

NEW HAMPSHIRE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING
Thursday, October 24, 2024
4:00pm

LIVE WITH REMOTE OPTION
Meeting Minutes

Present for all or part of the meeting:

Board Members:

Barry Schuster, Charla Stevens, Cathy Shanelaris, Chrissy Hanisco, Gar Chiang, Geoffrey Gallagher, James Shepard, Joshua Wyatt, Kathleen Mahan, Kristin Fields, Kyle Robidas, Len Harden, Nikolas Frye, Paul Chant, Paul B. Kleinman, Vanessa Wilson, William Woodbury

NHBA Staff: Sarah Blodgett, Caitlin Dow, Vincent O'Brien, Debbie Hawkins, Jennifer McManus

ABA Delegates: Michael Iacopino

Guests: Attorney Heidi Barrett-Kitchen, Attorney Mary Ann Dempsey, Attorney Jared Davis

A. Call to Order Kate Mahan

President Mahan called the meeting to order at 4:03 pm

REGULAR BUSINESS – CONSENT ITEMS

B. Membership Status Changes Jennifer McManus

C. Minutes of September 27, 2024 Meeting Catherine Shanelaris

ACTION

On Motion – to accept the consent agenda as presented. Passed.

The member status changes will be attached as a permanent part of these minutes.

PRESENTATION / DISCUSSION / ACTION ITEMS

D. The Sale of a Firm or Practice Area by a Non-Retiring Tony Naro/Geoff Gallagher
Attorney Rule change – Status Update

Board and subcommittee member Chrissy Hanisco gave an update on this item. The Ethics Committee circulated the revisions to this opinion to the board subcommittee. It was decided to move this action item to the November agenda, so the Board has a chance to thoroughly review and digest it. She encourages the Board to look at it in advance. The subcommittee's question is whether mergers should be addressed in addition to sales.

Board Treasurer and Ethics Committee member Geoffrey Gallagher encouraged the board to read the memo from the Ethics Committee. The issue is more complicated than it seems on the surface.

Update on ABA rule 1.16 regarding declining or terminating representation Geoffrey Gallagher

Ethics Committee Member Geoffrey Gallagher gave the Board an update on this. The ABA has modified rule 1.16 which addresses withdrawing and terminating representation. No other jurisdictions have adopted this rule. The Ethics Committee is monitoring how jurisdictions are approaching the rule. They are not sure whether New Hampshire should take a position but are taking a wait and see approach to see how this rule should be addressed. Geoff's purpose is to give the Board a heads up that they may see this in the future.

E. Report of the NHBA Waiver Committee - ACTION ITEM Jennifer McManus

Controller Jennifer McManus spoke about the report from the Waiver Committee. The committee met several times this year to review requests. She referred the Board to the waiver report for details. Committee member Chrissy Hanisco commented that it was nice to see the numbers of delinquent attorneys decrease. There was a discussion about the criteria for granting waivers. They consider financial and general hardship, and both need to be met for a waiver to be granted. Chrissy added that the committee has the discretion to waive delinquency fees.

ACTION

On motion to approve the Waiver Report as presented. Passed.

F. Treasurer's Report – ACTION ITEM Geoff Gallagher/Jennifer McManus

Geoff reported that the association is where we expect it to be regarding the budget. We have had a bit of a drop in CLE revenue, but this is not unusual at this time of year. Also of note, we have seen a big drop in delinquency fees paid by attorneys as part of the renewal process. Most things that are under budget due to where we are in the fiscal year. Expenses are also down due to staff vacancies, but we expect they will be filled. Geoff added that if there is specific financial information Board members would like covered, please send him an email and he will cover it in the future.

Executive Director Sarah Blodgett added that there are some members that would like to establish a solo and small firm section. There appears to be a lot of interest in moving forward with this.

ACTION

On motion to approve the Treasurers Report. Passed.

G. Revision of 2019 Title Standards – ACTION ITEM Heidi Barrett-Kitchen, Real Property Section

Attorney Barrett-Kitchen is here to present the 2024 updates to the current Title standards for Board approval. She heads a subcommittee of the Real Property Section which is responsible for reviewing and updating these standards. Their aim is to interpret the law and adjust the standards as needed. These have not been updated since 2019 due to the Covid pandemic.

