

NEW HAMPSHIRE BAR ASSOCIATION  
BOARD OF GOVERNORS MEETING  
Thursday, December 3, 2015  
Bar Center – Concord, NH  
4:00 P.M.

**MINUTES**

Present for all or part of the meeting were:

Mary E. Tenn  
David W. Ruoff  
Scott H. Harris  
Peter E. Hutchins  
Robert R. Howard III  
Edward T. Clancy  
Christopher T. Regan  
Paul W. Chant  
Lisa A. Wellman-Ally  
Jonathan M. Eck  
Catherine E. Shanelaris  
James Shepard  
Jennifer Parent

Richard C. Guerriero, Jr.  
Lanea A. Witkus  
Sandra L. Cabrera  
Edward Philpot (by phone)  
Danielle Vanderzanden  
Suzanne McKenna  
Dennis Morgan (by phone)  
Patrick O'Day  
Jeannine L. McCoy  
Virginia A. Martin  
Daniel Wise  
Paula D. Lewis  
Deborah Hawkins

A meeting notice reminder was emailed November 25<sup>th</sup>. An agenda and related materials were distributed November 25<sup>th</sup> and November 30<sup>th</sup>. 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.

**REGULAR BUSINESS**

A. CALL TO ORDER

Mary Tenn

The Regular Session of the December 3, 2015 Board of Governors meeting was called to order at 4:05 by President Mary Tenn.

**PRESENTATION / DISCUSSION / ACTION ITEMS**

B. ABA New Lawyer Delegate Update

Jennifer Parent

Jennifer Parent explained to the Board that the ABA House of Delegates has changed their bylaws to allow for a state that has at least 4000 members to have a seat for a young lawyer delegate. The ABA specifies the qualifications that "such delegate was admitted to his or her first bar within the past five years or is less than 36 years old at the beginning of his or her term." Jennifer gave the Board background information on this seat. This initial appointment expires at the conclusion of the 2017 ABA Annual Meeting; thereafter the term is for two years. Beginning with the 2017 NHBA Board of Governors election,

qualified candidate(s) will have to seek election in the manner specified in the Bylaws for Association ABA Delegates.

- C. Appointment of ABA New Lawyer Delegate Mary Tenn  
*(this appointed term expires at the conclusion of the 2017 ABA Annual Meeting)*

Mary asked the Board to approve the nomination of Attorney Kate Mahan as the initial NHBA Young Lawyer Delegate to the ABA House of Delegates.

**ACTION**

On motion to approve Kate Mahan for the initial term and that she attend the ABA Mid Year meeting in February 2016. PASSED. Unanimously.

- D. Financial Statements through Sept. 30, 2015 Peter Hutchins

Treasurer Peter Hutchins explained that the Board will receive a financial update every quarter. He reviewed various measures. As of the end of September, revenue is at 99% of budget, expenses at 92% of budget. Peter then presented a snapshot of revenue sources budgeted for this year. It is significant that less than half of revenue is from membership dues. Peter asked Board members to send suggestions if there are other items they want to see in the quarterly financial reports.

- E. Update from the First Circuit Chief Judge Howard

President Mary Tenn introduced Chief Judge Jeff Howard. Judge Howard gave the Board historical background on other New Hampshire judges who have sat on the First Circuit bench. He noted that the New Hampshire bar is very highly regarded in the Circuit Court of Appeals and there is a sense of ethics and civility in New Hampshire.

Judge Howard discussed an issue concerning civil cases with pro se litigants. Oral argument is only heard in limited, usually complex, instances. Discussion ensued about reaching out to New Hampshire lawyers as an avenue to assist pro se litigants in these situations.

Judge Howard talked about the Court's use of technology, noting that a system developed by the First Circuit and used as a work system to move cases through the process is being replicated and implemented in all federal appellate courts.

Judge Howard spoke about several other issues, and concluded by noting his pride in being a New Hampshire Bar member, and observed that every Bar president has had civility as part of their platform.

