

LEGAL SERVICES CORPORATION
BOARD OF DIRECTORS

TELEPHONIC MEETING OF THE
OPERATIONS & REGULATIONS COMMITTEE

OPEN SESSION

Wednesday, February 29, 2012

3:33 p.m.

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

COMMITTEE MEMBERS PRESENT:

Charles N.W. Keckler, Chairman (in LSC's offices)
Harry J.F. Korrell, III
Robert J. Grey Jr.
Laurie I. Mikva
John G. Levi, ex officio

OTHER BOARD MEMBERS PRESENT:

Father Pius Pietrzyk, O.P.
Julie A. Reiskin

STAFF AND PUBLIC PRESENT IN THE CORPORATION'S
OFFICES:

James J. Sandman, President

Richard L. Sloane, Special Assistant to the
President

Rebecca Fertig, Special Assistant to the President

Kathleen McNamara, Executive Assistant to the
President

Victor M. Fortuno, Vice President for Legal Affairs,
General Counsel, and Corporate Secretary

Mattie Cohan, Senior Assistant General Counsel,
Office of Legal Affairs

David L. Richardson, Comptroller and Treasurer,
Office

of Financial and Administrative Services

Jeffrey E. Schanz, Inspector General

Laurie Tarantowicz, Assistant Inspector General and
Legal Counsel, Office of the Inspector General

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

Janet LaBella, Director, Office of Program
Performance

John C. Meyer, Director, Office of Information
Management

Jeffrey Morningstar, Director, Office of Information
Technology

Chuck Greenfield, National Legal Aid and Defender
Association (NLADA)

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(3:33 p.m.)

CHAIRMAN KECKLER: I note the presence of a quorum. And with that, I will now call to order a duly noticed meeting of the Operations & Regulations Committee.

May I have a motion to approve the agenda?

M O T I O N

MR. GREY: Move it.

MR. KORRELL: Second.

CHAIRMAN KECKLER: All in favor?

(A chorus of ayes.)

CHAIRMAN KECKLER: The agenda is approved.

We next move to the minutes of the live meeting in January, the annual meeting. May I have a motion to approve the minutes?

M O T I O N

MR. GREY: So moved.

MR. KORRELL: Second.

CHAIRMAN KECKLER: All in favor?

(A chorus of ayes.)

CHAIRMAN KECKLER: And the minutes are now

1 approved.

2 Our first item of substantive business we
3 somewhat managed to get a bit into at the regular
4 meeting regarding the self-evaluations, which people
5 kindly filled out. And the main substantive result
6 of that was that we tried to be a little bit more
7 systematic about circulation of the agenda prior to
8 our meetings.

9 Did everybody get this agenda in a timely
10 manner so that they could comment?

11 MR. GREY: Yes.

12 MR. KORRELL: Yes.

13 CHAIRMAN KECKLER: Okay. In the future,
14 I'll probably -- I did it when I got the draft
15 agenda; I just circulated it about. And then I
16 probably will do that for about a week to the
17 members of the Committee, and then after a week will
18 just go forward without objection.

19 The next part of this -- this is sort of a
20 multi-part agenda item, which is the Committee's
21 goals for 2012. And I'm certainly happy to -- and
22 looking forward to your comments of members of the

1 Committee and other members of the Board about what
2 this Committee needs to do for 2012, or ideas for
3 it. But anybody, I feel, can jump in from
4 management, too, if they have things that they would
5 like the Committee to consider, or others on the
6 phone.

7 So with that, I'll just open up that topic.
8 If anyone has any particular ideas for our future
9 meetings?

10 (Pause)

11 MR. KORRELL: Charles, this is Harry. I
12 don't have an agenda of items that I think I would
13 need to see us take up. I've been pleased with the
14 issues that have been brought before the Committee
15 by management and ably described to us by Mattie
16 Cohan.

17 And I am comfortable with our mission being
18 to respond to the concerns that management brings
19 us, regulatory issues that they spot or that are
20 brought to them by the field that we need to
21 clarify. I think that's been working well.
22 Personally, I don't have a list of regulatory items

1 that I think we need to be taking on.

2 CHAIRMAN KECKLER: You know, one thing,
3 though, is that we've -- if people have any thoughts
4 about this -- this is the Regulations and Operations
5 Committee, and we do have an operational charter
6 which, if you have looked at the charter today,
7 involves our oversight of various processes and
8 policies here in the building.

9 And we've done a little bit of that over
10 the course of the Committee as it's constituted, but
11 not that much. And I was wondering if people have a
12 thought. To some extent, this is an area that tends
13 to overlap with some other Committees' inquiries.
14 But nevertheless, it is part of our jurisdiction and
15 mission to consider how processes can be -- how well
16 they're doing and if we can offer some ideas for
17 improvement, among other things.

18 MR. KORRELL: That area does overlap. This
19 is Harry. It overlaps with some of what the Audit
20 Committee does.

21 CHAIRMAN KECKLER: Yes.

22 MR. KORRELL: In our Committee meetings, we

1 elicit or at management's suggestion take briefings
2 on various aspects of operations, usually as they
3 affect financial matters, keeping track of the
4 coming and going of money and oversight, things like
5 that.

6 But there's some risk of double dipping.
7 Perhaps we could have joint presentations if we
8 wanted to have the Operations Committee following up
9 on those things as well. But that's a model we
10 might consider.

11 CHAIRMAN KECKLER: Thank you. Yes. I
12 mean, we've been busy with a lot of regulatory work
13 and other related types of work as well, and as you
14 say, some of this has been covered by audits,
15 systematic inquiries into different aspects of the
16 Corporation.

17 Nevertheless, I think it's something to
18 consider, to take a look at that charter and look at
19 the duties -- and this goes to everybody, not just
20 Committee members -- and think about ways that we
21 can be helpful and non-duplicative.

22 MS. REISKIN: Charles, this is Julie

1 Reiskin.

2 CHAIRMAN KECKLER: Yes.

3 MS. REISKIN: And I guess the only comment
4 I have on that is I never really understood why we
5 need this Committee, why we need a Governance
6 Committee and this, because I think this Committee -
7 - the only two things -- the only thing I've seen
8 the Governance Committee do is just those two
9 evaluations.

10 So I don't know if maybe it makes sense to
11 recommend that as a kind of subcommittee of this, or
12 maybe it doesn't matter. But it seems like there's
13 a big overlap there since this Committee seems to be
14 doing a lot and the Governance Committee doesn't
15 seem to be doing much or hasn't had a lot of high
16 interest. That's just an observation.

