MAINE STATE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING

MEMBERSHIP

The Maine State Bar Association promotes the honor, dignity and professionalism of lawyers, advances the knowledge, skills and interests of its members, and supports the public interest in a fair and effective system of justice.

Antitrust Statement

The Maine State Bar Association (MSBA) is organized to promote the honor, dignity and professionalism of lawyers; advance the knowledge, skills and interests of its members; and support the public interest in a fair and effective system of justice. The MSBA, its officers, Board of Governors and employees shall not, and do not, play any role in the competitive decisions of its members or their employees, or in any way restrict competition in any aspect of the legal profession. By adoption of this statement of policy, the MSBA makes clear its unequivocal support for the fair and effective policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects with those laws.


Members Absent: Burbank, Hall and Johnson.

Staff Present: Armstrong, Pare and Seavey.

The President called the meeting to order at 1:05 p.m. President Day welcomed new District 6 Governor Teresa Cloutier.

Item 1. Accepted Items 1A – 1E: A motion was made, duly seconded, and voted in the affirmative to accept Items 1A – 1E.

A. Approved minutes of the following meetings:
   1. August 4, 2020 special Board meeting.
   2. June 24, 2020 special Board meeting.
   3. May 19, 2020 Board meeting.

B. Set the date of next Board of Governors meeting for Tuesday, December 8, 2020 at 1:00 p.m. by Zoom. The October 13 meeting was cancelled due to session #2 of the Strategic Planning Retreat being held on October 14. It is possible that the President may need to call special meetings prior to the December meeting.
C. Confirmed the President’s appointment of the following Section Chairpersons, Chairpersons-Elect and Co-Chairpersons:

**Environmental & Energy Law**
Scott L. Sells, chair

**New Lawyers**
Alexander Price, chair
Elizabeth T. Johnson, chair-elect

D. Confirmed the President’s appointment of the following Standing and Special Committee Chairpersons:

**Legislative Review & Response**
Rachel Deschuytner

**Medical-Legal**
Susan A. Faunce

E. Confirmed the President’s appointment of the following Committee members:

**Judicial Evaluation**
Norman G. Trask (reappointment, 3-year term)

**Medical-Legal**
Ernest J. Babcock
Brett D. Baber
Meegan J. Burbank
Susan A. Faunce
Mark G. Lavoie
Andrew B. MacLean
Gwen Simons
Stephen C. Smith
Abigail C. Varga
Ezra A. Willey

Item 2. **Treasurer's report.**

A. Treasurer Haddow reported that the MSBA’s overall financial status is good despite the pandemic. We have received 97.53 percent of revenue to date and spent 74.73 percent of expenses to date. At this time last year, we had received 100.75 percent to date in revenue, and spent 81.77 percent of expenses. **A motion was made, duly seconded, and voted in the affirmative to accept the May, June and July 2020 financial statements.**

B. Approved and adopted Medical Flexible Spending Account Amendment and Summary of Material Modifications:
The undersigned, being an officer of Maine State Bar Association (the “Company”), does hereby authorize, approve and adopt the following actions by consent:
WHEREAS, the Company previously established the Maine State Bar Association Flexible Benefit Plan (the “Plan”) for the benefit of its eligible employees and their eligible dependents; and
WHEREAS, effective January 1, 2020 the Company desires to amend the plan to reflect the changes set forth in the attached Summary of Material Modifications; and
WHEREAS, the undersigned officer has been authorized by the Company according to its governing procedures, to approve amendments to the Plan;
NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby adopts on behalf of the Company the changes to the Plan that are set forth in the attached Summary of Material Modifications, effective January 1, 2020;
NOW, THEREFORE, BE IT FURTHER RESOLVED, the undersigned authorizes the Company to furnish the Summary of Material Modifications to participants in accordance with applicable law.

A motion was made, duly seconded, and voted in the affirmative to approve and adopt the Medical Flexible Spending Account Amendment and Summary of Material Modifications.

Item 3. Presentation by the Finance Committee and staff of the proposed operating budget for fiscal year 2020-2021.

President Elect and Finance Committee Chair McDonald reported that the Committee met on August 4, 2020 to review a preliminary draft of the FY 2020-2021 proposed budget. He thanked the following for their assistance: ED Armstrong, Vice President Bishop, Immediate Past President Columber, President Day, Treasurer Haddow, Finance Director Pare, Governor Saufley, and Deputy ED Seavey.

