

**LEGAL SERVICES CORPORATION**

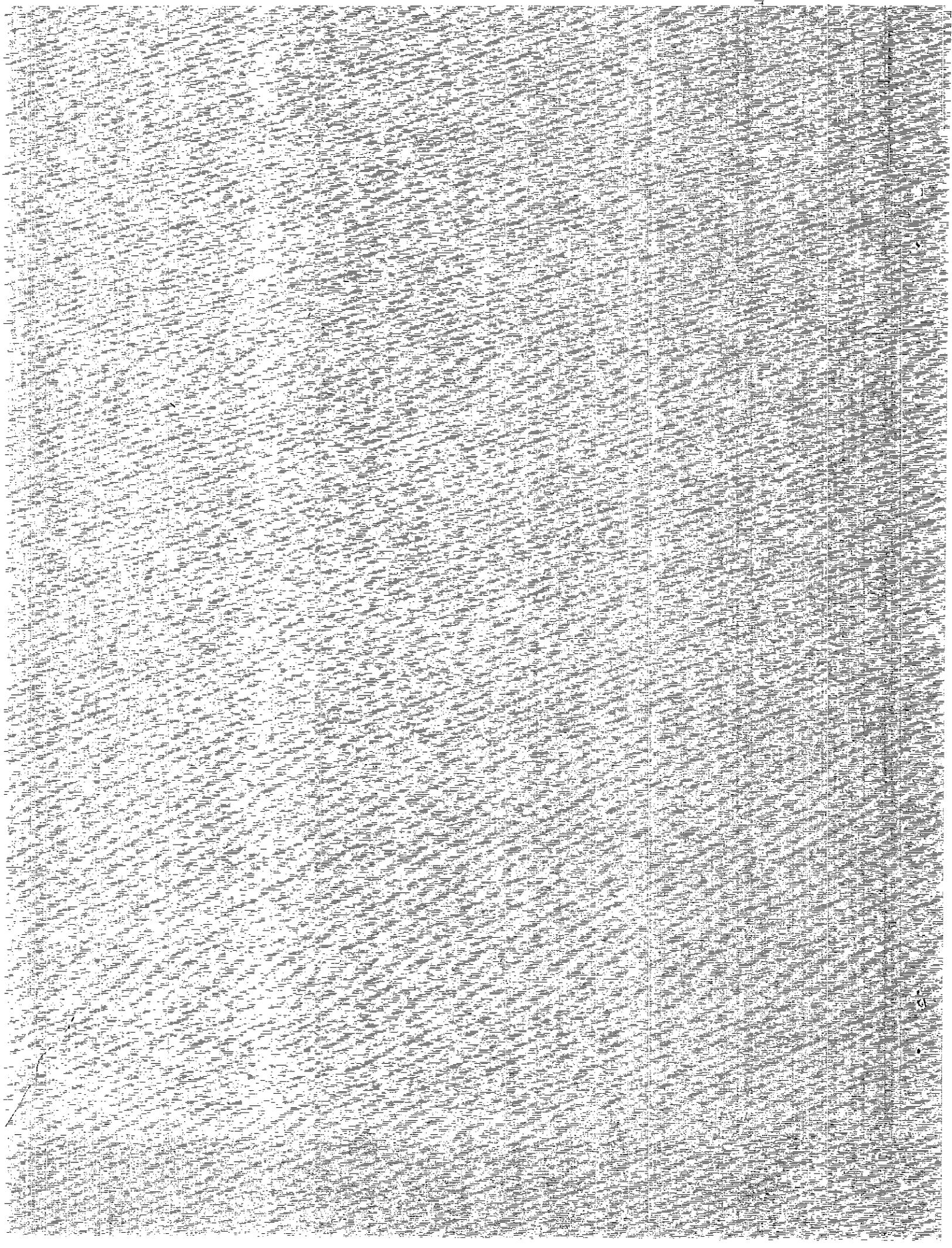
**BOARD OF DIRECTORS MEETING  
OPEN SESSION**

**Monday, December 6, 1993**

**3:24 p.m.**

**The Legal Services Corporation  
750 First Street, N.E.  
THE BOARD ROOM, 11th Floor  
Washington, D.C. 20002**

**Diversified Reporting Services, Inc.  
918 16TH STREET, N.W. SUITE 803  
WASHINGTON, D.C. 20006  
(202) 296-2929**



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**Board Members Present:**

Douglas S. Eakeley, Chairman  
Hulett H. Askew  
LaVeeda M. Battle  
E. William McCalpin  
Nancy H. Rogers  
Thomas F. Smegal, Jr.  
Ernestine P. Watlington  
Edna Fairbanks-Williams

