



LEGAL SERVICES CORPORATION

Sunshine Act Meeting

DATE AND TIME: The Legal Services Corporation's Board of Directors and its six committees will meet January 26 – 28, 2017. On Thursday, January 26, the first meeting will commence at 1:15 p.m., Eastern Standard Time (EST), with the meeting thereafter commencing promptly upon adjournment of the immediately preceding meeting. On Friday, January 27, the first meeting will commence at 2:00 p.m., EST, with the next meeting commencing promptly upon adjournment of the immediately preceding meeting. On Saturday, January 28, the first meeting will commence at 9:30 a.m., EST and will be followed by the closed session meeting of the Board of Directors that will commence promptly upon adjournment of the prior meeting.

LOCATION: The Hyatt Regency Atlanta, 265 Peachtree Street, NE, Atlanta, Georgia 30303.

PUBLIC OBSERVATION: Unless otherwise noted herein, the Board and all committee meetings will be open to public observation. Members of the public who are unable to attend in person but wish to listen to the public proceedings may do so by following the telephone call-in directions provided below.

CALL-IN DIRECTIONS FOR OPEN SESSIONS:

- Call toll-free number: 1-866-451-4981;
- When prompted, enter the following numeric pass code: 5907707348
- Once connected to the call, your telephone line will be *automatically* “MUTED”.

- To participate in the meeting during public comment **press #6** to “UNMUTE” your telephone line, once you have concluded your comments please **press *6** to “MUTE” your line.

Members of the public are asked to keep their telephones muted to eliminate background noises. To avoid disrupting the meeting, please refrain from placing the call on hold if doing so will trigger recorded music or other sound. From time to time, the presiding Chair may solicit comments from the public.

MEETING SCHEDULE

Thursday, January 26, 2017	Time*
1. Operations & Regulations Committee	1:15 p.m.
2. Governance and Performance Review Committee	
 Friday, January 27, 2017	
1. Delivery of Legal Services Committee	2:00 p.m.
2. Institutional Advancement Committee	
3. Communications Subcommittee of the Institutional Advancement Committee	
4. Combined Audit and Finance Committee	
5. Finance Committee	
6. Audit Committee	
 Saturday, January 28, 2017	
1. Board of Directors	9:30 a.m.

* Please note that all times in this notice are in *Eastern Standard Time*.

STATUS OF MEETING: Open, except as noted below.

Board of Directors - Open, except that, upon a vote of the Board of Directors, a portion of the meeting may be closed to the public to hear briefings by management and LSC's Inspector General, and to consider and act on the General Counsel's report on potential and pending litigation involving LSC, and on a list of prospective funders.**

Institutional Advancement Committee – Open, except that, upon a vote of the Board of Directors, the meeting may be closed to the public to consider and act on recommendation of new prospective donors and to receive a briefing on the donor report.**

Audit Committee – Open, except that the meeting may be closed to the public to hear a briefing on the Office of Compliance and Enforcement's active enforcement matters.**

Combined Audit and Finance Committee – Open, except that the meeting may be closed to the public to hear a briefing from the Corporation's Auditor.**

A verbatim written transcript will be made of the closed session of the Board, Institutional Advancement Committee, Audit Committee, and Combined Audit and Finance Committee meetings. The transcript of any portions of the closed sessions falling within the relevant provisions of the Government in the Sunshine Act, 5 U.S.C. 552b(c)(6) and (10), will not be available for public inspection. A copy of the General

** Any portion of the closed session consisting solely of briefings does not fall within the Sunshine Act's definition of the term "meeting" and, therefore, the requirements of the Sunshine Act do not apply to such portion of the closed session. 5 U.S.C. 552b (a) (2) and (b). *See also* 45 C.F.R. § 1622.2 & 1622.3.

Counsel's Certification that, in his opinion, the closing is authorized by law will be available upon request.

MATTERS TO BE CONSIDERED:

January 26, 2017

OPERATIONS & REGULATIONS COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session meeting of October 16, 2016
3. Approval of minutes of the Committee's telephonic Open Session meeting of November 22, 2016
4. Consider and act on **Resolution #2017-XXX**, Revisions to the Operations and Regulations Committee Charter
5. Discussion of Committee's evaluations for 2016 and goals for 2017
6. Discussion of Management's report on implementation of the Strategic Plan 2012 – 2016 as provided by Section VI (3) of the Committee Charter
 - Jim Sandman, President
7. Consider and act on Final Rule for 45 CFR Parts 1610 – Use of Non-LSC Funds, Transfers of LSC Funds, Program Integrity; 1627 – Subgrants and Membership Fees or Dues, and 1630 – Cost Standards and Procedures
 - Ron Flagg, General Counsel and Vice President for Legal Affairs