Following thoughtful consideration of spending priorities and revenue projections, especially with the continued uncertainty of the pandemic, the Committee made revisions to the staff’s draft budget and recommended a balanced operating budget for the coming fiscal year. President Elect McDonald noted the following actions of the Finance Committee:

- Funded salary at $518,000.
- Donations to other organizations was increased from $5,000 to $5,500, allowing for $4,000 donation to the High School Mock Trial Program.
- CLE revenue budget was increased from $541,900 to $545,819.
- Membership dues was increased from $590,000 to $593,800.
- Staff travel & expenses were reduced from $12,000 to $8,000.
- Reduced president’s and president elect’s expenses from $4,000 each to $2,000 each.
- Reduced website development/training from $12,000 to $9,000, with $7,500 allocation for the Higher Logic online community platform. This also authorizes this allocation for the next three years.
- Meetings revenue was increased from $58,250 to $60,750.
- Staff requested additional funding in the computer purchases line due to the need for additional laptops and equipment for remote working. The Committee decreased computer purchases from $10,000 to $7,000, but authorized staff to spend an additional $3,000 during the current fiscal year.

Following the budget presentation, there was discussion on various items in the budget. The Governors then went into Executive Session for further discussion. At the conclusion of the Executive Session, a motion was made, duly seconded and voted in the affirmative to adopt the proposed operating budget for FY 2020-2021. As adopted, the budget projects income of $1,401,519.00 and expenses of $1,401,519.00, for a balanced budget. Adoption of the FY 2020-
2021 operating budget established the following estimated income and expense levels for the various segments of the budget:

**Part One – Personnel**
Income -- $0.00; Expenses -- $674,780.00

**Part Two – Administration**
Income -- $0.00; Expenses -- $188,087.00

**Part Three – Operations**
Income -- $631,400.00; Expenses -- $54,500.00

**Part Four – Activities**
Income -- $770,119.00; Expenses -- $484,152.00

**Item 4.** Appointed Elizabeth J. Scheffee to serve as State Bar Delegate for a two-year term in the American Bar Association’s House of Delegates (August 2020-August 2022).

**Item 5.** Appointed Derek A. Jones to serve as Director for a three-year term on the Board of Directors of the New England Bar Association (October 2020-October 2023).

**Item 6.** Discussed 2020-2021 Nominating Committee appointments. ED Armstrong will contact current Nominating Committee members to ask if they will serve another one-year term.

**Item 7.** Board of Governors’ reports.
A. President Elect McDonald: no report.
B. Vice President Bishop: no report.
C. Immediate Past President Columber noted that it is the 100th anniversary of the adoption of the 19th Amendment.
D. Other Governors.
   1. Governor Dunitz provided an update on the Ad hoc Pandemic Committee. He reported that the Committee crafted a letter to the Judicial Branch with concerns from the MSBA related to the pandemic, but he is still waiting to hear back from the Court.

**Item 8.** Executive Director’s report.
B. Reviewed the process for nominating petitions for 2021 Board of Governors due by October 1, 2020. ED Armstrong listed the Governors who are up for renomination and indicated she would email each of them directly with instructions and the nominating petition. She also indicated that signatures for nominating petitions can be submitted electronically.
C. Reviewed updates to the 2020 BOG Meetings Calendar.
D. Reviewed draft communications plan from PR consultant.
E. Reported that the MSBA 2019 Annual Report is available on the MSBA website.
F. Reviewed the updated BOG Roster.
G. Reported that NEBA Annual Meeting scheduled for October 22-24 has been cancelled. A business meeting of the NEBA Board of Directors will be held on October 23 by Zoom.

**Item 9. President’s report.**

A. Reported that the Virtual Strategic Planning Retreat will be held by Zoom in three two-hour sessions, spaced two weeks apart between sessions, and asked Governors to add the following dates to their calendars:
   - September 30 at 1:00-3:00 p.m.
   - October 14 at 1:00-3:00 p.m.
   - October 28 at 1:00-3:00 p.m.
B. Reported on July 22 meeting with Dean Saufley. She would like to continue the relationship between the MSBA and UMaine Law School by co-hosting events and CLE programs, and involving students in MSBA activities. Dean Saufley also suggested that the MSBA consider adding an ex officio student seat to the Board.

*******

**Strategic Goal 1:** Lead as the voice of the legal profession, igniting discussion and engagement on timely issues affecting Maine lawyers and advancing a positive narrative on the role Maine lawyers play in the state.

- Conduct annual survey on trending legal topic. (Harassment study follow through; PowerPoint by 6/1/18; Report by 9/1/18)
- Improve the image of Maine lawyers through earned media opportunities, partnership initiatives with other professional trades, speaking through civic organizations about the impact of the profession and facilitating lawyer interactions with Maine youth. (Launch speakers bureau; target media and schools)

**Item 10. Law Day 2020 essay contest winners.**

A. First place: William Sherrill, Lincoln Academy. Both William and his teacher received a $75 dollar gift card.
B. Runner up: Cecelia Greenleaf, Mt. Ararat High School. Both Cecelia and her teacher received a $50 gift card.

**Item 11. Update on MSBA CLE and other educational programs.**

A. How to Effectively Make the Most of Zoom Mediation: Understand How to Prepare. One-hour live CLE held by Zoom on August 19 at 10:00 a.m.
B. eFileMaine: What You Need to Know. Two-hour live CLE collaboration with the Judicial Branch held by Zoom on August 26 at 9:00 a.m.
C. Discrimination in the Law Today: A Serious, Sneaky Situation. One-hour live CLE webinar on September 10 at 10:00 a.m.
D. Legal Year in Review: will be held virtually on November 16-19, 2020.

