

**Legal Services Corporation
Meeting of the Audit Committee**

Open Session

Monday, July 21, 2014

Chairman Victor B. Maddox convened an open session meeting of the Legal Services Corporation's ("LSC") Audit Committee ("the Committee") at 4:02 p.m. on Monday, July 21, 2014. The meeting was held at the Des Moines Marriott Downtown, 700 Grand Avenue, Des Moines, Iowa 50309.

The following Committee members were in attendance:

Victor B. Maddox, Chairman
Harry J. F. Korrell, III
Gloria Valencia-Weber
David Hoffman, Non-Director Member (by telephone)
Paul L. Snyder, Non-Director Member (by telephone)
John G. Levi, ex officio

Other Board members present:

Sharon L. Browne
Robert J. Grey, Jr.
Charles N.W. Keckler
Father Pius Pietrzyk, O.P.
Laurie Mikva
Martha L. Minow
Julie A. Reiskin

Also in attendance were:

James Sandman	President
Lynn Jennings	Vice President for Grants Management
Ronald S. Flagg	Vice President for Legal Affairs, General Counsel & Corporate Secretary
David L. Richardson	Treasurer and Comptroller, Office of Financial and Administrative Services
Julia Kramer	Program Counsel, Office of Compliance and Enforcement (OCE), Executive Office
Jeffrey E. Schanz	Inspector General
Thomas Coogan	Assistant Inspector General for Investigations, Office of the Inspector General (OIG)

David Maddox	Assistant Inspector General for Management and Evaluation, Office of the Inspector General (OIG)
John Seeba	Assistant Inspector General for Audit, Office of the Inspector General (OIG)
Carol Bergman	Director, Office of Government Relations and Public Affairs (GRPA)
Carl Rauscher	Director of Media Relations, Office of Government Relations and Public Affairs (GRPA)
Wendy Long	Executive Assistant, Office of Government Relations and Public Affairs (GRPA)
Janet LaBella	Director, Office of Program Performance (OPP)
Lora M. Rath	Director, Office of Compliance and Enforcement (OCE)
Frank B. Strickland	Non-Director Member, LSC's Institutional Advancement Committee
Herbert Garten	Non-Director Member, LSC's Institutional Advancement Committee
Allan Tanenbaum	Non-Director Member, LSC's Finance Committee
Robert E. Henley, Jr.	Non-Director Member, LSC's Finance Committee
Dennis Groeneboom	Executive Director, Iowa Legal Aid
Patrick McClintock	Iowa Legal Aid
Chris Luzzie	Iowa Legal Aid
Alan O. Olson	Iowa Legal Aid, Board of Directors
Terry Brooks	American Bar association Standing Committee on Legal Aid and Indigent Defendants (SCLAID)
Don Saunders	National Legal Aid and Defender Association (NLADA)
Robin C. Murphy	National Legal Aid and Defender Association (NLADA)

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

Committee Chairman Maddox called the meeting to order.

MOTION

Professor Valencia-Weber moved to approve the agenda. Mr. Snyder seconded the motion.

VOTE

The motion was approved by voice vote.

MOTION

Professor Valencia-Weber moved to approve the minutes of the Committee's meeting of April 7, 2014. Mr. Hoffman seconded the motion.

VOTE

The motion passed by voice vote.

MOTION

Professor Valencia-Weber moved to approve the minutes of the Committee's meeting of May 22, 2014. Mr. Hoffman seconded the motion.

VOTE

The motion passed by voice vote.

Mr. Schanz briefed the Committee on the reports the Office of the Inspector General (OIG) completed since the last Audit Committee meeting. The reports include a follow-up on LSC's consultant contracts, two grantee reports, and a finalization of the contract for the audited financial statement for next year with WithumSmith+Brown.

Mr. Flagg presented the revised LSC Risk Management matrix and answered Committee members' questions.

Mr. Richardson briefed the Committee on management representation letters regarding financial reporting. He answered Committee members' questions.

Ms. Jennings, Ms. LaBella and Ms. Rath provided a briefing on audit and review processes for the Office of Program Performance (OPP), and the Office of Compliance and Enforcement (OCE). They answered Committee members' questions.

Ms. Rath provided a briefing on OCE's follow-up of referrals from the OIG regarding audit and investigation reports and the annual independent public accountants' audits of grantees. Ms. Rath and Mr. Seeba answered Committee members' questions.

Committee Chairman Maddox invited public comment but due to time restraints Mr. Brooks from the ABA-SCLAID saved comments until the next day.

There was no new business to consider.

MOTION

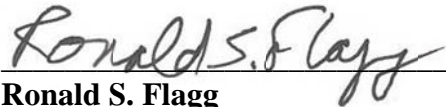
Professor Valencia-Weber moved to adjourn for briefings in closed session. Mr. Hoffman seconded the motion.

VOTE

The motion passed by voice vote.

The Committee meeting adjourned for briefings in closed session at 5:12 p.m.

I hereby certify that this is a true and correct copy of the minutes adopted by the Legal Services Corporation's Audit Committee on October 6, 2014.

A handwritten signature in cursive script that reads "Ronald S. Flagg". The signature is written in black ink and is positioned above a horizontal line.

Ronald S. Flagg

Vice President for Legal Affairs,
General Counsel & Corporate Secretary