President Kate Mahan asked how often the standards have been updated. There have been periods of time when they weren't updated. It depends on whether there are new laws that impact the standards. Geoff asks if the New Hampshire standards are in line with those of surrounding states. Heidi responded that they often look at surrounding state's standards when working on the update. One new law about the

‘death deed’ was a little problematic. They put a standard in warning attorneys to be aware of this new law due to its detail rather than trying to capture it in the standards. They dealt with tax lien law the same way. Many of the changes this year were housekeeping items. These are meant as guidelines for practitioners. They are looking to publish them by December 31, 2024.

Attorney Barrett-Kitchen left the meeting prior to the Board’s vote.

ACTION

On Motion to adopt the revised title standards as presented with an effective date of December 31, 2024. Passed.

H. President Report

Kate Mahan

1. Message mapping work at Orientation

Kate discussed this process and how helpful she found it. In the coming weeks she will work with Sarah to synthesize the maps created by each group . She suggested that e the Board spend time further crafting them at a future meeting.

2. Succession planning for the Board

Kate would like the BOG to plan ahead and do a better job of identifying people that would be a good fit for upcoming Board vacancies. She asks that each board member submit to her two suggested names of people that might be a good fit. Executive Assistant Debbie Hawkins added that we will send the document that outlines which seats will be open for the April 2025 election to the board, including which counties the at large governors are from. Kate doesn’t want to wait until January to identify candidates.

3. Pro bono engagement of the Board

Kate stated that we talked at the board orientation about increasing the Board’s participation in Pro Bono legal services. She shared that we are planning for the Board to staff a Lawline event in March 2025. We will get the date out to the Board when it is finalized. We are hoping to do it on the date of the board meeting.

I. Executive Director’s Report

Sarah Blodgett

1. Committee Chair Meeting

Sarah reported on the recent meeting with committee chairs. She spoke about changes that were reviewed. The staff liaisons will now be responsible for producing the committee meeting minutes. There was a recent training with the staff by Attorney Cordell Johnston, formerly of the NH Municipal Association, on minutes taking. It will be good to have a consistent minute format across the association’s committees. The policy *Committee and Section Process for Working with Outside Groups* that was approved by the Board last April was also reviewed. She added that this year we had a record number of requests from members to volunteer on committees.

2. Member Renewal

The first round of show cause hearings with the NH Supreme Court is scheduled for November 15. Sarah shared that we saw a reduction of delinquency fees this year. She gave a shout out to the entire bar staff who made calls to members that weren’t in compliance. NHBA members were very appreciative of the reminder calls. This year we sent a little over 100 names to the Court rather than the over 400 names that

were sent last year. Sarah stated that we will be working on process improvement for member renewal to make the process more user friendly. We are planning on reaching out to firms for suggestions on how we can make the license renewal process easier.

3. Berry Dunn Consultant Report

As previously reported, we contracted with Berry Dunn to complete an analysis of our financial operations. We have received a draft report from them which is under review by the management team, and we expect to have a final report for the Board at the November meeting.

4. Financial Audit Update

Berry Dunn expressed some concern, with our practice of maintaining separate financials for the Bar Foundation and the Association, due to the level of control the Association's Board of Governors have over both the Association and the Foundation. The Association and Foundation auditors expressed this same concern in past audits. This practice has led to a qualified opinion annually which is not ideal. We will be looking at the possibility changing this. There was a discussion about the history of this practice. The group also discussed the implications of the qualified opinion that we receive from the auditors.

The Bar Foundation audit is currently under way, and the NHBA audit is scheduled for the week of November 4th. We will have the information in January. There will be a discussion with the two boards as to whether they want to follow the consultants and auditor's recommendations to merge the organizations' financials. This could be done in the next fiscal year.

5. November Board Meeting Preview

There will be a revised MOU from 603 Legal Aid for the Board to review. We will distribute the original as well. This review is overdue, as it was supposed to be done every 3 years and hasn't been done since the merger in 2020.

Diversity, Equity and Inclusion (DEI) Chair Courtney Herz will be here to discuss the committee's report on the recent series of town halls. This was a significant undertaking that they spent a lot of time and effort on and gathered some good information.

J. 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

- Grafton County Governor Barry Schuster spoke about last week's Grafton County bar meeting. It was a great event with an amazing turnout.
- Barry also shared that President Elect Derek Lick chaired a meeting of the LRE subcommittee and more are planned.
- Executive Director Sarah Blodgett updated the Board on plans for Midyear Meeting. We are close to finalizing the agenda for the day. Professional Development Director Vince O'Brien added that we have big plans, with a great roster of speakers. The theme is Upholding the Rule of Law- The Case for Civility. There will be a panel featuring immediate past president of the ABA Mary Smith as well as some others. The afternoon will include a presentation on cyber security, AI and deep

fakes. Our presenter has worked with the US Supreme Court and Wall Street firms on this topic. The meeting is February 21st in Manchester at the Double Tree Hotel.

