

**Legal Services Corporation
Meeting of the Board of Directors
Open Session
Wednesday, December 21, 2011**

MINUTES

Chairman John G. Levi convened a *telephonic open session* meeting of the Legal Services Corporation's ("LSC") Board of Directors ("Board") on Wednesday, December 21, 2011 at 5:03 p.m. The meeting was held at the Legal Services Corporation F. William McCalpin Conference Center, 3333 K Street, N.W., Washington, D.C.

The following Board members were in attendance:

John G. Levi, Chairman
Martha L. Minow, Vice Chair
Sharon L. Browne
Charles N.W. Keckler
Harry J.F. Korrell, III
Victor B. Maddox
Laurie Mikva
Father Pius Pietrzyk, O.P.
Julie A. Reiskin
Gloria Valencia-Weber

Also in attendance were:

James J. Sandman, President
Richard L. Sloane, Special Assistant to the President
Victor M. Fortuno, Vice President for Legal Affairs,
General Counsel and Corporate Secretary
David L. Richardson, Comptroller and Treasurer, Office
of Financial and Administrative Services
John Constance, Director, Office of Government
Relations and Public Affairs

Stephen Barr, Communications Director, Office of Government
Relations and Public Affairs

Mattie Cohan, Senior Assistant General Counsel

Kathleen McNamara, Executive Assistant to the President

Katherine Ward, Executive Assistant, Office of Legal
Affairs

Jeffrey E. Schanz, Inspector General

Joel Gallay, Special Assistant to the Inspector General

David Maddox, Assistant Inspector General for
Management and Evaluation, Office of the
Inspector General

Linda Perle, Center for Law & Social Policy

Don Saunders, National Legal Aid & Defender Association

Terry Brooks, American Bar Association Standing Committee on Legal Aid &
Indigent Defendants

The following summarizes actions taken by and presentations made to the
Board:

MOTION

Dean Minow moved approval of the agenda and Father Pius seconded the
motion.

VOTE

The motion was approved by a voice vote and the agenda was approved.

Professor Keckler delivered the report of the Operations & Regulations
Committee (“Committee”) regarding recent changes to the District of Columbia
Nonprofit Corporation Act (“DCNPCA”) and the need to conform parts of the
Corporation’s Bylaws with changes to the DCNPCA. Professor Keckler made the
following motion on behalf of the Committee.

MOTION

Professor Keckler moved that the Board approve proposed changes to the
Bylaws necessary to bring the Bylaws into compliance with the DCNPCA. The
motion was seconded.

VOTE

The motion passed by a voice vote.

The Board next considered and acted on the ratification of LSC's solicitation of a contribution from Friends of the Legal Services Corporation ("FOLSC") and a planning grant from the Public Welfare Foundation ("PWF"). President James Sandman and Vice President for Legal Affairs, General Counsel and Corporate Secretary Victor Fortuno reported on this matter. During consideration the Board determined that ratification of the contribution received from DLA Piper was also appropriate.

MOTION

Ms. Mikva moved approval of ***Resolution 2011-18: On Ratification of and Prior Approval for Solicitations of Private Contributions to LSC***, to include ratifications for contributions received from FOLSC and DLA Piper and the planning grant from PWF.

VOTE

The vote passed by a voice vote.

In connection with this matter, the Board requested that management to provide to an executive summary of existing Board protocols.

In addition, the Operations and Regulations Committee was asked to consider and act on:

1. the Protocol¹ for the acceptance and use of private contributions to LSC and recommend revisions to the Board; and
2. all other existing protocols that might govern the Board.

¹ ***Resolution 2010-004: Modifying LSC's Protocol for the Acceptance and Use of Private Contributions to LSC***
Minutes: December 21, 2011 Open Session Meeting of the Board of Directors
Page 3 of 4

MOTION

Professor Keckler moved to adjourn the meeting and it was adjourned at 5:31 p.m.

I hereby certify that this is a true and correct copy of the minutes adopted by the Legal Services Corporation Board of Directors on January 21, 2012.

A handwritten signature in black ink, appearing to read "Victor M. Fortuno", written over a horizontal line.

Victor M. Fortuno

*Vice President for Legal Affairs,
General Counsel & Corporate Secretary*