

8861

PUERTO RICAN LEGAL DEFENSE and EDUCATION FUND, INC.  
MEETING OF THE EXECUTIVE COMMITTEE OF THE  
BOARD OF DIRECTORS

NOVEMBER 3rd, 1988

Present: BOARD

|                           |                       |
|---------------------------|-----------------------|
| Luis Alvarez              | Chairman              |
| Ernest Collazo            | Second Vice-President |
| Martin Zuckerman          | Treasurer             |
| Alba J. Rovira-Paoli      | Member-At-Large       |
| Mari Carmen Aponte        | Member-At-Large       |
| Father Joseph Fitzpatrick | Secretary             |

STAFF

|                  |                               |
|------------------|-------------------------------|
| Ruben Franco     | President/General Counsel     |
| Lydia M. Sanchez | Fiscal Officer/Office Manager |
| Lucy C. Rivera   | Administrative Assistant.     |

Meeting convened at the office of Martin Zuckerman  
320 Park Avenue, New York, New York

The Chairman, having noted the presence of a  
quorum, called the meeting to order at approximately 11:00.

Approval of the Executive Committee minutes dated  
\_\_\_/\_\_\_/\_\_\_ was waived (we did not have copy of the  
minutes). The committee elected to go immediately into  
Executive Session to review status report of the newly  
appointed President and General Counsel, Ruben Franco, and  
also the proposed Budget for the Fiscal Year 1988-89.

FISCAL OPERATIONS:

Ruben Franco and Lydia Sanchez discussed and  
reviewed the following:

1. Colin Artis acted as the temporary Fiscal  
Officer and prepared and organized the Fund's  
records for Mitchell, Titus & Co., PRLDEF's  
accountanting firm.

2. An audit took place October 3rd, 1988, through October 28th, 1988.
3. Lydia Sanchez compiled a proposed budget for the Fiscal year 1988/89.

Mr. Martin Zuckerman had several questions and reservations. A resolution was passed granting an additional thirty to sixty days to revise the proposed budget to reflect a clearer picture and complete analysis of all balance sheet items.

4. The Ford Foundation conducted a financial review of PRLDEF's operations during which Ruben Franco and Lydia Sanchez were interviewed by Mr. Harry Cavanaugh, October 25th, 1988.

October 27th, 1988 The Puerto Rican Legal Defense and Education Fund received \$125,000.00 from the Ford Foundation.

5. A management letter is being drafted by Ronald Benjamin of our auditing firm.

DEVELOPMENT:

1. With respect to Personnel changes:

NEW EMPLOYEES

- ° LUCY C. RIVERA / Administrative Assistant
- ° LYDIA SANCHEZ / Fiscal Officer/Office Mgr.
- ° MATTHEW LANSBURGH / Development Officer
- ° JENNY RIVERA / Attorney
- ° ARTHUR A. BAER / Attorney

(SEE attached List of PRLDEF's EMPLOYEE LIST)

2. Matthew Lansburgh and Ruben Franco met with UNITED WAY - part of the \$40,000.00 Grant will be used to automate the Development and Fiscal Offices. Part will be used to train Matthew.
3. Suggestions were made by the Executive Committee to have a small reception wherein the full Board can meet with PRLDEF's Personnel Staff. Luis Alvarez will advise of further developments.

EDUCATION:

1. The position of Education Director has been vacant since August/1988.
2. Ruben Franco expressed his immediate and long-term views about the Education component.

LITIGATION:

1. Ruben Franco reviewed docket with Board
  - ° Housing Justice Campaign v. Koch
  - ° EEOC (ENGLISH ONLY) case
2. The Board reviewed the Juan Cartagena Agreement:
  - ° PREC v. Board of Education
  - ° Vargas v. Calabrese (settled)
3. Ruben Franco, and Juan Cartagena will review with Jenny Rivera the monitoring of Juan Cartagena's cases that Jenny will be taking over.
4. The Executive Board suggested that a policy be instituted regarding how PRLDEF should handle case transfers when attorneys leave the FUND.

Page Four  
EXECUTIVE BOARD MINUTES  
NOVEMBER 3rd, 1988

ANNUAL MEETING: JANUARY 11, 1989 (4:00 P.M. - 7:00 P.M.)

