MAINE STATE BAR ASSOCIATION
BOARD OF GOVERNORS MEETING
JANUARY 25, 2023
3:00 P.M.
at THE WESTIN PORTLAND HARBORVIEW and via ZOOM

THE WESTIN PORTLAND HARBORVIEW
MARSDEN HARTLEY BOARDROOM
157 HIGH STREET
PORTLAND, ME 04101

TO JOIN VIA ZOOM:
https://us02web.zoom.us/j/81905309110?pwd=bGlQdFplV2lKU2JaZlNVUFVER1pGUT09
MEETING ID: 819 0530 9110
PASSCODE: BOG125
TO JOIN BY PHONE: 646 558 8656
MEETING ID: 819 0530 9110
PASSCODE: 128648

MINUTES OF THE MEETING

The agenda and supporting documents for this meeting are available at MEBarConnect (MBC).

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.

Governors Absent: Cloutier, Faunce, Martin, and Willey.
Staff Present: Armstrong.

Item 1. Call to order, welcome, and introductions.

President Stitham called the meeting to order at 3:06 p.m. She welcomed Governors to the first meeting of 2023 and asked them to introduce themselves. The 2023 Board of Governors are:

President Stacy Stitham
Immediate Past President Frank Bishop
President Elect Jonathan Dunitz
Vice President Susan Faunce
Treasurer Cheryl Cutliffe
District 1 Jill Cramer
District 2 Jennifer Kreckel
District 3 Rick Finberg, Chris Harmon, and Rachel Okun
District 4 Meegan Burbank
District 5 Michael Malloy
District 6 Teresa Cloutier
District 7 Bry Martin
District 8 Haley Hall
District 9 Ezra Willey
District 10 Zach McNally
District 11 Neil Prendergast
BIPOC Lawyers Asha Echeverria
In-House Counsel Rebecca Talbert
New Lawyers Elizabeth Johnston
Public Service Sector Jason Anton
Women’s Law Stacey Neumann

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**Strategic Goal 1:** Grow membership by elevating relevance to existing and prospective members.

- Objective 1.1: Expand dues-paying membership.
- Objective 1.2: Reimagine new lawyer member recruitment journey.
- Objective 1.3: Focus on one target group annually (i.e., bar waivers, government attorneys).
- Objective 1.4: Dues-sharing exploration with county and affinity bars.
- Objective 1.5: Decisis adoption and member benefits promotion.

**Item 2. Membership.**

A. ED Armstrong reviewed the membership, new member, and resignation reports. She reported total member count is 2687, explaining the number is low because members were dropped in December for non-payment of FY22-23 dues. There were 91 new members since the December 6, 2022 meeting, of which 12 were new members (dues-paying), 75 were reinstatements (also dues-paying), and four new students (no dues). There were eight resignations and one death during this same period.

B. Considered the application of George F. Burns of Portland for Life Membership in the Association beginning January 1, 2023. ED Armstrong confirmed Attorney Burns certified his eligibility for Life Membership. A motion was made, duly seconded, and a majority voted in the affirmative to approve Life Membership for George F. Burns. Governors Cutliffe and Echeverria abstained.

C. ED Armstrong requested Governors review the member termination list, and asked them to reach out to anyone in their district that they may know to regain the member or ask why they decided to terminate. She can provide contact information if needed.

**Item 3. Membership Committee report: Chair Cutliffe.**

Chair Cutliffe reported that the Committee was not active over the holidays. They are in the process of creating a membership survey, and she will set a meeting to get the Committee back on track.

**Item 4. ad hoc Section Review Committee report: Chair Dunitz.**

Chair Dunitz reported that the Committee was not active over the holidays. They are in the process of interviewing Section chairs and need to consolidate the information to create a report for the Board. He will set a meeting to get the Committee back on track.

**Item 5. Bar Talk.**

A. Next Bar Talk will be held on March 1 with guests former AG Jim Tierney, former Chief Justice Dan Wathen, and Jerry Petruccelli from private practice. They will discuss the changes they’ve witnessed in the legal professional over their careers.

B. Send suggestions for topics and/or guests for future Bar Talks to ED Armstrong or President Stitham.

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Strategic Goal 2: Actively facilitate and lead efforts to advance the profession.

- Objective 2.1: Advance access to justice and promote rural practice.
  - Identify stakeholders and convene statewide access to justice working group.
  - Expand efforts to showcase and recruit for rural practice opportunities.
  - Conduct two forums or roundtables to raise awareness re: court funding inadequacies.

- Objective 2.2: Advance an aware, inclusive, and diverse legal community.
  - Publish and actively discuss Diversity Committee report findings.
  - Recruit two lawyers into Leadership Academy annually from historically underrepresented groups.
  - Advance pipeline initiatives and educational awareness.

- Objective 2.3: Advance the health and well-being of Maine’s legal community.
  - Identify stakeholders.
  - Convene working group.
  - Raise awareness.
  - Advance solutions.

Item 6. **Diversity Committee report: Interim Chair Bishop.**

Chair Bishop reported the Committee has not been active the last couple of months. He will set a meeting to determine next steps and projects.

