

LEGAL SERVICES CORPORATION  
BOARD OF DIRECTORS

MEETING OF THE  
GOVERNANCE AND PERFORMANCE REVIEW COMMITTEE

OPEN SESSION

Sunday, September 30, 2012

2:02 p.m.

Hilton Durham Hotel  
3800 Hillsborough Road  
Durham, North Carolina 27705

COMMITTEE MEMBERS PRESENT:

Martha L. Minow, Chairperson  
Sharon L. Browne (by telephone)  
Charles N.W. Keckler  
Julie A. Reiskin  
John G. Levi, ex officio

OTHER BOARD MEMBERS PRESENT:

Victor B. Maddox  
Father Pius Pietrzyk, O.P.

## STAFF AND PUBLIC PRESENT:

James J. Sandman, President  
Rebecca Fertig, Special Assistant to the President  
Mark Freedman, Senior Assistant General Counsel,  
Office  
    of Legal Affairs  
Lynn Jennings, Vice President for Grants Management  
Jeffrey E. Schanz, Inspector General  
Matthew Glover, Associate Counsel, Office of the  
    Inspector General  
David Maddox, Assistant Inspector General for  
    Management and Evaluation, Office of the  
    Inspector General  
Ronald "Dutch" Merryman, Assistant Inspector General  
    for Audit, Office of the Inspector General  
Carol Bergman, Director, Office of Government  
Relations  
    and Public Affairs  
Carl Rauscher, Director of Media Relations, Office  
of  
    Government Relations and Public Affairs  
Janet LaBella, Director, Office of Program  
Performance  
Herbert S. Garten, Non-Director Member,  
Institutional  
    Advancement Committee  
Frank B. Strickland, Non-Director Member,  
Institutional  
    Advancement Committee  
  
Chuck Greenfield, National Legal Aid and Defender  
    Association (NLADA)  
Terry Brooks, American Bar Association

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

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(2:02 p.m.)

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CHAIRMAN MINOW: I'd like to call to order the meeting of the Governance and Performance Committee. And I would like to entertain a motion to approve the agenda.

7

## M O T I O N

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MR. KECKLER: So moved.

9

MS. REISKIN: So moved.

10

11

CHAIRMAN MINOW: I think we have a moved and a second.

12

MS. REISKIN: Sure.

13

14

CHAIRMAN MINOW: Charles and Julie, thank you.

15

16

And may I have a motion to approve the minutes of our meeting from July 27?

17

## M O T I O N

18

MR. KECKLER: So moved.

19

MS. REISKIN: Second.

20

CHAIRMAN MINOW: Thank you.

21

22

We're delighted to have Carol Bergman here to give a report on the implementation of the GAO

1 recommendations, which is one of our two big topics  
2 for the day.

3 MS. BERGMAN: Thank you very much.

4 I want to start out by saying that we have  
5 made some changes in the way we have been  
6 documenting the tracking of materials on GAO, in  
7 part in response to ongoing conversations with Julie  
8 Reiskin and the conversation at the last board  
9 meeting in July, so that we could make this much  
10 more clear and stop using, perhaps, as much inside  
11 jargon so that somebody reading it could figure out  
12 how to really follow this.

13 And we'll continue to do that, and based on  
14 my conversations with Julie, we anticipate creating  
15 some links in the tracking document moving forward  
16 to the public documents that are on our website.

17 CHAIRMAN MINOW: I think that's great. I  
18 saw the development here, and I think it's real  
19 progress. And the links would be even better.

20 I did wonder if I'm reading it correctly.  
21 There seem to be three categories of current status?

22 MS. BERGMAN: That's right.

1           CHAIRMAN MINOW: One is, it's basically in  
2 our hands; we're working on it.

3           MS. BERGMAN: Uh-huh.

4           CHAIRMAN MINOW: The second is, it's in  
5 GAO's hands --

6           MS. BERGMAN: Yes.

7           CHAIRMAN MINOW: -- and we hope they're  
8 going to be satisfied with what we do. And then  
9 there was one that we are in discussion with GAO.