K. Board Fiduciary Responsibilities

Mary Ann Dempsey, Director
Jared Davis Assistant Director
Charitable Trusts Division, NH Attorney General's Office

Director Mary Ann Dempsey stressed the importance of board governance and shared that she was happy to be asked to present this information to the Board. She thanked the members for serving on the Board. The most common issue the Charitable Trust Unit sees is a misunderstanding of the board's role versus the staff's role in the operation of the organization. It is important that the board is aware of its responsibility to understand the operations of the organization. Board members may always table agenda items if they need additional information to take informed action. On the flip side, sometimes boards can get too interested in the internal management of the organization. They should let the staff do their job, and not micromanage. It is the job of individual Board members to have a sufficient understanding of all relevant information, so they know the organization is financially sound. Mary Ann shared that when she was on the Board, she may not have fully understood her fiduciary responsibilities as a board member. The Board should refer to their mission statement and think about whether the Association's programs and operations serve the mission. Once a year they should have a conversation about the mission. Diverse opinions and healthy discussions are good for a board.

Assistant Director Jared Davis spoke about three core fiduciary duties, which are Loyalty, Care and Obedience. The duty of loyalty means that board members should give undivided loyalty to the board they are sitting on. They should be focused on furthering the mission of the organization. This must take priority over all private interests of the board members. Members must follow the organization's procedures to disclose any conflicts of interest. The duty of care is grayer. This means board members must apply themselves – be active and well-informed and prepare in advance for the board meeting. It is critically important to oversee the organization's financial operations and make sure there are appropriate meeting minutes. It is board member's duty to make sure the minutes are accurate when they approve them. The duty of obedience means that board members should make sure management has no conflicts of interest, and that the organization is following the constitution and bylaws, as well as complying with all state and federal laws. Board members should make sure they know the mission and purpose of the association. Board members are held to the legal standard of reasonable prudence. They can also rely on other professionals and experts for guidance. Mary Ann added members should consider the size of the decision. It is important that the organization has financial controls in place; board members should know who can write checks and who the auditors are.

Executive Director Sarah Blodgett asked about a resource for board members to help them review financial information. Jared spoke about Investopedia as a resource for this. Mary Ann will further research the question and share these resources.

Mary Ann commented that most boards are well-intentioned, but she has seen instances when the organization has gotten too big, or there is infighting that leads to trouble.

A Board member posed a question that had come up with a different non-profit Board. This involved an issue where the Board allowed an embezzler to pay back the money but did not inform law enforcement about the theft. The Board members believed that this approach would allow them to recoup the money. The member asked whether there was a legal reporting requirement by the organization. It is not a good idea to handle internally, says Mary Ann. She stated that this should be reported to the Charitable Trusts Unit and the police as well. The duty to recoup any missing money is not stronger than the board's

fiduciary duty. By handling properly, you show people you are addressing the malfeasance appropriately. The organization takes on tremendous risk by handling crimes such as this internally.

There was also discussion about a “bobblehead board” which is a situation where a board member or Executive Director is dominant, and board members fail to dissent or ask questions. Board members must be able to stand up to that person.

Mary Ann noted that Executive Directors and CFOs want active boards. This is for the protection of the ED and CFO. Their job is harder if they have a deferential board.

There is statutory immunity for volunteers working for the organization as a board member. There is good information on the website <https://www.doj.nh.gov/bureaus/charitable-trusts>.

Board member Charla Stevens mentioned that the NH Center for Non-Profits has some educational information on their website. <https://www.nhnonprofits.org/>

L. INFORMATIONAL ITEMS REQUIRING REVIEW BUT NO ACTION

1. Ethics Corner Article – Understanding Generative Artificial Intelligence and The Potential for Discrimination and Bias

M. Adjournment

The meeting was adjourned at 5:32 pm.

