Executive Director Harvey Hurdle, Chief Financial Officer/Director of Administration ("CFO") Susan Knight and the Association staff for their work in this regard. Gloviak then highlighted some of the information in the footnotes of the Financial Statements, including the disclosure of receipt of the Paycheck Protection Program ("PPP") loan and the fact that it could be forgiven in the near future.

Yankanich then provided the Board with the communications that are required to be made as part of the audit to those in governance. Yankanich referenced and read from portions of Required Communications Letter. Yankanich also told the Board that the audit team encountered no difficulties during the audit, there were no material uncorrected misstatements identified, and there were no corrected misstatements. He also told the Board that the audit team did not identify or obtain any information of fraud.

Yankanich also told the Board that they are working with CFO Knight related to questions on the PPP loan as they arise and to make sure that the Association maximizes forgiveness of the PPP loan, as well as an employee retention tax credit. Yankanich thanked CFO Knight, Executive Director Hurdle and the Association staff for their assistance throughout the process and told the

Board they are easy to work with every year, which he and his team appreciated even more given the remote environment in which the work was conducted.

Christopher Pekula of Kreisler Miller then provided the Board with an overview of form 990 for the year 2020 and the accompanying schedules.

Vice Chancellor Zucker told the Board that the Finance Committee reviewed all of the documents presented and was comfortable with the information contained in them. To avoid any appearance of impropriety, James Malone, Chair of the Tax Section, abstained from the discussion and vote on the audit report because his firm's financial documents are audited by Kreisler Miller. A motion to approve the Financial Statements, the Required Communications Letter and the Form 990 was then made, seconded and approved unanimously with Chair Malone being the only abstention.

Treasurer Matthew S. Olesh then presented the Treasurer's Report for the year through February 28, 2021. Treasurer Olesh told the Board that the February monthly revenues were below budget by \$55,685 with the biggest driver of that deficit being membership dues, which are approximately \$49,000 below projections. He stated that monthly expenses were as projected.

Treasurer Olesh stated that for the year through February, the Association's budget is approximately \$79,000 below the projection with approximately \$70,000 of that deficit from membership dues. Treasurer Olesh stated that there is still the belief that the Association is on schedule to meet its membership dues budget number because of the anticipated payment from large firms that have yet to pay their membership dues. He emphasized the need for the Board to stay vigilant in working on membership retention and recruitment.

Treasurer Olesh told the Board that expenses through February are approximately \$9,000 less than expected but added the savings is anticipated to balance out over the course of the year. He noted that the budget numbers do not include the impact of the PPP loan, which will provide the Association with another \$394,000 in revenue. He emphasized the need to not take the PPP loan funds for granted and that the Board should do everything it can to hit the budget projections without consideration of the additional funds from the PPP loan. Chair of the Tax Section Malone added that the PPP loan funds are a loan and therefore are technically not "revenue."

A motion to approve the Treasurer's report was made, seconded and passed unanimously.

The Board next considered a resolution opposing Senate Bill 78, known as "Kayden's Law" and heard a presentation from Molly Callahan, Director of the Women Against Abuse's Legal Center and Eileen Murphy, Chair of the Family Law Section.

Callahan provided the Board with information about the tragic factual background that led to the introduction of Senate Bill 78 and lauded the intentions behind the bill. She told the Board that the Family Law Section and many public service agencies have worked closely with State Senator Steven Santarsiero, who is the sponsor of the bill, over the past two years. However, the presumption that is at the heart of the bill that if one parent is found to have engaged in abuse, then that parent will only be permitted supervised child visitation presents too many problems. Callahan stated that while the presumption is rebuttable, the bill is unclear as to how that presumption can be rebutted, and it is apparent to practitioners that it is going to be very difficult to rebut the presumption, especially for *pro se* litigants. Callahan also pointed out that in most counties,

including Philadelphia County, there is very limited supervised visitation, effectively meaning that many parents would have no visitation with the children. She also stated that the bill does not include sufficient information about how the condition of supervised visitation would end, a problem with the bill that would exacerbate existing issues of racial and gender inequity in the child welfare and criminal justice systems. Callahan pointed out that Women Against Abuse, as well as the Association, have always advocated against presumptions. Callahan also noted that other pieces of the bill present issues but they may be removed from the final bill.

Chair of the Family Law Section Murphy told the Board that many advocates have spent several hours trying to shape the language of the bill to remove the presumption and make it acceptable. She stated that opposing Senate Bill 78 was seen as a last option. She noted that the Pennsylvania Bar Association is also opposing the bill. Chair of the Family Law Section Murphy stated that Senator Santarsiero has been unwilling to remove the presumption because it is very important to the family.

Counsel to the Board Beaser offered some technical edits to the proposed resolution which were accepted by Chair of the Family Law Section Murphy and Callahan. A motion was made to approve the resolution, with the technical edits, and the motion was seconded. A discussion followed during which Vice Chair of the Board Kristine Calalang stated her belief that this issue, at its core, is a due process issue, as individuals have a Constitutional right to raise their children. Executive Director Hurdle told the Board that the Pennsylvania Bar Association is in the same position as the Association, opposing the bill because of the presumption. He also mentioned that the Allegheny County Bar Association will be voting on the issue next week.

