

NEW HAMPSHIRE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING
Thursday, January 18, 2018

MINUTES

Present for all or part of the meeting were:

Edward D. Philpot Jr.
Robert R. Howard, III
John A. Curran
Christopher T. Regan
Paul W. Chant (phone)
Sandra L. Cabrera
J. Christopher Marshall
Kristen G. Fields
James P. Cowles
Richard C. Guerriero, Jr.
Daniel E. Will
Cathy E. Shanalaris
Adam P. Pignatelli
Susan A. Lowry
Lanea A. Witkus
Jennifer L. Parent (phone)

Andrew Hamilton (phone)
Denice DeStefano
Joanne Hinnendael
Paula Lewis
Virginia Martin
Jennifer Pinckney
Deborah J. Hawkins
Allison Borowy
John MacIntosh
Michael Feniger
Lauren Simon Irwin
Marcia Brown (phone)
Mary Ann Dempsey
Justice Robert Lynn
Justice Gary Hicks

A meeting notice reminder, link to preliminary agenda and related materials were emailed January 11th. Additional materials were distributed January 18th. The Agenda is duplicated below in 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.

The regular session of the January 18, 2018 Board of Governors meeting was called to order by Vice President Edward Philpot at 4:06 p.m.

ACTION ITEMS:

B. Creation of a Condo Law Section

Michael Feniger

Attorney Feniger reviewed his proposal for creating a Condominium Law section. A petition containing 37 signatures was presented to the Board along with the proposal for new action document. Attorney Feniger reviewed the main reasons for the request. Condominiums are becoming a more popular housing option, which has resulted in the need for qualified and experienced lawyers in this unique area of the law. There are currently few law firms that focus on this area, and many entering this practice are solo practitioners with little experience in this area, and may not realize that there are different statutes that govern condominium law. Attorney Feniger also pointed out that the State of NH has established a standing committee on

condominium and homeowner associations. He does not anticipate there will be much drain on NHBA resources created by the addition of the Condo Law section.

Joanne Hinnendael stated that the NHBA currently supports 22 Sections, with one full time coordinator and the assistance of another staff person. There was discussion about reviewing the current sections, and perhaps eliminating some of the less active. Under the bylaws, this responsibility falls on the Board of Governors. Denice DeStefano, Acting Executive Director suggested that a small subcommittee of the Board should be established to examine the current sections and structure.

ACTION

On motion to approve the proposal to create a new Condominium Law section as presented. Passed. Unanimously.

C. Audited Financial Statements

Chris Regan

Chris Regan, governor at large, and member of the finance committee presented the draft audited financial statements for the NH Bar Association and affiliate and NH Pro Bono Referral System. The statements were "clean" per the auditors and there were no audit adjustments required as part of the audit review.

ACTION

On motion to approve the NH Bar Association and affiliate financial statements as presented. Passed. Unanimously.

ACTION

On motion to approve the NH Pro Bono Referral System financial statements as presented. Passed. Unanimously.

D. Finance Committee Report w/Recommendations

Chris Regan

Chris reported at the last Finance Committee meeting, the structure and status of the NHBA employee retirement benefits were presented and found to have been reviewed and reported within the federal guidelines and reporting dates. Also, it was reported that the NHBA has Operating Reserves balance that reflects two months of operating cash.

A draft of a revised Investment Policy was presented. The four suggested changes are as follows:

1. The addition of the Treasurer to the Investment Committee.
2. The addition of a requirement that the Investment Committee meet at least once per year.
3. It is recommended that the reference to "Investment Sub-Committee of the Committee on Administration of the Bar" be eliminated from the current policy and assign the annual means of investment review to the NHBA Investment Committee, and the review of the Investment Policy to the NHBA Finance Committee.
4. Include newer types of investments, Certificate of Deposit Registry Service (CDARS) and Insured Sweep Accounts (ICS) in the current policy.

ACTION

On motion to accept these changes and adopt the Investment Policy as presented. Passed. Unanimously.

The revised Investment Policy is attached as a permanent part of these minutes.

Chris reported on two other information items from the Finance Committee meeting. There is a balloon payment due on the 2 Pillsbury Street mortgage in July of 2019. The committee will be reviewing the loan and other criteria and bring recommendations to the Board of Governors. He also announced that the annual budgeting process for the next fiscal year (FY 19- ending May 31, 2019) has begun.