*******
Strategic Goal 2: Understand and refine the value of an MSBA membership, with an eye toward organizational relevance, member satisfaction and appreciating member needs.

- Survey MSBA members and non-members.
- Explore the feasibility and merit of a subscription-based dues structure, with recommendations on how it would be structured, what it would do for membership and projected financial ramifications. (ED report by 5/1/19)
- Simply define the current value proposition, the monetary return on that investment and market such value proposition consistently and clearly. (Membership Committee)

Item 12. Committee reports.

A. Bylaws & Policies: Chair Dunitz reported that the Committee is working on amendments to the bylaws, including the addition of the BIPOC Lawyers Section seat to the BOG, clarification on the duties and voting of the Immediate Past President, and other administrative fixes. Written report provided with agenda.

B. Civics Education: written report provided with agenda.

C. Continuing Legal Education: written report provided with agenda.

D. Diversity: Chair McDonald reported that the Committee has been working on a survey that will ask about experiences with racial discrimination within Maine’s Legal Community. The Board of Overseers has agreed to send the survey out on our behalf in order to reach all members of the Maine Bar. He also recommended that the staff, with the assistance of the Committee, create questions to collect demographic data during the online membership registration process. A motion was made, duly seconded, and a majority voted in the affirmative to authorize the collection of demographic data during membership registration. Governor Saufley abstained. ED Armstrong and Chair McDonald will work with the Committee to determine what data to collect and how to properly phrase the questions.

E. Finance: no additional report (see Item 3).

F. Judicial Evaluation: written report provided with agenda.

G. Legislative: written report from Legislative Counsel Jim Cohen provided with agenda.

H. Maine Bar Journal Editorial Advisory; written report provided with agenda.

I. Membership: Chair Bishop reported the Committee has scheduled a meeting for August 21 at 2:00 p.m. to review and discuss membership categories and dues structure.

J. Medical-Legal: Chair Faunce reported that the Committee is currently surveying attorneys and doctors about their knowledge of and experience with the Code of Cooperation. We have received 130 responses to-date, and the survey closes on August 21.

Item 13. Governor liaison reports: none.

Item 14. Considered request by Dean Saufley to add ex officio seat to the Board for a UMaine Law School student.

President Day tabled this item until the December meeting. He asked ED Armstrong to conduct research and gather data from other bar associations.
Governor Peterson reminded the Board that there is a law student seat on the NLS Board.

Item 15. **Casemaker update.**

The MSBA has a total of 2,028 registered Casemaker users. For July 2020, there were 375 unique users (three of which were first-time users), who conducted 4,306 searches in 1,077 sessions.

**********

**Strategic Goal 3: In the interests of professionalism and collegiality, advance efforts to bring lawyers physically together.**

- Emphasis areas could include local bench/bar interaction events, member benefit trainings, education on trending legal topics (like e-filing in state courts) and new lawyer welcoming events. (Road show, outreach)

Item 16. **UMaine Law School Orientation.**

ED Armstrong and Deputy ED Seavey will participate in the Class of 2023 orientation by Zoom. We will host a virtual table where we will have the opportunity to interact with the students, highlight MSBA services and benefits, recruit them for MSBA membership, and answer any questions they may have.

Item 17. **Weekly Bar Talk.**

Bar Talk live Zoom webinars are 30-minute weekly briefings designed to bring members of the Maine Bar together virtually and keep them informed about the state of legal affairs in Maine and the MSBA's response to the COVID-19 pandemic. We typically have guests (e.g. from the Judicial Branch, Board of Overseers, UMaine Law School, Governor’s office) join us to provide updates and answer questions from the Bar. There is no charge to participate in these webinars. Please contact ED Armstrong if you have any suggestions for discussion topics or future guest speakers.

Here is the information to participate:
Mondays at 11:00 a.m.: [https://zoom.us/j/2153803769](https://zoom.us/j/2153803769)
Meeting ID: 215 380 3769
To participate by phone: 1-646-558-8656

**********

Item 18. **Old business: none.**

Item 19. **New business.**

ED Armstrong reported that VLP Director Juliet Holmes-Smith passed away unexpectedly on August 14. She noted that VLP attorney Beth Richardson has asked members of the Bar to share their stories about Juliet by emailing her at brichardson@vlp.org. In honor of Juliet, the Board requested that ED Armstrong send a donation to the Campaign for Justice. Governor Willey suggested attorneys take on a *pro bono* case in Juliet’s memory. President Elect McDonald
indicated that he will ask for a moment of silence during the Annual Bar Conference for Juliet, as well as for Board of Overseers ED Jackie Rogers.

Adjourned at 3:20 p.m.

Respectfully submitted,

Angela P. Armstrong
Executive Director