Item 7. **Wellness Initiative Committee report: Chair Dunitz.**

Chair Dunitz reported that he is in the process of creating a Wellness Task Force with Maine legal entities. To-date, the following individuals will serve as representatives on the Task Force: Judge Levy from the federal courts, Justice Connors from the state courts, Aria Eee from the Board of Overseers, Kristin Murray-James from MAP, Asha Echeverria from MSBA, and Walt McKee from MTLA. Other entities who will be participating but have not yet named a representative: Board of Bar Examiners, Maine Prosecutors Association, UMaine Law School.

Item 8. **ad hoc Rural Practice Committee report: Chair McNally.**

Based on the MSBA’s 2022-2024 strategic plan, President Stitham will announce the formation of Rural Practice Task Force/Stakeholders Group during her opening remarks at the Winter Bar Conference (WBC). She plans to meet with the MSBA ad hoc Rural Practice Committee to discuss potential stakeholders and then send letters asking them to join the Task Force.

Item 9. **ad hoc Civil Practice Committee report: Interim Chair Echeverria.**

This item will be updated for future agendas to Civil Process Stakeholders Working Group, with Governors Bishop and Faunce as the liaisons.

Item 10. **Leadership Academy: Class of 2023.**

A. March 23: Ethics/H&D session at Board of Overseers in Augusta.
B. April 5: Legislative/Public Sector session at State House in Augusta.
C. May: Comment or No Comment? What to do when the media calls and how to make a statement without putting your foot in your mouth.
D. June 27: Graduation at SBC at the Harborside Hotel in Bar Harbor.

Item 11. **Relevant MSBA CLE programs.**
A. “Harassment, Discrimination, and Bullying as Viewed Through the Film, Master,” presented by Franklin Talcott on January 27, 2023 at 11:00 a.m. – 12:00 p.m. during the Winter Bar Conference at the Westin Harborview in Portland.

B. Diversity, Equity & Inclusion in Law Practice: January 31, 2023 at 1:00 – 2:00 p.m. (live audio webcast) with presenter Anthony Licata, Esq. This program will provide you with a practical guide to diversity, inclusion, and equity in law firms and in clients. The program will discuss the value of diversity and inclusion, including how it fosters collegiality, greater client value, and organizational and personal growth. The presenter will review real world case studies showing the types of diversity trainings that work, and those that do not work. The program covers best practices, not only for law firms but also for advising clients on developing diversity, inclusion, and equity training and practices.

C. Integrating Anti-Bias Practices: February 23, 2023 at 2:00 – 3:00 p.m. (live Zoom webinar) with Mindbridge faculty Laura Ligouri and Katie Beane. This seminar is a follow-up to “Moving Beyond Diversity: Understanding the Neurobiology of Implicit Bias.” The first seminar explored the foundations of implicit bias, learning about how our brain impacts the ways in which we engage with one another. In this follow-up, faculty will link the foundational neuropsychology of implicit bias to practice. Participants will explore methods of seeing and integrating an implicit bias-informed practice into the workplace, stopping for moments to discuss recruitment and hiring practices, retention and promotion, as well as the ways in which implicit bias comes to impact cases and the practice of law.

D. Learn Mindfulness to Curtail Bias and Make Ethical Decisions: February 28, 2023 (live webinar) with presenters Becky Howlett, Esq. and Cynthia Sharp, Esq. Presenters will unpack implicit bias—what it is, why it matters, and strategies to become aware of our unconscious biases and enhance mindful decision-making. Overall, this program will support your ability to recognize these biases and implement strategies to curtail their harmful effects in your life. The speakers will delve into why words DO matter and discuss commonly held harmful assumptions of diverse groups of people. You will also learn: how to use mindfulness tools to develop deeper awareness about implicit bias and learn to counter insensitive attitudes; specific steps that you can take IMMEDIATELY to reduce the ill effects of implicit bias in the legal setting; concepts that will help identify and address unconscious bias when dealing with colleagues, clients, and others; and, how enhanced cultural competency will help any attorney both serve justice and advocate more effectively.

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General Business of the Board of Governors.

Item 12. Consent Items 12A-12E: A single motion was made and voted in the affirmative to accept items 12A-12E. Governor Talbert abstained.

A. Approved minutes of the December 6, 2022 meeting.
B. Set date of next Board of Governors meeting for Tuesday, March 7, 2023 at 1:00 p.m. via Zoom.
C. Confirmed the President’s appointments of the following Standing and Special Committee chairpersons for 2023:
   Executive
   Stacy Stitham
   Executive Director Evaluation
   Frank Bishop
   Finance
   Jonathan M. Dunitz
   Past Presidents Club
   Kelly W. McDonald
D. Confirmed the President’s appointments of the following Standing and Special Committee members:
Bylaws & Policies
Rebecca Talbert

Executive
Cheryl Cutliffe
Susan Faunce

Finance
Susan Faunce
Rebecca Talbert

E. Adopted Key Bank Non-Corporate Depository Certificate to grant banking authority to Stacy O. Stitham, Cheryl J. Cutliffe, and Angela P. Armstrong. The adoption of this item automatically removed banking authority from Frank Bishop and James Haddow.

