

**WYOMING STATE BAR FOUNDATION
MEETING OF THE BOARD OF DIRECTORS**

Date: February 23, 2009
12 p.m. lunch, 1 p.m. to 4 p.m. meeting
First Interstate Bank
802 W. Broadway
Jackson, WY

Teleconference: 1-800-270-1153 // Code: 174361

NOTES

In attendance: Stuart Day, Scott Kath, Chad Hooker, Chris Reimer, Lance Harmon, Brian Hultman, Pat Carpenter
ALPS F.S.: Kim McKelvey, Keegan Flaherty
Teleconference: Justice Burke, Bill Hiser
Absent (excused): Jim Salisbury

- I. Welcome/call to order. A quorum was present
- II. Additions to agenda
ALPS F.S. made an addition regarding the First Interstate Bank CD to the Finance Committee Recommendations.
- III. The WSBF Board of Directors signed the Waiver of Notice for the February 23, 2010 Board meeting.
- IV. Consent agenda
 - a. September 16 Board of Directors meeting minutes
 - b. October 16 Board of Directors meeting minutes
 - c. November 9 Board of Directors meeting minutes
 - d. Committee notes (Governance 12/10/09, 1/14/10, & 02/10/10, Finance 1/29/10, Grants 1/12/10, IOLTA 12/09/09, 01/12/10, & 02/11/10)

Lance H. moved to approve consent agenda. Brian H. seconded. Unanimous.

V. ALPS Foundation Services yearend report
Kim M. gave an overview of the services performed by ALPS F.S. from April 24, 2009 to December 31, 2009.

- VI. Committee recommendations
 - a. Governance

Recommendation I: UWY Scholarship Fund match

The Governance Committee recommends the Board engage in a fundraising campaign to raise the additional \$16,000 necessary to bring about the \$50,000 scholarship match.

Scott K. moved to approve. Brian H. seconded. No discussion. Unanimous.

Recommendation II: Record Retention policy
(see "Record Retention Policy")

The Governance Committee recommends the Board of Directors approve the proposed Record Retention policy.

Scott Kath brought up the issue that statute of limitations for contracts in Wyoming is 10 years and the current policy states "XXX." Chad H. moved to approve with amendment. Lance H. seconded. Unanimous.

Recommendation III: Annual booth

The Governance Committee recommends staffing a booth at the annual meeting if the booth is co-run with the Access to Justice Commission and is centrally located.

Brian H. will work with the Wyoming State Bar to coordinate an annual booth for the WSBF. Scott K. moved to approve. Chris R. seconded. Unanimous.

Recommendation IV: ALPS F.S. presence at May Board meeting

The Governance Committee recommends that ALPS F.S. be present at the May Board meeting.

Lance H. moved to approve. Chris R. seconded. Unanimous.

Recommendation V: New website

The Governance Committee recommends the Board approve the launching of the new website.

Brian H. moved to approve. Scott K. seconded. No discussion. Unanimous.

Recommendation VI: ALPS F.S. contract extension

The Governance Committee recommends the Board approve extending ALPS F.S.'s contract from April 23, 2010 through the date of the May Board meeting.

The contract with ALPS F.S. states that after the contract expires it continues as a month-to-month basis. Chad H. moves to continue ALPS F.S. contract on a month to month basis. Scott K. seconded. Unanimous.

b. Finance

Recommendation I: Approve yearend financial reports
(see “Financial Statement Narrative yearend 2009,” “WSBF 2009 YR Balance Sheet,” and
“2009 yearend profit and loss budget vs actual”)

The Finance Committee recommends the WSBF approve the yearend Balance Sheet, the
yearend Profit and Loss Statement, and the yearend Narrative Statement.

Scott K. moved to approve. Chris R. seconded. No discussion. Unanimous.

Recommendation II: Approve Form 990 and 2009 audit bids
(see “Whittle, Ostlund, Hamilton Proposal,” “Mcgee, Hearne, Paiz Proposal,” “Loren
Randall Proposal”)

The Finance Committee recommends the WSBF review the attached bids and choose a firm
to perform the 2009 audit and Form 990.