- Stefanie Davis, Assistant General Counsel
 - Mark Freedman, Senior Associate General Counsel
8. Consider and act on Proposed Rule for 45 CFR Part 1609 – Fee Generating Cases
 - Ron Flagg, General Counsel and Vice President for Legal Affairs
 - Stefanie Davis, Assistant General Counsel
 9. Other public comment
 10. Consider and act on other business
 11. Consider and act on adjournment of meeting

January 26, 2017

GOVERNANCE AND PERFORMANCE REVIEW COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee’s Open Session meeting on October 17, 2016
3. Consider and act on ***Resolution #2017-XXX***, Revisions to the Governance and Performance Review Committee Charter
4. Discussion of Board and Committee evaluations Review Committee Charter
 - a. Staff Report on 2016 Board and Committee Evaluations
 - b. Discussion of Governance and Performance Committee evaluations for 2016 and the Committee’s goals for 2017
 - Carol Bergman, Director of Government Relations & Public Affairs

5. Discussion of President's evaluation 2016
6. Discussion of the Inspector General's FY 2016 activities
7. Update on transition planning
 - Report on White House transition
Carol Bergman, Vice President for Government Relations & Public Affairs
 - Report on Board transition
Ron Flagg, General Counsel and Vice President for Legal Affairs
8. Report on foundation grants and LSC's research agenda
 - Jim Sandman, President
9. Consider and act on other business
10. Public comment
11. Consider and act on adjournment of meeting

January 27, 2017

DELIVERY OF LEGAL SERVICES COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session meeting on October 17, 2016
3. Discussion of Committee's evaluations for 2016 and the Committee's goals for 2017

4. Panel presentation and Committee discussion on follow-up of outcomes achieved in limited services
 - Steve Gottlieb, Executive Director, Atlanta Legal Aid Society
 - Kristin Verrill, Director of Grants and Innovation, Atlanta Legal Aid Society
 - Vicky Kimbrell, Family Violence Project Director, Georgia Legal Services Program
 - Janet LaBella, Director, Office of Program Performance
(Moderator)
5. Public comment
6. Consider and act on other business
7. Consider and act on motion to adjourn the meeting

January 27, 2017

INSTITUTIONAL ADVANCEMENT COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session meeting of October 16, 2016
3. Approval of minutes of the Committee's Open Session telephonic meeting of November 2, 2016

4. Consider and act on *Resolution #2017-XXX*, Revision to the Institutional Advancement Committee Charter
5. Discussion of Committee's evaluations for 2016 and the Committee's goals of 2017
6. Update on Leaders Council
 - John G. Levi, Chairman of the Board
7. Development report
 - Jim Sandman, President
8. Public Comment
9. Consider and act on other business
10. Consider and act on motion to adjourn the open session meeting and proceed to a closed session

Closed Session

11. Approval of minutes of the Committee's Closed Session meeting of October 16, 2016
12. Development activities report
13. Consider and act on motion to approve Leaders Council invitees
14. Consider and act on other business
15. Consider and act on motion to adjourn the meeting

**COMMUNICATIONS SUBCOMMITTEE OF
THE INSTITUTIONAL ADVANCEMENT COMMITTEE**

Open Session

1. Approval of agenda
2. Approval of minutes of the Subcommittee's Open Session meeting of October 16, 2016
3. Consider and act on *Resolution #2017-XXX*, Adoption of the Communications Subcommittee Charter
4. Discussion of Subcommittee's evaluations for 2016 and the Subcommittee's goals for 2017
5. Communications analytics update
 - Carl Rauscher, Director of Communications and Media Relations
6. Public comment
7. Consider and act on other business
8. Consider and act on motion to adjourn the meeting

January 27, 2017

COMBINED AUDIT & FINANCE COMMITTEE

Open Session

1. Approval of agenda

2. Presentation of the Fiscal Year (FY) 2016 Annual Financial Audit
 - John Seeba, Assistant Inspector General for Audits
 - Eric Strauss, and David Karakashian, WithumSmith+Brown
3. Consider and act on acceptance of Annual Financial Audit Management Letter for FY 2016, ***Resolution 2017-XXX***
4. Presentation of Financial Report for FY 2016
5. Review of LSC's Form 990 for FY 2016
6. Public comment
7. Consider and act on other business
8. Consider and act on motion to adjourn the open session meeting and proceed to a closed session

Closed Session

9. Communication by Corporate Auditor with those charged with governance under
Statement on Auditing Standard 114
 - Jeffrey Schanz, Inspector General
 - John Seeba, Assistant Inspector General for Audits
 - Eric Strauss, and David Karakashian, WithumSmith+Brown
10. Consider and act on motion to adjourn the meeting