- F. Approval of NHBA Audit David Ruoff

David Ruoff, chair of the Finance Committee presented the Audited Financials for the fiscal year ended 5/31/15 as approved by the Finance Committee. The NHBA received a

“clean” audit and well above-average program efficiency rating from external auditors Nathan Wechsler & Company.

As part of the audit, Nathan Wechsler compared financial results with similar organizations. The program efficiency rating is considered the most important non-financial metric for a nonprofit and is frequently an indicator of how committed an organization is to its programs. NHBA received a 96 percent program efficiency rating (percent of total organization expenses utilized for programs and services), much higher than the benchmark (70 percent) and “real time” rating (82 percent) compiled from data accessed by the audit group. NHBA’s rating is as compared to other state bar associations and foundations, as well as other types of professional societies/associations with a revenue range of \$1 - \$10 million, throughout the United States.

On motion to approve and accept the consolidated financial reports. PASSED. Unanimously.

G. Approval of the Draft Operating Reserve Policy David Ruoff

David noted that we asked the auditors to review the draft operating reserve policy. This policy will codify our current practice. Both the auditors and Finance Committee approved the policy. It was noted that the operating reserve funds are held in unrestricted cash accounts, a generally accepted accounting practice.

**ACTION**

On motion to approve operating reserve policy. PASSED. Unanimously.  
The policy is attached as a permanent part of these minutes.

H. President’s Report Mary Tenn

- Update on Bar Foundation- deferred to Executive Session.
- Update on Judicial Nomination- A Board of Governors letter to Executive Council regarding the nomination of Dorothy Graham to the Superior Court is posted on the Association website. The Executive Council did not take up reconsideration of Dorothy Graham’s nomination to the Superior Court. It was noted there will be another vacancy in February.
- Request from House Judiciary Committee – President Mary Tenn received a request from Robert Rowe, Chair of the House Judiciary Committee who is a member of the bar, for a presentation to his committee about the functions of the Bar Association, most specifically the public services provided by the Association. Mary, Jeannine, Dan Wise and John MacIntosh, the Bar’s Legislative Advocate, will be working on a presentation.
- Status of Member Survey- Mary shared progress on refining and finalizing the content of the member survey, which will be provided to Board soon for another review. The goal is to get it deployed in January and have data back to use for the next budget cycle. Mary reminded the Board that the survey is not going to every member of the bar, but to a sampling determined by the survey professionals, in order to get a statistically valid

result. Dan noted that the survey is shorter than it started out and much more on target. It will be circulated by email, and a participation incentive will be offered.

There was discussion about allowing members that are not a part of the pre-determined sample to participate. Consensus seemed to be that we should allow it, but keep the responses separate.

- Officer meeting at the Supreme Court on November 17<sup>th</sup> -Mary stated it was a good meeting, with a brief presentation about the Association which was of great interest to the Court. The officers shared their impressions of the meeting. David shared that the Court is going to have an increasing intolerance of lawyers who refuse to do things online.

I. Executive Director's Report

Jeannine McCoy

- Website work/Compliance Consolidation & Member Dashboard-

The Court asked the Association to consolidate the deadlines and processes for lawyers to meet annual compliance requirements of the Association and the Court (payment of dues and court fees, trust account compliance certification and certification of compliance with the minimum CLE requirements).

A draft chart of proposed changes to implement such consolidation was distributed, along with a red-line draft of proposed revisions to the Bar Association constitution needed to implement the consolidation. Consolidation would require elimination of the "administrative suspension" step that currently exists before a "Court-ordered" suspension for nonpayment of dues and court fees. It is anticipated that this proposed revision will be on the Board agenda for action at the January meeting, allowing it to be on track for ratification at a special membership meeting. The Court has asked that these changes be fast-tracked for next June. It was noted that eliminating the administrative suspension step has more wide-ranging consequences in other jurisdictions, such as federal court.

Jeannine also spoke about the member dashboard which will show people their compliance status. Mary adds that the Court has invited us to return in early January to show them how the dashboard and on-line trust account compliance filing process will look.

