

NEW HAMPSHIRE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING
Monday December 3, 2018

MINUTES

Present for all or part of the meeting were:

David W. McGrath
Edward D. Philpot, Jr.
Daniel E. Will
Robert R. Howard III
Sandra Cabrera
Jonathan M. Eck
Richard Guerriero, Jr.
Cathy Shanelaris
Lisa English
James P. Cowles
Leslie Nixon
Donald Sienkiewicz
Christopher T. Regan

Hon. Gary E. Hicks
Jennifer L. Parent
Andrew Hamilton (phone)
George R. Moore
Ginny Martin
Jennifer Pinckney
Paula Lewis
Allison Borowy
Robin Knippers
Doreen Connor
William Saturley

A meeting notice reminder, a link to the preliminary agenda and related materials were emailed to all Governors on November 27th. Additional materials were distributed December 3rd. 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

Dave McGrath

The regular meeting of the December 3, 2018 Board of Governors was called to order by President Dave McGrath at 4:10 p.m.

PRESENTATION / DISCUSSION / ACTION ITEMS

B. Finance Committee's Report

Edward Philpot

Approval of Audited Financials

Edward Philpot reported that the external auditors from O'Connor & Drew, P.C. had presented the draft audited financial statements for NH Bar Association and its affiliate, NHBA Insurance Agency, Inc., and draft financial statement for NH Pro Bono Referral System. For both draft reports, there were no audit findings and no audit notes. NH Pro Bono Referral System received an unmodified report; the most desired audit report. NH Bar Association received a modified report only due to the decision of the Board of Governors not to consolidate the financial statements of the NH Pro Bono Referral System and NH Bar Foundation with the NH Bar Association report. Because the three organizations share several board members and the like, auditing standards prefer a consolidation. The Board of Governor's decision not to consolidate the three organization reports is to maintain clarity for those who may read the audit reports for grant awards, donations and other financial purposes. The auditors spoke very highly regarding the knowledge and abilities of Paula Lewis and her accounting staff.

ACTION

On motion to accept both the NH Bar Association and Subsidiary and the NH Pro Bono Referral System's draft audited financial reports as presented. Passed. Unanimously.

Bill Saturley presented the details of the sale to the NHBA Board of Governors as per the information forwarded to the Board prior to the meeting and posted to the BOG section of the NHBA website. Board discussion followed.

Board members asked about the NH Bar Association being involved in a for-profit endeavor of collecting commissions from Amity Insurance, the new endorsed insurance agency. Paula Lewis noted that NH Bar Association is currently involved with a for-profit entity, that being the NHBA Insurance Agency, Inc. for which the Association files IRS Tax Form 990-T.

There was also discussion about NHBA's plan to distribute new lawyer's names to Amity, the concern being a consent issue. After much discussion, it was decided that consent for distributing the names would not be required. Edward Philpot added that a policy for communication by Amity with new members needs to be prepared. There was general discussion about the policies and use of the NHBA membership list.

A Board member inquired as to whether the NH Bar Association had other exclusive endorsements with other organizations. Executive Director George Moore answered yes and gave Casemaker as an example.

The Board asked for clarity regarding the relationship of Amity and Attorney Protective. George Moore responded these entities submitted a joint RFP. Amity is the endorsed agency, and they will place as many members with Attorney Protective as possible. They will place other members with various carriers in the market. Both companies have a great reputation in the industry, they are known entities and have the highest ratings.

There were questions about expected rate increases, if any. Board members also wanted to know whether lawyers will be notified regarding renewal of coverage as Sue Morand does now via direct telephone calls to policy holders. George Moore responded that Amity has asked for the policy expiration dates. Amity is in business to sell insurance, so they are expected to be as proactive and responsive as Sue Morand has been. Additionally, Sue will be employed by Amity and will continue to manage the business.

There was also discussion about adding wording to the agreement that Amity has an obligation to maintain space at the NH Bar Center. Bill Saturley noted this is a good point and we will add wording to the agreement.

There was also a question regarding section 3D of the agreement - Amity advertising in NH Bar Association publications. George Moore responded that Amity is paying for all advertising. It was agreed that "at their expense" will be expressly added to item 3D of the endorsement agreement.

ACTION

On motion to accept the proposal to sell NHBA Insurance Agency, Inc. there will be two stipulations:

1. Clarifying Amity's obligation to maintain office space at the NH Bar Center
2. Amity to pay for all advertising in the NH Bar Association publications

Passed. Unanimously.

George Moore introduced Robin E. Knippers, LRE Coordinator. Ed Philpot praised Robin for her management of the program over her 10 years as coordinator. It was noted that the NHBA has been involved in civics education for 72 years. Ed spoke about his involvement in the We the People program and advocated for funding and the Board’s support. Robin shared a list of what We the People alumni are doing now. A flyer was distributed that provided information about all of the programs offered by the NHBA and when they were offered throughout the year. She gave a brief overview of each program. ED George Moore shared that 17,000 copies of Beyond High School were distributed to NH high school seniors last year, and an updated edition is planned for this year. There was discussion about Board members reviewing the draft of the update before it goes to print.

