

**STATE BAR OF GEORGIA  
EXECUTIVE COMMITTEE  
MINUTES  
Thursday, November 17, 2016  
State Bar Building/Atlanta, GA**

Members Participating:

Patrick T. O'Connor, President; Brian D. (Buck) Rogers, President-elect; Kenneth B. Hodges, III, Treasurer; Darrell L. Sutton, Secretary (by phone); Robert J. Kauffman, Immediate Past President; Jennifer Campbell Mock, YLD President; Nicole C. Leet, YLD President-elect, John R.B. Long, YLD Immediate Past President; Thomas R. Burnside, III; Elizabeth Louise Fite; Dawn Jones; David S. Lipscomb; and Nicki Vaughn.

Members Absent:

Phyllis Holmen.

Staff Participating:

Sharon Bryant, Chief Operating Officer; Christine Butcher, Director of Governmental Affairs; Jeff Davis, Executive Director; Paula Frederick, General Counsel (by phone); Steve Laine, Chief Financial Officer; and Bill NeSmith, Deputy General Counsel.

Call to Order

President Pat O'Connor called the meeting to order. Members of the Executive Committee in attendance are indicated above.

Future Meetings Schedule

President Pat O'Connor referred the Executive Committee to the Future Meetings Schedule.

Executive Committee Minutes

The minutes of the Executive Committee meeting held on September 9, 2016, were approved by unanimous voice vote.

Members Requesting Resignation

Pursuant to State Bar Rule 1-208, the Executive Committee, by unanimous voice vote, approved the following resignation requests: Bruce Allen Baldwin -034230, Matthew C. Sperry-672008, Deborah Nell Bedsole-046720, Robert J. Storms-685530, Whitney A. Rappole-225514, David R. Mellon-501205, Howard G. Pick-692593, Diana J. Pomeranz-583283, Jean Lees Wyant-778906, Sherrie Brown Cavin-117925, Harris Weems Henderson-772007, Miriam Moore Bryant-520130, Jack Thomas Brooks-085050, Agnes T. McCabe-481065, Frederick Brown-087550, William N. Hershman-349514, Cecilia M. Cooper-185285, Kristie Porter Davies-584810, Walter J. Orze-554915, Justin S. Mann-200923, James E. Epstein-249550, Karen Boyd Williams-195870, Kevin M. O'Connor-549225, Thomas Russell Wrenn-347617, Richard F. Williamson-765350, George Chris Olson-954507, Jeanne Olverson-553463, Steven L. Harris-006840, Kimberly H. Jardine-359410, Stanley M. Stevens-680850, Laree Martin-473395, Judith C. Emken-247405.

Following a report by Bill NeSmith on an additional resignation request, the Executive Committee, by majority voice vote, approved the resignation request from Peter H. Song-666960.

Members Requesting Disabled Status

Pursuant to State Bar Rule 1-202, the Executive Committee, by unanimous voice vote, approved the following requests for disabled status: Shirleen Matlock-156688, William A. McNeil-498636, Murphy A. Cooper-186170.

### Approval of ICLE Transfer

Immediate Past President Bob Kauffman presented a Letter of Intent (Nonbinding Proposed Terms and Certain Binding Agreements Concerning the Proposed Transfer of Assets to a State Bar of Georgia-Owned Entity) and proposed set of ICLE rules of governance. The Letter of Intent outlines the procedures of the State Bar taking over ICLE, including ICLE transferring and assigning all its rights, assets, goodwill, names and trademarks to the State Bar, and the State Bar assuming all obligations and liabilities of ICLE. All related agreements and instruments will be effective simultaneously on December 31, 2016. Effective January 1, 2017, the State Bar will hire each of the current ICLE employees who accept its offer of employment. Under the proposed new rules, ICLE will be overseen by a Board of 13 members: the Immediate Past President of the State Bar, seven members of the State Bar appointed by the President with the approval of the Board of Governors, and one member from each of the ABA accredited law schools operating in the State appointed by the deans of the respective law schools. All of ICLE's assets will be conveyed to the State Bar of Georgia Foundation. Immediate Past President Kauffman reported that the ICLE Board of Trustees voted in favor of the proposed Letter of Intent and proposed rules of governance. Approval from the Executive Committee and the law schools (member entities) is needed to authorize President Pat O'Connor to execute the closing documents. The proposed rules will be presented to the Board of Governors at the January Board meeting.

Jeff Davis and Immediate Past President Kauffman explained that the Bar's Executive Director serves as both the director of the State Bar and the CCLC, and each entity pays half of the director's compensation. A change in that relationship has been approved by the CCLC. Effective January 1, 2017, Jeff Davis will no longer be acting in the capacity of Executive Director of CCLC. DeeDee Worley, currently serving in a dual role as Assistant CLE Director and Executive Assistant to the Executive Director, and also compensated by both entities, will become the new CLE Director reporting directly to, and compensate only by, the CCLC. The CCLC also approved moving the Transition into Law Practice Program (TILP) under its umbrella. The program will be funded by the CCLC and the TILPP Director will report directly to it.

The Executive Committee took the following action on the ICLE transfer:

1. By unanimous voice vote, approved the proposed Letter of Intent (Nonbinding Proposed Terms and Certain Binding Agreements Concerning the Proposed Transfer of Assets to a State Bar of Georgia-Owned Entity) (Exhibit A), and
2. By unanimous voice vote, approved the proposed ICLE rules of governance, as amended to reflect new wording in the immunity clause (Exhibit B).