Lance H. gave an overview of the three proposals presented to WSBF. Lance H. recommends
that ALPS F.S. is authorized to employee Mcgee, Hearne, Paiz if the bid does not exceed the
WSBF budget for an audit and Form 990. Chris R. moves to approve Lance H.’s
recommendation with the motion to use Whittle, Ostlund, Hamilton if Mcgee, Harne, Paiz does
exceed the WSBF budget. Brian H. seconded. Unanimous.

Recommendation III: Bank account closures

The Finance Committee recommends the WSBF approve the closing of the following bank
accounts: Bank of the West Pooled account and Pooled Wells Fargo account (lines 125 and
139 on the Balance Sheet).

Pat C. moved to approve. Brian H. seconded. No discussion. Unanimous.

Recommendation IV: Approve website administration page

The Finance Committee recommends the WSBF approve an administration page on the new
website, total cost \$50.

Chad H. moved to approve. Chris R. seconded. No discussion. Unanimous.

Recommendation V: Anonymous donation
(see “Donation thank you”)

The Finance Committee recommends the Board President sign a thank you note to the
anonymous donor of \$4,000 to the WSBF.

It was determined that no action is needed for this recommendation.

Additional Recommendation VI: FIB CD renewal

Chad H. proposed ALPS F.S. and a WSBF Board member meet with FIB to discuss all WSBF accounts. In addition, Chad H. proposed ALPS F.S. research other financial institution CD interest rates. Kim M. recommended ALPS F.S. not meet with FIB, but instead Lance H. from the Finance Committee along with Stuart D. Chad H. will help coordinate the meeting.

c. Grants

Recommendation I: 2010 grant awards

The Grants Committee recommends the Board approve granting \$49,500 to the Rocky Mountain Innocence Center, Shoshone and Arapahoe Tribal Court, and U of WY Legal Services. Specified distribution amounts are listed below:

- i. Rocky Mountain Innocence Center: award \$7,500
- ii. Shoshone and Arapahoe Tribal Court: award \$14,600
- iii. U of WY Legal Services Program: award \$27,400

Brian H. moved to approve. Lance H. seconded. No discussion. Unanimous.

Recommendation II: Grant application and application
(see “Grantmaking Application Procedures” and “Grant Application Packet 2010”)

The Grants Committee recommends the Board approve the updated WSBF grantmaking application procedures and grant application.

Scott K. and Kim M. gave an overview of the updated WSBF grantmaking application procedures and grant application. Lance H. moved to approve. Brian H. seconded. Unanimous.

- VII. Access to Justice Commission report
- a. Earmarked funds discussion
 - b. New board member discussion
 - c. Potential WSBF changes re: earmarked funds
 - i. Staff
 - ii. Attorney contracting
 - iii. Board recruitment
 - iv. Additional organizational changes

J. Burke and Stuart D. gave an overview of the Access to Justice Commission efforts to pass earmarked funds through the legislature. The bill is still in the decision making process and further discussion of the impact made to WSBF in relation to the bill will be postponed to the May meeting once it is known if the bill was passed through legislation.

- VIII. IOLTA enhancement campaign overview
- a. IOLTA conference report

Lance H., Kim M., and Keegan F. gave an overview of the IOLTA conference in Orlando. Stuart D. gave an overview of the efforts made to raise First Interstate Bank interest rates, as well as Hilltop National. Scott K. has made efforts to meet with First National Bank and Trust, but has yet to have a face-to-face meeting.

IX. WSBF management and direction discussion

a. Leadership

It was determined this discussion item will be moved to the May Board meeting once there is more information on the earmarked funds.

b. ALPS F.S. contract will proceed on a month-to-month basis until the May Board meeting as determined above.

X. Upcoming Board meetings

a. May 24th in Gillette at Pat C.'s office

b. September: in conjunction with the annual business WSB meeting. Bill Hiser will work with the WSB to ensure a slot for a WSBF members meeting.

c. November: proposed date on doodle

Pat C. moved to adjourn. Brian H. seconded. No discussion. Unanimous.