



Serving the Public. Serving the Profession.

BOARD OF GOVERNORS

Noon ■ Friday, June 12, 2015

Destin, Florida

*** M I N U T E S ***

President Mark A. Cunningham called to order the meeting of the Board of Governors of the Louisiana State Bar Association at 12 p.m., Friday, June 12, 2015 in Destin, Florida. Business was conducted in accordance with the agenda below.

Agenda Item 1. Roll Call

Ms. Larsen called roll and advised that the following members, who constituted a quorum, were present:

President, Mark A. Cunningham
President-Elect, Darrel J. Papillion
Secretary, Alainna R. Mire
Treasurer, Robert A. Kutcher
Immediate Past President, Joseph L. Shea, Jr.
Chair, Young Lawyers Division, Erin O'Brien Braud
First Board District Representative, David W. Leefe
First Board District Representative, Patrick A. Talley, Jr.
Second Board District Representative, John E. McAuliffe, Jr.
Fourth Board District Representative, Shayna L. Sonnier
Fifth Board District Representative, Michael E. Holoway
Fifth Board District Representative, C. Kevin Hayes
Sixth Board District Representative, Charles D. Elliott
Seventh Board District Representative, C. A. "Hap" Martin, III
Eighth Board District Representative, Marjorie L. "Meg" Frazier
At-Large Member, Mickey S. deLaup
At-Large Member, John M. Frazier
At-Large Member, Rachael Johnson
From the Faculty of Southern University Law Center, Donald W. North
From the Louisiana State Law Institute, Kevin C. Curry
House of Delegates Committee on Liaison Chair, S. Jacob Braud
House of Delegates Committee on Liaison Member, Julie J. Baxter

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Also present were:

Executive Director, Loretta Larsen, CAE
Associate Executive Director, Cheri Cotogno Grodsky
Access to Justice Director, Monte Mollere
Communications Director, Kelly Wells Ponder
Information Technology Director, Tony LaVerde
Director of Member Outreach and Diversity, Tricia R. Pierre
Executive Assistant, Mindi Hunter
Lobbyist, Larry L. Murray
LAP Board of Directors Chair, Mark C. Surprenant
LAP Board of Directors Member, Marta-Ann Schnabel
Section Council Chair, Val P. Exnicios

Absent were:

Third Board District Representative, Blake R. David
From the Faculty of Loyola University College of Law, Monica Hof Wallace
House of Delegates Committee on Liaison Member, Marcus A. Augustine

Agenda Item 2. Consent Calendar

a. Bank Resolutions

Resolutions have been prepared covering all accounts of the Association. These require that all checks be signed (either electronically or physically) by Treasurer Robert A. Kutcher or Assistant Treasurer Loretta Larsen, and countersigned by one of the following persons: Mark A. Cunningham, David W. Leefe, Patrick A. Talley, John E. McAuliffe, Jr., Mickey S. deLaup and Rachael D. Johnson.

b. Presidential Authority

Under the Charter, the President, with the consent of the Board of Governors, may make committee appointments and create committees with acquiescence of Executive Committee and Board of Governors. The Board is requested to grant Mr. Cunningham the authority to make such appointments as required during his term of office and also to create such special committees and/or task forces he deems necessary and proper with acquiescence of Executive Committee and Board of Governors.

c. Louisiana Center for Law and Civic Education

Periodic report from the LCLCE, as required by the April 2010 agreement.

The Board unanimously approved the consent calendar without discussion or debate.

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Agenda Item 3. Legislative Positions 2015 – Larry L. Murray

LSBA Lobbyist Larry Murray reviewed the final disposition of bills on which the LSBA had taken positions, advising that the LSBA had been very effective this session.

He noted that SR 207, which was submitted by Sen. Edwin R. Murray on June 9 and approved on June 10, urges and requests the Louisiana Supreme Court to take all action necessary to protect the importance of the judicial branch as a separate branch of government and the independence of the judiciary in performing powers and duties pursuant to the federal and state constitutions.

Agenda Item 4. Lawyers Assistance Program – Mark C. Surprenant and Marta-Ann Schnabel

LAP Chair Mark C. Surprenant, along with LAP Board member Marta-Ann Schnabel, reported to the Board on the current status of LAP. Mr. Cunningham and the Board thanked Mr. Surprenant and Ms. Schnabel for their considerable efforts and they exited the meeting. The Board then engaged in a lengthy discussion about LAP and the LSBA's funding of same.

