



## **EXECUTIVE COUNCIL MEETING MINUTES**

**Tuesday, November 10, 2016 at 5:30 p.m. – 7:30 pm**  
**CBA Offices, 1900 Grant Street, 9<sup>th</sup> Floor, Denver, CO 80202**

### **1. Call to Order, Welcome, and Introductions**

Patricia Jarzobski

### **2. Should we approve the changes to the CBA Business Law Section by-laws ?**

Herrick Lidstone

The changes to the bylaws are to change the sections 2 year terms to one year terms for the officers. The section has decided to change to help facilitate getting leadership to volunteer. There was also a change from Secretary/Treasurer to make those each individual positions. This makes it a 4 year commitment vs. 6 years. There were some additional clean up items. Motion to approve the changes to the CBA Business Law Section By-Laws. Second. Motion unanimously approved.

### **3. Should we approve the CBA Business Law Section support of ABA Legal Opinions?**

Herrick Lidstone

Several years ago, the Working Group on Legal Opinions (“WGLO”) and the Legal Opinions Committee of the American Bar Association’s Business Law Section (the “ABA Committee”) undertook a joint project to identify selected aspects of customary practice and other practices applicable to third-party legal opinions that are commonly understood and accepted throughout the United States. The joint project is an effort to foster a national opinion practice that will be widely recognized and endorsed. It has resulted in preparation of a “*Statement of Opinion Practices (March 31, 2016 Exposure Draft)*” (the “Statement”), a copy of which is included. The *Statement* is designed to build upon the *Statement on the Role of Customary Practice in the Preparation and Understanding of Third-Party Legal Opinions* (63 Bus. Law. 1277 (2008)), which has been approved by over 30 bar associations and other groups (a copy is included). The business Law Section is seeking permission to also sign on to the recognized standards. Motion for the CBA Executive Council to approve allowing the Business Law Section and Real Estate Section the ability to put their name on the Statement of Legal Opinions. Second. Motion approved with 2 abstentions.

#### **4. What is the Executive Council's feedback on the board of governors' meeting and what are our next steps?**

Patricia Jarzowski

President Jarzowski asked the EC for any additional feedback they had on the CBA Board of Governors. What is the most important role of the Board of governor's question is thought to be Ambassadors. Request to get the materials out earlier to the Board so they can take them to their constituents and get feedback before the meeting. Do a better job of educating the BOG on what it is that the EC does. Have an orientation or a notebook on what their role is. Workshop on how to be better leaders. We do have one of the breakout groups still communication to see what they need and try to get these small groups together in between. Allow the small bars to be able to talk to each other. Can the smaller bars get the information from the bar Leadership institutes? Repackage that information somehow. Jeremy Schupbach has also been working on these issues. Have a similar Local Bar Breakfast similar to the Sections before the BOG Meeting. Disconnect between the ambassador pieces and feel that the board is not a governing body at all. We may need to define the agenda better. Ex: Governance, informational. Communication: Two directions on that, we tell them and in breakouts they tell us. Public policy, they would like to have input when the CBA is looking at any kind of input on any amendments, etc. Also they would like to have some information on legislation as it comes up. Orientation, leadership training. Is the duty of the local level to tell what the BOG is all about? Nothing ever comes out after the meetings. It may be helpful to hear how other states handle their Boards. Minutes not up to date on the web site. Would like to see the EC agenda's ahead of time. Everyone should take back that the BOG is not working on phasing the Bog out. Group said governance should not be the role of the BOG. Role should be to be ambassadors. Need the appropriate level of communication. Need to know what to say as an ambassador. Goes back to training. Perhaps we can include the contact information for the CBA Executive Council so they know who to contact. Orientation packet to send out. Command and control. Did anyone go back to their local to tell them what the BOG was about? Yes El Paso did do that. Written report to the section heads. Bonnie's Report. No contact list. Only think about the BOG twice a year. Do not know what would be something they should request to be on the agenda. Concern over the cost of the BOG meeting and how much the cost was.

