

NEW HAMPSHIRE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING AND ORIENTATION

Monday, December 2, 2019
Bar Center, Concord, NH

MINUTES

Present for all or part of the meeting were:

| | |
|---------------------------------|---------------------------------------|
| Edward D. Philpot, Jr. | Christopher T. Regan |
| Dan Will | Geoffrey M. Gallagher (phone/present) |
| Richard Guerriero (phone) | Hon. James P. Bassett (phone) |
| Jonathan M. Eck | George R. Moore |
| Christine M. Hanisco | Jennifer Pinckney |
| Catherine E. Shanelaris (phone) | Joanne Hinnendael (phone) |
| James P. Cowles (phone) | Ginny Martin |
| Joseph D. Steinfield (phone) | Allison Borowy |
| Scott Whitaker (phone) | Robin E. Knippers |
| Donald H. Sienkiewicz (phone) | |
| John A. Curran | |

A meeting notice reminder, a link to the preliminary agenda and related materials were emailed to all Governors on November 26th. The agenda is duplicated below in the order of consideration of agenda items. Unless otherwise noted, all motions reported are deemed to have been appropriately proposed, seconded and voted upon by those present.

A. Call to Order Edward Philpot Jr.

President Ed Philpot called the meeting to order at 4:03 p.m.

REGULAR BUSINESS – CONSENT ITEMS

B. Membership Status Changes for October 2019 Paula Lewis

ACTION

On motion to accept the Membership Status Changes as presented. Passed. Unanimously.
The status changes are attached as a permanent part of these minutes.

C. Minutes of November 4, 2019 Meeting Robert Howard

ACTION

On motion to accept the November 4, 2019 minutes as presented with amendments on attendance.
Passed. Unanimously.

PRESENTATION / DISCUSSION / ACTION ITEMS

D. Treasurer's Report Paula Lewis

Director Paula Lewis went through the most recent balance sheet for the NHBA and reported the revenue and expenses were generally in line with the budget and the organization's financials were strong. Paula mentioned that the draft audit financials should be available in the near future.

ACTION

On motion to accept the Treasurer's Report as presented. Passed. Unanimously.

The Treasurer's Narrative Report is attached as a permanent part of these minutes.

E. Sunset of Sections Special Committee

Edward Philpot Jr.

ACTION

On motion to accept all section review committee recommendations. Passed. Unanimously.

On motion to accept Procedural Manual for Sections edited August 2019. Passed. Unanimously.

Director Joanne Hinnendael will review whether more Sections should be sunsetted in the Spring of 2020 – and will keep President Philpot posted. We now have 18 sections – 4 sections were merged into 2 sections and 2 sections were eliminated entirely for lack of activity. President-Elect Dan Will recommends the committee be sunsetted with the Public Section Law section. PDMS will work on a status report for the Board of Governors consisting of the number of meetings, number of members attending, and the number of social events or CLE's held. The Public Sector Law Section was given 1 year to get organized and hold meetings. Their activities or lack thereof, will be evaluated at the Board of Governors in May 2020, the one year anniversary of their probation period.

F. Discussion of HB 353 Study Committee

George Moore

The House study committee has been extended for another year to research ways to provide more advice to pro se individuals in Family Court. George suggested that the NHBA should be proactive in studying what position to take on what will probably become legislation. Perhaps the members of the Family Law Section should be polled about their feelings about expanded use of paralegals.

President Philpot expressed concern that the proposals regarding expanded practice given by non-lawyers are fraught with many concerns and problems. Christine Hanisco agreed based on her experience as a paralegal educator. Ginny Martin pointed out that in her experience with Pro Bono, few domestic disputes are simple, and most are very complicated.

It was agreed that a subcommittee of the board be created to review the issue and recommend to the Board of Governors what position, if any, the NHBA should take. Christine Hanisco, Cathy Shanelaris and Richard Guerriero agreed to work on the committee.

5:00 p.m.

G. President's Report

Edward Philpot Jr.

