

**STATE BAR OF GEORGIA
EXECUTIVE COMMITTEE MEETING
MINUTES
Thursday, December 17, 2020 at 3 p.m.
Zoom Meeting**

Members Participating

Dawn M. Jones, President; Elizabeth Louise Fite, President-Elect; Sally B. Akins, Treasurer; Tony DelCampo, Secretary; Darrell L. Sutton, Immediate Past President; Bert D. Hummel, IV, YLD President; Elissa B. Haynes, YLD President-Elect; William T. Davis, YLD Immediate Past President; Ivy N. Cadle; R. Javoyne Hicks; Amy V. Howell; David S. Lipscomb; Martin Valbuena; and Nicki N. Vaughan.

Members Absent

No members absent.

Staff Participating

Sarah Coole, Chief Operating Officer; Jeff Davis, Executive Director; Damon Elmore, Incoming Executive Director; Paula Frederick, General Counsel; Michelle Garner, Director of Meetings; Christine Butcher Hayes, Director of Governmental Affairs; Bill NeSmith, Deputy General Counsel; and Ron Turner, Chief Financial Officer.

Call to Order

President Dawn M. Jones called the meeting to order at 3:03 p.m. Members of the Executive Committee in attendance are indicated above.

Future Meetings

President Dawn M. Jones asked members if there was a need for a January 2021 Executive Committee Meeting in order to review any possible legislation that would need to be addressed prior to the next scheduled meeting date of February 26, 2021. It was agreed that it would be best to calendar a meeting and cancel if needed rather than add it at a later date. The meeting date that was decided upon was January 29, 2021, from 1-5 p.m. It was also requested that all Executive Committee members be sent a calendar invite with Zoom information for each meeting.

Amendments to Rules & Summary of Proposed Rule Changes

General Counsel Paula Frederick requested that Rule 3.8 “Special Responsibilities of a Prosecutor” be tabled for consideration. She received an email from the U.S. attorneys letting her know that they are submitting written comments and would like the Executive Committee to table the discussion until that is complete.

Because the Executive Committee will not be meeting prior to the Board of Governors meeting in January, the Executive Committee members agreed to take this item off the agenda as an action item and go forward without making any recommendation. This allows the process to continue with the U.S. attorneys’ feedback, and then move to the Disciplinary Rules Committee for further review. President Jones requested that Paula, along with the Executive Committee

members that are on the Disciplinary Rules Committee, let her know if the Executive Committee needs to have a specially called meeting to address any changes prior to going to the Board of Governors.

Amendments to Bylaws

Following a report by Deputy General Counsel Bill NeSmith, the Executive Committee, by majority vote, approved recommending to the Board of Governors proposed amendments to “Article 1. Section 4. Failure to Register” of the bylaws.

Proposed Changes to ICLE Operating Agreement

Deputy General Counsel Bill NeSmith reported that on December 31, 2016, pursuant to an asset transfer agreement, the Institute for Continuing Legal Education of Georgia (“ICLE Athens”), an unincorporated 501(c)(3) entity, transferred all its assets to the State Bar of Georgia Foundation, Inc., an incorporated 501(c)(3) entity (“Foundation”). Because ICLE Athens and the SBG were separate entities, the asset transfer had to be between 501(c)(3) entities per IRS regulations. In addition to the transfer of assets, which included cash, the Foundation entered into a services agreement to provide continuing legal education. Additionally, the Foundation made certain warranties and indemnifications to the Board of ICLE Athens. Some of those indemnifications were to be provided by cash reserves transferred to the Foundation. After the transfer of assets, the Supreme Court of Georgia, by approval of Part XVI – Institute of Continuing Education of the State Bar of Georgia (“ICLE SBG”), created the ICLE program within the State Bar of Georgia.

On December 31, 2018, all of the assets and indemnifications were transferred by the Foundation to The Institute of Continuing Legal Education for the State Bar of Georgia, LLC (“LLC”) so that the Foundation would not have to file large, expensive annual tax returns as a 501(c)(3). The LLC, owned by the SBG, takes on the Bar’s tax status as a Section 115, which does not require annual tax returns. Upon transfer of the assets and services agreement, the LLC entered into an indemnification agreement with the State Bar of Georgia (“SBG”) to provide adequate indemnification, as required by both previous asset agreements. The State Bar of Georgia satisfied the original indemnification requirements by liability insurance and no longer has to rely on the ICLE Athens cash reserves.

After the LLC transfer, the cash assets are no longer needed to satisfy the indemnification commitments to ICLE Athens. Hence, our auditors and outside counsel recommend that the cash assets generated by ICLE SBG be moved out of the LLC and into a segregated account for ICLE purposes. The remaining assets transferred from ICLE Athens to the Foundation and subsequently to the LLC remain in the LLC and may be used for any purpose allowed by the provisions of IRC 1986 501(c)(3). A few other minor changes are being made to the LLC operating agreement and the service agreement to ensure future clarity.

The Executive Committee, by unanimous vote, approved the new asset transfer agreement and all documents that go along with the asset transfer agreement, to be effective January 1, 2021, including the opportunity for the Office of the General Counsel to correct Scrivener’s errors as necessary.

Personnel Committee (Executive Session)

Following a motion and a second, by unanimous vote, the Executive Committee met in Executive Session to discuss a Personnel Committee item. Thereafter, by unanimous voice vote, the Executive Committee emerged from Executive Session.

No action was taken during Executive Session.