17 CHAIRMAN KECKLER: My own opinion is that
18 there are distinct missions on that. But that's a
19 good point, to consider overlaps.

20 Anything further than that? We have --
21 yes, go ahead. Oh, yes. I should ask if anybody
22 else from the Board has joined. We're just keeping

1 track here.

2 MS. MIKVA: Laurie Mikva.

3 FATHER PIUS: Father Pius.

4 CHAIRMAN KECKLER: Oh, Father Pius?

5 Laurie? Welcome. Julie, welcome.

6 MS. MIKVA: Thank you.

7 CHAIRMAN KECKLER: There's a couple of
8 other points here. We're not making, at this point,
9 a specific list, a to-do list, over the course of
10 the year. But it's something that should be
11 ongoing, and as people have suggestions and
12 thoughts, please tell me or tell Mattie Cohan about
13 them, about suggestions for that.

14 We are developing some agenda items, as you
15 probably know, for the next couple of meetings with
16 some rulemakings. And then beyond that, my own
17 sense is that the conclusion of our strategic
18 planning process may give us some insight into some
19 further goals for meetings in the fall and going
20 forward.

21 So I think we probably will be able to get
22 some ideas out of the strategic plan, and we do have

1 some things, some ideas, for the April meeting and
2 for the meeting in the summer. But we're always
3 open to further suggestions.

4 Let me now turn to this final part C of
5 this agenda item, which is the Committee's charter.
6 Within the charter itself, it asks us to
7 periodically consider it, at least read it, and
8 think about ways that it can be changed. And I
9 don't have a particular proposal at the moment, but
10 I just want to draw people on the phone's attention
11 to a couple of items within the charter. Let me
12 take a second to pull it up here.

13 One of the items that we have
14 responsibility for is to look at what's called --
15 this is on Section 6, Duties and Responsibilities.
16 This is an operational area, which is, "Shall
17 monitor the Corporation's performance in achieving
18 the goals established in Strategic Directions." If
19 you recall, we did have a session on that at one
20 time, I think last year, in the prior year.

21 One thing that people might consider --
22 might not do it today; don't need to do it today --

1 but consider is to talk a little bit about --
2 instead of saying Strategic Directions, to just
3 change that to a more generic formulation such as
4 the Strategic Plan of the Corporation or something
5 like that.

6 Another item to consider and think about is
7 to add a little bit of specificity about the manner
8 in which we might monitor that, namely, that we
9 should maybe perhaps do that on an annual basis. It
10 says we shall monitor it. It doesn't say how we'll
11 do it. But if we put in there "on an annual basis,
12 we need to assess the Corporation's performance
13 against its strategic plan," that's a possible
14 change that you might want to make.

15 The other thing that struck my attention in
16 reviewing the charter is that when we look back at
17 what this Committee's been doing over the course of
18 the last year or so, it's included other things
19 which make sense, I think, for the Committee to be
20 doing such as legislation, guidance documents,
21 protocols, which we're going to look into probably
22 at the next meeting. But that's not really

1 specifically talked about within the charter. I
2 don't know if it needs to be; that's another
3 possible clarification.

4 Does anybody else have any thoughts about
5 that or other suggestions vis-à-vis the charter?

6 MS. MIKVA: Charles, this is Laurie Mikva.
7 I think both of your suggestions are good. I'm
8 still looking at No. 4 in there, and like Julie,
9 wondering how this is different than what the
10 Governance Committee does.

11 CHAIRMAN KECKLER: Looking at -- I'm sorry,
12 Laurie. Which --

13 MS. MIKVA: No. 4, "Shall review, with
14 management and the OIG, matters pertaining to the
15 manner in which management and the OIG are carrying
16 out their responsibilities."

17 CHAIRMAN KECKLER: Right. That's a good
18 point. I think that it's not just necessarily
19 governance, but it's also the Audit Committee, and
20 also has that point. And I think that it's worth
21 looking at this charter in the context of the other
22 charters.

1 And I know that over time and past boards,
2 there has been thought given to try to have distinct
3 responsibilities for the different committees. But
4 I agree that it's worth looking to see if even
5 further clarification and distinction can be made on
6 that.

7 MR. GREY: This is Robert. Charles, I
8 think you made a comment before that some of this
9 (telephone cuts out briefly) and that may not be all
10 bad in the sense that it provides a sort of check
11 and balance on the work that's being done.

12 And the last thing that I think we ever
13 want to see happen is believing that one activity
14 entirely be the jurisdiction of a committee, and
15 somehow something gets missed, and we just
16 arbitrarily -- not arbitrarily, but we decided that
17 because somebody else has it, somebody else can't
18 have it.

19 It may be that in a situation where it is a
20 review, which is what we're having in this case,
21 that it's a backstop as much as it is anything else
22 that could alert or red flag issues that may be

1 referred to one of the other (telephone cuts out
2 briefly).

3 So I don't know that this is mutually
4 exclusive. I think this naturally overlapping to
5 some extent. And if we view it like that, then I
6 don't think we end up with some territorial feeling
7 that goes with this version (inaudible). It's both
8 of our jobs. So this is kind of built-in redundancy
9 that may not be all bad.

10 CHAIRMAN KECKLER: Yes. I think that's
11 good point. And one thing that we can know, or
12 maybe we can take a look at, is that for some of
13 these responsibilities -- and I think that one is,
14 in particular -- I can imagine certain aspects of
15 the relationship between OIG and management that
16 perhaps could come to this Committee instead of
17 Audit. And if it's within our jurisdiction, then we
18 can be responsive when need be. So I think that's a
19 good point.

20 Now, Mattie, did you want to comment on the
21 change that was made to the Audit Committee's
22 charter?

1 MS. COHAN: Sure. Sure. The Audit
2 Committee is currently reviewing their charter, and
3 one of the things that has been proposed in the
4 Audit Committee charter is to make it clear that the
5 Audit Committee is not an executive committee, a
6 committee of the Board as that term is used in the
7 Nonprofit Code to mean a committee that exercises
8 the executive power of the Board.

9 I had previously suggested to Charles my
10 thought that if that change ends up in the Audit
11 Committee charter, it probably would be a good
12 change to have in the other committee charters, not
13 only to make it clear that those committees are also
14 not intended to be executive committees on their own
15 right, but also so that we don't have a situation
16 where the lack of that clause in a particular
17 committee charter ends up implying that that
18 committee is intended to exercise the functions of
19 the Board.