Following the discussion, the Board unanimously approved the resolution.

The Board next heard a report from Tianna Kalogerakis, Vice Chair of the Campaign for Qualified Judges, on the promotion of the Judicial Commission's ratings for the upcoming election. Vice Chair Kalogerakis told the Board that the efforts are continuing and that she and Matthew Olesh, Chair of the Campaign for Qualified Judges, are in constant communication. They have contacted all Ward leaders and at least 15 of those who responded have committed to either using the ratings or allowing them to present the ratings. Vice Chair Kalogerakis stated that the pandemic has required the Campaign for Qualified Judges to be nimble and adaptable and that is what they are trying to do. Chair of the Campaign Olesh told the Board the strategy is to get in front of as many people as possible. They will not have volunteers at polling places due to the pandemic and the increase in mail-in voting, but rather will be relying again on a strong social media campaign.

Chair of the Campaign Olesh stated they are asking for the Board's help in two ways: 1) to promote the ratings wherever possible; and 2) to connect any group or civic organization with which you have an audience to the Campaign for Qualified Judges. He told the Board that when they are able to speak directly to voters and/or those who make endorsements about the robust process of vetting judicial candidates it makes a significant difference. Both Chair Olesh and Vice Chair Kalogerakis encouraged members of the Board to contact them if they could facilitate or know of any opportunities to speak to groups of voters.

Chair Ross then recognized Access to Justice Advisor Professor Louis S. Rulli to present to the Board a resolution Supporting Proposed Amendments to Pennsylvania Bar Admission Rule 322 Regarding Authorized Activities of Certified Legal Interns ("CLI"). Professor Rulli provided the Board with background on the proposed amendments to the Rule and explained that, with the

amendments, the Board of Law Examiners is attempting to change the current rule in two positive ways. The first is to permit CLI to appear in appellate courts in Pennsylvania, as opposed to only permitted them to appear in trial courts and administrative bodies. The second is that it would continue to require a supervising attorney to be present but expands the current Rule to allow a supervising attorney to designate another attorney in their office to be personally present in the event the supervising attorney is unable to be present.

Professor Rulli told the Board that these are long-sought-after changes and that the Rule was approved by the Pennsylvania Supreme Court last year but pulled back to address the supervising attorney issue. He told the Board that it has been unanimously approved by the Delivery of Legal Services Committee and the Public Interest Section and it will be before the Pennsylvania Bar Association's Board of Governors next week. A motion to approve the resolution was made, seconded and approved unanimously.

Board Vice Chair Kristine Calalang next provided the Board with an update on the Family Law Section sponsored charity drive. Vice Chair Calalang first thanked Chancellor McKenna for her thoughtful statement on the recent violence against the Asian American and Pacific Islander community and reminded the Board about Asian Pacific American Bar Association of Pennsylvania's event this evening. Vice Chair Calalang told the Board that the charity drive is in full swing, with the Family Law section in first place, Solo and Small Firm Management Committee in second place and the Tax Section in third place, with the Probate and Trust Law Section also making a showing. She reminded the Board that the charity drive is to benefit children hospitalized in the Children's Hospital of Philadelphia. Diversity Chair Reginald Shuford asked whether the Board itself could enter the competition as its own entity and a short discussion followed during which several Board members expressed their support for this suggestion.

The Board next heard from Executive Director Hurdle, who provided his report. He thanked the Board for approving the financial statements and thanked CFO Knight specifically for her efforts. Executive Director Hurdle told the Board this was the first year since 2015 with an operating surplus for the Association. Regarding Association update, Executive Director Hurdle told the Board that the Association has issued a new employee handbook and that the renovations to the Association's offices are very close to completion, although there is no date certain for the move back to the offices.

Executive Director Hurdle also told the Board that through mid-March, over 760 people have used the free CLE benefit. He expressed his belief that the more people they get to come to the Association's CLE programs the more those people will return for future programs. He also provided an update on the post card campaign and stated that there have been some issues with mail delivery but, as Treasurer Olesh stated, he believes the Association's membership revenue numbers will meet the projections.

Next, Chair Ross asked members of the Board to present their Board commitments. Co-Chair of the Women in the Profession Committee Neelima Vanguri told the Board that she has been a member of the Board since 2019 and that she has been busy working on the Women in Political Leadership panel scheduled for next week. Chair of the Tax Section Malone told the Board he is working to get a CLE program together on IRS collections as well as a proposal for the Bench Bar Conference. He told the Board that the Tax Section has established a mentorship program with students at Temple University School of Law that will, in addition to pairing law students with members of the Section, pay the membership fees and waive the section dues for those students.

