

LEGAL SERVICES CORPORATION
BOARD OF DIRECTORS

TELEPHONIC MEETING OF THE GOVERNANCE
AND PERFORMANCE REVIEW COMMITTEE

OPEN SESSION

Thursday, August 26, 2010

12:03 p.m.

Legal Services Corporation
3333 K Street, N.W.
Washington, D.C. 20007

COMMITTEE MEMBERS PRESENT:

Martha L. Minow, Chairperson
Sharon L. Browne
Charles N.W. Keckler
John G. Levi, ex officio

OTHER BOARD MEMBERS PRESENT:

(None)

STAFF AND PUBLIC PRESENT AT THE CORPORATION'S OFFICES:

Victor M. Fortuno, Interim President and General Counsel
Kathleen Connors, Executive Assistant to the President
Patricia Batie, Acting Corporate Secretary and FOIA Officer, Office of Legal Affairs
Jeffrey E. Schanz, Inspector General
Laurie Tarantowicz, Assistant Inspector General and Legal Counsel, Office of the Inspector General
John Constance, Director, Government Relations and Public Affairs Office
John C. Meyer, Director, Office of Information Management
Charles Greenfield, Program Counsel III, Office of Program Performance

Linda Perle, Center for Law & Social Policy (CLASP)

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1 P R O C E E D I N G S

2 (12:03 p.m.)

3 CHAIRMAN MINOW: Hi, everybody. Thank you for
4 being here. We're starting at the committee meeting,
5 as duly noticed in the Federal Register, for the
6 Governance & Performance Review.

7 And first I would entertain a motion to
8 approve the agenda of this meeting, which was also
9 published and includes in the agenda approval of the
10 minutes from our July meeting and consideration of the
11 committee's self-evaluation protocol and tool. Those
12 are the chief business items.

13 M O T I O N

14 PROFESSOR KECKLER: I so move. Charles
15 Keckler.

16 MS. BROWNE: I'll second.

17 CHAIRMAN MINOW: Great. So all in favor? I
18 think we're ready to go.

19 May we have a motion to approve the minutes of
20 the July meeting?

21 M O T I O N

22 MS. BROWNE: I'll move the minutes of the

1 July.

2 PROFESSOR KECKLER: I'll move.

3 CHAIRMAN MINOW: Great. I take that as a
4 moving and a second, so let's consider that done as
5 well and go to the business at hand, which is
6 consideration of the committee's self-evaluation
7 protocol and tool.

8 I'd first like to thank John Constance for his
9 help in developing this, and also committee members for
10 their wonderful suggestions.

11 Are there comments about this?

12 MS. BROWNE: This is Sharon. I also want to
13 thank John for putting this together. I think it's a
14 great job. I do have a couple edits that I would like
15 to have considered.

16 CHAIRMAN MINOW: Great. Go ahead.

17 MS. BROWNE: On the first bullet point under
18 "Roles and Responsibilities of Committee Chairs," I
19 would like to add on the first one that it say, "Work
20 with the board leadership, board members, and
21 management to develop meeting agendas to assure
22 appropriate agenda items for each committee meeting."

1 And then it goes on from there. But the edit would be
2 to include board members.

3 MR. LEVI: Why wouldn't it just be board
4 members to begin with, without leadership?

5 CHAIRMAN MINOW: Sharon, is that --

6 MS. BROWNE: I think that works, too. I just
7 want to make sure that the members of the committee are
8 involved in setting the agendas.

9 CHAIRMAN MINOW: Sure.

10 MR. LEVI: Yeah.

11 CHAIRMAN MINOW: Sure. That sounds absolutely
12 sensible. I think, with John's amendment, it's just
13 shorter. So I don't know if you feel strongly either
14 way, Sharon.

15 MS. BROWNE: No. I think deleting the term
16 "board leadership" and inserting "board members," that
17 would serve it for me.

18 CHAIRMAN MINOW: Great. Let's do that.

19 Anyone else have comments on that particular
20 suggestion?

21 PROFESSOR KECKLER: That seems fine.

22 CHAIRMAN MINOW: Sounds good to me, too.

1 Okay. Consider that added.

2 MS. BROWNE: Okay. And then on page -- when
3 we get down to the numerical document, the tools on the
4 self-evaluation -- that would be at page 4 of the
5 seven-page handout -- under No. 3, it says, "There is
6 alignment between our goals and purpose and the actions
7 taken and/or the decisions made by the committee."

8 The term "our goals" I think is a little
9 ambiguous. And I notice that further down in the
10 document, it does mention "our committee." And so on
11 No. 3, I would like to just insert the word "our
12 committee's goals and purpose."