20 MR. LEVI: Isn't that part of your --
21 that's in the new Not-for-Profits Act?

22 MS. COHAN: Uh-huh.

1 CHAIRMAN KECKLER: Yes. That's right.

2 MS. COHAN: Yes.

3 CHAIRMAN KECKLER: Yes. I think that's
4 another thing that I don't certainly have an
5 objection to. It's clarifying, and to some extent I
6 don't think it's -- would you call it not a
7 necessary aspect of compliance, but --

8 MS. COHAN: Right. It's not necessary
9 because the committees have not been set up and have
10 not been granted the exercise of the powers of the
11 Board. But having it clear in the Committee charter
12 certainly doesn't hurt.

13 CHAIRMAN KECKLER: All right.

14 MR. LEVI: I think, if you look at No. 6 of
15 -- it's page 3 -- that's where you might put
16 something. But I would think you ought to recommend
17 to fix all of the charters. And I'm assuming that
18 changes to a committee's charter have to go to the
19 full Board in any event.

20 MR. FORTUNO: Yes.

21 CHAIRMAN KECKLER: Yes. Right. Again, the
22 point would be to take up suggestions today, and

1 then some draft redline changes would be prepared
2 for a future Committee meeting, where we could
3 debate them further and amend and edit.

4 If there are no further suggestions --
5 again, you can add these after the meeting or at any
6 time to me or to Mattie -- then we'll then turn back
7 to the next substantive item.

8 You received some information on this at
9 the last meeting, which is the different kinds of
10 documents generated by the Corporation -- and in a
11 way, this overlaps both Regulations and Operations,
12 I would say -- and the extent to which the types of
13 them, the types that are demand to require
14 publication and for notice and comment, or just
15 simply publication, and also our role as a Committee
16 in those different types of documents.

17 So with that basic introduction, I will
18 turn it over to you, Mattie, where you can talk a
19 little bit more about your memo and what our
20 potential options for action are here.

21 MS. COHAN: Right. Essentially, as noted
22 in the memo, there has not been a specific Board

1 policy relating to what does and doesn't come before
2 the Board for notice or for approval. It's rather
3 been kind of ad hoc, and a certain amount of it has
4 just been historical artifact about what -- you
5 know, something has come before the Board, so it's
6 continued to come before the Board.

7 I made a suggestion in the memo that if the
8 Board was interested in actually developing a
9 specific policy or protocol about what should come
10 before it, one way to organize it might be to track
11 the publication for comment and publication for
12 notice requirements of the LSC Act.

13 The LSC Act, Section 108(e), requires that
14 rules, regulations, and guidelines be published for
15 comment before they're adopted, and that rules,
16 regulations, guidelines, and instructions are
17 published for notice, with 30 days' notice,
18 generally, before they become effective.

19 Basically, this leaves a situation where
20 you have stuff that has to be put out for comment,
21 stuff that just has to be noticed to the public, and
22 then things that aren't covered by 108(e) at all.

1 And so one way of organizing it for a Board policy
2 might be that anything that needs to come before the
3 Board -- anything that needs to go out to the public
4 for notice and comment might be something that has
5 to come before the Board for the Board's specific
6 approval.

7 Currently, under the rulemaking protocol,
8 since regulations and guidelines are something that
9 not only have to go out for notice and comment, that
10 particular protocol requires those things to come
11 before the Board. So that's an example that could
12 be turned into a generalized policy.

13 Then items that have to be put out for
14 notice but not necessarily for comment, procedural
15 rules, which might include things like the CSR
16 handbook, for example, and the notice of funding
17 availability in the grant RFP, could be things that
18 prior notice is given to the Board on, but it does
19 not come before the Board for specific approval.
20 And then other documents that fall outside of the
21 ambit of 108(e) altogether would be things that
22 wouldn't necessarily have to come before the Board

1 for prior notice.

2 The one caveat with that is that,
3 generally, purely internal documents to the
4 Corporation don't have to be -- aren't subject to
5 Section 108(e). But that could include things like
6 the admin manual, the employee handbook, other
7 internal manuals.

8 And so there may not be a natural connect
9 there, or disconnect, between what has to be
10 published for comment under 108 for prior notice and
11 something that the Board should be involved in
12 because the Board has a different role in the
13 Corporation's operations than the general public
14 does, obviously.

15 So that was a suggestion to the Board and
16 to the Committee about where they might want to go,
17 and then ask --

18 MS. REISKIN: Excuse me. Is anyone else
19 having a problem hearing?

20 MS. MIKVA: Yes.

21 CHAIRMAN KECKLER: Let me try to get it a
22 little bit closer over here to Mattie.

1 MS. COHAN: Sorry.

2 MR. FORTUNO: No one's ever had trouble
3 hearing Mattie.

4 MS. COHAN: Hearing me. I know. I'm
5 astonished.

6 CHAIRMAN KECKLER: Well, thank you, Mattie.
7 If you look at the materials, on the one hand,
8 there's things that have to go out for notice and
9 comment. Now, these usually come before the
10 Committee, I think, almost -- is it almost always or
11 is it always, that something that would go out for
12 notice and comment would come before this Committee.

13 MS. COHAN: Well, under the rulemaking
14 protocol, anything that is being adopted as a
15 regulation in our Title 16 of the Code of Federal
16 Regulations has to come before the Committee and the
17 Board for approval.

18 Things that have not been adopted that way
19 -- for example, the property acquisition and
20 management manual happens to be not in the Code of
21 Federal Regulations; it was issued as a manual --
22 but it went through this same public comment process

1 and did come before the Board. I think it would be

2 --

3 CHAIRMAN KECKLER: So from what you've
4 talked about, do we consider that to be a guideline,
5 the accounting manual and the audit guideline?

6 MS. COHAN: I think those fall into the
7 category of substantive rules.

8 CHAIRMAN KECKLER: They're substantive.

9 MS. COHAN: Those are items that I think
10 are substantive rules that are things that are
11 required to be subject to notice and comment.
12 Whether or not they are incorporated in our title in
13 the CFR is a separate issue. But I think those are
14 the sort of things that are substantive rules
15 because they are general applicability that set
16 policies for the regulated bodies generally.

17 Instructions are things that don't
18 necessarily rise to the level of substantive rules,
19 but they're like the next rule down. They tend to
20 be procedural matters rather than substantive
21 matters. And those are the sorts of things that
22 generally don't need to be put out for comment, just

1 need to be put out for prior notice before they
2 become effective.

3 CHAIRMAN KECKLER: Right. Well, again, my
4 own view of this is that something that's going to
5 go out for notice and comment, even though Board and
6 Committee consideration of it isn't necessarily part
7 of the notice and comment process as such, it still
8 seems to me to be a valuable adjunct to it, both our
9 own discussion and thoughts about it and awareness
10 of it and public comment on it within the committee
11 process.