#### **5. What is the impact of CBA programs on our members and community? What else does our Executive Director want us to know?**

Patrick Flaherty

[19-27]

Board is not receiving reports on the Strategic planning and now impact on current programming. This board has a duty to be informed about the associations activities. This reporting is about impact and being able to measure. Any questions? Thank you to the staff for putting the information together. Talk of tracking meetings and the impact of the CBA. 34% of all the members open the TCL. Can we do things in graph instead of absolute numbers. Dashboard approach. Additional notes. We have belonged to the Western states Bar Group. We are the only voluntary state in that group. We will be going to another regional conference, The great Rivers Bar Conference. Only 8 Bar Associations but they are mostly all voluntary bar associations. We will be joining that conference. Staff is very busy right now. As of November 30<sup>th</sup> we will have a full staff.

Big News!!! On the Access to Justice front, there are so many efforts going on in the state that we felt they were not all coordinated to the best of our ability. The National Center of State Courts announced the Justice for all program and began a grant program. We applied for a grant to be able to do some long range planning surrounding access to justice across the state. COLTAF, Court of appeals, Supreme Court, CLS, access to Justice and the CBA came together and put together the grant application. We received a little over \$95K for the effort. The CBA will oversee the money and will be the central hub for all of the organizations and will culminate in a Justice Summit next year. Money will go to a consultant, there is some for an administrative person. The grant is for a planning phase but there is a possibility to get implementation money after the planning phase is over.

**6. What were the results of the CBA annual audit? And how are the CBA's finances so far this year?**

Greg Martin

The annual audit is a clean audit, which is the highest rating you can get with an audit. There were no issues with staff or the records of the CBA. The audit is done under an income tax basis so that the organization audit can be done without including the Colorado Bar Foundation. The audit does show an increased level of income due to a final year of dues increase. Audit is done so that the Board can be confident in the finances of the Association. There is a suggestion to get an audit committee together for the CBA. April or May would be when we would need to have an audit committee together. Request to see a 5 year past comparison at the end of the Audit next year. Motion to accept the current audit. Second. Motion unanimously approved. No new news on the current financial statement that is in the packet. Membership numbers do look to be down a bit from last year.

**7. Are we making positive progress with CLE? What is the status of reviewing CLE's 2017 budget?**

Patricia Jarzobski

- a. Special Meeting to review CLE budget in conjunction with DBA Board of Trustees, Wednesday, November 30, 2016, 8:00 AM or 8:30 AM start time, CBA/DBA Offices. (Will send out call in)

Work has been ongoing on the relationship between CLE and the CBA. CBA/DBA have agreed to not force CLE and their new director to change any of the current reporting duties. Staff is frustrated. Nancy Cohen and Patricia are working very hard on all of these issues. CLE is hiring a new Executive Director. CBA and DBA are on the hiring committee. By the end of the year, but the applicant pool looks wonderful. Building committee work is moving forward. It was reported that CLE is looking forward and plans to move with the CBA. We approve CLE's budget. We do not have the budget yet. November 30<sup>th</sup> at 8:30 AM. We hope to have the budget in the next week to send out. We need to decide if we would like CLE to budget for disbursements to the CBA and DBA.

**8. Are there any topics the YLD wants to update us about?**

Jake Eisenstein

YLD had a great reception for the new admittees after the Swearing in ceremony a couple of weeks back. Will start to work on the ABA conference that will be in Denver. Need ideas on how to engage new lawyers. We need to do this at the section summit.

**9. President's Report – What has Gigi the RV been up to?**

Patricia Jarzobski

Amendment 71 passed. Rule 121 update. Judge Shamush and Jim Coyle are disappointed but they are interested on working on this with us. DBA is discussing it at their next meeting. President's diversity council is meeting every month. We now have a master calendar. Working on a list serve for the diversity bars. Dean smith talking to them in a couple of weeks. Section Summit November 30<sup>th</sup> at 4:30 PM.

**10. Consent Agenda**

Patricia Jarzowski

a. **September 20, 2016 Minutes**  
Approved

[54-57]

**11. New Business – None**

**Respectfully submitted,**

A handwritten signature in purple ink that reads "Melissa Nicoletti". The signature is written in a cursive, flowing style.

**Melissa Nicoletti**