Chair Ross updated the Board about his own commitments. He told the Board that his firm has achieved 100% Association membership and that he has liked and retweeted social media posts from the Association. Chair Ross then made the following announcements:

- Chair Ross told the Board how much he enjoys being the Chair and getting to know and working with all members of the Board.
- Chair Ross thanked the Association staff for a great job on the Chancellor's forum with the candidates for District Attorney this past Monday.

Chancellor McKenna then made the following announcements:

- Chancellor McKenna congratulated Chair Ross on his moderating of the District Attorney's forum. She told the Board that over 700 people participated in the forum, including members of the press, and that Chair Ross did a beautiful job handling the forum.
- Chancellor McKenna told the Board that, with Executive Director Hurdle's help, they were able to put together a broad coalition of Bar leaders across the Commonwealth to ask Governor Wolf to clarify that attorneys who have to visit clients in prison are considered individuals working in congregate settings, thus qualifying them the 1B category for Covid vaccination purposes. She specifically thanked Chancellor-elect Wesley Payne and Vice Chancellor Marc Zucker for their work on this issue.
- Chancellor McKenna told the Board about a number of statements issued in the past ten days and recognized the efforts of Tara Phoenix and Alisha Rodriguez as part of Diversity in the Profession Committee and thanked them for their help.
- Chancellor McKenna reminded the Board about the Asian Pacific American Bar Association of Pennsylvania's event this evening called "A Quiet Rise in Hate Crimes" and asked all members to consider attending this important event.
- Chancellor McKenna mentioned the recently issued statement related to the withdrawal of the appeal on the issue of Rule of Professional Conduct 8.4G and told the Board that the Association will continue to speak out about this issue.
- Chancellor McKenna told the Board that the Judicial Commission has been working at a really fast pace and thanked Director of Public and Legal Services Charlie Klitsch for his efforts to make the Judicial Commission work; she also told the Board that a media event related to the work of the Judicial Commission is scheduled for March 30th and recognized the work that Director of Communications and Marketing Rachel Kipp has done to organize that event.
- Chancellor McKenna reminded the Board about the March 31st program on Women in Political Leadership panel with Congresswoman Mary Gay Scanlon, Pennsylvania House Minority Leader Joanna McClinton, and Philadelphia City Council Member Cherelle Parker; she said that while the Women in the Profession Committee is organizing the event it is an Association wide event and encouraged all to attend.
- Chancellor McKenna told the Board that the spring quarterly meeting will likely be held in May and include a speaker from Wharton to talk about businesses and remote work, as

well as some invited guests from the legal and business community for a roundtable discussion; she told the Board that more information will follow.

- Chancellor McKenna mentioned that the Bench Bar Conference is scheduled for October 1st and that there has been a good start to the planning for the conference and thanked Tara Phoenix; she also reminded the Board that the night before the conference there will be an in-person outdoor networking event.
- Chancellor McKenna told the Board that she attended the ABA Bar Leadership Institute last week and that she was happy to be part of the event; she told the Board the event included an emphasis on diversity and that she is proud of the work the Association is doing on diversity; she also told the Board that the Chancellor's panel on diversity, started last year by Mike Snyder, is now focusing on action items, including a survey which will examine diversity within the Association; she told the Board that there will be more information to come on the survey.
- Chancellor McKenna recognized the obstacles that come with many virtual meetings and also recognized and thanked the Board for its energy and engagement throughout this time; she told the Board that the Association's voice has never been louder, and encouraged all the members to continue with the important work of the Association.
- Chancellor McKenna commented on the recent mass shooting events and how important it can be for the Board to reflect on these events so that they are never normalized.

Chancellor-elect Payne recognized Chancellor McKenna's considerable efforts on the vaccination issue.

The meeting was adjourned at 5:21 p.m. and the Board went into Executive session.

Board of Governors Attendance March 25, 2021

Voting members present:

Lauren P. McKenna	Erin Lamb
Wesley R. Payne, IV	Melanie J. Foreman
Marc J. Zucker	Damaris L. Garcia
Michael J. Stackow	Denise M. Mandi
Michael T. van der Veen	Angella Middleton
Matthew S. Olesh	Scott S. Small
Jennifer S. Coatsworth	P. Michael Jones
Riley Ross	Eileen G. Murphy
Kristine L. Calalang	Maureen Farrell
Diane Penneys Edelman	Joyce C. Sun
Lawrence S. Felzer	James R. Malone, Jr.
Dino Privitera	Mark Mazzanti
Neelima Vanguri	Hon. A. Michael Snyder
Wendi Barish	Reginald T. Shuford

Absent:

Bethany R. Nikitenko
P. Douglas Sisk
Craig R. Levin
Nipun J. Patel
Andre J. Webb
Lauren Banton

Ying Zhou
Ernest Holtzheimer
Marissa Bluestine
Arly Smith-Pearson
Jordan Strokovsky
Nicholas S. Kamau

Non-voting members present:

Lawrence J. Beaser
Abraham C. Reich

Butler Buchanan, III
Harvey Hurdle

Absent:

Wilson M. Brown

Invited guests present:

Louis S. Rulli
Rochelle M. Fedullo

