

**STATE BAR OF GEORGIA
EXECUTIVE COMMITTEE RETREAT
MINUTES
Friday & Saturday, August 14-15, 2020
Zoom Meeting**

Members Participating:

Dawn M. Jones, President; Elizabeth L. 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 Vaughan.

Staff Participating:

Sharon Bryant, Chief Operating Officer; Sarah Coole, Director of Communications; Jeff Davis, 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 Jones called the meeting to order at 1:06 p.m. Members of the Executive Committee in attendance are indicated above.

Future Meetings Schedule

Dawn reviewed the Future Meetings Schedule. She announced that there will need to be a special meeting of the Board of Governors in late September so that the Board can elect a new Executive Director. She said she would go into the reasons for this change during her report on the Search Committee. Dawn also reported that, after conferring with the Supreme Court of Georgia about meeting dates and locations, the annual Executive Committee/Supreme Court Joint Meeting will take place on April 15-16 at the Bar Center.

Executive Committee Minutes

Secretary Tony DelCampo presented for approval the minutes of four Executive Committee meetings. By unanimous voice vote, the Executive Committee approved the minutes of May 18, 2020, the revised minutes of June 5-6, 2020, the revised minutes of June 19, 2020, and the revised minutes of July 17, 2020.

Members Requesting Resignation

Pursuant to State Bar Rule 1-208, the Executive Committee approved the following resignation requests by unanimous voice vote: Sarah Wampler-736506, A. Stuart Campbell-105995, Dorian D'Agati-205701, Thomas Farr-255450, Curtis Churchill-125585, Michele Bradley-075098, Katherine Paul-460464, Michelle Bushman-142353, Douglas Cobb-171125, Margaret Crowlie-198750, Janet Franchi-272671, Ronald Harwell-335586, John Luckart-460730, Douglas Lambert-678891, Debra Engel-452023, Christopher Caswell-116217, Michael Kilgore-417555, Adine Waddell-729485, S. Gale Allison-304750.

Request for New Section – Religious Liberty Law Section

Deputy General Counsel Bill NeSmith reported on an application and model bylaws to create a new Religious Liberty Law Section. The Executive Committee discussed the request and will make a decision at the September EC meeting.

Inactive Sections

General Counsel Paula Frederick reported there are a handful of sections with current paid members and fund balances, but with no activities for several years. The Individual Rights Section is one such section. Paula suggested that if it were active the section could support the work of the Seeking Equal Justice and Addressing

Racism & Racial Bias Committee. The Section's bylaws state the Bar President, upon notification to the Section membership, can appoint a chair and vice chair if vacancies occur in both of those positions.

After discussion of how to reactivate the Individual Rights Section, the Executive Committee suggested holding any further discussion until development of a policy.

Dawn reported the other inactive sections are Equine Law, Law & Economics, Legal Economics, and Senior Lawyers. Each of those sections have current paid members and fund balances. Paula said her office will draft a policy addressing how to both sunset inactive sections or reactivate them, and Dawn asked that it be presented at the September meeting.

President's Report

Dawn reported that the Southern Conference of Bar Presidents and the National Conference of Bar Presidents had virtual meetings last week that were very informative. She said bar presidents shared similar experiences in dealing with COVID, bar owned buildings having problems leasing space, bars that cancelled their meetings because they didn't know how to conduct them virtually, and other bars who embraced virtual meetings and held robust meetings with breakouts and 12-hour CLEs.

President-elect Elizabeth Fite reported that the president-elects reported similar things, how their plans changed due to COVID, and how they had to shut things down. She said that Alabama is commissioning an economic impact study on how COVID has impacted the legal profession and how that has impacted the economy.

Executive Director Jeff Davis reported that the executive directors discussed similar issues including whether to open gradually, open with limited personnel, and use of their bar center space and leasing.