1. Judicial Nomination Process Committee

Sullivan County Governor Geoff Gallagher has volunteered to chair the committee. Each member will receive a packet of materials in regard to the historical incidents involving the NHBA and judicial nominations.

2. Mid-Year Meeting Progress

President Philpot says this is still in the draft phase, but the program will be in 2 parts. One section will involve the role of lawyers in the removal of 120,000 Japanese Americans at the start of World War II. The second part will involve the role of lawyers as whistleblowers and post-Watergate era changes to ethics rules.

3. Rob Howard Update

President Philpot gave the Board of Governors an update concerning Rob's health situation and his continued recovery.

H. Executive Director's Report

George Moore

1. Review of Practical Skills Program

Executive Director George Moore reported that the New Hampshire Supreme Court has requested that the Board of Bar Examiners review the existing Practical Skills program. The Court is interested in seeing if the program is still relevant and whether it should remain mandatory. Justice Bassett pointed out that many more admittees today are experienced lawyers becoming members through motion than was the case when the Practical Skills program was initiated.

George told the Board of Governors that a large amount of historical data on the course had already been turned over. He urged members to contact Mary Tenn, the chair of the Board of Bar Examiners, if they had opinions, pro or con, about the existing program.

2. Endorsement of Identillect for Encryption Services

George informed the Board of Governors that Affinity Partners will be testing the service for the NHBA on a 30-day trial license to make sure the product is easy to use and effective. It could possibly be added to the available member services. Geoff Gallagher mentioned that we should make sure it is CIJF certified, as it would be helpful to the criminal defense bar. George will report back the result of the testing at the January 2020 Board of Governors Meeting.

3. Incorporation of NH Pro Bono Referral System, Inc.

George reported that due to grant requirements of the NH Attorney General's office, Pro Bono recently became incorporated. Sheehan Phinney drafted the incorporation documents without charge, and assisted Ginny Martin with all the necessary filings.

4. Ethics Committee – Ethics Corner Articles - Social Media Use and Lawyers

- a. Article 1. Ethical Consideration for Clients
- b. Article 2. Ethical Consideration for Lawyers

This is for information purposes for the Board of Governors. The Ethics Committee is giving the board the courtesy of an advanced look at their work product as a result of President Philpot's request the committees keep the Board of Governors informed about their activities.

I. State Update

All Board Members

Board members are asked to report on issues of concern or interest for Association members that should be brought to the attention of the Board of Governors

Cathy Shanellaris used Tech Connect for her business. She reported that working with them was a very positive experience.

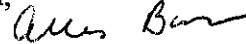
Richard Guerriero reported that the Superior Court Forum will be in March/April. Cheshire County Bar Holiday Gala is December 16th.

J. Adjournment

Adjournment

The December 2, 2019 Board of Governors Meeting adjourned at 4:58 p.m.

Respectfully submitted,



Allison Borowy, for
Robert R. Howard, III, Secretary

Membership Status Changes

Presented to the Board of Governors December 2, 2019

Active to Inactive:

- 5588 Rice, Ann, Concord, NH (Effective October 30, 2019)
- 272306 Wilson, Sara, Revere, MA (Effective October 31, 2019)
- 268523 Loyal, Alexander, Charlotte, NC (Effective October 28, 2019)
- 2478 Sullivan, John, Vero Beach, FL (Effective November 15, 2019)

Active to Inactive Retired:

- 6901 Springer, Karen, Wolfeboro, NH (Effective October 24, 2019)

Active to Military Active:

- 272348 Harris, Samuel, Ridgefield, CT (Effective November 1, 2019)
- 272215 Connolly, Casey, Washington, DC (Effective October 11, 2019)
- 272218 Goss, Jennifer, Moultonboro, NH (Effective October 11, 2019)

Active to SUSPENDED:

- 20346 Buonamano, Brian, Naples, FL (Effective November 7, 2019)
- 271681 Dean, Sarah, Merrimack, NH (Effective November 7, 2019)
- 4787 Behman, Scott, Nashua, NH (Effective November 7, 2019)
- 15603 Morse, MaryEllen, Portsmouth, NH (Effective November 13, 2019)
- 4784 Allen, John, Manchester, NH (Effective October 9, 2019)