**Staff Present:**

John P. O'Hara, President  
Emilia DiSanto, Vice President  
Patricia D. Batie, Secretary  
David Richardson, Treasurer and Comptroller  
Victor Fortuno, General Counsel  
Edouard Quatrevaux, Inspector General  
Ellen Smead, Director, Office of Program Services

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## P R O C E E D I N G S

(3:24 p.m.)

CHAIRMAN EAKELEY: All right. Again, my apologies for the delay and, also, for the haste with which I am going to do that which should not be hastened unduly, but we've got just about everybody that was not already on a plane soon to be on a plane.

We're back in open session. Let me report on the actions or decisions that were taken in closed session.

After considerable discussion in closed session, the board decided that it wished to proceed to engage in a presidential search, the reason being that, as a new board, it wished to have a new president, or wished to consider having a new president.

At the same time, it was equally strong a consensus of the board that the current president has done a wonderful job and that it was a real concern of all of us that our decision to go ahead to, in effect, seek new management not be construed as anything negative with respect to Mr. O'Hara.

Quite to the contrary, it was the unanimous consensus expressed at the closed session in Mr. O'Hara's presence, as we discussed this with him, that we and the

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1 Corporation owe him a wonderful debt of thanks for the  
2 service he has already contributed and for the services that  
3 he has very graciously agreed to continue to contribute.

4 While we engage in the search process, we have  
5 asked Mr. O'Hara to stay on as president until the beginning  
6 of the year, and then Mr. O'Hara has agreed to step aside, as  
7 it were, for an interim president to come in, but we have  
8 asked Mr. O'Hara to serve, and he has agreed to servé, as a  
9 consultant for an additional four months, during which time  
10 we expect that the search process will be conducted and  
11 completed.

12 Mr. O'Hara has very graciously agreed to be at the  
13 service of the board and the Corporation and to continue in  
14 that capacity.

15 We have also agreed to offer, and he has agreed to  
16 accept the offer of interim president, Mr. Alexander D.  
17 Forger, Jr. Mr. Forger was the former managing partner of  
18 the New York City law firm of Milbank, Tweed, Hadley & McCoy,  
19 the long-standing chair of the Legal Aid Society, the past  
20 president of the New York State Bar Association, and a friend  
21 and mentor to a number of us.

22 Mr. Forger has, in effect, agreed to come down to

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1 Washington and serve the Corporation and the board and work  
2 closely with Mr. O'Hara beginning in the new year, on terms  
3 that have yet to be worked out, but, basically, he said  
4 whatever seems fair and reasonable to the board.

5 As a consequence of the foregoing, we need to  
6 constitute a Search Committee, and I would ask the board at  
7 this time to authorize the creation of a Search Committee  
8 charged with responsibility for developing a search process  
9 and reporting back to the board on that process.

10 M O T I O N

11 MR. SMEGAL: So moved.

12 CHAIRMAN EAKELEY: Is there a second?

13 MS. FAIRBANKS-WILLIAMS: Second.

14 CHAIRMAN EAKELEY: All those in favor?

15 (Chorus of ayes.)

16 CHAIRMAN EAKELEY: Any opposed?

17 (No response.)

18 CHAIRMAN EAKELEY: I would also like to ask the  
19 board to authorize me to select the membership on the Search  
20 Committee, again in the interests of time, again for which I  
21 apologize.

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## M O T I O N

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MS. FAIRBANKS-WILLIAMS: So moved.

MR. SMEGAL: Second.

CHAIRMAN EAKELEY: Any discussion?

(No response.)

CHAIRMAN EAKELEY: All in favor?

(Chorus of ayes.)

CHAIRMAN EAKELEY: Any opposed?

(No response.)

CHAIRMAN EAKELEY: Now, I would like Mr. McCalpin to chair that committee, and I would ask Ms. Mercado and Ms. Watlington to constitute the other two members of the committee, with the understanding that all board members not only feel free to participate, but will be solicited for input throughout the process.