Item 13. Treasurer’s report.

A. Treasurer Cutliffe reviewed the accountants’ 2022 financial statement review report. A review by the accountants includes primarily applying analytical procedures to management’s financial data and making inquiries of management. A review is substantially less in scope than an audit. The MSBA rotates between an audit and a review every other year. Based on the accountants’ review for the fiscal year ended September 30, 2022, there are no material modifications that should be made to the financial statements. The Treasurer noted that our net assets for FY 2021-2022 were $1,519,110, resulting from a combination of our investment accounts and net operating profit.

B. Treasurer Cutliffe reviewed the September, October, and November 2022 financial statements, reporting that we have received approximately 55.5 percent of budgeted revenue and spent approximately 15.5 percent of budgeted expenses through November. This compares to 51.18 percent and 14.64 percent respectively at this same time last year. **A motion was made, duly seconded, and voted in the affirmative to accept the September, October, and November 2022 financial statements.**

C. The Membership Dues Collection report shows we collected $507,592.42 of $580,000.00 budgeted or 87.5 percent, as of November 30, 2022. This compares to a collection rate of 94.9 percent at the same time last year. For sustaining membership dues, we collected $4,731.66 of $7,000 budgeted, or 67.6 percent. This compares to a collection rate of 51 percent at the same time last year.

Item 14. Board of Governors reports.

A. President-Elect Dunitz reported that he will attend the ABA Bar Leadership Institute (BLI) in March with ED Armstrong.

B. Vice President Faunce: no report.

C. Immediate Past President Bishop: no report.

D. Other Governors: no reports.

Item 15. Executive Director’s report.

A. Attending the National Conference of Bar Presidents (NCBP) in New Orleans, LA with President Stitham on February 1-4.

B. Attending BLI in Chicago with President Elect Dunitz on March 15-18.

C. Taking vacation on March 20-27.

Item 16. President’s report.

A. Attending NCBP in February with ED Armstrong.

Item 17. Committee reports.

A. Bylaws & Policies: new chair needed. ED Armstrong will contact the Committee to discuss chair options.
B. Civics Education: Chair Willey: none.
C. Continuing Legal Education: Liaison Stitham reported that the CLE department is slightly ahead of its budgeted revenue at this time.
D. Executive Director Evaluation: Chair Bishop: none.
E. Investment Committee: Liaison Cutliffe reported that the ending market value of MSBA investments on December 31, 2022 was $1,239,438.05. The change in the market value for 2022 (January 1 through December 31) was -$68,253.46.
F. Finance: Chair Faunce: none.
G. Judicial Evaluation: Chair Cramer.
   1. Family Law Magistrates will receive their evaluation results by the beginning of February.
   2. Immediate Past President Bishop reported that he spoke with Judge Nale after the December meeting to let him know the MSBA would support his renomination. Judge Nale asked him to pass on his thanks for the opportunity to speak with the Board.
   3. 2023 judicial evaluations will be sent out on March 1. There will be 12 judges evaluated, seven of which are sixth-year evaluations and five are second-year evaluations.
H. Legislative: Chair Okun.
   1. Weekly Committee meetings began on January 17.
   2. MCILS will be a large focus of this legislative session.
   3. Governor Mills proposed budget includes increased funding for both MCILS and the Judicial Branch.
I. Maine Bar Journal Editorial Advisory: Liaison Burbank reported that the Committee is always looking for publication submissions and asked Governors to remind their colleagues. Governor Echeverria recommended that the Committee create a list of article topics that could be distributed.
J. Medical-Legal: Chair Faunce: none.
K. Nominating: Chair Stitham: none.

Item 18. Section reports.

A. BIPOC Lawyers Section: Governor Echeverria reported the Section will hold a meeting during the WBC on January 26 at 3:15 p.m.
B. New Lawyers Section: Governor Johnston reported that the Section held its first meeting of 2023 the previous week. The new chair is Allison Kuhn.
C. Women’s Law Section: Governor Neumann reported that the Section will hold a meeting during the WBC on January 26 at 4:00 p.m. The Section plans to revisit the compensation survey idea, and will make a recommendation/request to the Board later this year.
D. Governor section liaison reports: none.


A. Correction to October 25, 2022 meeting minutes: Item 7.B. is missing from the October 25 minutes. The minutes should read as follows:

**Item 7.B.** Considered the applications of the following members for Life Membership in the Association beginning January 1, 2023 as recommended by ED Armstrong.
   - William P. Dubord – Waterville
   - Joseph M. Kozak – Augusta
   - Lendall L. Smith – Falmouth
   - Joseph L. Steinberger – Rockland

A motion was made, duly seconded, and voted in the affirmative to approve Life Membership for the aforementioned individuals.

A motion was made, duly seconded, and a majority voted in the affirmative to approve the correction to the October 25, 2022 meeting minutes. Governor Talbert abstained.
Item 20.  **New business.**

There was no new business to come before the Board.

Adjourned at 4:51 p.m.

Respectfully submitted,

Angela P. Armstrong  
Executive Director