Dawn referred the Executive Committee to two links she sent them earlier in the day. One was an article on recent COVID statistics in Georgia and the other was a podcast entitled *White Parents*. The COVID statistics make it clear that we will not be able to meet in person for the foreseeable future. Although we have had to pay some penalty fees for canceling meetings, at this time the Fall Board of Governors meeting in October will be virtual. We will have the same committee and section meetings that typically take place around it. We will likely meet virtually for the Midyear Meeting. Dawn said she is more comfortable considering an in-person Executive Committee meeting right now since the group is smaller and it is easier to take precautions like social distancing, compared to a BOG meeting with 200 members and guests in attendance. She is hopeful that the pandemic will be under control in the next calendar year, but noted that if we cancel with Wild Dunes Resort by December 1, 2020, for our June 2021 Annual Meeting, the penalty is approximately \$329K. At this time, due to this heavy penalty, Dawn does not plan to cancel the in-person Annual Meeting and will continue to monitor the pandemic in Georgia and South Carolina.

Dawn reported she is creating a special committee to assist with our virtual meetings. The committee will include staff members Communications Director Sarah Coole, Meetings Director Michelle Garner, and AV Manager Kyle Gause.

Dawn reported that she is still looking for a facilitator for bias training and has asked the Seeking Equal Justice and Addressing Racism & Racial Bias Committee's help.

Executive Director's Report

Jeff reported we are still working on cancelling hotel contracts. He said that the Georgia Public Defenders will not be able to move out of the building at the end of November and have asked to stay until the end of January. He reported that even though the Bar building is still closed to the public, the Bar is functioning very well. Bar staff and tenants that come into the building have to follow the Bar's guidelines. He had a discussion with GLSP

Executive Director Rick Rufolo to inform him that there would be no rent abatement, and did agree to let GLSP lease space on a month-to-month basis when its lease expires in November. Jeff believes GLSP intends to stay in the building for the foreseeable future.

Treasurer's Report

Treasurer Sally Akins reported on the Bar's finances.

The Executive Committee received the Consolidated (Operational and Bar Center) Revenues and Expenditures Report as of May 31, 2020; Bar Center Revenues and Expenditures Report as of May 31, 2020; Income Statement YTD-Operations as of Ended May 31, 2020; Status and Use of Cash and Investment as of May 31, 2020; Board-Designated and Donor Temporarily Restricted Net Assets as of May 31, 2020; Summary of Members and Voluntary Legislative Contributions Paid Through May 31, 2020; Summary of Members and Voluntary Contributions to GLSP Paid through May 31, 2020; Summary of Members and Voluntary Legislative Contribution Paid through May 31, 2020; Legislative Activity Report from July 1, 2019-May 31, 2020; and Clients' Security Fund Activity Report as of May 31, 2020.

Bar Center Report

Dawn asked Chief Financial Officer Ron Turner to put together financial information on the Bar Center budget as relates to rental income, leasing end dates, and parking revenue information due to COVID's impact on the building to present at this meeting. It reflected the current rental income and how that would be affected if any rent concessions were made, actual budgeted revenue for 2020-2021, the estimated actual revenue for 2020-2021, and an estimated loss of rental and parking income that totaled approximately \$600K. Dawn said it is not our intention to agree to any rent concessions since it is not in the best economic interest of the State Bar to do so at this time, and we also know that people are not looking for office space right now. We will continue to talk about and monitor this situation.

Office of General Counsel Report

General Counsel Paula Frederick reported that her office is conducting business as usual. She congratulated Deputy General Counsel Jenny Mittleman who received an award from the National Organization of Bar Counsel for her assistance in planning their programs. Paula said the State Disciplinary Board authorized changing the grievance form to get the complaining party's email address, which will be a big help to staff working on the grievances electronically. She reported she spoke with the judge of the new statewide Business Court about its pro hac vice process. She and Jeff met with the Georgia Bar Journal Editorial Board and asked it to draft a policy on publication of content that could be deemed political or partisan.