I would also ask that the Search Committee meet between now and the next board meeting that we are about to set, so that they can take input from the field and other interested parties in formulating such factors as the job description, qualifications for the President, and the process to be conducted in the search process.

Is that agreeable to you, Mr. McCalpin?

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1 MR. McCALPIN: Yes, Mr. Chairman. Let me say that  
2 the Search Committee, in informal consultation, has agreed to  
3 meet in this office on Saturday, December 18, for the purpose  
4 of receiving public input on the three criteria issues which  
5 you have mentioned, the description of the job of president,  
6 qualifications to be sought in the search process, and third,  
7 the composition and operation unfolding of the search process  
8 itself.

9 We will sit here and solicit public input on those  
10 three issues, beginning at 10:00 on Saturday, December the  
11 18th, in this office.

12 CHAIRMAN EAKELEY: All right. Let me just pause  
13 here for a moment. This was not a decision that was taken  
14 breathlessly or in haste, notwithstanding my current  
15 breathlessness. The young man to my left and I discussed the  
16 discussion at the executive session before that jelled into a  
17 final decision.

18 I solicited his input and received, in exchange,  
19 just what I expected of him -- grace under pressure,  
20 cooperation, and a wonderful, good-faith willingness to  
21 continue with service that has brought us to a point in time  
22 where we can look forward to going forward together.

1 I know that the last four weeks have not been  
2 especially easy for anybody on these premises, in part  
3 because of the seemingly inexorable demand for information,  
4 in part because of a concern, hopefully unfounded, but  
5 nevertheless understandable, that -- well, actually, until we  
6 sat around the table, nobody knew where the rest of us was  
7 coming from, much less intending to go to.

8 We intend to go forward together as a board, but  
9 more importantly, as a community, and seek to move this  
10 Corporation in the direction of equal justice under law.  
11 Having declared that to be our intention is not meant to be a  
12 discredit or criticism of anything or anybody, anything that  
13 has gone before us or anybody here or elsewhere. It's an  
14 affirmation of a role and a mission and a direction.

15 We're in a transition, and it's going to be  
16 unsettling, and I'm sorry for that, but on the other hand,  
17 it's one of those necessary things that one has to confront,  
18 and we intend to do so in a way that is as gracious and  
19 reasonable as President O'Hara has been gracious and  
20 reasonable.

21 I want to just add my voice of thanks to  
22 Mr. O'Hara, with the rest of the board, for facilitating a

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1 process that is, at best, always awkward. I just want to say  
2 thank you again, Jack, for that. We are continuing and  
3 intending to work together, and this is not a farewell, but  
4 it is a point of departure, but it's a point of departure  
5 that we will take together.

6 Now, is there any other business to consider, other  
7 than meeting dates?

8 (No response.)

9 CHAIRMAN EAKELEY: Hearing none, let me raise this  
10 point. We contemplated scheduling 1994 meetings through the  
11 rest of the year today, but we've already lost three members.  
12 We've got at least one more with a 5:00 flight. I would  
13 suggest that we set a next meeting date and project at that  
14 point where and when to meet.

15 In that connection, I would like to ask Pat Batie  
16 to investigate for us relative costs of different meeting  
17 places, because we want to move around the country, we want  
18 to be accessible to programs and clients around the country.  
19 We want to hear from people around the country, but we want  
20 to consider the cost of doing so, as well.

21 My thinking about it was that we precommitted to  
22 Detroit. I would like to meet one other time in an urban

1 area. I would like to meet on one occasion, if we could, on  
2 a site that is accessible to migrant farm workers and their  
3 representatives. I would like to meet, at another time, at a  
4 site -- or perhaps the same time -- that's accessible to and  
5 we can visit for Native Americans.

6 I think, regionally, we want to move around a  
7 little bit. If we're at Detroit, then perhaps somewhere in  
8 the heartland, somewhere in the southeast, somewhere in the  
9 west, and somewhere in the southwest, something like that.  
10 So I would solicit input from all interested parties about  
11 where to meet.

12 We've already received several intriguing,  
13 worthwhile invitations, but I think we should be ready to fix  
14 a calendar next board meeting, and to do so in a way that  
15 both reaches out, but also takes into consideration the costs  
16 of reaching out. Is that fair enough?