10          MS. BERGMAN: Correct.

11          CHAIRMAN MINOW: And "in discussion with  
12 GAO" means we are trying to negotiate something?

13          MS. BERGMAN: No, actually. And I think  
14 you're referring to the one in number 16.

15 Basically, it means that they thought that they were  
16 on track to close it out. And once they finally sat  
17 down and read everything we submitted, they realized  
18 they had some questions.

19                 So they submitted their questions, we have  
20 subsequently submitted our responses, and now  
21 they're reviewing those responses. But I would  
22 anticipate that there will be nothing more

1 cumbersome involved in it. Part of it is they had a  
2 change of staffing of who was handling it, and so  
3 they just had a lack of background that we needed to  
4 just walk them through what that process had looked  
5 like.

6 CHAIRMAN MINOW: So that really is -- back  
7 to category 2, it's in GAO's hands; we've done what  
8 we need to do?

9 MS. BERGMAN: That is correct.

10 CHAIRMAN MINOW: Thank you.

11 MS. BERGMAN: And of the ones that are  
12 open, if you like, Martha, I can just walk us  
13 through.

14 CHAIRMAN MINOW: Great.

15 MS. BERGMAN: There really, then, are six  
16 open ones, including the one you just cited, so  
17 really only five. And of those, three of them  
18 involve the process by which we're going through the  
19 job analysis questionnaire, and those are cited in  
20 numbers 9, 11, and 12.

21 And the status of that is all staff now at  
22 LSC have completed a job analysis questionnaire that

1 was designed by Traci Higgins and Richard Sloane.  
2 And there have now been subsequent meetings with  
3 either Traci or Richard by every single staff person  
4 to go over their job description, with the goal of  
5 coming up with and finalizing a job description that  
6 actually is reflective of what everybody's job looks  
7 like.

8           They're in the process of finalizing that,  
9 and any kind of changes that are going to happen  
10 will be discussed with the union. So they're  
11 meeting with supervisors to go over any of those  
12 changes. But the goal is to be able to then be able  
13 to finalize and develop a performance evaluation  
14 plan that will still be able to evaluate and hold  
15 staff accountable based on those jobs in 2012.

16           So three of the open items are all  
17 dependent on the status of that in order to be  
18 finalized. The only one that will take longer,  
19 number 12, actually what GAO requires is to see two  
20 complete years of performance evaluations. So it  
21 will take until 2015 before, in fact, we're able to  
22 close that one out. But that's what it's based on.



1           The other open category -- there's one,  
2     number 10, which is really just waiting for the  
3     Board to finalize our strategic plan. So that  
4     should be completed during, I expect, this meeting.  
5     And the other open one, number 3, is based on the  
6     contract with OPP.

7           GAO had asked that there be a consultant  
8     hired to really take another look at the assessment  
9     of the grantee work process. That consultant is on  
10    board. We expect that -- this is the conducting and  
11    documenting of risk-based assessment of the adequacy  
12    of internal controls.

13           The consulting firm has, I think, just  
14    about completed all of their interviews on site.  
15    We're expecting their final report by October 31st,  
16    and that should enable us to close out that  
17    recommendation with GAO.

18           CHAIRMAN MINOW: That's great. I did have  
19    a question on that one. When the report is received  
20    by us, are there any further steps by us that need  
21    to take place?

22           MS. BERGMAN: If you look at the actual GAO

1 recommendation, the answer would be no. However,  
2 the reality is that or my expectation and my  
3 experience is that when we provide that consultant  
4 report and analysis to GAO, they will then want to  
5 know what our implementation plan is going forward.

6 CHAIRMAN MINOW: I would imagine that's  
7 right. So I'm just wondering whether this Committee  
8 ought to schedule a telephonic meeting some time in  
9 November so that as an implementation plan is  
10 developed, we can approve it and move forward on  
11 that.