12 So I feel as though some of these items
13 should go to a committee and be considered by Board
14 members, things like the audit guide and the
15 accounting manual; they don't necessarily, in my
16 view, need to come to this Committee, although they
17 could. But they could go to a committee with
18 substantive expertise, such as the Audit Committee,
19 or so on. I'm neutral about that.

20 But it seems to me that something that goes
21 out for notice and comment should be the subject of
22 discussion among us, and be available for live

1 public input and public comment at a noticed Board
2 meeting or Committee meeting.

3 MR. FORTUNO: If I may -- this is Vic
4 Fortuno, for the record -- just for informational
5 purposes, the property acquisition management manual
6 did follow that process and went through the Finance
7 Committee, and the accounting manual --

8 MR. KORRELL: Can't hear you, Vic.

9 MR. FORTUNO: -- and the accounting manual
10 actually went through that process with the Audit
11 Committee, if I remember correctly.

12 MS. COHAN: The PAM went through the Ops &
13 Regs Committee.

14 MR. FORTUNO: I'm sorry. Yes, Ops & Regs.
15 And the --

16 MS. COHAN: The accounting manual, I
17 thought, came through -- did it come up through the
18 Audit -- yes, the Audit Committee. Right.

19 MR. FORTUNO: But there are other things --
20 for example, we publish for comment the issue of
21 appropriation requests, ask for comments on what the
22 appropriation request should be. We most recently

1 asked for comment --

2 MR. LEVI: It's getting hard to hear.

3 MR. FORTUNO: I'm sorry. Most recently, we
4 published a request for comments on the report of
5 the Fiscal Oversight Task Force. We've also
6 published for comment the issue of appropriation --
7 that is, distribution of funds on a per capita
8 basis, or how to handle that issue. So there are
9 other matters which are published for comment, and I
10 don't know that we have a strict protocol --

11 MS. COHAN: No, because part of that is
12 that those items don't strictly legally need, under
13 Section 108 of the Act, to be published for comment.
14 Those items were all published for comment as a
15 discretionary matter because the Corporation thought
16 it was a good idea to get public comment on them.

17 But the distinction that I was making from
18 the memo was things that have to be published for
19 comment might be things that the Board would have to
20 approve, and things that are not legally required to
21 be published for comment, that could be taken up on
22 either more --

1 MR. FORTUNO: I agree. It was just a
2 follow-up to Chairman Keckler's point about even if
3 not strictly required, that there should be a
4 process for some Board consideration and input.

5 PRESIDENT SANDMAN: This is Jim Sandman.
6 I'd just like to throw out another scenario.

7 We're considering a matter currently that
8 we would ordinarily address by a program letter. A
9 program letter I would regard as interpretive
10 guidance issued to programs about things that we
11 have previously promulgated.

12 In this particular instance, I determined
13 that, as a management matter, I would be interested
14 in having comments before we put the program letter
15 out to see if there might be any unintended
16 consequences of the interpretation that we're
17 considering.

18 I regard that as completely discretionary,
19 not required, but that's something that would be
20 useful to me as a manager before making any final
21 decision on the program letter. If the Committee or
22 the Board were to adopt a procedure that were to

1 require that in all instances that had to go to the
2 Board, we'd just want to flag the issue that for
3 future management, that could be a disincentive to
4 do something like that. It would be a simpler and
5 quicker procedure not to put matters out for comment
6 under those circumstances.

7 CHAIRMAN KECKLER: Right. And I think
8 that's a very good point because on the one hand, we
9 want to, I think, balance some different
10 considerations, which include Board awareness of
11 what's going on and the capacity for Board input,
12 but also management flexibility to do exactly the
13 kinds of things that you're talking about.

14 One thing that you talk about in the memo
15 and mentioned there is this other category of
16 things. There's regulations, and then there's
17 things that come before the Board for Board
18 consideration, that the Board weighs in on before
19 they go live in one fashion or another.

20 But then there's this other category of
21 documents -- maybe they correspond roughly to
22 documents that get published in the Federal

1 Register, but not for notice and comment; maybe they
2 don't -- in which the Board gets information about
3 them that says, hey, this is something we just did.
4 This is something we're doing. And we're not asking
5 you to put it in an agenda item; we're not asking
6 you to vote on it. But for your awareness, this is
7 something we're doing.

8 Is there some way to describe that category
9 of documents?

10 MS. COHAN: Well, that could be the
11 category of the procedural rules, those things that
12 are put out for notice that aren't put out for
13 comment. I mean, that's one category. I think the
14 disconnect tends to be things that have to do with
15 the Corporation's operations rather than things that
16 are fact.

17 CHAIRMAN KECKLER: Right, because --

18 MS. COHAN: And that I'm not sure how
19 exactly you nuance that.

20 CHAIRMAN KECKLER: Well, and I don't have a
21 great answer, and I'll let others weigh in. As I
22 was reading this, I was thinking about it and I

1 thought, well, yes, that's right. I'm not sure
2 that's exactly the right distinction to make, is the
3 instructions that go out. That's for the external
4 audience.

5 These other things, I was just reading --
6 one of the things you talk about here is the
7 rulemaking protocol. Well, if you were to change
8 the rulemaking protocol, you should probably at
9 least tell us here on the Committee before you do
10 it.

11 (Laughter.)

12 CHAIRMAN KECKLER: And other things -- I
13 mean, the only distinction that I can make is that
14 obviously I, as a Board member, don't want to see
15 everything that you're generating. But I would like
16 to know important things that are of general
17 applicability -- not specific cases; but important
18 changes of general applicability policy-wise that
19 occur, I'd like to have some awareness of that.

20 But how you decide what's important, what's
21 significant in that context, I'm not sure if there's
22 an easy way for us to -- I can't think of an easy

1 way to articulate exactly what I'm talking about
2 besides just having synonyms for significance and
3 importance and crucial and things that we should
4 know about.

5 MS. COHAN: Right. I think that you can
6 easily articulate me coming to the Board with things
7 that involve the activity of the Board, like the
8 rulemaking protocol. Since it's something that
9 involves the Board, it makes sense that it would
10 come before the Board.

11 I think it gets a little harder to
12 articulate which of those purely internal LSC
13 documents because there's a place between keeping
14 the Board informed, yet management needing the
15 discretion to do day-to-day operations of the
16 Corporation.

