

LEGAL SERVICES CORPORATION**Sunshine Act Meeting****NOTICE**

DATE AND TIME: The Legal Services Corporation's Board of Directors and its six committees will meet January 22 – 24, 2015. On Thursday, January 22, the first meeting will commence at 1:00 p.m., Eastern Standard Time (EST), with the meeting thereafter commencing promptly upon adjournment of the immediately preceding meeting. On Friday, January 23, the first meeting will commence at 8:30 a.m., EST, with the next meeting commencing at 11:00 a.m., EST, and the meeting thereafter commencing promptly upon adjournment of the immediately preceding meeting. On Saturday, January 24, the first meeting will commence at 9:30 a.m., EST, and it will be followed by the closed session meeting of the Board of Directors which will commence promptly upon adjournment of the first meeting.

LOCATION: Colonnade Ballroom B, Westin Colonnade, 160 Aragon Avenue,
Coral Gables, Florida 33134.

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

- When connected to the call, please immediately “**MUTE**” your telephone.

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 22, 2015	Time*
1. Governance & Performance Review Committee	1:00 p.m.
2. Audit Committee	
3. Communications Subcommittee of Institutional Advancement Committee	
4. Institutional Advancement Committee	
5. Operations & Regulations Committee	
Friday, January 23, 2015	
1. Finance Committee	8:30 a.m.
2. Delivery of Legal Services Committee	11:00 a.m.
Saturday, January 24, 2015	
1. Board of Directors	9:30 a.m.

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

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

potential and pending litigation involving LSC, on a list of prospective funders and prospective members of Leaders' Council.**

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 funders and on prospective members of Leaders Council to the Board of Directors.**

Audit Committee – Open, except that the meeting may be closed to the public to hear briefings on the following matters: the Office of Compliance and Enforcement's active enforcement matter(s) and follow-up to the Office of the Inspector General's open investigations; governance under Statement on Auditing Standard 114.**

A verbatim written transcript will be made of the closed session of the Board, Institutional Advancement Committee and Audit 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 Counsel's Certification that, in his opinion, the closing is authorized by law will be available upon request.

** 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.

MATTERS TO BE CONSIDERED:

January 22, 2015

GOVERNANCE AND PERFORMANCE REVIEW COMMITTEE

1. Approval of agenda
2. Approval of minutes of the Committee's meeting of October 6, 2014
3. Approval of minutes of the Committee's telephonic meeting of November 17, 2014
4. Discussion of Board evaluations Staff Report on 2014 Board and Committee Evaluations; and Discussion of Governance and Performance Committee evaluations and the Committee's goals for 2015
 - Carol Bergman, Director of Government Relations & Public Affairs
5. Discussion of President's evaluation for 2014
6. Discussion of the Inspector General's evaluation for 2014
7. Consider and act on revised Code of Ethics and Conduct, ***Resolution 2015-XXX***
 - Ron Flagg, Vice President & General Counsel
8. Briefing on Management Transition Resources
 - Ron Flagg, Vice President & General Counsel
 - Jim Sandman, President
9. Report on Public Welfare Foundation grant, Margaret A. Cargill Foundation
 - Jim Sandman, President
10. Consider and act on other business

11. Public comment
12. Consider and act on motion to adjourn meeting

AUDIT COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's October 6, 2014 meeting
3. Discussion of Committee's evaluations for 2014 and the Committee's goals for 2015
4. Presentation of the Fiscal Year (FY) 2014 Annual Financial Audit
 - John Seeba, Assistant IG for Audits
 - Nancy Davis, WithumSmith+Brown
5. Review of LSC's Form 990 for FY 2014
6. Briefing by Office of Inspector General
 - Jeffrey Schanz, Inspector General
7. Management update regarding risk management
 - Ron Flagg, General Counsel
8. Briefing about referrals by the Office of Inspector General to the Office of Compliance and Enforcement's including matters from the annual Independent Public Accountants audits of grantees
 - Jeffery Schanz, Inspector General

- John Seeba, Assistant IG for Audits
 - Lora Rath, Director of compliance and Enforcement
9. Consider and act on 403(b) Thrift Plan Amendment, Resolution 2015-XXX
 - Mark Freedman, Senior Assistant General Counsel
 - Sophia Mason, Benefits Manager
 10. Public comment
 11. Consider and act on other business

Closed Session

12. 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
 - Nancy Davis, WithumSmith+Brown
13. Approval of minutes of the Committee's Closed Session meeting on July 21, 2014
14. Briefing by Office of Compliance and Enforcement on active enforcement matters and follow-up on open investigation referrals from the Office of Inspector General
 - Lora Rath, Director of Compliance and Enforcement
15. Consider and act on adjournment of meeting

INSTITUTIONAL ADVANCEMENT COMMITTEE
COMMUNICATIONS SUBCOMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Subcommittee's Open Session telephonic meeting of September 19, 2014
3. Discussion of communication efforts
4. Discussion of the subcommittee's charter
5. Public comment
6. Consider and act on other business
7. Consider and act on adjournment of meeting