Bill referred the Executive Committee to a Supreme Court order he sent out earlier clarifying that, in light of COVID, the Board of Governors can meet electronically/virtually.

YLD Report

YLD President Bert Hummel reported he is working on keeping YLD members engaged while also continuing its service efforts to the public and the profession. They are undertaking a statewide campaign to recruit poll workers for the upcoming general election. They are working to get CLE credit for those volunteers and trying to determine what the appropriate number of hours would be given there is a 6-hour training course involved and a 12-hour day at the polls. The volunteers will be asked to use the compensation they receive as poll workers for CLE fees and to help fund PIPP grants. They are also planning bi-monthly podcasts called *For The Good of The Order* featuring members talking about how COVID has affected their practices and how they are working through things, judges talking about what's happening in the courtrooms and what they are seeing in their local areas, and highlighting local community or legal accomplishments. They are working with GLSP on expanding their legal clinics to provide wills for nurses, medical personnel and teachers. Bert reported that the Georgia Latino Law Foundation has been running a very successful virtual judicial internship

program under the direction of Ana Marie Martinez. The YLD is going to team-up with her to see if it can offer support or potentially take it over under the Judicial Clerks Committee. Bert is working on the virtual formats for the YLD Summer and Fall Meetings.

ACL/Legislative Report

Director of Governmental Affairs Christine Butcher Hayes reported that the Fiduciary Law Section's Title 52 bill passed and was signed by the Governor. Work is still ongoing on legislation concerning remote notaries. Christine said there has been some talk about a special session, but it will likely not happen. She announced the Advisory Committee on Legislation will meet by Zoom on September 15 and December 1. Because of the significant cuts made to civil legal aid programs adversely affecting victims of domestic violence and Kinship Care, Christine is talking to the ABA Governmental Affairs office to see if there is anything they can do concerning federal appropriations bills in terms of grants for landlord-tenant and other issues to offset the budget cuts.

Christine reported on lawsuits filed against mandatory bar associations. Most are pending at the federal district court level,

Tony reported that Attorney Zulma Lopez was elected to the Georgia House of Representatives, and will be the only Latina serving the Georgia General Assembly in the upcoming session. Representative-Elect Lopez is married to Board of Governor Member and DeKalb County State Court Judge Dax Lopez.

Executive Staff Search Committee

Dawn reported that Chief Operating Officer Sharon Bryant recently submitted her resignation effective October 31, 2020. The initial plan to hold the Executive Director election during the Fall BOG meeting scheduled for October would not allow time for Sharon to help transition the incoming Executive Director and Chief Operating Officer. As a result, Dawn, Paula, Elizabeth, and Immediate Past President Darrell Sutton met with search firm consultant Barbara Mayden and drafted a new timeline for selection of a new Executive Director, which was then shared with the Search Committee. The search firm has a good cross section of applicants and the application process will close next week. While the interview process is still being discussed, Dawn plans to hold a specially called Board of Governors meeting tentatively on the last Saturday in September for approval of the new Executive Director. One other item of business at that meeting may include discussing and voting on the final recommendation of the Professional Liability Committee, and a survey to determine how BOG members feel about possibly meeting in-person at a future BOG meeting. No other agenda items will be added to this special called meeting.

Executive Session

Following a motion, second, and unanimous voice vote, the Executive Committee went into Executive Session to discuss pending litigation and the work of the COVID Task Force. Thereafter, a motion and second to move out of Executive Session was approved unanimously.

Adjournment

Following a motion, second and unanimous voice vote, the Executive Committee adjourned the meeting at 5:14 p.m. It will reconvene the Executive Committee meeting on Saturday morning, August 15, at 9:00 a.m.

Continuation of the Executive Committee Meeting on Saturday, August 15

Call to Order

President Dawn Jones called the meeting to order at 9:05 a.m. Members of the Executive Committee in attendance are indicated on the first page of the minutes.