Active to DECEASED:

- 19747 Collins, Joseph, Topsfield, MA (Effective October 2, 2019)
- 267471 Quinlan, Joseph, Swampscott, MA (Effective August 28, 2019)
- 1449 Lazos, Nicholas, Manchester, NH (Effective November 8, 2019)
- 265759 Connolly, Kelly, Washington, DC (Effective February 18, 2019)

Inactive to ACTIVE:

- 23 Cahill III, James, Cape Neddick, ME (Effective October 25, 2019)
- 15843 Harrington, Rachel, Pembroke, NH (Effective October 28, 2019)
- 8597 Van Roy, Jantra, New York, NY (Effective November 4, 2019)
- 682 Dubois, Roland, Contoocook, NH (Effective November 8, 2019)
- 272340 Horwitz, Allison, Lansing, MI (Effective October 31, 2019)

Inactive to RESIGNED:

- 269633 Burgess, Caitlyn, East Boston, MA (Effective November 1, 2019)
- 9075 Perry, Alan, Norway, ME (Effective October 28, 2019)

Inactive to SUSPENDED:

- 18251 Hanson, Jennifer, Wakefield, MA (Effective November 7, 2019)
- 20691 Rangulong, Merlene, Lowell, MA (Effective November 13, 2019)
- 8599 Votta, Joseph, Providence, RI (Effective November 14, 2019)

Inactive Retired to DECEASED:

- 2619 Veiga, Robert, Concord, NH (Effective July 7, 2019)

Inactive Retired to SUSPENDED:

- 10564 Madge, Leslie, Littleton, MA (Effective November 12, 2019)
- 10610 Lavallee, Adrienne, Deerfield Beach, FL (Effective November 12, 2019)

Suspended to ACTIVE:

- 14783 Mahoney, John E, Andover, MA (Effective September 27, 2019)

Honorary Inactive Retired to DECEASED:

10994 Grillo, Peter, Haverhill, MA (Effective May 5, 2018)

1341 Kelly, E. Paul, Saco, ME (Effective December 2, 2016)

**New Hampshire Bar Association
Treasurer's Report
December 2, 2019**

Financial Statements for Three Months Ended, August 31, 2019

NHBA has ended its first quarter strong with a positive variance to budget of \$92,752. Balance

Sheet:

Assets:

- **Unrestricted Cash** of \$1,642,536 to be used for operating and capital expenditures through the remainder of the fiscal year. Additional revenue will be earned from programs including continuing legal education, lawyer referral service, NHBar News subscriptions and advertising and other NHBA programs which will support operating cash requirements.
- **Restricted Cash** of \$2,105,711 includes cash restricted for NHBA Board Reserve, NHBA Condo Reserve, NHBA Operating Reserve and funds collected from members in agency for the Professional Conduct Committee/Attorney Discipline Office, NH Lawyers Assistance Program, Client Indemnity Fund and New England Bar Association.
- **Cash Held for Debt Payment** is cash available for payment of NHBA's office condominium mortgage held by the NH Bar Foundation.
 - **Due from Related Parties** includes funds due to the NHBA from its affiliates: NH Pro Bono Referral System, and NH Bar Foundation for personnel and shared operating costs paid by NHBA on behalf of the affiliates and from Affinity Insurance, Inc. for payment due for NHBA Insurance Agency, Inc.'s book of business.

Liabilities:

- **Due to Related Parties – Restricted to Agency Accounts** are those balances due from NHBA to the Professional Conduct Committee/Attorney Discipline Office and NH Lawyers Assistance Program where cash held on behalf of these organizations is recorded in Restricted Cash.
- **Deferred Revenue – Membership Dues** are membership dues received and, per Generally Accepted Accounting Principles (GAAP), the revenue must be reported over the course of the fiscal year. Therefore, 1/12 of the total membership dues billed on June 1 each year is recognized as revenue on a monthly basis over the course of the fiscal year resulting in a declining balance in Deferred Revenue each month until the membership dues revenue is reported in full at fiscal year-end.
- **Deferred Revenue – Other** are continuing legal education and classified advertising funds received that are subject to the same GAAP regulations as Deferred Revenue – Membership Dues; see note above.