INSTITUTIONAL ADVANCEMENT COMMITTEE

Open Session

1. Approval of agenda
2. Approval of minutes of the Committee's Open Session telephonic meeting of October 1, 2014
3. Approval of minutes of the Committee's Open Session meeting of October 6, 2014
4. Approval of minutes of the Committee's Open Session telephonic meeting of December 2, 2014
5. Committee discussion of 2014 committee evaluation and 2015 goals

6. Consider and act on LSC Leaders Council, *Resolution 2015-XXX*
 - Wendy Rhein, Chief Development Officer
7. Communications Subcommittee report
 - Julie Reiskin, Chair, Communications Subcommittee
 - Carl Rauscher, Director of Communications and Media Relations
8. Public comment
9. Consider and act on adjournment of meeting

Closed Session

1. Approval of minutes of the Committee's Closed Session meeting of
October 6, 2014
2. Approval of minutes of the Committee's Closed Session telephonic meeting of
December 2, 2014
3. Current donor report
4. Consider and act on prospective funders
5. Consider and act on prospective members of Leaders Council
6. Consider and act on adjournment of meeting

OPERATIONS & REGULATIONS COMMITTEE

1. Approval of agenda
2. Approval of minutes of the Committee's meeting on October 5, 2014

3. Discussion of Committee's evaluation for 2014 and the Committee's goals for 2015
4. Consider and act on review of Management's report on implementation of the Strategic Plan 2012-2016, as provided by section VI (3) of the Committee Charter
 - Jim Sandman, LSC President
5. Update on Rulemaking Agenda; 45 CFR Part 1628 – Fund Balances; 45 CFR Part 1603 – State Advisory Councils
 - Ron Flagg, General Counsel
 - Stefanie Davis, Assistant General Counsel
 - Mark Freedman, Senior Assistant General Counsel
6. Consider and act on Notice of Proposed Rulemaking for 45 CFR Part 1640 – Applications of Federal Law to LSC Recipients
 - Ron Flagg, General Counsel
 - Stefanie Davis, Assistant General Counsel
 - Laurie Tarantowicz, Assistant Inspector General and Legal Counsel
 - Public Comment
7. Consider and act on updating population data for grants to serve migratory and other agricultural workers
 - Ron Flagg, General Counsel
 - Bristow Hardin, Program Analyst
8. Other public comment

9. Consider and act on other business
10. Consider and act on adjournment of meeting

January 23, 2015

FINANCE COMMITTEE

1. Approval of agenda
2. Approval of minutes of the Committee's meeting on October 6, 2014
3. Discussion of Committee's evaluations for 2014 and the Committee's goals for 2015
4. Presentation of the LSC's Financial Report for FY 2014
5. Presentation of the LSC's Financial Report for the first two months of FY 2015
6. Consider and act on LSC's Consolidated Operating Budget or Revised Operating Budget for FY 2015, **Resolution 2015-0XX**
 - David Richardson, Treasurer/Comptroller
7. Discussion of LSC's FY 2016 appropriations request
 - Carol Bergman, Director of Government Relations & Public Affairs
8. Report on the Selection of Accounts and Depositories for LSC Funds
 - David Richardson, Treasurer/Comptroller
9. Public comment
10. Consider and act on other business

11. Consider and act on adjournment of meeting

DELIVERY OF LEGAL SERVICES COMMITTEE

1. Approval of Agenda
2. Approval of minutes of the Committee's meeting on October 6, 2014
3. Discussion of Committee's evaluations for 2014 and the Committee's goals for 2015
4. Review and discussion of presentations to the Committee in 2013 and 2014, and of proposed topics for 2015
5. Panel presentation and Committee discussion of LSC's Performance Criteria, Performance Area Four, Criterion 2. - Leadership
 - **Jim Cook**, Executive Director, Idaho Legal Services, Inc.
 - **Christine Larson**, Executive Director, Three Rivers Legal Services
 - **Allison Thompson**, former Executive Director, Three Rivers Legal Services
 - **Nikole Nelson**, Executive Director, Alaska Legal Services
 - **Anthony Young**, Executive Director, Southern Arizona Legal Aid, Inc.
 - **Rick Moyers**, Vice President for Programs and Communications, The Meyer Foundation (*Moderator*)
6. Public comment

7. Consider and act on other business
8. Consider and act on motion to adjourn the meeting

January 24, 2015

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 7, 2014
4. Approval of minutes of the Board's Open Session telephonic meeting of
November 17, 2014
5. Consider and act on nominations for the Chairman of the Board of Directors
6. Consider and act on nominations for the Vice Chairman of the Board of Directors
7. Chairman's Report
8. Members' Reports
9. President's Report
10. Inspector General's Report
11. Consider and act on resolution recognizing Sharon L. Browne on the Legal
Services Corporation Board of Directors
12. Consider and act on the report of the Finance Committee

13. Consider and act on the report of the Audit 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. Report on implementation of recommendations of the Pro Bono Task Force Report and the Pro Bono Innovation Fund
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

20. Approval of minutes of the Board's Closed Session of October 7, 2014
21. Management Briefing
22. Inspector General Briefing
23. Consider and act on General Counsel's report on potential and pending litigation involving LSC
24. Consider and act on list of prospective funders
25. Consider and act on prospective members of Leaders' Council
26. 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-notice/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.

Katherine Ward



Executive Assistant to the Vice President for Legal Affairs,

General Counsel & Corporate Secretary

January 15, 2015