- Staff serving as Witnesses  
Changes are being considered for the practice Bar Center staff serving as witnesses for client document execution. Managers have become concerned about the staff productivity impact of these interruptions. Jeannine plans to work on this with the officer group.
- Bar Foundation Justice Grants Applications Submitted for the Law Related Education (LRE) and the Pro Bono Program - (**Note:** Lisa Wellman-Ally recused herself from the discussion about Justice Grants as she is on the award committee.)  
Dan gave a brief description of the LRE grant request. Ginny spoke to the Pro Bono grant request. Ginny also updated the group on the consumer debt lawline that took place last night. It was very successful, and they will do it again. It fills a gap in the system.

- Board Nomination Update— The nomination petition will be on website soon. Jeannine will be in touch with Board members who are up for election.

### **REGULAR BUSINESS – CONSENT ITEMS**

- J. Membership Status Changes for December 2015 Denice DeStefano

The **Board received** the Membership Status changes, which are attached as a permanent part of these minutes.

- K. Report on Dues Waiver Requests Board Committee

The **Board approved** the following waiver request.

[REDACTED] 100% waiver of 2015-2016 Active dues, fees, late fine and reinstatement fee.

- L. Minutes of November 16, 2015 Meeting Rob Howard

The **Board approved** the minutes of the November 16, 2015 meeting as presented.

### **ACTION**

On Motion to accept the consent items. PASSED. Unanimously.

### **REGULAR BUSINESS**

- M. State Update All Board Members

**Ted Clancy-** Strafford County had a bar meeting; their Christmas party is coming up in Dover. Chris Regan and Ted talked about importance of participating in the member survey with the local bar members and let members know about the opening for county governor.

**Patrick O'Day** - The Rockingham County Bar holiday party is coming up on December 9<sup>th</sup> at Wentworth by the Sea.

**Chris Regan-** shared member concern about a recent issue. There is push among local circuit courts to put everyone through security screening except for law enforcement, county attorneys and staff from the Attorney General's office. Chris will circulate a recent memo from the Dover Circuit Court. Mary add that she just received a letter on this issue. There is a plan for Jennifer Parent to raise this issue at the next Cooperation with the Courts committee meeting. Jennifer will report back at the next Board of Governor's meeting.

**Richard Guerriero** added that it would make sense to have a statewide screening process. Currently there are different identification cards for different courts. Jeannine said we redesigned the Bar Association member identification card according to Administrative Office of the Courts specifications several years ago, hoping that it would

be accepted for expedited entry at least in courthouses where the AOC is responsible for security.

**Richard Guerriero** - The Cheshire County Bar Association continues to experience its reinvigoration. There is a Holiday party planned as well as a local bar-sponsored CLE event.

**David Ruoff** - The Manchester Bar holiday outing is next Tuesday night in Manchester.

**Ginny Martin** - Pro Bono fundraiser is scheduled for January 16<sup>th</sup>; a hockey game in Manchester. Ginny will get everyone the details.

**Suzanne McKenna**- Lots of feedback in Belknap County regarding Dorothy Graham's nomination rejection by the Executive Council. Also, Suzanne shared that over the last few months there has been a local practice group that has met, and this has been quite successful. Lastly, the Belknap County Bar is helping to organize the retirement dinner for Judge Smukler on December 9<sup>th</sup>.

#### **ACTION**

Motion to go into executive session at 5:50 p.m. to discuss Bar Foundation-related business. PASSED.

The Board came out of executive session at 6:10 p.m.

#### **ADJOURNMENT**

The December 3, 2015 Board of Governors meeting adjourned at 6:15 pm.

Respectfully submitted,



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

New Hampshire Bar Association &  
Subsidiary DRAFT Operating Reserve  
Policy 8/3/2015

**PURPOSE**

The purpose of the Operating Reserve policy for New Hampshire Bar Association and its Subsidiary is to ensure the stability of the mission, programs, employment and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Operating Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, or investment in infrastructure.