- **Net Assets** reflect the total accumulated value of the organization if all assets and liabilities were exhausted. Net assets do not reflect available cash. For example, a large portion of NHBA's assets are the property and equipment it holds, recorded at \$1,606,094, net of depreciation.

Treasurer's Report, continued

Income Statement:

At August 31, 2019, NHBA has a positive contribution of \$120,679; \$92,752 ahead of the budgeted contribution. The positive variance is due to revenue earned ahead of expectations, timing of expenditures being recognized and some expenditures that will not be experienced as budgeted.

Revenue:

- **Membership Dues Revenue** is slightly under budget and is expected to remain close to budget throughout the fiscal year. Only a slight increase is expected in membership this year.
- **Penalty & Fines Revenue** is an estimate of revenue from members who miss the deadlines for completing their annual licensure renewal obligations. Though there are members who missed the deadlines, there were significantly fewer members who did so this reporting year.
- **Lawyer Referral Service**, like last fiscal year, has received an unexpected bump in revenue due to some torts reaching settlement and as a result, the revenue reported is higher than what was expected.
- **Registration & Fee Revenue** consists mostly of revenues earned from NHBA's Continuing Legal Education Programs. Though Live CLE and Video Replay programs ended the period under budget, Audio Program Sales are well over budget as the other CLE revenue sources came in close to budget for the first quarter of the fiscal year.
- **Subscriptions & Advertising Revenue** is ahead of budget mostly due to the grand efforts of NHBA's Publications, Advertising and Production Coordinator reaching out to new advertising partners and designing advertising packages that have become quite desirable to those who choose to advertise with the NH Bar Association.
- **Grant Revenue and Funding** includes funds for NHBA's Law Related Education Programs.
- **Non-Dues Revenue** is expected revenue from vendor/affiliate programs.
 - **Interest Income** is better to budget due to requested increases in interest rates from partner banks. Bank of New Hampshire has maintained their interest rate on all NHBA and Affiliate accounts at 1.25%. No other bank has been as receptive as BNH to such a request. The Director of Business Operations will continue to work with the banks to maintain the best interest rates possible.

Program Expenditures:

- **Program Development Costs** are quite a bit below budget due to timing of some expenditures and by budgeted travel not occurring and, therefore, a savings has been recognized to date.
- **Facility & Meals Expense** is budgeted at 1/12 of the total expected cost monthly. The variance is deemed a timing variance and the expense is expected to fall close to budget in the upcoming months.

- **Printing & Materials** are budgeted at about 1/12 of the total expected cost monthly; timing of actual expenditures is the reason behind the variance.
- **Substantive Law Sections Costs** are below budget due to less than expected activity and a slight reduction in overall section membership. Section activity has increased in the second quarter.

Treasurer's Report, continued

- **Annual Meeting Expenses** are higher than expected due to the NHBA updating the fee structure for some of the events at last June's meeting as well as agreeing to higher costs as part of a plan to entice members and their families to attend.
- **Law Related Education Program Costs** include costs for We the People, Project Citizen, Teen Dating Violence and Beyond High School programs. The programs are expected to remain within the expected budgets.

Overhead Expenditures:

- **Occupancy Costs** are higher than budgeted due to an increase in various building-related expenses. Depending upon snowfall, variable electrical rates and building maintenance, the overall occupancy cost will fluctuate over the course of the fiscal year.
- **Miscellaneous Overhead Expenses** are mostly credit card processing fees that the NHBA absorbs from its members ability to process all payments via the NHBA Member Portal using VISA, MC, AMEX or Discover. Also included in the line is the annual NH Business Enterprise Tax.
- **All other Overhead Costs** reported are close to expectations for the fiscal year.