13 CHAIRMAN MINOW: Very good. Very good.

14 MS. BROWNE: And I think "purposes" should be
15 plural as well. "Our goals and purposes."

16 CHAIRMAN MINOW: And purposes. Sure. Sure,
17 that sounds good.

18 MS. BROWNE: And the same would be on Nos. 8,
19 9, and 10. Where it says "our meetings," I think do we
20 want to just specify "our committee meetings" in those
21 three spots, just to again clarify that we are talking
22 about committees and not the board as a whole?

1 CHAIRMAN MINOW: Sure. Sure. Fine. Good.

2 MS. BROWNE: And then on 15, again, "Our
3 committee membership represents the talent and skill
4 sets." And I think that should be plural, too. And so
5 on 15, again we're inserting the word "committee
6 membership," and "sets" should be plural.

7 CHAIRMAN MINOW: Should "talents" be plural as
8 well?

9 MS. BROWNE: I think so. Well, you have
10 talent and skill. So I think those -- it could be
11 "talents and skills." If you want to make the talent
12 and skills plural, then you can really delete the word
13 "set."

14 CHAIRMAN MINOW: Right. I think that that's
15 better, less jargony. Let's do that. Good. Very
16 good.

17 MS. BROWNE: And then on 16, 17, 19, and 20,
18 again clarify it with "committee," the term "committee"
19 being inserted after "our" in each of those four items.
20 So 16 would be, "Our committee members treat each other
21 with respect and courtesy"; 17, "Our committee members
22 come to meetings prepared and ready to contribute"; 19,

1 "What I like the most about our committee meetings"; 20
2 would be, "What I would like to see improved," which I
3 think should be past tense, "at our committee meeting."

4 PROFESSOR KECKLER: Yes. "Improved." Yes.

5 MS. BROWNE: And those would be
6 only -- basically, nothing substantive, just a few
7 edits to what I thought would be some ambiguous
8 language.

9 PROFESSOR KECKLER: I think "improved" rather
10 than "improve" is right.

11 CHAIRMAN MINOW: Improve present tense?

12 PROFESSOR KECKLER: Yes. I think that's
13 right.

14 CHAIRMAN MINOW: Okay. Sounds good.

15 Back to your very first. Actually, in going
16 back, I think we should keep "board leadership,
17 members, and management."

18 MR. LEVI: Yes. That's fine.

19 CHAIRMAN MINOW: Okay?

20 MR. LEVI: I just wondered if you needed
21 "board" twice.

22 CHAIRMAN MINOW: Right. "Board leadership,

1 members, and management."

2 MR. LEVI: Right.

3 CHAIRMAN MINOW: Okay. So with these
4 amendments, are there any other comments?

5 MR. LEVI: I had one on committee meetings on
6 page 2. And I suppose this is my own issue, but on the
7 second bullet I would like it to say, "Committee
8 chairs, in consultation with the board chair and
9 members of the committee, will determine the frequency
10 and length of committee meetings," because particularly
11 as it relates to the length of them, you know, I have
12 to -- we have to juggle a lot of committees meeting be
13 board [audio blip].

14 So at least I want some recognition of that.
15 And I don't care how it's written, but that's a
16 suggestion.

17 CHAIRMAN MINOW: Sounds like a good
18 suggestion. So the amendment is, "Committee chairs, in
19 consultation with the board chair" --

20 MR. LEVI: And with.

21 CHAIRMAN MINOW: -- comma, "members
22 of" -- "and members," no comma, "and members of

1 committees."

2 MR. LEVI: Yeah.

3 CHAIRMAN MINOW: Does that sound good?

4 MR. LEVI: Is that okay with the rest of you?

5 PROFESSOR KECKLER: That's sensible.

6 MS. BROWNE: That sounds good.

7 CHAIRMAN MINOW: Okay. Anything else?

8 (No response.)

9 CHAIRMAN MINOW: Well, then, I would hope that
10 we can take a vote to approve it as amended.

11 M O T I O N

12 PROFESSOR KECKLER: I move to --

13 MS. BROWNE: I'll move --

14 CHAIRMAN MINOW: Great. Thank you, Charles.

15 PROFESSOR KECKLER: I move that we adopt
16 the -- and recommend to the board the self-evaluation
17 protocol, as amended in this meeting.

18 MS. BROWNE: I'll second.

19 CHAIRMAN MINOW: Excellent. Excellent. So
20 it's the sense of the group that yes, we will so do it.
21 yes?

22 PROFESSOR KECKLER: Yes.

1 MS. BROWNE: Yes.

2 CHAIRMAN MINOW: Agreed? Then we will forward
3 this, John, to you for consideration by the full board.

4 MR. CONSTANCE: That will be fine. We'll go
5 ahead and make the amendments that have been agreed to
6 today and get this out to everyone. And we'll see that
7 it's on the board agenda for the October meeting so it
8 can be approved and we can implement it in the first
9 round before the end of the year.