The goal for a target minimum Operating Reserve is equal to two months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries, benefits, occupancy, office, travel, program and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation also excludes one-time or unusual expenses and capital purchases.

The amount of the Operating Reserve target minimum will be calculated each year after approval of the audited financial statements by the Board of Governors, will be reported to the Finance Committee and Board of Governors, and be held with general cash and investment accounts of the organization.

**USE OF RESERVES**

Use of the Operating Reserves requires four steps:

1. The Executive Director, in consultation with the Director of Finance & IT, is responsible for ensuring that the Operating Reserve is maintained and used only as described in this Policy.
2. The Executive Director and staff will identify the need for use of the Operating Reserve and confirm that the use is consistent with the purpose of the reserves as described in this Policy. Analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required or replenished will be communicated to the Board of Governors.
3. Upon approval for the use of Operating Reserve funds by the Board of Governors, the Executive Director will maintain records of the use of funds and plan for replenishment.
4. Regular reports to the Finance Committee of progress to restore the Operating Reserve to the target minimum amount will be made on a quarterly schedule and subsequently reported to the Board of Governors.



## NEW HAMPSHIRE BAR ASSOCIATION

### Membership Status Changes

Presented to the Board of Governors December 3, 2015

#### Active to **INACTIVE**

21027 Sullivan, Christopher J., Quincy, MA (effective November 12, 2015)

#### Military Active to **ACTIVE**

930 Gill, Sean, P., Concord, NH (effective November 12, 2015)

#### Inactive to **ACTIVE**

20691 Rangulong, Merlene J., Lowell, MA (effective November 23, 2015)

#### Inactive to **INACTIVE RETIRED**

17899 Silverman, Sam Lexington, MA (effective November 16, 2015)

#### Military Inactive to **ACTIVE**

11300 Holt, Bradley D., Manchester, NH (effective November 17, 2015)

#### Inactive to **RESIGNED**

265398 Dowell, Jeremy J., La Junta, CO (effective November 9, 2015)

#### Suspended to **ACTIVE**

12245 Barry, Robert H., Chelmsford, MA (effective November 17, 2015)  
266205 Barsky, Danielle L., Fort Worth, TX (effective November 13, 2015)  
266166 Bistany, Anthony P., Methuen, MA (effective November 17, 2015)  
2116 DiMeo, Patricia L., East Derry, NH (effective November 20, 2015)  
14767 Greene, Evan A., Needham, MA (effective November 13, 2015)  
10575 Hockensmith, Genienne A., Keene, NH (effective November 9, 2015)  
12511 Morley, Leonard F. Jr., South Portland, ME (effective November 9, 2015)  
12524 Parry,, Philip A., Merrimac, MA (effective November 17, 2015)  
16950 Peress, N. Jonathan, Lebanon, NH (effective November 9, 2015)  
12162 Smith, Stephen A., Marblehead, MA (effective November 12, 2015)  
9376 Schulte, John B., Bedford, NH (effective November 10, 2015)  
17491 Turner, Patricia L., Barrington, NH (effective November 17, 2015)



Suspended to **INACTIVE**

152 Coogan, Thomas D., Washington, DC (effective November 20, 2015)  
16167 Dowd, Geoffrey M., Hampstead, NH ((effective November 10, 2015)  
14772 Heiskell, Mary E., Cornish, NH (effective November 17, 2015)  
15854 Little, Andrew P., London, England (effective November 13, 2015)  
20449 Mattocks, Cory R., Farmington, NH (effective November 10, 2015)  
18647 O'Reilly, Megan E., Annandale, VA (effective November 20, 2015)  
11041 Sullivan, Margaret M., Raleigh, NC (effective November 10, 2015)  
19615 Zeller, A. Shay, New Orleans, LA (effective November 20, 2015)

Suspended to **INACTIVE RETIRED**

9034 Cosgrove, Leonard W., Steamboat Springs, CO (effective November 17, 2015)

Suspended to **RESIGNED**

932 Gilligan, Janet, Providence RI (effective October 29, 2015)