Bar Center Assessment Proposal

Executive Director Jeff Davis reported that a subcommittee of the Bar Center Committee met and reviewed documents provided by Sharon Bryant and Sarah Coole regarding the terms of the Bar Assessment Fee. Neither the minutes or any other records included a discussion of sunsetting the assessment.

The Bar Center Assessment Fee will be added to the 2021 Midyear Meeting as a discussion item and to the 2021 Spring Board of Governors Meeting as an action item.

Strategic Plan

President Dawn M. Jones brought to everyone's attention the 2016-2018 strategic plan as a reminder to consider and reflect upon the Bar's priorities at the time. She said that the listed priorities are still relevant and applicable today and asked Executive Committee members to keep these objectives and goals in mind and think about where the Bar can be creative and improve. She said she welcomes thoughts and ideas on how some of these priorities and objectives can be moved forward. Immediate Past President Darrell Sutton suggested that someone be tasked with filling out the base measurements in order to monitor the plan and determine whether progress is being made. President Jones agreed and said she would have an update at the next Executive Committee meeting.

Mail/Electronic Ballots for Election

After a report from Executive Director Jeff Davis and a discussion surrounding the information provided by Chief Financial Officer Ron Turner (Exhibit A), the Executive Committee would like the Elections Committee to review the election rules and recommend a more economical way to administer State Bar elections.

There was additional discussion about the cost of paper ballots and the election in general, and also discussion about the return rate and participation of members in the Bar election. In 2020, 3.17% of paper ballots and 14.62% of electronic ballots were returned. Because more people are voting electronically, there was extensive discussion regarding opting in to receiving a paper ballot, rather than having to opt out. Other ideas will be passed along to the Elections Committee for further review. General Counsel Paula Frederick will follow up with the Elections Committee.

Committee Updates

Executive Committee Member Javoyne Hicks updated members on the Attorney Wellness Committee. They are starting a quarterly electronic newsletter, and the first issue will go out to all members. Bar members will have to opt in to receive additional newsletters. The committee meets regularly, has multiple hard-working subcommittees, has an article in each issue of the Bar

Journal and regularly scheduled social media posts. Javoynne also reported on the Lawyer Assistance Program, letting everyone know that the LAP hotline use has continued to increase, although still a low percentage of the Bar's membership utilizes it. She said the committee meets regularly and will continue to look for ways to increase usage among members.

President-Elect Elizabeth Fite reported on the COVID-19 Task Force. The task force took a vote to recommend to the Chief Justice that jury trials be suspended again, in light of the increase in COVID-19 cases. The task force continues to look more seriously at ways to move toward a virtual setting for voir dire, etc.

Executive Committee Member David Lipscomb reported that the Disciplinary Rules Committee and Professional Liability Committee are both meeting during the Midyear Meeting. The consensus of the Professional Liability Insurance Committee is to continue to wait to present their findings to the Board of Governors at the next in-person meeting.

Bobby Jones Award Proposal

President Dawn M. Jones reported that Past President Patrick O'Connor has requested permission from the Executive Committee to create the State Bar of Georgia Bobby Jones Award, "which will recognize a lawyer or judge in Georgia who, in the course of their professional life, has undertaken to do that which, although, unnecessary, epitomizes the concepts of ethical behavior and fairness." Dawn requested that those on the Executive Committee research the request and be prepared to discuss it further at the next Executive Committee meeting.

Executive Committee Attendance Record

President Dawn M. Jones proposed the idea of including an Executive Committee attendance record in each Board Book, similar to the Board of Governors attendance record, as an added level of transparency. Some Executive Committee members said they didn't see a need, as the Executive Committee minutes included in the Board Book already lists attendance. Another complication is reflecting members who recuse themselves from discussion for various reasons and how that will be noted. President Jones said she would consider ways to reflect such items and report back at the next Executive Committee meeting.

Old Business

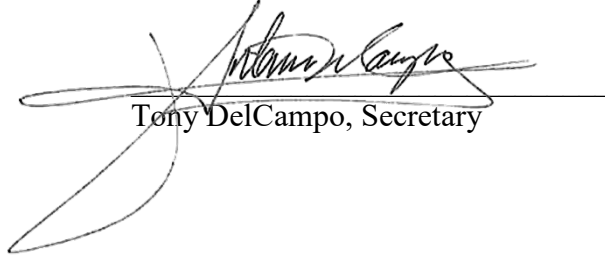
There was no old business.

New Business

President-Elect Elizabeth Fite reported that she has been working with Meetings Director Michelle Garner to plan meetings for the 2021-2022 Bar year. Although there are no contracts in place, the plan is to have the 2021 Fall Meeting in Savannah in conjunction with the YLD, the 2022 Midyear Meeting in Buckhead and the 2022 Spring Meeting in Athens. The 2022 Annual Meeting had already been contracted at Amelia Island. They are planning each meeting to be held in convention center space in order to be socially distanced in COVID-19 compliant facilities. She said she wanted to have the best possibility of having in-person meetings with a hybrid component if necessary.

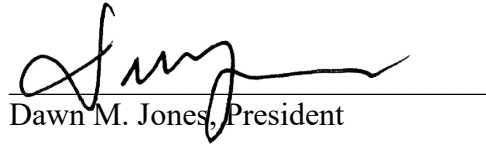
Adjournment

There being no further business, the meeting was adjourned at 6:25 p.m.



Tony DelCampo, Secretary

Approved:



Dawn M. Jones, President