Respectfully submitted,



Deborah J. Hawkins for Catherine E. Shanelaris

**New Hampshire Bar Association
Membership Status Changes
Presented to the Board of Governors October 24, 2024
Status Changes June 7, 2024-October 17, 2024**

Bar ID	Name	Old Status	New Status	Effective Date
270938	Attorney Jonathan Bechard	Active	Deceased	01/14/2024
2170	Attorney Stephen H. Roberts	Active	Deceased	02/10/2024
269490	Attorney Thanda Aye Fields Brassard	Active	Deceased	03/09/2024
749	Attorney Thomas P. Elias	Active	Deceased	09/15/2023
18020	Attorney Winifred F. Annis	Active	Deceased	09/28/2023
2219	Attorney L. Phillips Runyon III	Active	Honorary Active	06/01/2024
267658	Attorney Abigail Chmielecki	Active	Inactive	07/20/2024
269484	Attorney Adam Winfield McCall	Active	Inactive	06/20/2024
278194	Attorney AhLana Christine Ames	Active	Inactive	08/22/2024

267616	Attorney Alan Bruce Raff	Active	Inactive	06/04/2024
268041	Attorney Alexander Michael Walsh	Active	Inactive	07/01/2024
278311	Attorney Alexander Steven Ropes	Active	Inactive	06/04/2024
273949	Attorney Amie Joof Senghore	Active	Inactive	06/27/2024
9331	Attorney Andrew Russell Horne	Active	Inactive	06/30/2024
1047	Attorney Andrew S. Guisbond	Active	Inactive	07/15/2024
271357	Attorney Anne Catherine McBroom Balke	Active	Inactive	05/31/2024
275322	Attorney Ashley M. Ahearn	Active	Inactive	05/14/2024
18914	Attorney Barton E. Centaurio	Active	Inactive	07/01/2024
277583	Attorney Bernard Alan LaBombard	Active	Inactive	06/28/2024
276765	Attorney Branden Scott Ladebush	Active	Inactive	06/05/2024
272313	Attorney Brendan Thomas Sage	Active	Inactive	06/27/2024
267561	Attorney Brian J. Shea	Active	Inactive	09/07/2024
365	Attorney C. Nicholas Burke	Active	Inactive	07/01/2024
272322	Attorney Carlos Eduardo Cousins	Active	Inactive	07/10/2024
269669	Attorney Christine L.B. Maguire	Active	Inactive	06/21/2024
277063	Attorney Connor Edward Keefe	Active	Inactive	06/28/2024
274602	Attorney Dagan Suzha VanDemark	Active	Inactive	07/31/2024
277409	Attorney Dana Ann Remus	Active	Inactive	06/05/2024
278297	Attorney Daniel Adam Goldschmidt	Active	Inactive	06/04/2024
274578	Attorney Daniel Thomas Divis	Active	Inactive	06/03/2024
14867	Attorney David P. Angwin	Active	Inactive	06/13/2024
277091	Attorney Denae E. Barton	Active	Inactive	07/16/2024
14387	Attorney Denise M. Thurman	Active	Inactive	07/25/2024
270150	Attorney Devin King Bolger	Active	Inactive	05/31/2024
278184	Attorney Donato R Geraci	Active	Inactive	06/01/2024
272930	Attorney Douglas Thomas Bruno	Active	Inactive	07/31/2024
270835	Attorney Edward T. O'Neill	Active	Inactive	06/24/2024
274112	Attorney Elizabeth Anne Ingermann	Active	Inactive	06/17/2024
275335	Attorney Elizabeth Jane Cavanaugh	Active	Inactive	05/01/2024
268487	Attorney Elliot Friedman	Active	Inactive	09/20/2024

270637	Attorney Gabrielle Anne Regney	Active	Inactive	06/26/2024
269121	Attorney Gerard P. O'Connor	Active	Inactive	07/02/2024
276283	Attorney Glenn Allen Beveridge	Active	Inactive	05/21/2024
276425	Attorney Hanna Beth Lipman	Active	Inactive	06/25/2024
268345	Attorney Heather L. Galluzzo	Active	Inactive	06/24/2024
270217	Attorney Ian Scott Sylvetsky	Active	Inactive	06/12/2024
16933	Attorney Iona Evans Long	Active	Inactive	06/09/2024
19075	Attorney Irina Prokhorov	Active	Inactive	06/12/2024
272327	Attorney Jacqueline Monet Blessing	Active	Inactive	07/18/2024
278577	Attorney Jason Frank Danielian	Active	Inactive	09/12/2024
275014	Attorney Jennifer McCabe	Active	Inactive	05/20/2024
278296	Attorney Jennifer M Fields	Active	Inactive	06/10/2024
270915	Attorney Jennifer Susan Riggle	Active	Inactive	07/01/2024
274575	Attorney Johanne Constance Egeland	Active	Inactive	06/26/2024
19886	Attorney John F. Skinner III	Active	Inactive	06/30/2024