Staff Participating:

Staff participating are indicated on the first page of the minutes.

Provisional Membership Update

Jeff reported that to date there are 121 provisional members registered with the Bar.

Seeking Equal Justice and Addressing Racism & Racial Bias

Dawn reported that the Seeking Equal Justice and Addressing Racism & Racial Bias Committee recently met. It was a well-attended meeting with a lot of discussion on big picture items, a lot of process questions, reaching out to other entities already doing this work, developing resources the Bar can use, CLE presentations, town halls, and possibly recording generational conversations about race relations and each speaker's experiences. She has a better appreciation of the breadth of what we can accomplish as a bar after hearing from this committee. The committee will meet again in a month/month-and-a-half to start firming up some plans. It will also be working on its own through subcommittees, sections, or in partnership with other committees to peel off some of the work it will do. The committee is also providing Dawn with resources for racial bias training. Dawn is also conferring regularly with other bar presidents to share ideas.

Professional Liability Insurance (PLI) Committee

Paula reported the PLI Committee met last week. They still have not agreed upon a recommendation to present to the Board but they have another meeting scheduled at the end of August.

David Lipscomb reported that the committee agrees its recommendation should be presented to the Board at an in-person meeting. At its most recent meeting the committee did add "do nothing" as a fifth option. Whether the committee needs to come up with one recommendation was questioned. It might come up with two or more, or all four of them, and conduct a weighted vote at the Board meeting. He said the committee will need to defer to the President, but it is at an impasse at this point.

Dawn said she talked to committee chair Chris Twyman before each of the last two PLI Committee meetings and, while she understands wanting to conduct the meeting in-person, reminded everyone that we are doing what needs to be done virtually at this time because of the status of COVID-19 in Georgia. As things currently stand, the most likely timeframe for an in-person meeting would be June 2021, largely due to the penalty we would have to pay to cancel the Annual Meeting. Dawn confirmed that Chris and the PLI Committee's interest in wanting to hold discussions in-person will be respected, and that she wants to give the PLI Committee all the time it needs to conduct the work assigned to it. If the PLI Committee wants to virtually discuss where it currently is with the BOG and obtain feedback that may be helpful to it. Dawn would prefer for that discussion to occur during the specially called September meeting where we would have more time for discussion, compared to the regularly scheduled October BOG meeting, which would have the usual full agenda. Dawn reiterated that she has been and will continue to follow the lead of the PLI Committee and will follow up next week with Chris to discuss what he and the committee plans to do. She will let Chris know what was discussed today.

EC Liaison Reports

Javoyne Hicks reported the Wellness Committee is still working on its retreat CLE. It continues to work on projects with the LAP Committee, and analytics for the *Use Your 6* campaign show usage numbers are slowly increasing. The committee plans to start advertising to members as a check-in on behalf of the Bar just to see how they are doing, and reaching out to the student members through its Law School Focus subcommittee. Elizabeth reported that she has been pushing the Bar's wellness programs when she speaks to groups and encouraged everyone to do the same.

Standing Board Policy 600 Conflict of Interest Policy

Jeff reported on the Conflict of Interest Policy for the benefit of new Executive Committee members, and Paula explained the disclosure requirement. Dawn noted that the policy doesn't prohibit you from voting, it just requires you to disclose a conflict. Amy Howell asked if there was a policy in place to protect Bar staff who serve as whistleblowers, reporting violations of the policy. Paula said she would look at the employee manual to see if there is any mention about reporting conflicts.

Roberts Rules of Order

Bill reported on Roberts Rules of Order procedures and quorums, and provided examples on the correct way to apply them. Dawn said we need to understand the rules governing how we manage meetings in order to do a better job conducting our business.

Bylaw Article II. Section 1. Meetings of Members

Bill reported on proposed changes to Bylaw Article II. Section 1. Meetings of Members for discussion and guidance since the Bylaws do not provide for electronic meetings of members. Traditionally, we have said Bylaws can be approved at meetings of members at either the Midyear or Annual Meetings.