17 CHAIRMAN KECKLER: All right. Do others
18 have any insight into what they would like to see
19 before if --

20 MS. REISKIN: This is Julie. I think that
21 if a regulation is being interpreted in a different
22 manner than it has been in the past, whether it's

1 through management or a change due to new
2 information, I don't know that we -- I know that our
3 state administrative procedure, that has to come out
4 of the regulation and (inaudible), but I may be
5 wrong.

6 But those are the kinds of things I think
7 we should know about because people might ask us,
8 and that should go out as publicly as possible and
9 still be able to comply with whatever it is you're
10 doing.

11 CHAIRMAN KECKLER: Right. One of the
12 distinctions that I don't think exactly maps onto
13 what we need but might be useful is that in the
14 past, with guidance documents in the federal
15 government, people have talked about significant
16 guidance. And that's not exactly, I think, what we
17 want. At first, when I got into this, I thought,
18 yes, that's what we need to do. But I think it's
19 not perfectly analogous.

20 But some of the things that are in there
21 about significant guidance, what makes a significant
22 guidance document, are things like it's going to

1 have an effect on the grantees. It's going to be
2 controversial. Okay? There's a series of
3 considerations in there that I think are relevant to
4 that.

5 And I think it's ultimately going to be a
6 management call, but I do think that there does
7 exist that category, that category of documents,
8 that we don't need to vote on but we should be aware
9 of as they come out in between meetings, perhaps, or
10 in some fashion we should get notice of.

11 I think that category does exist, and I'm
12 not sure exactly the criteria by which you identify
13 it. But I think that's something that I would like
14 to occasionally see as an intermediate.

15 MR. FORTUNO: And is that as that's issued
16 or prior to it being issued?

17 CHAIRMAN KECKLER: Well, that's another
18 interesting point. I think --

19 MR. FORTUNO: I mean, in some ways it's
20 akin to the reprogramming provision in the
21 Appropriations Act, where Congress wants to know 14
22 days in advance what action we or the relevant

1 agency is going to take. So is it something like
2 that, or is simply, as it's promulgated or as it's
3 issued, to go ahead and CC the Board, in effect?

4 CHAIRMAN KECKLER: Well, I think that if
5 it's something where --

6 MR. FORTUNO: It depends on whether it's
7 significant.

8 CHAIRMAN KECKLER: Yes. Right. I mean, if
9 it's something that we might want to choose to
10 attempt to weigh in on, then yes, obviously prior
11 notice is better. It just becomes frustrating to
12 just get it that day. But at the same time, if it's
13 really a management call that's just really about
14 our awareness, then a CC is appropriate. I'm not
15 sure.

16 PRESIDENT SANDMAN: As a management matter,
17 if the Board were to have a reaction to anything
18 that management chooses to publish in the Federal
19 Register, I'd rather get that reaction before rather
20 than after it's published.

21 CHAIRMAN KECKLER: That makes sense. Yes.
22 So I think that that's what we're talking about.

1 We're talking about prior notice, prior notice
2 items. Anyway, I'll let others weigh in if they
3 have further thoughts on that.

4 (No response.)

5 CHAIRMAN KECKLER: If not, I think it's a
6 project that we can continue with. But I think, in
7 a way, the notice and comment, I haven't seen a huge
8 problem with that. It doesn't all go through this
9 Committee; some of it goes to Audit. But that's
10 fine with me. And some things go out for notice and
11 comment on a discretionary basis, and again, that
12 seems fine.

13 But maybe those are examples of the kinds
14 of things which we should have notice about, that
15 the Corporation is engaged -- is putting something
16 out there in the field seeking input because they
17 want input for the field while that might be an item
18 where the Board might -- just a thought; just a
19 suggestion -- the Board might also receive that,
20 just as people out there in the field do, in case
21 they have comments as well -- in case they do; they
22 might not.

1 But again let's, as we go forward, keep
2 this topic in mind, both at the Board and management
3 level, that there might be and probably are
4 circumstances, which hopefully we can define a
5 little better than we did today, where the Board can
6 get prior notice of things without the expectation
7 that we will have a vote or you'd need approval or
8 anything like that, but we have awareness.

9 MR. GREENFIELD: Charles?

10 CHAIRMAN KECKLER: Yes?

11 MR. GREENFIELD: Yes, this is Chuck
12 Greenfield with NLADA. Can I make a comment now?

13 CHAIRMAN KECKLER: Yes, please. Go ahead.

14 MR. GREENFIELD: Okay. I haven't seen the
15 memo that Mattie did so I'm at a little bit of --
16 I'm not benefited by her analysis.

17 But when I look at Section 108(e) and the
18 requirement that rules, regulations, and guidelines
19 be noticed and opportunity for comment, and then
20 just instructions being listed as separate, what
21 comes to mind -- and Jim pointed this out, too, I
22 think -- is that the Corporation has for some time

1 often used the program letter approach as, in a
2 sense, a way of regulating the field and to slow
3 down a bit.

4 But if you look at the active program
5 letters, you'll remember they talk about very
6 substantive issues that are changes from past
7 approaches, or at least more specific instructions
8 or guidelines for programs.

9 And then I was thinking about the different
10 -- Vic talked about this briefly, but just some of
11 the other instructions or guidelines or guides that
12 the Corporation has -- the accounting guide, for
13 example, that went through. By the way, it was a
14 joint committee of the Ops & Regs and Audit
15 Committee.

16 CHAIRMAN KECKLER: That's right. Yes.

17 MR. GREENFIELD: And I know that the
18 property acquisition and management manual went
19 through notice because it's in the Federal Register.
20 And there are some -- I don't know whether the CSR
21 manual went through; somebody may know that. And
22 then I don't know whether the audit guide and the

1 compliance supplement and the audit bulletins that
2 the IG's office does -- if Laurie's there, maybe she
3 can opine on this -- but I assume the IG is required
4 to do the same notice and publication requirements
5 as this (inaudible) is.

6 So it seems to me that over the years, when
7 I look at it, the Corporation has acted a little bit
8 differently, depending on what the issue is and
9 depending on the time, about whether something was
10 noticed for public comment or not.

11 And so I don't think it's been entirely
12 consistent. I don't think it's been intentionally
13 inconsistent. I just think over the time, depending
14 on what the Board is and what the issue is, it's
15 either come out -- or the other category, too, is
16 the external opinions of the Office of Legal
17 Affairs, too.

18 They have on occasion announced certain
19 interpretations that are different than had
20 previously been issued by the Corporation. So they
21 become a type of regulation in one sense, they
22 become a type of guideline, of rule.

1 And so the Board may want to consider how -
2 - and I know the Committee may not be prepared to do
3 this. But the Board may want to consider some sort
4 of guidelines -- maybe this is what Mattie suggested
5 -- that would give a little guidance to the
6 Corporation as to how to proceed on these issues in
7 the future.