After the discussion and upon motion by Mr. Shea and second by Mr. Holoway, the Board voted unanimously to approve \$150,000 in the FY 2015/2016 budget and to conditionally approve up to another \$100,000 provided LAP meets the following requirements:

- LAP will immediately provide the LSBA with a complete set of its unaudited FY 2014/2015 financials;
- LAP will cooperate with the auditor appointed by the LSBA to audit its operations and will agree that its audited financial statements shall be consolidated with those of the LSBA beginning with FY 2014/2015;
- LAP will demonstrate substantial improvement with respect to its compliance with the conditions established by the Board for additional funding in its resolution of October 18, 2014; and
- LSBA Board will revisit the issue of an appropriate level of LAP reserves at the November 7, 2015 Board of Governors meeting.

The Board further voted unanimously to not release any FY 2015/2016 funding until it was able to revisit this issue, possibly at its August 22 Board meeting.

Agenda Item 5. Section Council – Val P. Exnicios

Mr. Exnicios reported on the Section Council meeting, noting that the Council was pleased about its expanded role in assisting with the administration of sections. He further noted that he was pleased

to be invited to report periodically to the Board on these issues.

Agenda Item 6. Insurance Committee Reports – Loretta Larsen

a. Legal Malpractice Insurance Committee

Mr. Leefe, in his capacity as 2014/2015 Liaison to the Legal Malpractice Insurance Committee, reported on the June 11 meeting. He indicated that the Committee had approved and voted unanimously to recommend to the Board of Governors a number of changes which had been proposed by CNA, all of which expanded coverage including the following:

- Deleted “hammer clause” so that if an insured refuses to settle he/she is no longer personally liable for any amounts of a later judgment in excess of the proposed settlement;
- No deductible to be charged for malpractice claims arising from pre-approved pro bono work;
- Supplemental payments are increased from \$30,000 to \$50,000 in Loss of Earnings and from \$20,000 to \$50,000 in Disciplinary Proceedings;
- Crisis event expense and Medicare and Medicaid, and SCHIP extension coverages are added and the regulatory inquiry benefit is changed to bring in addition to the limits of liability;
- If an insured uses an engagement letter containing key provisions (listed) in a matter which later results in a malpractice claim, the deductible will be reduced by 50% to a maximum of \$25,000;
- Governmental affairs advisor, lobbyist, spouse and domestic partner are added to the definition of Insured;
- Pro bono work and acting solely as a mediator or arbitrator will not be considered the private practice of law for purposes of terminating the Non-Practicing Extended Reporting Period; and
- Expert witness and legal publisher/presenter are added to the definition of Legal Services.

After a brief discussion and upon motion by Mr. Leefe and second by Mr. Kutcher, the Board voted unanimously to approve these changes as recommended by the Legal Malpractice Insurance Committee.

b. Group Insurance Committee

Ms. Larsen referred members to the Group Insurance Committee’s written report, and advised that the Committee was working with Gilsbar to enhance members’ awareness of the excellent value of the life and long-term disability coverages.

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Agenda Item 7. Emergenetics Recap – Mark A. Cunningham

Mr. Cunningham thanked Board members for their completion of the Emergenetics profiles and their participation in the May 2015 Orientation. He reminded those who were unable to participate that the webinar was scheduled for 3 p.m., Monday, June 22.

Agenda Item 8. Orientation Team Reports

Mr. Cunningham advised the teams that they would not be asked to report at this meeting, but that the teams would be reporting to the Board at its August meeting.

Agenda Item 9. Consideration of Any Item(s) Removed from Consent Calendar – Mark A. Cunningham

There were no items removed from the consent calendar.

Agenda Item 10. House of Delegates – Mark A. Cunningham

Mr. Cunningham briefly reviewed the action of the House of Delegates at its June 11 meeting. Upon motion by Mr. Kutcher and second by Mr. Shea, the Board unanimously approved all action taken by the House.

Agenda Item 11. Appointment of Louisiana Client Assistance Foundation Board – Cheri Cotogno Grodsky

Ms. Grodsky reviewed the proposed Board member. Upon motion by Mr. Kutcher and second by Mr. McAuliffe, the Board unanimously approved the 2015/2016 LCAF Board appointments.

Agenda Item 12. Election Procedures 2015/2016 – Loretta Larsen

Ms. Larsen reviewed the election procedures, noting which positions would be elected in the coming year and that the procedures called for online-only balloting, with the original notice with qualifying information to be mailed to all members. After a brief discussion and upon motion by Mr. Shea and second by Mr. North, the Board unanimously approved the election procedures as presented.

Agenda Item 13. Board of Governors Statements Confirming LSBA Policies – Mark A. Cunningham

Mr. Cunningham referred Board members to the policies and noted that all members would be

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expected to sign the policy statements. After a brief discussion and upon motion by Mr. Shea and second by Mr. Kutcher, the Board voted unanimously to approve the policies and sign the policy statements.