10 CHAIRMAN MINOW: I think that's excellent. I
11 know there was some time sensitivity about this. Is
12 there -- I don't know if there's any telephonic board
13 activity going to happen between now and October.

14 MR. LEVI: We have a September finance
15 meeting. Do you want to see if we can put -- have a
16 brief -- see, that's one of the things. I'm happy to
17 have this committee meet that day as well. Why don't
18 we have this committee -- not meet, but --

19 CHAIRMAN MINOW: Well, we don't need another
20 committee meeting.

21 MR. LEVI: We need a board meeting.

22 CHAIRMAN MINOW: We need a board meeting. So

1 what I'm wondering is if --

2 MR. LEVI: Well, gosh, maybe we'll have a
3 board meeting on the finance day.

4 CHAIRMAN MINOW: That would be excellent. It
5 could be a very brief board meeting and people could,
6 you know, just indicate whether they approve this, and
7 then it would be done.

8 MR. CONSTANCE: That would be great.

9 MR. LEVI: What do you think, John Constance?

10 MS. BROWNE: I think that's a good idea. What
11 day did you say that meeting might be?

12 MR. LEVI: It's the -- the Finance Committee
13 is the 21st of September. And it's both in-person and
14 phone.

15 MS. BROWNE: Okay. Thank you.

16 MR. LEVI: I guess the prior board used to try
17 to come to -- is that correct, John? They tried to
18 come to that?

19 MR. CONSTANCE: Yes. I mean, basically, we
20 always had the Finance Committee here in person. And
21 Vic -- my recollection was a number of board members
22 used to always accompany that meeting as well. But it

1 was also a combination of here and on the phone.

2 PRESIDENT FORTUNO: I think that's right.

3 MR. LEVI: Let's make it happen that way, and
4 maybe there's a couple of other things we can have a
5 couple of reports on. Vic and John, I'll talk with you
6 offline and we'll create -- we take your suggestion and
7 we'll work it out.

8 CHAIRMAN MINOW: That would be wonderful.

9 Then we're done with item 3. Is there any
10 public comment?

11 (No response.)

12 CHAIRMAN MINOW: Okay. Item 5, is there any
13 other business?

14 MS. BROWNE: This is Sharon. I just wanted to
15 go back to our committee meeting in July. And I know
16 that John Constance mentioned that he was putting
17 together the wiki for the board, and it was to launch
18 on August 2nd.

19 Did that happen?

20 MR. CONSTANCE: You know, your attention to
21 detail, Sharon, I find quite admirable and sometimes
22 difficult for me personally to operate with.

1 In all seriousness, I have two or three other
2 things to do on the wiki in order to get that out to
3 the board and for your use. But it is underway. I
4 have just a couple of things regarding specifically
5 resolutions that have to do with board policy to be
6 sure that they're in the right format and order so that
7 we can get this launched. But you're correct. We are
8 behind the curve on that, but we should have that out
9 by the end of the month.

10 MS. BROWNE: On, terrific. And then when it
11 is ready to launch, could you send me a password?

12 MR. CONSTANCE: Absolutely. Absolutely.
13 We'll go ahead and send the passwords to all board
14 members as a part of that launch.

15 MS. BROWNE: Thank you very much.

16 MR. CONSTANCE: You're welcome.

17 CHAIRMAN MINOW: Excellent.

18 I don't know if there's any notice going
19 around about anything to the full board, including the
20 meeting that we just mentioned, but we might tell them
21 what the update is on the wiki because I think we're
22 all interested in that.

1 MR. CONSTANCE: Martha, we'll follow up on
2 that. I'll certainly take care of it.

3 CHAIRMAN MINOW: That's great. Thank you.

4 Any other business?

5 (No response.)

6 CHAIRMAN MINOW: All right. Would anyone like
7 to move to adjourn?

8 MOTION

9 MS. BROWNE: I'll move to adjourn.

10 PROFESSOR KECKLER: I second.

11 CHAIRMAN MINOW: All right. I hear no

12 objections, although I'm happy to talk with everyone.

13 MR. LEVI: A long pause there. They weren't
14 sure they wanted to adjourn.

15 (Laughter.)

16 CHAIRMAN MINOW: Everybody have a great end of
17 the month, and thanks so much for your help on this.
18 And again, thanks to John Constance for helping us move
19 so expeditiously with this. Thanks so much.

20 (Whereupon, at 12:16 p.m., the meeting of the
21 committee was adjourned.)

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