8 CHAIRMAN KECKLER: Thank you. That's a
9 good point. And I think that from some of the
10 discussions that we've had, setting up a criteria --
11 I just suggested there at the end a criteria for
12 really, in a way, just Board use and for the Board's
13 role and awareness of different documents.

14 But I think it's a valid idea to give some
15 thought to developing more systemic criteria for
16 what program letters or opinions do rise to that
17 level and which don't, and have those criteria be
18 known.

19 So we were talking earlier about future
20 agenda items for this committee; I think that
21 thinking some more about criteria that perhaps would
22 revive the category of instructions -- I'm not sure

1 -- or, who knows, would make it a little clearer
2 which things fall on what side of the line, although
3 perhaps we'll never have complete clarity on that.
4 But thank you for the comment.

5 The next agenda item, last substantive
6 item, is the staff report on the LSC Continuity of
7 Operations Plan. I got a chance to look at the
8 Continuity of Operations Plan late last year, I
9 think it was. I think it's one of these things that
10 falls into the general jurisdiction of the
11 Committee, and I think it's worth, if for nothing
12 else, having Board members and Committee members
13 take a look at the Continuity of Operations Plan and
14 be aware of it.

15 But one item, before others tell the
16 different components about it and make themselves
17 available for questions, one item in there struck me
18 and I just want to flag it for everybody, which is,
19 the role of the Board is very lightly discussed in
20 the LSC Continuity of Operations Plan.

21 It's developed by management and talks
22 about management's role. And so to the extent that

1 as you read it and think about how we the Board can
2 be useful to the continuity of operations of the
3 Corporation and how we would respond, that's my
4 main, immediate interest, in a way that we could
5 potentially add value to that.

6 But with that, I will let the staff report
7 on the COOP begin.

8 MR. SLOANE: Thank you. For the record,
9 this is Richard Sloane, one of the Special
10 Assistants to the President. I also had a chance to
11 review the Corporation's Continuity of Operations
12 Plan.

13 I'd like to do two things. One is to just
14 offer some global observations about the state of
15 the plans and raise potential options or
16 recommendations for this Committee to consider and
17 the Corporation to consider in terms of potential
18 revisions to the plan.

19 And then the second thing I'd like to do
20 is, given the heavy emphasis on the technological
21 component of any continuity of operations plan, I
22 asked Jeff Morningstar, the Director of the Office

1 of Information Technology, to prepare more detailed
2 remarks on the plan. Likewise, I'll note that
3 directors of the specific offices, the specific
4 departments of the Corporation, are available to
5 answer any questions from the Committee.

6 So just a quick overview. The
7 Corporation's Continuity of Operations Plan most
8 recently was revised in August of 2011, principally
9 for the purpose of ensuring that LSC staff personnel
10 contact information was updated and complete. And
11 I'll also note that the Corporation's Continuity of
12 Operations Plan is actually a compilation of
13 separate plans of the Corporation's nine separate
14 offices.

15 So looking for potential options for the
16 Committee to consider with regard to COOP plan, one
17 would be an executive overview, which would lay out
18 from a 50,000-foot view the overall approach for
19 continuity of operations from the Corporation, and
20 then have it reference specific details for
21 individual LSC departments.

22 And Charles, I'm glad you mentioned that in

1 the current version of the Corporation's plan, that
2 the role of the Board is lightly mentioned. I think
3 that's a very valid observation.

4 And I would just raise as an option that
5 this Committee or the Board in full might consider
6 drafting its own document that would become a
7 component of the Corporation's continuity of
8 operations plan for purposes of coordinating
9 communications and making sure that there is active
10 communication between the Board and the Corporation
11 in the event of, God forbid, some disaster or some
12 interruption of operations of the Corporation.

13 The Continuity of Operations Plan has been
14 distributed to all Corporation employees, and it's
15 placed on our intranet site. I'll also note that
16 there are formalized training programs available
17 specifically on the issue of COOP plans to recognize
18 best practices identified by the government, by
19 other nonprofits, with regard to development and
20 implementation of COOP plans.

21 One that comes to mind is that the
22 individual COOP plans by department have identified,

1 for example, telephone trees and email distribution
2 lists for purposes of ensuring that there's adequate
3 communication between and among staff members, the
4 Board, and programs in the event of a disturbance or
5 a disruption of operations.

6 One other option that we might consider
7 would be implementation of text messaging
8 distribution in the event that telephone access is -
9 - either land line or cell phone telephone access is
10 disturbed and/or internet access is interrupted.

11 So those are just a few global
12 observations. I'll turn things over to Jeff
13 Morningstar to dig a bit more deeply into the
14 specific technology components of the COOP plan.

15 MR. MORNINGSTAR: Hi. This is, for the
16 record, Jeff Morningstar.

17 The LSC COOP plan is dependent upon the
18 disaster recovery technology that the Office of
19 Information Technology has in place for an effective
20 response to a disaster or emergency situation in
21 which the LSC building is destroyed or becomes
22 uninhabitable for a period of more than a few days.

1 This COOP plan assumes that the LSC staff
2 will be working from home during this emergency
3 situation. During this period, all technical
4 functionality of the LSC office will be redirected
5 to our disaster recovery site in Middletown,
6 Virginia to allow the continued functionality of the
7 LSC office.

8 What I'm going to do is describe the
9 disaster recovery technology that the Office of
10 Information Technology has in place. After that,
11 I'll give you an update of where we are with DR
12 technology.

13 There are seven major components of the OIT
14 disaster recovery plan. The first one is voice
15 communications. Our current plan is OIT will
16 contact our voice communication provider and have
17 our phone lines redirected to the DR site in
18 Middletown, Virginia.

19 Out there, Experius, which is the company
20 we deal with, has a PBX system which will take our
21 phone lines, at which point the phones will be
22 available. The voicemail will be available. We'll

1 be able to forward to employees' home numbers or
2 cell phone numbers.

3 We have a future plan down the road for
4 this, and that is to move our voice over IP, our
5 phone system, to a voice over IP service provider
6 within the cloud, basically, a service provider.
7 This right here will eliminate the aspect of the
8 phone system going down due to the building being
9 destroyed or the fact that we won't be able to enter
10 it.

11 Also, the move will be transparent to the
12 end users. They'd be able to use their same Cisco
13 desktop phones and have the same functionality.
14 This will also reduce cost in-house for voice over
15 IP hardware and software. And also, during the
16 aspect of the disaster, LSC staff will be able to
17 communicate using their LSC cell phones. Currently,
18 65 staff members have cell phones.