Following discussion on the proposed changes, and discussions regarding meeting formats (in-person only, virtual, or a combination of both), Dawn suggested everyone think about the comments made today and to submit written questions, comments, and potential revisions to Paula and Bill within the next two weeks to give them time to draft revisions.

Strategic Plan

Dawn asked Jeff to provide a brief background on the Strategic Plan. She believes the plan is very relevant today. To that point, some of the plan's goals and priorities are what we are currently working on. The plan provides us with opportunities and helps us focus on our plans for this year. Dawn asked the Executive Committee to review it because we will continue to discuss this.

Committee Membership

Dawn reported that, during the committee appointment process months prior, there were legitimate concerns raised about having judges serve on certain committees that appeared to potentially create conflicts. She shared this info mainly as a heads up to the upcoming officers, and for the EC to possibly discuss at a later date.

Executive Session

Following a motion, second, and unanimous voice vote, the Executive Committee went into Executive Session to discuss a pending litigation report and Bar employee pension plan proposed amendments. Thereafter, a motion and second to move out of Executive Session was approved unanimously.

Pension Plan Amendments

A motion and second to send the proposed pension plan amendments back to the Bar Employee Pension Plan Committee for a more comprehensive review of all employee benefits was followed by a motion to withdraw. The motion to withdraw was approved unanimously.

A motion and second to table for further consideration the proposed pension plan amendments until a meeting that is on or after January 1, 2020 was followed by a motion to withdrawn. The motion to withdraw was approved unanimously.

A motion and second to postpone consideration of the Bar Employee Pension Plan Committee's proposed pension plan amendments until the Midyear Meeting was followed by a motion and second to withdraw. The motion to withdraw was approved unanimously.

A motion and second to postpone Executive Committee discussion on the proposed pension plan amendments until the 2021 Annual Meeting failed by a hand vote of 5 in favor to 7 opposed.

A motion and second that the proposed recommendations go back to the Bar Employee Pension Plan Committee with instructions to hold them until a more comprehensive review of all staff compensation can be performed, and any alterations of the pension plan that are necessary in light of the comprehensive review can be made, was approved by unanimous hand vote.

Old Business

Dawn said several members have expressed concerns about Bar elections in light of COVID. She asked the Executive Committee Liaison to follow up with the Elections Committee prior to the next EC meeting. She also reminded EC members that the Committee Reports portion of EC agendas are provided for EC liaisons to give an update, and to ensure that all committees are meeting and fully functioning.

New Business

There was no new business.

Announcements

Christine announced that she is expecting a baby in November.

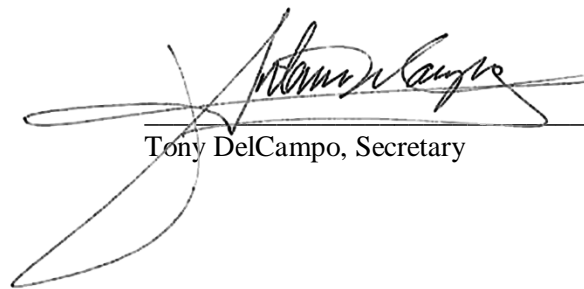
Tony announced that his son, Michael, was admitted to both Emory and Georgia State, and he has chosen wisely to go to Georgia State.

Bert announced that he and his wife are also expecting a baby in about a month's time.

Ivy Cadle announced that the Houston County Bar Association paid off the lunch debt of the Houston County public schools.

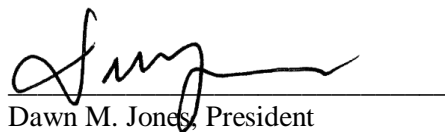
Adjournment

There being no further business, the meeting was adjourned at 12:54 p.m.



Tony DelCampo, Secretary

Approved:



Dawn M. Jones, President