17 Then let me suggest this further. We have an  
18 annual meeting scheduled for January 28th, and none of us  
19 could figure out whether or not we have the authority to move  
20 that date. So instead of moving that date, I propose that we  
21 leave the 28th of January on as our annual meeting and that  
22 we attempt to set or inquire whether we can convene a board

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1 meeting, perhaps somewhere in the first week of January.

2 And if so, then the question becomes when? Is it  
3 the preference of the board to meet on a Sunday and Monday,  
4 as in prior practice? The Saturday-Sunday, Friday-Saturday,  
5 midweek? What are people's preferences?

6 MS. MERCADO: Mr. Chairman, I think that one of the  
7 things that I know Audit and Appropriations Committee is  
8 trying to do is trying to get an approved budget for '95 for  
9 the president to review, so we had wanted to meet in the  
10 first week of January, right before the 10th, so that we  
11 could submit that information to give staff enough time to  
12 submit that to the president.

13 It would have to be with enough time for them to  
14 prepare, so we were looking at -- I think some of us had  
15 discussed looking at that Friday and Saturday, maybe, the 7th  
16 and 8th?

17 MR. McCALPIN: The only question I wanted to raise,  
18 is the ability to stay over Saturday night a cost-saving  
19 factor when you have government rates involved? I don't know  
20 the answer to that.

21 CHAIRMAN EAKELEY: But it is a factor for people  
22 who would like to sit in on the board meetings, who aren't

1 able to travel on government rates.

2 MR. MCCALPIN: Right.

3 CHAIRMAN EAKELEY: But we could meet Friday and  
4 Saturday, and people could stay overnight on the Saturday if  
5 they wished to take advantage of the rate, if that's the  
6 preference for the board.

7 Edna, Ernestine, John, do you have a preference?

8 MS. FAIRBANKS-WILLIAMS: I don't care, just as long  
9 as you tell me far enough in advance so I don't book  
10 something else in.

11 CHAIRMAN EAKELEY: Fair enough. Tom?

12 MR. SMEGAL: The 7th and 8th would be fine with me.

13 CHAIRMAN EAKELEY: Okay. The next meeting will be  
14 the 7th and the 8th. I think we'll have to decide within the  
15 time necessary to get to the Federal Register to what extent  
16 we need to have committee meetings in advance. The Audit and  
17 Appropriations Committee, I believe, is attempting to meet on  
18 the 19th and the 20th.

19 MR. MCCALPIN: Search, on the 18th.

20 CHAIRMAN EAKELEY: Search on the 18th and Audit and  
21 Appropriations on --

22 MS. MERCADO: 19th and 20th, here in D.C.

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1 CHAIRMAN EAKELEY: Yes.

2 MR. McCALPIN: Where will the meeting of January 7  
3 and 8 be held?

4 MR. SMEGAL: D.C.

5 CHAIRMAN EAKELEY: My inclination would be to hold  
6 it here and, then, schedule meetings later in the year for  
7 different parts of the country.

8 Now, we had an open meeting last night. We've got  
9 a compressed schedule today, and you've all been waiting a  
10 long time today, for more than five minutes, which is what  
11 you got.

12 For those board members who have to leave, just  
13 leave, but I am intending to open the meeting up now, but  
14 before I do that, let me just ask the board members and our  
15 president whether they have anything further to say or add to  
16 that before we open things up.

17 MR. O'HARA: I just want to thank you for the  
18 "young man."

19 (Laughter)

20 CHAIRMAN EAKELEY: Okay. Don't feel obliged to  
21 take advantage of this offer, but are there any public  
22 comments?

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1 (No response.)

2 CHAIRMAN EAKELEY: All right. Hearing none, I will  
3 adjourn. Best wishes for a merry Christmas for those who  
4 celebrate, but a safe trip home for everyone, and we will be  
5 back in touch very shortly.

6 Somebody anonymously sent me a copy of Robert's  
7 Rules of Order. I'll bring it next time, along with the  
8 Sunshine Act.

9 M O T I O N

10 MR. ASKEW: Motion to adjourn.

11 MR. McCALPIN: Second.

12 CHAIRMAN EAKELEY: Motion to adjourn. All those in  
13 favor?

14 (Chorus of ayes.)

15 CHAIRMAN EAKELEY: Opposed?

16 (No response.)

17 CHAIRMAN EAKELEY: Thank you all very much.

18 (Whereupon, at 3:38 p.m., the meeting was  
19 adjourned.)

20 \* \* \* \* \*

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