



BOARD OF DIRECTORS

Legal Services Corporation
America's Partner For Equal Justice

RESOLUTION

ADOPTING REVISIONS TO LSC'S EMPLOYEE HANDBOOK

WHEREAS, on April 28, 2007, the Board of Directors ("Board") of the Legal Services Corporation ("LSC" or "Corporation") adopted the Employee Handbook which details personnel policies and practices of LSC;

WHEREAS, Section 1 of the Employee Handbook, entitled "Applicability of Handbook," provides

The Handbook may be altered and amended as indicated below with the exception of the at-will status of employees which can be changed only by approval of the Board of Directors.

Major provisions of this Handbook relating to personnel actions or policies may be suspended, modified, amended, waived or departed from only with the approval of the Board of Directors except as enumerated below;

WHEREAS, Management believes that the requirement of Board approval for modification of major provisions of the Employee Handbook relating to personnel actions or policies should be eliminated for the following reasons: (1) the policies and practices contained in the Handbook are more appropriately determined by Management rather than the Board; (2) requiring Board approval for such modifications makes change unnecessarily cumbersome; and (3) the reference to "major" provisions is vague;

WHEREAS, Management recommends replacing the paragraphs above addressing modifications to the Employee Handbook with the following provision:

Provisions of this Handbook may be suspended, modified, amended, waived or departed from only with the approval of the President and the Inspector General, and, as appropriate, bargaining with the IFPTE Local 135. If the President and Inspector General are unable to agree on a modification,

(1) the modification may be limited in its application to
(a) employees of LSC, not including employees of the OIG, or
(b) employees of the OIG,

or

(2) either the President or Inspector General may refer the issue to the Board of Directors for decision;

WHEREAS, Section 2.5 of the Employee Handbook, entitled “Audit Committee Review of Complaints or Concerns Regarding Accounting, Internal Controls, and Auditing Issues,” provides employees who have complaints or concerns regarding accounting, internal controls, and auditing issues an avenue for providing information or complaints to the Board’s Audit Committee, as an alternative to providing such information to the Office of Inspector General;

WHEREAS, on October 1, 2012, the Board amended the Audit Committee charter to, among other things, eliminate the Committee’s responsibility for reviewing complaints or concerns regarding accounting, internal controls and auditing issues from employees, as outlined in Section 2.5 of the Employee Handbook; and

WHEREAS, Management recommends that Section 2.5 be eliminated from the Handbook to conform to the amended Audit Committee charter;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board hereby revises the Employee Handbook by eliminating the requirement of Board approval for modification of major provisions of the Employee Handbook relating to personnel actions or policies and directs Management to replace the existing paragraphs addressing modifications to the Employee Handbook in Section 1 with Management’s proposed language, as provided above; and

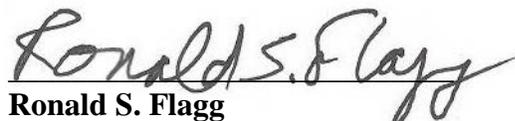
BE IT FURTHER RESOLVED THAT, the Board hereby revises the Employee Handbook by eliminating Section 2.5 of the Employee Handbook to conform to the amended Audit Committee charter.

Adopted by the Board of Directors
On January 25, 2013



John G. Levi
Chairman

Attest:



Ronald S. Flagg
*Vice President for Legal Affairs,
General Counsel & Corporate Secretary*