19 Number 2, data communication: This
20 consists of three major components, firewall,
21 internet services, and physical network. We
22 currently have a new Sonic firewall at the DR site

1 to protect us from external security threats. OIT
2 will redirect incoming web and email traffic to the
3 DR site during a disaster. Some redirections will
4 be done with human intervention; some will be done
5 automatically using a disaster recovery software
6 called Neverfail and VM.

7 We actually have a physical network out at
8 the DR site that replicates what we have here at our
9 main office with server rack, power, cooling, and
10 switches, and everything we need to replicate what
11 we have here at the main office.

12 We have a future plan for the email, and
13 that is to also move the email system out to the
14 cloud. Our email system is based on Microsoft
15 Exchange, and we plan to move that to an Exchange
16 service provider in the cloud. This will eliminate
17 the possibility of the email going down if the
18 building is destroyed. It's also transparent to the
19 end users; they would continue to use Outlook as
20 they do now. And this would also reduce cost for
21 in-house hardware, servers, software, and spam
22 filtering.

1 Number 3, the disaster recovery site
2 itself: We go through a disaster company called
3 Experius Data Centers. And this disaster recovery
4 site in particular is approximately 90 miles west of
5 Washington, D.C., which is out of the 75-mile blast
6 zone that Homeland Security recommends you be out
7 of.

8 The building is bulletproof, bombproof,
9 security fence, 24-hour-a-day surveillance, located
10 between the mountains in Blue Ridge Mountains.
11 Intersects two national power grids. Has its own
12 water supply. Has four Caterpillar 500-horsepower
13 diesel generators with 5,000 gallons of diesel fuel
14 to produce electricity. And at this site, we do
15 have our server rack, internet access, servers,
16 equipment, and everything to provide service in the
17 event of a disaster.

18 Number 4, remote access: We have two
19 methods of remote access. The first one is Citrix.
20 Citrix will work the same as it does now at the
21 office. A lot of people use Citrix to access
22 remotely when they're on travel or working from

1 home. It's the same address that -- it's an
2 internet address that they plug in. We redirect
3 this address so it would be transparent to the end
4 users.

5 We also have Outlook web access, which is
6 remote email access. And the same here: We would
7 redirect the same address to the DR site. So that
8 would be transparent to the end users, too.

9 Number 5 is the availability of OIT staff
10 to provide support. OIT staff would be responsible
11 for migrating the services to the DR site and making
12 them available. The OIT director and two engineers
13 would be at the DR site and responsible for bringing
14 up the servers and the systems online, while two
15 administrators would be responsible for providing
16 support staff, including home visits.

17 Number 6, HRvantage, Sun Systems, and
18 ezLabor: HRvantage is our human resource management
19 system, and Sun Systems is our accounting systems.
20 Both of these systems are replicated at the DR site
21 and will be accessible through Citrix. The Sun
22 Systems will also allow remote check printing using

1 ChequeScribe software, with printers at the
2 comptroller's home and the accounting manager's
3 home. They actually have special ink for these
4 printers that allows them to print checks. The
5 ezLabor timekeeping system is an ADP product which
6 is web-based and exists in the cloud, which can be
7 accessed from any computer on the web with an
8 updated browser.

9 Number 7, LSC Grants, Worksite, and our LSC
10 websites: The LSC grant is also replicated at the
11 DR site and will be available through the same
12 normal address, which will relocate to the DR site.
13 Worksite is our document management system; this is
14 also replicated at the DR site and will be available
15 through Citrix. Worksite also has a functionality
16 to download document and work on it offline using
17 Worksite offline functionality.

18 And then, of course, all our websites are
19 replicated at the DR site -- the LSC.gov, the TIG,
20 the LRI, AIN, RIN, eWEBS, GREPS. They're all
21 replicated and they'll be accessible through the
22 same addresses that they're accessible now. Those

1 will be redirected, too.

2 The current status of our DR site is all
3 the hardware is up and running at the DR site. We
4 have the connectivity to the DR site which allows us
5 to get in and use Citrix out there. We have two
6 data stores. A data store basically has all of the
7 information that we have here at LSC, and we have
8 two of them. They replicate each other.

9 We've got one here at the home office and
10 we've got one at the DR site. And whatever happens
11 here is mirrored out there, so if there is a
12 disaster here, we'll be able to -- right now we're
13 in a position of completely coming up with no data
14 or integrity loss in the system at all.

15 What we're working on is bringing up a
16 piece of software called Neverfail. And Neverfail
17 is a very similar product that works off a
18 technology called a Heartbeat. Basically, for our
19 Worksite, our LSC Grants, and our Sun Systems, if
20 Neverfail notices that any one of these systems is
21 down here at the main office, it automatically
22 redirects to the DR site and will continue running.

1 So in the event that there's not a disaster but one
2 of our servers crashes, for the end user it will be
3 completely transparent, allowing us to rebuild that
4 server.

5 The Neverfail, right now we're about three
6 and a half weeks off from getting that implemented
7 and tested. The reason being is Neverfail engineers
8 are about five to six weeks backlogged, and I
9 believe we've got a date for them to come on out,
10 implement, and set up some testing for us towards
11 the end of March.

12 Okay. I think I've covered everything.

13 CHAIRMAN KECKLER: Great. Let me, then,
14 pause there and open it up on the phone for
15 questions for Jeff or for Richard about the plan or
16 thoughts.

17 MS. REISKIN: Yes. I have a question.
18 This is Julie, and I had a real hard time hearing,
19 so you might have covered this and I just didn't get
20 it. But I think you talked about your recovery
21 facilities in Virginia. Is this a national company?
22 Do they have a plan if there were a disaster that

1 were to hit the entire East Coast?

2 MR. MORNINGSTAR: Can you say that again?

3 I didn't hear the first part of it.

4 CHAIRMAN KECKLER: Julie was mentioning,
5 just so you don't have go through this, the phone
6 connection, about the capacity for if a disaster
7 were to hit the entire East Coast. Julie, were you
8 concerned about grantees, or what was your chief
9 concern?

10 MS. REISKIN: He said that the disaster
11 recovery facility, I guess, for like our phones and
12 all our IT, gets rerouted to it in Virginia.

13 CHAIRMAN KECKLER: Oh, I see. So further
14 away. I see.

15 MS. REISKIN: Yes. Is there something like
16 on the West Coast or in the middle of the country in
17 case of a regional disaster?