12 PRESIDENT SANDMAN: I think that's a great  
13 idea.

14 CHAIRMAN MINOW: Charles?

15 MR. KECKLER: I have one follow-up question  
16 on number 10. So have you had any conversations  
17 with GAO or conversations about that, about what  
18 evidence of implementation means for performance  
19 measures? Because there's different levels of  
20 implementation.

21 We're going to pass a strategic plan which  
22 contains this idea that yes, we're going to have

1 performance measures and we're going to assess them.  
2 And then last meeting we passed through Ops & Regs  
3 to put it in the charter that Ops & Regs will do it  
4 on an annual basis. But we haven't actually done  
5 it.

6 And so would it be -- does GAO need -- more  
7 specifically, does it need the Corporation and/or  
8 the Ops & Regs Committee to actually perform an  
9 assessment of the performance measures, which will  
10 probably maybe happen in the April meeting, I would  
11 guess, before we could close that out?

12 MS. BERGMAN: You know, I think that it's a  
13 good question, Charles, and I don't know the answer  
14 to it. And I think, to be honest, it's going to  
15 depend on what the conversations with GAO look like  
16 at that time. My expectation is that it would be  
17 prudent for us to go to them saying that this is how  
18 we're planning to do this moving forward.

19 And in some ways, I think it's connected to  
20 the other expectations with regard to performance  
21 management, that we owe them a response on the  
22 implementation of what that's going to look like

1 across the board for the Corporation.

2 So whether or not they're going to be  
3 willing to close that one out individually and leave  
4 the assessment to the others, or they'll see that as  
5 a whole, I just don't know the answer to that.

6 MR. KECKLER: Right. And that's something  
7 that we've been talking about and that we're  
8 planning on doing. It's just that I'm not sure we  
9 can knock off number 10 tomorrow, as much as I wish  
10 that we could.

11 MS. BERGMAN: Yes.

12 CHAIRMAN MINOW: Good point.

13 Any other questions about the status of the  
14 GAO recommendations?

15 (No response.)

16 CHAIRMAN MINOW: Thank you. I think,  
17 moving along, that is reassuring, very much. So  
18 thank you, Carol.

19 MS. BERGMAN: You're welcome. Great.

20 CHAIRMAN MINOW: So now we turn to the next  
21 item. For reasons that are not always obvious, it  
22 falls to this Committee to offer some oversight and

1 discussion on the research activities of the  
2 Foundation simply because the Chair asked this  
3 Committee to do that.

4           So Jim Sandman will give us a report on a  
5 current research effort. Jim?

6           PRESIDENT SANDMAN: My report is on the  
7 Public Welfare Foundation grant that we received  
8 earlier this year. We put out a request for  
9 proposals for consulting assistance and received six  
10 responses, including some excellent proposals from  
11 very well-regarded consultants.

12           We're well along in the process of  
13 reviewing those. We have a committee that's  
14 evaluated them and ranked them, and will be in a  
15 position to narrow the candidates down to three or  
16 so to be interviewed, which we'll do over the next  
17 few weeks. We expect in October to be able to  
18 select a consultant to guide us in our work.

19           And we're in the process of constituting a  
20 working group that includes some people from  
21 programs and others to work with us and with the  
22 consultant as we go through this process. But I

1 expect that once we have the consultant on board and  
2 our working group constituted, we'll be able to hit  
3 the ground running.

4           The first step will be to do an inventory  
5 of measurements that are already out there, either  
6 used by programs themselves, programs that LSC  
7 funds, measures that other legal aid programs use,  
8 and that other funders use, so that we're not  
9 reinventing the wheel and have the benefit of what  
10 others have already created.

11           CHAIRMAN MINOW: I think that's excellent,  
12 as is the initiative that was yours, Jim, to even  
13 get the Public Welfare Foundation grant. I do think  
14 that this is so highly tied to some of our  
15 commitments in the strategic plan and elsewhere that  
16 doing this right now is really important.