The Executive Board agreed to poll Board Members for January 11, 1989's prospective Annual Meeting. The location is open and will be arranged by Luis Alvarez and a small reception will follow.

Meeting adjourned.

PUERTO RICAN LEGAL DEFENSE & EDUCATION FUND  
MEETING OF THE BOARD  
MINUTES - AUGUST 3, 1988

The meeting was convened to interview the candidates recommended by The Search Committee for the position of President/General Counsel of the Fund. The two candidates whose names and resumes had been submitted, together with the summary assessment of the Search Committee, were: Mr. Ruben Franco and Mr. Frank Munoz.

Mari Carmen Aponte, Chair of the Search Committee, explained that, due to the brevity of the time, she had to seek the references for the two candidates over the phone. She took careful notes of her conversation and was prepared to present those recommendations orally to the assembled Board. The meeting began with her presentation of the recommendations for Ruben Franco.

A discussion about the vote took place and it was decided to have a discussion of the two candidates, followed by a Secret Ballot which would be signed by each person. The Chairperson of the Board, Luis Alvarez, together with the Chair of the Search Committee, Mari Carmen Aponte, would count the ballots. They would be kept in the possession of the Chairperson of the Board in case any request for a reconsideration should be made. The ballots had to be signed because, in the case of a request for reconsideration, only a person who had voted positively can legitimately make that request. The Board then spent about an hour or so interviewing Ruben Franco.

Mari Carmen Aponte then presented orally the summary of the recommendations which had been submitted to her in support of Frank Munoz.

The Board then interviewed Mr. Munoz for about an hour and fifteen minutes.

Following that there was a long discussion by the Board about the qualities of the two candidates. It was noted frequently that a disappointingly small number of applications had been submitted and they were not of high quality. Secondly, there was fairly general agreement that, although the two candidates submitted by the Search Committee were not as outstanding as we would like, they were both competent persons and either one had qualities that would enable them to be a suitable President/General Counsel. It was clear that Ruben Franco was much more familiar with the Fund since he had been a Board member for many years. On the other hand, Mr. Munoz had more extensive management experience.

A Secret Ballot was taken and of the eleven members present and voting, ten voted in favor of Ruben Franco and there was one abstention.

A motion was made and seconded, to conclude the meeting and the meeting terminated about 7:30 p.m. The Chairperson designated for the next meeting of the Board. He will also submit for attachment to these minutes, the agreement to be made between the Board and Ruben Franco.

Respectfully submitted,  
Joseph P. Fitzpatrick, S.J.

Persons Attending

Luis Alvarez, Chair  
Mari Carmen Aponte, Chair, Search Committee  
Joseph P. Fitzpatrick, Search Committee  
Ernesto Collazo, Search Committee  
William Callejo, Search Committee  
Alba J. Rovira-Paoli  
Anna Carbonnell  
Miguel Garcia, Jr.  
Angelo Giordani  
Isaura Santiago  
Salvador Tio

PUERTO RICAN LEGAL DEFENSE  
& EDUCATION FUND, INC.  
99 Hudson Street  
New York, New York 10013  
(212) 219-3360

TO: Luis Alvarez  
Chairman of the Board

FROM: Nancy A. Sanchez *NAS*  
Administrative Assistant

SUBJECT: Executive Committee Conference Call

DATE: 29 April 1988

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As requested, a conference call has been arranged for the Executive Committee members and will be held on Tuesday, May 3rd at 4:00 p.m.

I have contacted the Executive Committee members and have confirmed 100% participation.

For your information, the Executive Committee members have made arrangements to receive the conference call at the following numbers.

|   |                |
|---|----------------|
| Luis Alvarez  | (212) 221-7090 |
| Sonia Sotomayor   | (212) 980-3500 |
| Ernest Collazo  | (212) 483-9000 |
| Father Joseph Fitzpatrick   | (212) 841-5151 |
| note: Will provide me with a number where he will be able to participate from. In addition, his participation is limited to the first 45 minutes as he has another engagement to attend to. |                |
| Martin Zuckerman  | (212) 644-7613 |
| Alba Rovira-Paoli   | (212) 635-1087 |
| Mari Carmen Aponte  | (809) 720-6900 |
| note: Flying out to PR on that day and will attempt to be at this number at 4:00 p.m. unless flight is delayed.   |                |

Should any of the above Executive Committee members elect to make arrangements to receive the conference call at another number, please have them contact me so that I may make the necessary adjustments by advising the Huntington Office Conference Center of same.

