

Initial Meeting of the Board of Directors of NCLDB
(via conference call)
September 16, 2003

Members of the board of directors participating in the call: Ron Stovitz (California), Betty Branda (Washington, DC), George Riemer (Oregon), John Van Bolt (Michigan), Elaine Bixler (Pennsylvania); and Karen Watkins (Texas)

Others participating in the call: California State Bar Court Judicial Secretary, Dan Gaff (can help if Ron is unavailable), and Gayle Vickers (Texas).

Those not participating: Sally Akins (Georgia); Gaines West (Texas, ex-officio)

Ron called the meeting to order and announced that Gaines was involved in a deposition and opposing counsel would not allow him to take a break and participate in the call as they had previously agreed he would. Although Gaines had indicated that Gayle would have some remarks to pass on to the group for him, she was not aware of any.

I. Initial Officers and Directors

A. It was concluded that the initial officers and directors should be considered elected because, with only one exception, everyone in the formation group voted and the necessary percentage was obtained.

B. Appointments for General Counsel and Assistant Secretary.

Ron sought input from the balance of the board about whether he should appoint persons to these positions now or later. He explained that, although Scott Drexel could not participate in the call because of emergent family matters, Scott does want to help do everything he can to support the organization. There was a motion for the president to make the appointments now, and a second. The motion passed unanimously.

The Board briefly discussed Ron's suggestion that Scott Drexel serve as General Counsel; there appeared to be consensus that that would be an appropriate appointment.

Ron sought suggestions for the Assistant Secretary's position, mentioning that it might be good to have someone more stable in membership than a board member who might rotate off his or her board. Maureen Mulvenna of Illinois is suggested as a possibility. There is some discussion of waiting on this appointment. Karen then suggested that Chris McKeeman be appointed to this office because she and the Texas staff will be handling the details of the initial meeting to be held in San Antonio. There was some additional discussion about being supportive of the involvement of the Texas Board's staff because of all the work that they have

done for the organization to date. Elaine opined that, because they are going to be doing the work, Chris deserves the title and recognition.

At the end of this discussion, Ron appointed Scott Drexel as General Counsel and Christine McKeeman as Assistant Secretary of the National Council.

II. Corporate formation steps.

- A. Karen reported that almost all of the steps toward incorporation of the Council's corporation had been accomplished. The only matter still to be addressed is the currency of a statutory reference in the Articles of Incorporation being drafted. Karen anticipated that the Articles would be filed within the next week. (**Note: Karen only recently learned that, because of a concern about the language used in the officer and director indemnification, the Articles have not yet been filed. She will ensure that they are filed with the Secretary of State this week.)
- B. Designating a registered agent – With minimal discussion, the Board agreed that Christine McKeeman (Texas) may serve as the registered agent for the Council.
- C. Bank account – George reported that he would be making a presentation to the Oregon Board of Governors this week about the Council and would seek approval of the Oregon Bar's staff serving as assistants to the treasurer. He anticipated no difficulty in obtaining their approval.

An aside: Ron reminded everyone to keep track of out-of-pocket expenses and appropriate supporting documentation for those expenses so that, when the Council does have funds, reimbursement could be made.

There followed a discussion of whether the bank account would be changed each year so that the treasurer would have ready access and not be required to do long-distance banking. John reported that the National Organization of Bar Counsel ("NOBC") originally handled their banking this way but changed their procedures; NOBC now has an account with Bank of America because it has branches in many jurisdictions and allows on-line banking. George committed to check with the CFO of Oregon's Bar to see if he may set up an account at Bank of America. Ron observed that on-line banking might now be available through other banks. George agreed to report back to the group on this issue after investigating further.

- D. Ron inquired whether anyone saw any other steps that needed to be taken. No one knew of any.

III. NCLDB First Annual Meeting, San Antonio, February 2004

- A. Ron confirmed that the likeliest date for the meeting would be February 5, 2004. Gayle confirmed that a room has already been reserved at the convention center.

Discussion ensued about whether we should decide what time the meeting would begin, and Gayle reported that that would not be necessary because the room has been reserved for the entire day. Everyone discussed the choice of dates for the meeting and the fact that the 5th is the day that the NOBC does not have afternoon meetings scheduled.

- B. Hotels. Ron opened discussion on whether we should make some suggestions to those who will be attending the meeting about where to stay or leave them to their own choices. Gayle reported that it would be impossible to reserve blocks of rooms at this point, but that the Texas staff could certainly identify the hotels closest to the convention center. It was concluded that all of the attendees would need to make their own reservations, but that Texas staff would supply suggestions.
- C. Invitations to other jurisdictions to join and participate. Ron suggested dividing up the jurisdictions other than those in the formation group and having each director take a few. Karen reported on status of the contacts located – contacts for five jurisdictions are still needed – and agreed to circulate the contact list to all on the board. It was decided that each would be sent a “save-the-day” letter that would also include something about the content of the program and the goals of the organization. Betty suggested that Ron use something like the letter other jurisdictions received from Gaines inviting them to the initial formation meeting. Ron agreed to draft a proposed invitation letter and circulate to everyone for comments. George asked if we wanted to have letterhead for the Council; on hearing generally affirmative responses, he agreed to prepare a mock-up of the letterhead and circulate to everyone for comment.
- D. Dues and membership issues. Karen reported on the discrepancy between the membership date specified in the bylaws and the date of the first meeting. After minimal discussion, the consensus of group was that, if a jurisdiction paid its dues before the initial meeting in February, it would have a one-time membership period of February 4, 2004 through February 28, 2005. Ron asked whether the treasurer wanted to send notice of dues; Karen reported that the bylaws require the official notice to include the amount of and due date for payment of the annual dues, the date of and registration fee for the annual meeting and the slate of officers and directors nominated. Because of the date chosen for the meeting, this notice must go out no later than January 5, 2004.

Dues amount: There was a general discussion of the dues structures of other organizations whose membership is jurisdiction-based. NOBC dues are \$750 per jurisdiction. Everyone agreed that the issue should be put on the agenda for the next conference call. In the meantime, John will find out more about NOBC dues structure and someone will contact APRL.

- E. Official Notice: Discussed above.

F. Substantive Program

Betty, who is chair of the program committee, suggested something in the morning and something in the afternoon. Someone suggested that the morning presentation could be procedural and the afternoon could be substantive. The other members of the committee are John, Ron, Elaine, Chris, Maureen Mulvenna (Illinois) and Jim Ellington (Georgia).

Elaine inquired whether we were going to try to present the program as a CLE event and expressed concerns about the rigidity of the requirements for CLE approval in some jurisdictions. John reports that NOBC has had a varying relationship with the ABA over the years on this issue, and has handled the CLE accreditation for its meetings itself. Persons working on this have determined that it is a painful, time-consuming exercise.

Topics. Ron noted that, at the Chicago meeting, someone identified as a primary issue the training, supporting and sustaining of board members. John suggested a session on a possible code of conduct for hearing panel members. Betty suggested that committee should have a conference call. Other suggested topics: reciprocal discipline and multi-jurisdictional practice.

Ron suggested that it seemed important to have one segment of the day be a time for everyone to talk and obtain a sounding board. Everyone agreed.

It was decided that one and a half hours would be carved out for the business meeting, from 3:30 to 5:00. Betty committed to take responsibility for the program portion of the day; Ron, along with the other officers, took responsibility for planning the business meeting.

G. The group decided to wait to discuss the appointment of committees or a summer program, both of which items were on the agenda.

V. Next conference call: October 14, 2003 at same time.