The Executive Committee took the following action on the actions of the CCLC:

1. By unanimous voice vote, approved shifting the Executive Director's role and Assistant CLE Director's role with CCLC, and
2. By unanimous voice vote, approved moving the TILPP under the CCLC.

### Officer Allowance Policy Changes

This item was deferred to a future meeting.

### Employee Background Check Policy

Jeff Davis reported that the State Bar will have an employee background check policy in place by the end of the year.

### Retirement Dinner for Bill Smith

Following a request by Paula Frederick, the Executive Committee, by unanimous voice vote, approved the State Bar spending up to \$1,000 on a gift for Bill Smith, who is retiring at the end of the year, and paying for any Bar staff who wish to attend his retirement dinner at the Midyear Meeting. The funds for staff to attend the dinner will be paid from the Board of Governors Meetings line item.

### President's Report

President Pat O'Connor reported that the ICLE transition has taken up a lot of Bar leadership and staff time, but it has been well invested. He thanked the staff and Immediate Past President Bob Kauffman for all of their efforts. He reported that with the passing of Constitutional Amendment 3, the State Bar is going to provide names to the Speaker of the House and the Lieutenant Governor who each appoint a lawyer to the JQC based upon the list of ten names provided to them by the Board of Governors, and he asked for the Executive Committee members to submit names to him to include on the list.

Christine Butcher reported that moving forward we will begin conversations on fixing HB 808 pertaining to the JQC. Jeff Davis reported that at a meeting several weeks ago with Representative Wendell Willard and Justice David Nahmias, Representative Willard was encouraged about the JQC proposal put forward by Ed Tolley at the Fall Board of Governors meeting. President-elect Buck Rogers, Chair of the JQC Legislative Task Force, announced that the Task Force will meet on November 29. He wants to expand the mission of the Task Force and consider recruiting non Board members to help it with its efforts.

### Strategic Plan

Jeff Davis provided an update on the Strategic Plan. He reported that the Georgia Bar Foundation has received a grant from the Justice For All Advisory Committee to develop a Strategic Action Plan in Georgia. The State Bar's Access to Justice Committee and other stakeholders in the civil justice community will work together on this initiative.

Nicki Vaughan reported that the pro bono videos are ready for distribution. The videos highlight pro bono service in an engaging way. They can be shown on rotation for CLE programming purposes, be available on the State Bar's website, and embedded in the sites of pro bono and other advocacy organizations in Georgia.

President Pat O'Connor reported that he has shown the Bar's media campaign PSA's at two local bar meetings and they were very well received.

Secretary Darrell Sutton, Co-chair of the Aging Lawyers Task Force, reported that he and co-chair William Gentry are meeting with the Senior Lawyers Section next week as the Task Force continues working on guidelines and protocols to respond to and assist lawyers who are experiencing age-related issues.

### Treasurer's Report

Treasurer Ken Hodges and Bar CFO Steve Laine reported on the State Bar's finances and investments. The Executive Committee received copies of the Consolidated (Operational and Bar Center) Revenues and Expenditures Report as of September 30, 2016; Income Statement YTD for the Three Months Ended September 30, 2016; Bar Center Revenues and Expenditures for the Three Months Ended September 30, 2016; State Bar Balance Sheet as of September 30, 2016; Summary of Dues and Voluntary Contributions as of September 30, 2016; Legislative Fund and Cornerstones of Freedom Fund Activity Reports through September 30, 2016; and Summary of Investment Portfolio as of September 30, 2016.

### YLD Report

YLD President Jennifer Campbell Mock reported on the activities of the YLD. The YLD Fall meeting in

Orlando, Florida, received lots of positive feedback. Leadership Academy applications are being reviewed and selection will begin for the 2017 class. The YLD holiday party will take place on December 9, 2016. The Annual Signature Fundraiser will be held on February 25, 2017, and CASA is the beneficiary. She encouraged the Executive Committee members to attend and become a sponsor of the event.

Executive Director's Report

Jeff Davis reported that we are making progress on getting the 5<sup>th</sup> floor up and running as a data center. Enabled Energy has now reported that it has two possible business partners that want to look at the 5<sup>th</sup> floor with the possibility of managing it for that purpose. Immediate Past President Bob Kauffman reported that the Bar Center Committee is meeting in January in conjunction with the Midyear Meeting and will be updated on this development.

Office of General Counsel Report

Upon a motion and second, the Executive Committee moved into Executive Session to discuss pending litigation. After that, a motion was made and seconded to move out of Executive Session.

Board of Governors Minutes

The Executive Committee received a copy of the minutes of the Board of Governors meeting held on October 21, 2016.

July 2016 Georgia Bar Examination General Statistic Summary

The Executive Committee received a copy of the July 2016 Georgia Bar Examination Pass List.

Bar Leadership Article "NCPB, NABE both Address Alcohol, Substance Abuse, Mental Health"

The Executive Committee received a copy of a *Bar Leader* article titled "At 2016 Annual Meeting, NCPB, NABE, address alcohol, substance abuse, mental health problems."

Daily Report Article "Connecting to Save Colleagues' Lives"

The Executive Committee received a *Daily Report* article on "Connecting to Save Colleagues' Lives."

Old Business

There was no old business.

New Business

There was no new business.

Adjournment

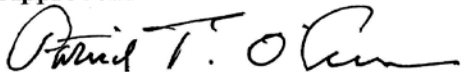
There being no further business the meeting was adjourned.



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Darrell L. Sutton, Secretary

Approved:



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Patrick T. O'Connor, President