E. Report from the Legislation Committee

John MacIntosh

John MacIntosh, the NHBA Lobbyist provided background on the legislation process and the committee's work. To determine whether the proposed bill should be reviewed by the NHBA, it must relate directly to the administration of justice, the composition and operation of the courts or the practice of law and the legal profession. The legislation committee also considers whether the bill is of significant interest to lawyers, and whether there would be substantial unanimity across the membership of the NHBA. Legislative activity of the NHBA is governed by the Chapman decision, which can be found on the Legislation Committee page on the NHBA Member Portal.

This is the second year of the biennium, which is typically less active than year one, but not so this year, according to John. The Legislation Committee was able to begin its work in early December, due to the early public release of bills by Legislative Services. John reviewed hundreds of bills, and sifted out 70 for the committee to consider. The committee took a position on 38 of the bills; OPPOSE on 9, INFORMATION NEGATIVE on 14, INFORMATION POSITIVE on 1, and INFORMATION NEUTRAL on 14. John spoke about several CACRs (Constitutional Amendment Concurrent Resolutions). CACR 12 calls for the election of judges. He feels that it will not pass. John asked that the Board consider CACR 15 (relating to taxpayer standing to bring actions against the government) and CACR 20 (relating to the retirement ages of judges) separately.

ACTION

On motion to adopt the recommendations of the Legislation Committee except CACR 15 and CACR 20. Passed. Unanimously.

John discussed CACR 20, which would raise the mandatory retirement age of judges from 70 to 75. The Legislation Committee voted to take NO POSITION on this CACR. The Senate Judiciary committee voted 3-1 ought to pass. The Court has not taken a position. The Board discussed this legislation.

ACTION

On motion to support the Legislation Committee's recommendation of NO POSITION on CACR 20 (mandatory retirement age for judges). Failed. (5:9)

ACTION

On motion to take an INFORMATION (neutral) position on CACR 20. Passed. (8:5)

John discussed CACR 15, which would reverse the current law regarding taxpayer standing, which came out of a court case known as the 'Duncan decision' concerning school funding and taxpayer standing. The Board discussed the issues raised by this. The Legislation Committee recommended taking NO POSITION.

ACTION

On motion to support the Legislation Committee's recommendation of NO POSITION.
Passed. (10:1)

F. Gender Equality Committee 10-year Survey Report

Lauren Simon Irwin

As approved by the Board of Governors, the University of New Hampshire Survey Center conducted the Ten-Year Gender Equality Survey for the New Hampshire Bar Association. This was the fourth installment of a survey that is given to NHBA members every ten years asking questions about their experiences in the legal profession and to better understand trends over time, particularly among male and female NHBA members. All 5,311 New Hampshire Bar Association active members with a valid email address on file were sent the survey via email. 921 completed the survey, resulting in a response rate of 17%.

Lauren Simon Irwin, member of the Gender Equality Committee stated the committee would like the Board's permission to discuss and publish this survey report in the Bar News, at the Gender Equality Breakfast at Midyear Meeting and as part of CLE presentations.

ACTION

On motion to accept the Gender Equality Committee 10-year Survey report and authorize use by the Gender Equality Committee. Passed. Unanimously.

DEVELOPING ISSUES:

G. Executive Search

Edward Philpot Jr.

Vice President Ed Philpot spoke about the search process for an Executive Director. Potential members of the search committee were identified at the January meeting of the officers of the Board. President Scott Harris and President Elect David McGrath are working on the job description. David McGrath will chair the search committee. There was discussion about the role of the Board of Governors in the current search process, how this search has been conducted in the past, and the requirements under the NHBA Constitution and Bylaws. The last time an executive search occurred, the Board of Governors approved the members of the Executive Director search committee.

ACTION

On motion to direct Edward Philpot to express the Board's concerns to President Scott Harris, request a special board meeting for the purpose of providing information on the status of the search process and report back. Passed. Unanimously.

H. Court Commission Report

Dan Will
Mary Ann Dempsey
Justice Hicks & Justice Lynn

Dan Will, Chair of the NH Supreme Court Commission on the New Hampshire Bar in the 21st Century stated they are releasing their final report to the Board of Governors in advance of the public release. Justice Hicks stated that the Court is in general agreement with the findings.

Justice Lynn added that the Court is impressed generally, the recommendations make sense and he feels the process should move forward. Mary Ann Dempsey, Court Commission Vice-Chair thanks the Association staff for their hard work in assembling documents and meeting with the Commission members. There was general discussion about the report, which was sent to the Board last night (Wednesday, January 17th). The Acting Executive Director and senior management staff have not seen the report. The Justices stated that this is the beginning of the process, and offered to come back and meet with the Board at a future date in order to give Board members a chance to review the report and ask any further questions.