Robin suggested that members who want to get involved in these programs should sign up early and requested that members who are volunteering on their own in classrooms around the state contact her to avail themselves of the free teaching materials available. In addition, she tracks the reach of member volunteers and acknowledges the good work they are doing. President Dave McGrath spoke about his past experience.

E. Amendments to Bylaws

George Moore

Discussion on amending Article IX Section 2 concerning its requirement to be on “Active” status to serve on Bar Committees

George explained that this change was reviewed at the November Board meeting. He explained that the Board needs to take action if this will be brought to the full membership for a vote at the Membership meeting which takes place at the February Midyear Meeting. This is the procedure for adopting any change to the NHBA bylaws or constitution. There was Board discussion about the benefit of some member turnover on committees. Inactive members may be out of touch with the Bar and it may be better to bring new blood to the committee. It was noted that the President chooses who is on a committee, with feedback from the chair – so, in fact, the issue of engagement and participation is already being dealt with.

ACTION

On motion to accept the changes as presented. Passed. Unanimously.

F. Lobbyist Engagement – Contract

George Moore

George spoke about the agreement with John MacIntosh and gave the board historical background.

ACTION

On motion to approve the lobbying agreement for the upcoming 2019 session as presented. Passed. Unanimously.

G. Dispute Resolution Committee – Rule 5 Change

George Moore

George reviewed the proposed changes to the rules, which were presented to the Board at the November meeting by Committee Chair Charles Bauer. The ensuing discussion focused on the proposal to remove the Committee’s arbitration option. Given the low number (three) of arbitrations handled by the Committee in the past decade, Board members questioned why so few

attorneys have availed themselves of this opportunity. They see arbitration as a member service, but its lack of use may stem from lack of awareness.

ACTION

On motion to accept the three proposed changes as presented. Failed. 5 – 6 with one abstention.
(Richard Guerriero)

There was further discussion and the Board requested a survey be completed by the committee to determine why arbitration has not been utilized by members.

ACTION

On motion to accept the two proposed changes (Change the requirement of Rule 32 Training, and change the scope of the waiver of liability.) as presented. Passed. Unanimously.

H. President's Report Dave McGrath

Dave reported that everyone is hard at work on planning for Midyear Meeting.

I. Executive Director's Report George Moore

George highlighted the upcoming We the People Program, happening this Friday, 12/7/18 at the Legislative Office Building in Concord.

He also noted that the Dues Check off campaign fell short of its budgeted goal by \$1000, and encouraged Board members to make a donation to help offset the shortfall.

J. State Update All Board Members

- The Strafford County Bar Association will be holding its holiday party on December 12th from 4 – 6 p.m. at Shaheen & Gordon in Dover.

REGULAR BUSINESS – CONSENT ITEMS

K. Membership Status Changes for November 2018 Rob Howard

The Board received the membership status changes, which are attached as a permanent part of these minutes.

L. Minutes of November 1, 2018 Meeting Rob Howard

The Board approved the minutes as presented.

ACTION

On motion to accept the consent agenda. Passed. Unanimously.

M. Adjournment

ACTION

On motion to adjourn the regular session of the board of governors meeting and enter into executive session. Passed. Unanimously.

Inactive to RESIGNED:

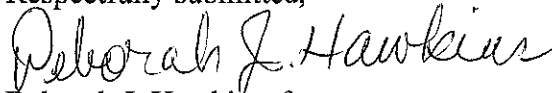
- 17 Cotton, Richard, New York, NY (effective October 24, 2018)
- 268625 Madigan, Kathleen Teresa, Randolph, MA (effective November 8, 2018)

Inactive Retired to RESIGNED:

- 21173 Hoffman, Mark P., Chicago, IL (effective October 29, 2018)

The December 3, 2018 Board of Governors Meeting adjourned at 6:05 p.m. The Board then reconvened in executive session for the purpose of reviewing a recent judicial nominee interview session.

Respectfully submitted,



Deborah J. Hawkins, for
Robert R. Howard, III, Secretary

Membership Status Changes

Presented to the Board of Governors December 3, 2018

Active to INACTIVE:

- 269064 Lebowitz, Max Daniel, Bangor, ME (effective 11/05/2018)
- 267652 Merrullo, Kellie M., Lowell, MA (effective 11/14/2018)
- 267559 Powers, Jessica Marie, Winthrop, MA (effective November 1, 2018)

Active to RESIGNED:

- 268152 Bergen, Christopher H., Hingham, MA (effective June 1, 2018)

Active to DECEASED:

- 125 Broderick, John Vincent, Manchester, NH (effective October 19, 2018)
- 2007 Perry, Raymond S., Dunbarton, NH, (effective October 27, 2018)

Inactive to ACTIVE:

- 266274 Mone, Elizabeth T., Boston, MA (effective October 25, 2018)
- 269069 Russell, William C., Greenville, SC (effective October 26, 2018)
- 17130 Dustin, Sarah Mattson, Contoocook, NH (effective November 08, 2018)
- 267734 Rethore, Kevin W., Philadelphia, PA (effective October 31, 2018)
- 16876 Rowley, Brianna Sinon, Andover, MA (effective November 15, 2018)

Inactive to INACTIVE RETIRED:

- 2226 Ryan, John J., Silver Spring, MD (effective September 18, 2018)