January 27, 2017

FINANCE COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session meeting on October 16, 2016
3. Consider and act on **Resolution #2017-XXX**, Revision to the Finance Committee Charter
4. Discussion of Committee's evaluations for 2016 and the Committee's goals of 2017
5. Presentation of LSC's Financial Report for the first two months of FY 2017
 - David Richardson, Treasurer/Comptroller
6. Discussion of LSC's FY 2017 appropriations
 - Carol Bergman, Vice President for Government Relations & Public Affairs
7. Consider and act on **Resolution #2017-XXX**, LSC's Revised Operating Budget for FY 2017
 - David Richardson, Treasurer/Comptroller
8. Discussion of LSC's FY 2018 appropriations request

- Carol Bergman, Director of Government Relations & Public Affairs
9. Report on the Selection of Accounts and Depositories for LSC Funds
 - David Richardson, Treasurer/Comptroller
 10. Public comment
 11. Consider and act on other business
 12. Consider and act on adjournment of meeting

January 27, 2017

AUDIT COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session meeting on October 16, 2016
3. Discussion of Committee's evaluations for 2016 and the Committee's Goals for 2017
4. Briefing of Office of Inspector General
 - Jeffrey Schanz, Inspector General
 - John Seeba, Assistant Inspector General for Audits
5. Management update regarding risk management
 - Ron Flagg, General Counsel and Vice President for Legal Affairs

6. Briefing about follow-up by the Office of Compliance and Enforcement on referrals by the Office of Inspector General regarding audit reports and annual Independent Public audits of grantees
 - Lora Rath, Director of Compliance and Enforcement
 - John Seeba, Assistant IG for Audits
7. Public comment
8. Consider and act on other business
9. Consider and act on motion to adjourn the open session meeting and proceed to a closed session

Closed Session

10. Approval of minutes of the Committee's Closed Session meeting of October 16, 2016
11. Briefing by the Office of Compliance and Enforcement on active enforcement matter(s) and follow-up to open investigation referrals from the Office of Inspector General
 - Lora Rath, Director of Compliance and Enforcement
12. Consider and act on adjournment of meeting

January 28, 2017

BOARD OF DIRECTORS

Open Session

1. Pledge of Allegiance

2. Approval of agenda
3. Approval of minutes of the Board's Open Session meeting of October 18, 2016
4. Approval of minutes of the Board's Open Session telephonic meeting of November 22, 2016
5. Consider and act on nomination for the Chairman of the Board Directors
6. Consider and act on nominations for the Vice Chairman of the Board of Directors
7. Chairman's Report
8. Members' Report
9. President's Report
10. Inspector General's Report
11. Consider and act on the report of the Finance Committee
12. Consider and act on the report of the Audit Committee
13. Consider and act on the Combined Audit and Finance Committee
14. Consider and act on the report of the Operations and Regulations Committee
15. Consider and act on the report of the Governance and Performance Review Committee
16. Consider and act on the report of the Institutional Advancement Committee
17. Consider and act on the report of the Delivery of Legal Services Committee
18. Consider and act on **Resolution #2017-XXX**, In Memoriam Bertrand Thomas
19. Public comment
20. Consider and act on other business
21. Consider and act on whether to authorize an executive session of the Board to

address items listed below, under Closed Session

Closed Session

22. Approval of minutes of the Board's Closed Session meeting of October 18, 2016
23. Briefing by Management
24. Briefing by Inspector General
25. Consider and act on General Counsel's report on potential and pending litigation
Involving LSC
26. Consider and act on list of prospective Leaders Council members
27. Consider and act on motion to adjourn meeting

CONTACT PERSON FOR INFORMATION: Katherine Ward, Executive Assistant to the Vice President & General Counsel, at (202) 295-1500. Questions may be sent by electronic mail to FR_NOTICE_QUESTIONS@lsc.gov.

NON-CONFIDENTIAL MEETING MATERIALS: Non-confidential meeting materials will be made available in electronic format at least 24 hours in advance of the meeting on the LSC website, at <http://www.lsc.gov/board-directors/meetings/board-meeting-notices/non-confidential-materials-be-considered-open-session>.

ACCESSIBILITY: LSC complies with the American's with Disabilities Act and Section 504 of the 1973 Rehabilitation Act. Upon request, meeting notices and materials will be made available in alternative formats to accommodate individuals with disabilities. Individuals who need other accommodations due to disability in order to attend the meeting in person or telephonically should contact Katherine Ward, at (202) 295-1500 or FR_NOTICE_QUESTIONS@lsc.gov, at least 2 business days in advance of

the meeting. If a request is made without advance notice, LSC will make every effort to accommodate the request but cannot guarantee that all requests can be fulfilled.

Dated: January 19, 2017

Katherine Ward

Executive Assistant to the Vice President for Legal Affairs, General Counsel &
Corporate Secretary

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