

Draft Minutes

IAOLE Board Meeting, 2024

Held at ILEC 10, Amsterdam, Netherlands
Wednesday, 17 July 2024, at 8 p.m.

Restaurant Capital Kitchen, Weesperplein 4a, Amsterdam

MINUTES

1. Attendance

Matthias Kilian (President); Iris van Domselaar (Conference Chair 2022-2024); Helen Kruise (Director); Tim Dare (Director); David Luban (Director); Sergio Iván Anzola Rodríguez (Director); Kyoko Ishida (Director); Helena Whalen-Bridge (Director); Renee Knaake Jefferson (Director), Amy Salzyn (incoming Director) Steven Vaughan (incoming Director) Vivien Holmes (Secretary),

2. Apologies – Scott Cummings; Swetha Ballakrishnen

3. Welcome

The President expressed the Board's thanks to Iris van Domselaar for organising a very successful conference: about 300 delegates with 40 countries represented (including delegates attending for first time).

4. Confirmation of past Board minutes. Attachment 1. *Confirmed.*

5. President's report.

The President reported that the IOALE website had needed rebuilding, so IOALE had invested in a re-vamped site. Many thanks to Sweetha Ballakrishnen, who has done wonderful work on the new site. The content of the new site is much the same, but the visuals are better. The cost of the rebuild was approx. \$US 3,000 and ongoing cost is \$250 - \$300 per annum.

The membership database disappeared with the old website, so there is now a new database with the names of people who have been in contact with ILEC in the past. An email has been sent to all these contacts, asking them to re-join as members. There are currently about 200 members, (not everyone who registers for the conference becomes a member). The President will remind attendees to register as a member. Tim Dare suggested asking registrants for future conferences if they want to become members.

IAOLE's financial affairs have been re-organised – its funds are now with WISE - an international platform that generates interest. The interest pays for the Rhode prize costs. As noted, there is ongoing expenditure required for the website. Californian law governs IOALE's financial affairs. For this reason, the Treasurer needs to be a Californian lawyer.

The President reported on IAOLE's outreach work:

Sergio Iván Anzola Rodríguez has organised outreach in South America. David Luban noted that there are three attendees from South America at the current conference.

The President has started outreach work in Europe and will establish a separate European data base to facilitate this - the idea is to establish a European network. A Central Eastern European network has been established – and there are plans to develop this. The President also noted that there is increased attendance from Africa at the current conference.

Discussion.

Iris van Domselaar asked how IAOLE might add value to membership. Renee Knaake Jefferson noted that historically efforts had been targeted to help individuals attend a conference, but that the Board could consider how to facilitate interaction between members outside of conferences. Steven Vaughan suggested a good model was early career research mentoring by senior researchers. Tim Dare suggested IAOLE could support regional Legal Ethics Committees, and Renee Knaake Jefferson suggested that ILEC conferences could have a breakout session for regions.

It was suggested that IAOLE could send a newsletter/email every 3 months with details of events etc in different regions. To facilitate this, the President suggested he could ask members to inform him of developments for inclusion in a newsletter (with the help of a research assistant). Board members supported this proposal.

6. Treasurer's report.

The following brief report was noted, but discussion deferred, since the Treasurer was unable to attend.)

- the Treasurer has succeeded in restoring the organization to good standing with the relevant Californian state authorities (this had lapsed when the account was at Stanford)
- money has been transferred from a regional bank to Wise to make financial transactions more independent from the treasurer's home base
- by transferring IAOLE's funds to Wise the treasurer has been able to earn nearly \$ 5,000 in interest (which essentially funds the Rhode Prize winner's travel)
- in addition to the travel costs for the 2022 prize winner, the Association's outlays have been limited to web hosting and restoring the organizational standing
- the current balance is \$108,094.64
- a generous donation is in the pipeline, more about this with the consent of the donor at the board meeting.

7. Officers

The Chair of Nominating Committee, David Luban, called for a show of hands to

approve the slate of nominated Officers.

Continuing Officers

- Matthias Kilian – President (2022-)
- Francesca Bartlett – Vice President (2022-)
- Scott Cummings – Treasurer (2022-)
- Vivien Holmes – Secretary (2022-)
- Renee Knake Jefferson – Conference Chair (2024-2026)

Approved unanimously

BOARD

Current Board (from August 2022--)

Scott Cummings (since 2022)

Helena Whalen-Bridge (served since 2018)

Helen Kruuse (served since 2018)

Swethaa Ballakrishnen (since 2022)

Kyoko Ishida (since 2022)

Sergio Iván Anzola Rodríguez (since 2022)

Renee Knake Jefferson (since 2022)

Christine Parker (served since 2012)

Tim Dare (served since 2010)

David Luban (served since 2012)

Noted outgoing Directors (from 2024)

Christine Parker (served since 2012)

Tim Dare (served since 2010)

David Luban (served since 2012)

Matthais warmly thanked the outgoing Directors for their service.

Noted nominated incoming Directors (from July 2024)

Iris van Domselaar (served as conference chair from 2022-24)

Steven Vaughan (since 2024-)

Amy Salzyn (since 2024-)

Continuing and incoming Directors to be voted upon at the General Assembly held during ILEC.

8. Host for ILEC 11 in 2026

The President noted that Poland is not in a position to host the next conference in 2026, but that Renee Knaake Jefferson had generously offered to host at the University of Houston. There is a conference centre at the new law school and a hotel on campus; the Dean is supportive.