CONSENT ITEMS:

- I. Membership Status Changes for December 2017 & January 2018 Rob Howard

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

- J. Minutes of November 16, 2017 Meeting Rob Howard

The Board **approved** the minutes as presented.

INFORMATIONAL ITEMS:

- K. President's Report

- Update on 2018 Midyear Meeting, February 16, 2018, Radisson Hotel/Center of NH

Denice DeStefano shared there are 332 members registered for Midyear Meeting. The Gender Breakfast is filling up fast.

- 2018 Annual Meeting Venue

Attitash Mountain Resort has cancelled their contract with the NHBA for the Annual meeting. Staff are working on securing an alternate venue.

- L. Acting Director's Report

- 2017-2018 NHBA Events Calendar –your **opportunity for the Board to network** with our members

Denice DeStefano noted that the Board has received copies of the Events Calendar. She reminded the Board that the March Board meeting has been moved from March 15th to the 22nd due to a conflict with the ABA Bar Leadership Institute, which several officers will be attending.

- Bar Center Activity Updates & Metrics – keeping you **informed** of the ongoing work of the Association.

The Board received copies of the Activity Update and Metrics. She briefly reviewed charts on non-dues revenue and meeting room usage.

- Personnel Update(s)

Two vacant positions have been filled. New Bar News editor, Anna Berry will start work on February 7th. In addition, Laura Keeler has been hired as Law Practice Management/Member Services Coordinator. She will start work on January 31st.

M. State Update

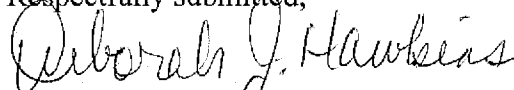
All Board Members

Chris Regan stated that Judge Robert Carignan passed on December 30th.

ADJOURNMENT

The January 18, 2018 Board of Governors Meeting adjourned at 6:00 pm.

Respectfully submitted,



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

Membership Status Changes

Presented to the Board of Governors January 18, 2018

Active to INACTIVE:

269054 Allam, Shereen A., Dover, NH (effective November 16, 2017)
266205 Barsky, Danielle L., San Angelo, TX (effective November 13, 2017)
21136 Bentham, Ian T., Sebastian, FL (effective December 26, 2017)
269636 Brady, Katherine M., Portland, ME (effective November 30, 2017) New Admit
269617 Carr, Matthew J., Washington, DC (effective November 30, 2017) New Admit
268462 Chavez, Alberto E., Wilmington, DE (effective January 5, 2018)
269602 Da Silva, Marina, Milford, MA (effective November 30, 2017) New Admit
269640 Dilloff, Marcus G., Laconia, NH (effective November 30, 2017) New Admit
269643 Dively, Ethan B., Boston, MA (effective November 30, 2017) New Admit
269461 Fila, Sarah H., Springfield, MA (effective November 30, 2017) New Admit
269629 Granfield, Megan C., West Haven, CT (effective November 30, 2017) New Admit
269709 Hospod, Thomas F., Derry, NH (effective December 28, 2018) New Admit
18947 Klass, Michael A., Manchester, NH (effective November 14, 2017)
269484 McCall, Adam W., Somerville, MA (effective November 30, 2017) New Admit
269578 Mosher, Cassandra R., Durham, SC (effective November 30, 2017) New Admit
269609 Paduchak, Victor V., Ipswich, MA (effective November 30, 2017) New Admit
269109 Peters, Erik, Freeport, ME (effective January 1, 2018)
269537 Sandson, Katherine H., Boston, MA (effective November 30, 2017) New Admit
269590 Severance, Ethan A., Boston, MA (effective November 30, 2017) New Admit
269604 Silva, Jonatas M., Boston, MA (effective November 30, 2017) New Admit
269648 Van Leeuwen, Diana E., Springfield, MA (effective November 30, 2017) New Admit
2893 Weglowski, Joseph J., Naples, FL (effective December 20, 2017)
14622 White, Ingrid E., Bow, NH (effective November 27, 2017)
15387 Wiggin, Allen J., Tewksbury, MA (effective November 15, 2017)
12160 Zaldastani, Erin W S., Salem, NH (effective November 6, 2017)

Active to INACTIVE RETIRED:

342 Chamberlain, Douglas R., Hooksett, NH (effective December 31, 2017)
140 Connelly, Mark E., Contoocook, NH (effective December 1, 2017)
511 Cote, Thomas J., Gorham, NH (effective December 31, 2017)
667 Dorner, Bruce L., Bristol, NH (effective December 31, 2017)
1082 Hankin-Birke, Susan N., Franklin, NH (effective December 31, 2017)
2091 Raiche, Robert E., Sr, Cocoa Beach, FL (effective November 20, 2017)
2342 Sieveking, Jill K., Manchester, NH (effective November 6, 2017)
1574 Westergren, Gary P., Sanbornton, NH (effective December 26, 2017)