Agenda Item 14. Consideration of 2015/2016 Budget – Robert A. Kutcher

Mr. Kutcher reviewed the proposed budget being recommended by the Budget Committee and noted that he was suggesting one change: to reduce the Louisiana Board of Legal Specialization income item from \$6,000 to \$4,800. After some discussion and upon motion by Mr. Shea and second by Mr. McAuliffe, the Board unanimously approved the budget as amended.

Mr. Cunningham noted that he would in the future be proposing amendments to the budget to facilitate accomplishment of myriad goals within the strategic plan.

Agenda Item 15. Louisiana Supreme Court Committee on Bar Admissions – Mark A. Cunningham

After Mr. Cunningham reviewed the proposed appointments, and upon motion by Mr. Kutcher and second by Mr. Talley, the Board unanimously approved recommending the appointments to the Louisiana Supreme Court.

Agenda Item 16. Louisiana Board of Legal Specialization – Mark A. Cunningham

After Mr. Cunningham reviewed the proposed appointments, and upon motion by Mr. Shea and second by Mr. Frazier, the Board unanimously approved recommending the appointments to the Louisiana Supreme Court.

Agenda Item 17. Objection to Legislative Position – Mark A. Cunningham

Mr. Cunningham briefly reviewed the Bylaws provisions dealing with objections to legislative positions. After a brief discussion and upon motion by Mr. Shea and second by Mr. Hayes, the Board voted unanimously to issue a refund of that portion of the member's dues spent on lobbying activities.

Agenda Item 18. Pro Bono Website Project – Monte T. Mollere

Mr. Mollere and Access to Justice Policy Committee Chair Marta-Ann Schnabel reviewed the proposed project, noting that the Board was being asked to approve up to \$2,500 per year in the event this was necessary to participate in the project. After a brief discussion and upon motion by Mr. Shea and second by Ms. Sonnier, the Board unanimously approved the request.

Agenda Item 19. Report of the President – Mark A. Cunningham

a. Leadership LSBA 2015/2016

Mr. Cunningham noted that the nomination deadline was Friday, June 19 and encouraged Board members to nominate young lawyers for the class.

b. Committee Appointments

Mr. Cunningham noted that he would be making committee appointments in the next couple of weeks, adding that he was planning to establish four new committees: Corporate Counsel, Government Lawyers, Notary Study, and Mindfulness. He asked Board members to send him their liaison preferences.

c. 2015/2016 Board of Governors Meeting Calendar

Mr. Cunningham referred Board members to the meeting calendar and asked them to mark their calendars for the upcoming meetings.

d. 2016 Midyear Meeting – Thursday, January 15 through Saturday, January 17 at the J.W. Marriott New Orleans.

Mr. Cunningham noted the dates and location of the Midyear Meeting.

e. 2016 Annual Meeting/Joint Summer School with Louisiana Judicial College at Sandestin Golf & Beach Resort – Sunday, June 5 through Friday, June 10

Mr. Cunningham noted the dates and location of the 2016 Annual Meeting/Summer School for Lawyers and Judges.

f. Other Matters

Mr. Cunningham thanked Board members for their participation in the Installation Luncheon and noted that he was looking forward to working with all of them in the coming year.

Agenda Item 20. Report of the President-Elect – Darrel J. Papillion

Mr. Papillion waived his report.

Agenda Item 21. Report of the Secretary – Alainna R. Mire

Ms. Mire reported that she had added a few members to the Editorial Board. She also noted that they would be adding practice management tips to the *Journal*.

Agenda Item 22. Report of the Treasurer – Robert A. Kutcher

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Mr. Kutcher advised that budget matters had already been addressed and he had no further report.

Agenda Item 23. Report of the Immediate Past President – Joseph L. Shea, Jr.

Mr. Shea thanked Board members for their kind words regarding his term as President.

Agenda Item 24. Report of the Young Lawyers Division Chair – Erin O'Brien Braud

Mr. Cunningham noted that he was looking forward to working with the YLD under Ms. Braud's leadership. Ms. Braud advised that the Council had met on Tuesday and that there were a number of new members, all of whom were looking forward to working with the Board of Governors.

Agenda Item 25. Report of the Executive Director – Loretta Larsen

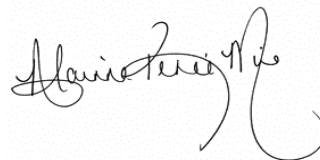
Ms. Larsen noted that she would be in touch via email in the immediate future regarding the Board listserv, the password-protected area of LSBA.org and other matters. She encouraged Board members to contact her or other members of the staff for assistance.

Agenda Item 26. Report of the Associate Executive Director – Cheri Cotogno Grodsky

Ms. Grodsky referred Board members to her written report.

There being no further business, the meeting was adjourned at 3 p.m.

Respectfully Submitted:



Alainna R. Mire
Secretary

APPROVED BY BOARD OF GOVERNORS
AUGUST 22, 2015
NEW ORLEANS, LA