Discussion about best timing. Given the weather in Houston, it seems that December is the best option. The meeting agreed to accept the Houston offer; the exact dates to be advised by Renee Knaake Jefferson.

9. IAOLE Bylaws

David Luban moved that the IAOLE Bylaws be amended, for the following reasons: IAOLE is incorporated in the State of California. In 2014, California amended its corporate law code (effective 2015), to grant ex officio directors voting rights. (The relevant clause does not use the phrase “ex officio director”. Instead, it refers to “a director or a member of the governing body of the corporation by reason of occupying a specified position within the corporation or outside the corporation,” which is what “ex officio” normally means.)

The relevant code provision (California Code, Corporations Code—CORP §5047) is (the relevant sentences are highlighted):

Except as otherwise expressly provided, “directors” means natural persons, designated in the articles or bylaws or elected by the incorporators, and their successors and natural persons designated, elected, or appointed by any other name or title to act as members of the governing body of the corporation. If the articles or bylaws designate that a natural person is a **director** or a member of the governing body of the corporation **by reason of occupying a specified position within the corporation or outside the corporation**, without limiting that person's right to vote as a member of the governing body, that person shall be a director for all purposes and **shall have the same rights and obligations, including voting rights, as the other directors. A person who does not have authority to vote as a member of the governing body of the corporation, is not a director as that term is used in this division regardless of title.**

This provision means that our current Bylaw concerning ex officio directors is out of alignment with the law, in three ways:

- (1) it allows individuals to be appointed as ex officio directors who don't satisfy the legal requirement of “occupying a specified position within the corporation”;
- (2) it does not grant voting rights to ex officio directors; and
- (3) it allows the number of voting members of the Board to exceed 10—the 10 directors plus however many ex officio directors are appointed. Note that in our past practice, IAOLE Presidents have always been designated as ex officio Board members, in order to preside over Board meetings.

David Luban noted that the Bylaws should be amended and suggested eliminating the terminology of “ex officio” directors, and replace it with “non-voting directors in an advisory role.” This would require minor amendments to a few clauses that use the “ex officio” terminology. It would not run afoul of the California code provision, which says “A person who does not have authority to vote as a member of the governing body of the corporation, is not a director as that term is used in this division regardless of title.” Luban noted that the

title “non-voting director” does not expand the Board. It does, however, abolish the category of ex officio directors under that name. But there is no harm in this, and it avoids confusion between the California law and the usual meaning of “ex officio.” Further, the President should be automatically be designated as a non-voting director, so that they can preside over Board meetings.

In addition, Luban noted that the President had suggested (in an email to Luban) amending the ex officio policy to allow additional ex officio members of the Board beyond the designated categories, to include a limited number of former Board members.

David Luban moved that the Bylaws be amended as follows:

(1) Article II, section 3(c) shall be amended as follows:

The Board of Directors may appoint up to three additional **non-voting** directors **in an advisory role.** ~~ex officio.~~ These shall be drawn from: current officers; former officers preceding the current officers; the editor of the journal *Legal Ethics*; current and upcoming ILEC conference coordinators; and former Board members. ~~Ex officio~~ **Non-voting** directors ~~shall not vote, and~~ shall not be counted toward the number of directors stipulated in Article II, Section 3(a).

(2) Article II shall add a new section (d):

(d) In addition to any non-voting directors in an advisory role, IAOLE’s President shall be a non-voting member of the Board of Directors.

(3) The final sentence of Article II, section 9 shall be amended as follows:

Non-voting ~~Ex officio~~ directors do not count toward a quorum.

(4) Article III, section 7 shall be amended as follows:

Section 7. Steering Committee. The Board of Directors may establish an advisory Steering Committee, which shall include at least six (6) members of the Board and the following **non-voting** ~~ex officio~~ members: the past Presidents of the association, the Conference Chair(s) for the current Conference, and the Editor(s) of the journal *Legal Ethics*. Committee members will serve for four (4) year terms, with half of the members selected every two (2) years. Committee members may serve an unlimited number of terms and may serve multiple consecutive terms.

The motion was passed unanimously.

10. Committees

The President will ask Board members to indicate interest in serving on Committees. At present, the following members are on committees:

Rhode Prize Committee – Helena Whalen-Bridge.

Conference Committee - Renee Knake Jefferson and Iris van Domselaar.

11. IAOLE Policy on Grants (see: <https://iaole.org/grant-application-process/>)

There was a discussion about IAOLE's policy on grants.

Rhode prize covers travel costs from the winner's location.

IAOLE has received a donation of \$10,000 from Yasutomo Morigiwa.

Discussion about need or otherwise to keep \$100,000 in funds in perpetuity.

Tim Dare considered that grants are core business, that income should be used for outreach, and money should not be accrued for the sake of it.

How to fund fee waivers or reduced registration fees?

Members agreed that the process must be transparent and streamlined.

Helena Whalen-Bridge questioned whether it is possible to make the conferences accessible accessible online, if the idea is to make it more accessible.

Tim Dare suggested IAOLE could request request donations to a specific fund to help scholars from low income attend conferences.

It was agreed that a policy could be worked out over the next few months. The President will request EOs to be on a committee to come up with some options.

12. Committee Chair report on Rhode essay prize. Attachment 5

The Board noted this report, with thanks to the Prize Committee members and particular thanks to Christine Parker for the comprehensive written report.

13. Other business.

There was no other business.

Meeting Concluded.