Active to Part Time Judicial:

20432 McIntyre, Erin B., Concord, NH (effective December 20, 2017)

Active to RESIGNED:

268083 Ognibene, Luca S., Gardiner, NY (effective November 30, 2017)

Honorary Active to HONORARY INACTIVE:

2437 Stein, Ralph, Naples, FL (effective December 23, 2017)

9680 Waldron, Robert James, Wolfeboro Falls, NH (effective December 1, 2017)

Military Active to INACTIVE:

8194 LeBlanc, Paul C., San Diego, CA (effective December 7, 2017)

Inactive to ACTIVE:

20071 Ciappa, Jonathan C., Waterbury Ctr, VT (effective November 13, 2017)

12095 Godbout, James J., Londonderry, NH (effective January 2, 2018)

18998 Voyik, Erin M., Manchester, NH (effective January 8, 2018)

Inactive Retired to ACTIVE:

12173 Werme, Paula J., Boscawen, NH (effective November 9, 2017)

Honorary Inactive to DECEASED:

3 Carignan, Robert A., Rochester, NH (effective December 30, 2017)

1964 Pappagianis, George S., Nashua, NH (effective December 6, 2017)

Inactive to LIMITED ACTIVE:

15893 Jarrett, Tina, Hanover, NH (effective November 29, 2017)

Inactive Retired to DECEASED:

51 Bouchard, Kenneth G., Portsmouth, NH (effective November 27, 2017)

2342 Sieveking, Jill K., Manchester, NH (effective November 22, 2017)

Suspended to DECEASED:

10497 Colvin, Oscar, Nashua, NH (effective October 26, 2016)

Disbarred to DECEASED:

18966 Nolin, Tanner Z., Deland, FL (effective November 12, 2017)

Resigned to DECEASED:

8845 Topham, Lee E., Newport, NH (effective November 29, 2017)

Suspended to INACTIVE RETIRED:

18694 Autieri, Steven M., Myrtle Beach, SC (effective December 20, 2017)

Part Time Judicial to INACTIVE RETIRED:

625 Desjardins, Paul D., Lancaster, NH (effective January 1, 2018)

New Hampshire Bar Association
Investment Policy

INVESTMENT GOAL: Accumulated funds of the New Hampshire Bar Association (NHBA) shall be invested with the goal of maximizing return without putting principal investment funds in jeopardy.

INVESTMENT COMMITTEE: The Investment Committee shall consist of the following:

- a. NHBA Executive Director

- b. NHBA Director of Business Operations
- c. NHBA Chair, Committee on Administration of the Bar (COA)
- d. NHBA Treasurer

In the event that the offices of the NHBA Chair of the COA and the NHBA Treasurer are occupied by the same person, the NHBA Board of Governors shall appoint one of the current Governors to sit on the Investment Committee.

The Investment Committee shall meet at least once per year and submit a report of its meeting(s) within one month of its/their conclusion, to the NHBA Board of Governors.

Such meetings may be conducted in person or in such manner that then available technology allows.

INSTRUMENTS:

Funds shall be invested in the approved instruments listed below, in such combination as shall be determined by the Investment Committee. In determining the appropriate combination of investments, thought will be given to maturity dates, where appropriate, to ensure an adequate flow of cash to meet the needs of the NHBA.

APPROVED INSTRUMENTS:

- a. FDIC-insured accounts (including checking, savings and money market accounts, and Certificates of Deposit) at licensed and operating banking or credit union institutions, up to the limit of FDIC coverage.
- b. Insured Cash Sweep (ICS) accounts where funds are placed in deposit accounts at ICS Network members, and those Network members provide the depositor with access to the additional FDIC insurance coverage. Working directly with one bank, a depositor can access coverage through many banks.
- c. Certificates of Deposit Account Registry Service (CDARS) where funds are placed in certificates of deposit at Network members, and those Network members provide the depositor with access to the additional FDIC insurance coverage. Working directly with one bank, a depositor can access coverage through many banks.

- d. "Sweep" accounts which invest in instruments of the United States Government.
- e. Treasury Bills issued by the government of the United States.
- f. Treasury Notes issued by the government of the United States.

POLICY REVIEW:

This policy shall be reviewed by the NHBA Finance Committee at least every three years, and the results of such review be reported to the NHBA Board of Governors and NHBA Investment Committee.

Revised: November 29, 2017

Adopted by NHBA Board of Governors: January 18, 2018