17           So I don't have to tell you, but as you  
18 select your consultant, it matters how that  
19 consultant is perceived in the field more than how  
20 cheap they are.

21           PRESIDENT SANDMAN: Understood, and agreed.

22           CHAIRMAN MINOW: Julie?

1           MS. REISKIN: Yes. When you're looking at  
2 measurements, are you only looking at legal  
3 organizations, and are you only looking at legal  
4 funders, or are you looking more broadly in the  
5 nonprofit sector?

6           PRESIDENT SANDMAN: We definitely want to  
7 be comprehensive in our look at legal organizations.  
8 But we don't want to limit our look to that, and in  
9 fact, in identifying consultants that we hoped would  
10 bid on our request for proposals, we were looking  
11 for consultants that have broad experience in this  
12 field across, ideally, the nonprofit world and not  
13 limited to legal services organizations.

14           MR. LEVI: The Chair tweaks me occasionally  
15 for placing the research oversight into this  
16 committee.

17           CHAIRMAN MINOW: We're delighted to have  
18 it.

19           MR. LEVI: But the fact is that I can't  
20 tell you how many times in the last even just few  
21 weeks people have asked me, is there good research  
22 on this issue? On that issue? And of course, the

1 answer, unfortunately, is, there isn't much.

2           And so this vacuum of sorts also offers an  
3 opportunity for us to lead some really quality  
4 research. And so I figured with our leading  
5 academic in the committee chair role of our Board  
6 that it would be okay and that you would have some  
7 sense of how to get and how to help us further  
8 quality research.

9           CHAIRMAN MINOW: Well, thank you, John.  
10 And I'm sorry, I don't mean to be tweaking the  
11 Chair.

12           MR. LEVI: Oh, no. I know. But I think  
13 occasionally I'll give an explanation, and I'm happy  
14 to do it.

15           CHAIRMAN MINOW: Well, I would even say,  
16 though, if you read our charter carefully, it  
17 doesn't seem to fall to us. It certainly falls to  
18 performance review. This is fundamentally  
19 performance review.

20           MR. LEVI: Yes. Sure.

21           CHAIRMAN MINOW: And as we anticipate our  
22 discussion about the Pro Bono Task Force, the same



1 issue is present there. When we assert what's a  
2 best practice, frankly, there's not good research.

3 So there's a real opportunity here, in line  
4 with the strategic plan, for LSC to become the  
5 beacon of the field to push the development of  
6 measurements much, much better.

7 MR. LEVI: The Institutional Advancement  
8 Committee ultimately will have some relationship to  
9 grants and obtaining them, and there may be some  
10 intersection. And occasionally, the Promotions  
11 Committee may have some relationship to them.

12 CHAIRMAN MINOW: Yes.

13 MR. LEVI: But I think in getting it  
14 launched, as I feel we really are, in a good way and  
15 have some oversight to it --

16 CHAIRMAN MINOW: That's great.

17 MR. LEVI: -- that it belongs here.

18 CHAIRMAN MINOW: Well, and I know, Jim,  
19 you're in touch with all of the leading social  
20 scientists in the field. If any of us can be  
21 helpful to you as you go through this process,  
22 please don't hesitate.

1           Any further comments on the Public Welfare  
2 Foundation grant?

3           (No response.)

4           CHAIRMAN MINOW:   Seeing none, I would  
5 invite any other business suggestions by members of  
6 the Committee or members of the Board.

7           (No response.)

8           CHAIRMAN MINOW:   Seeing none, public  
9 comment?

10          (No response.)

11          CHAIRMAN MINOW:   Would anyone like to make  
12 a motion to close our business as a committee?

13                           M O T I O N

14          MR. KECKLER:   So moved.

15          MR. LEVI:   Second.

16          CHAIRMAN MINOW:   All in favor?

17          (A chorus of ayes.)

18          CHAIRMAN MINOW:   Thank you.   Committee  
19 adjourned.

20                 (Whereupon, at 2:17 p.m., the Committee was  
21 adjourned.)

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