18 MR. MORNINGSTAR: Okay. Well, yes. If the
19 blast goes all the way to Middletown, Virginia, 90
20 miles away, I think that's going to cause problems
21 for the entire United States. But to reassure you
22 that the DR site, experienced DR site in Middletown,

1 Virginia is an adequate facility, it's the same DR
2 site that the Marine Corps uses. And AT&T is out
3 there, too.

4 And I'm not sure if they also have a
5 redundant DR site. They might, and I'm sure they
6 probably do because they are the military. But
7 we're planning for a disaster that's not going to
8 eliminate the population of the country.

9 CHAIRMAN KECKLER: Well, the point,
10 obviously, besides everything else, is a very sober
11 and serious one. But, as a practical matter, one of
12 the things -- and this gets back to your point,
13 Richard, about executive oversight over it here --
14 is to think about what disaster and how robustly --
15 the range of disasters for which we're preparing.

16 On the one hand, it's very difficult for us
17 as an entity, small entity, to prepare for the
18 complete collapse of the country. At the same time,
19 as you read the Continuity of Operations Plan, it
20 looks like, well, it could be like a fire in the
21 building, or it could be, like you're saying when
22 you're moving things out to Middletown, we're

1 talking about the disabling of Washington, D.C.

2 Okay?

3 Those are still significantly different
4 disaster concepts that we might want to think about.
5 One thought that I had was, what are we planning
6 for? How robustly are we doing this? We're getting
7 ready for -- yes, we've got to get ready if there's
8 a fire in the building or something happens or a
9 flood; that seems more likely to me.

10 But at the same time, if there's some kind
11 of major threat, we are Washington, D.C. We are
12 subject to a series of potential critical threats
13 which would be metropolitan in scope. And it seems
14 prudent, as you've done, to prepare according to
15 Homeland Security guidelines for an event of that
16 nature.

17 MR. MORNINGSTAR: Let me add one more
18 thing. About two years ago, I went to Homeland
19 Security training for their COOP. And their COOP,
20 basically they said if there is like a dirty bomb or
21 a major catastrophe in Washington, D.C., that
22 Homeland Security officials will be putting up

1 roadblocks at all major arteries leaving Washington,
2 D.C., and you'll need a Homeland Security ID with a
3 smart chip in it to get past that, and the rest of
4 us will not be able to get on these public roads
5 because they don't want them congested. They want
6 to plan to get the government officials out that
7 they need to get out.

8 Now, also, cell phones will be cut for
9 everybody except for people that have a special code
10 from Homeland Security, the government, to use their
11 cell phones. So those two aspects will be not
12 available.

13 Looking at that picture, it's hard to
14 recoup if you can't get your engineers out to
15 Middletown, Virginia to fire up some of that stuff.

16 CHAIRMAN KECKLER: Right. Well, that's --
17 well, one point with regard to that, and I don't
18 know if you thought about this, is a question that I
19 had, which is about assembly points and
20 reconstituting the Corporation physically in a
21 location, not necessarily the place where the data
22 is.

1 But in the Continuity of Operations Plan,
2 it says we're going to somehow get together
3 somewhere and somebody's going to have facilities to
4 maybe rent a place or get temporary lodging. But
5 it's not that clarified, and to the extent that a
6 place is mentioned, I think it's the ABA is
7 mentioned in the Continuity of Operations Plan,
8 which is in downtown D.C.

9 Now, again, that is an example of where
10 we're planning a building-specific problem: Well,
11 fine, go down to the ABA and so on. If it's a more
12 metropolitan thing, going further into Washington,
13 D.C. is not going to be feasible for us. And so,
14 again, those are a couple of the things that I
15 noticed.

16 What thoughts do others have?

17 MR. SCHANZ: Well, I'd like to add that the
18 ABA building is being sold.

19 MS. MIKVA: Can't hear it.

20 MR. SCHANZ: The ABA building on 15th
21 Street in downtown D.C. is being sold.

22 CHAIRMAN KECKLER: The Inspector General

1 just mentioned that the ABA building is being sold.
2 So whoever's resident there, if a disaster strikes,
3 if we all show up, I don't know what they'll say.

4 (Laughter.)

5 CHAIRMAN KECKLER: One other thought
6 regarding the Board's role. The D.C. Nonprofit Act,
7 the new act, one provision you may recall about our
8 optional goals for the bylaws, for bylaws changes,
9 involves emergency provisions and powers which the
10 new D.C. Nonprofit Corporation Act gives to the
11 Board.

12 Now, those would have to be incorporated
13 into bylaws. But they do give us some potential
14 flexibility, and if people are interested in what
15 might be thought of as a Board protocol or a Board
16 policy, an emergency Board policy, if that is
17 prepared and we toss that around and think about
18 what we want the Board to do, then it might turn out
19 that we would need to make some bylaws changes in
20 order to do what we want the Board to do.

21 But I'm thinking of this functionally at
22 first in terms of looking at the operations plan,

1 seeing what the Board's role could be in it, and
2 then making it happen vis-à-vis changes in the
3 bylaws, if necessary.

4 Anyway, that's my working concept of how to
5 proceed. Do others have thoughts?

6 (No response.)

7 CHAIRMAN KECKLER: All right. So with
8 that, I will just turn it back over to management
9 with, on my own account, asking for people, when you
10 have the opportunity, to develop a Board role when
11 you're doing the Continuity of Operations Plan, and
12 look for a role for us to do.

13 And then we'll talk about that and bring it
14 back before this Committee and before the Board, and
15 we'll all talk about it over the course of the year
16 as part of our ongoing consideration of this issue.
17 And I'll just leave it at that at this point. But
18 thank you very much for your presentations.

19 I'm going to now move to -- what do we have
20 next on the schedule -- public comment. Or other
21 business, rather?

22 (No response.)

1 CHAIRMAN KECKLER: Public comment? If
2 there's any further public comment, on continuity of
3 operations or other topics we've considered today?

4 (No response.)

5 CHAIRMAN KECKLER: Hearing none, is there
6 any other business to bring before the committee
7 today?

8 (No response.)

9 CHAIRMAN KECKLER: Well, hearing none on
10 that, I want to thank everybody for attending and
11 spending their Leap Day with us. And I will now
12 consider a motion to adjourn.

13 M O T I O N

14 MR. KORRELL: So moved.

15 MS. MIKVA: Second.

16 CHAIRMAN KECKLER: All in favor?

17 (A chorus of ayes.)

18 CHAIRMAN KECKLER: The Committee is now
19 adjourned. Thank you very much for your
20 participation.

21 (Whereupon, at 4:48 p.m., the Committee was
22 adjourned.)