THE PUERTO RICAN LEGAL DEFENSE  
AND EDUCATION FUND, INC.

Board of Directors' Meeting  
April 21, 1988  
MINUTES

Present:

Board: Luis Alvarez  
Sonia Sotomayor  
Ernest Collazo  
Martin Zuckerman  
Alba J. Rovira-Paoli  
Mari Carmen Aponte  
William F. Callejo  
Anna Carbonell  
Ruben Franco  
Miguel Garcia  
Angelo Giordani  
Rene Ramirez  
Isaura Santiago-Santiago  
Salvador Tio

Staff: Linda Flores

Approval of Minutes of January 14, 1988 Board of  
Directors' Meeting

A motion was made, duly seconded and carried (m/s/c) unanimously to adopt the minutes of the January 14, 1988 meeting as presented.

Executive Session

The Board elected to go immediately into Executive Session to discuss the resignation of the President/General Counsel, Linda Flores. Not recorded.

Motion was made to accept Linda Flores' resignation. Passed, unanimously.

It was m/s/c to elect the following members to the Search Committee for the position of President/General Counsel:

Mari Carmen Aponte, Chairperson  
William F. Callejo  
Ernest J. Collazo  
Father Joseph Fitzpatrick \* to confirm at a later  
date  
Ricardo Fernandez  
Ruben Franco

THE PUERTO RICAN LEGAL DEFENSE  
AND EDUCATION FUND, INC.

Board of Directors' Meeting  
April 21, 1988  
MINUTES

Motion passed unanimously. Search Committee strongly advised to conclude task of obtaining President/General Counsel within three months. Motion was made by Ernest Collazo to grant a staff representative to comment on the strengths and weaknesses of the final candidates to be submitted to the Board by the Search Committee. Resolution approved.

Discussion about separating the position of President/General Counsel to President with an independent General Counsel followed. Attention was called to the Charter which requires that the President should be a Member of the New York Bar Association.

Having no further discussion, the meeting adjourned at 7:00 p.m.

THE PUERTO RICAN LEGAL DEFENSE  
AND EDUCATION FUND, INC.

Board of Directors' Meeting  
April 21, 1988  
MINUTES

Present:

Board: Luis Alvarez  
Sonia Sotomayor  
Ernest Collazo  
Martin Zuckerman  
Alba J. Rovira-Paoli  
Mari Carmen Aponte  
William F. Callejo  
Anna Carbonell  
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99 Hudson Street  
New York, New York 10013  
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5th 6th

TO: Executive Committee  
Luis Alvarez, Chair  
Sonia Sotomayor, First Vice-Chair — NO — NO VACATION  
Ernest J. Collazo, Second Vice-Chair — YES — YES  
Father Joseph Fitzpatrick, Secretary — YES — YES  
Martin Zuckerman, Treasurer — NO — YES  
Alba J. Rovira-Paoli, Member-at-Large — YES — YES  
Mari Carmen Aponte, Member-at-Large

FROM: Linda Flores *[Signature]*  
President

SUBJECT: MINUTES of January 14, 1988 Board of Directors' Meeting

DATE: 15 March 1988

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In anticipation of the upcoming Executive Committee meeting, enclosed are the minutes of the January 14, 1988 Board of Directors' meeting.

Please be advised that the March 31st date for Executive Committee meeting has been cancelled and we are currently focusing on tentative dates of April 5th or 6th.

Kindly advise this office of your availability on these dates if you haven't already done so.

THE PUERTO RICAN LEGAL DEFENSE  
AND EDUCATION FUND, INC.

Board of Directors' Meeting  
January 14, 1988

MINUTES

Present:

Board      Luis Alvarez  
              Mari Carmen Aponte  
              Ricardo Fernandez  
              Father Joseph Fitzpatrick  
              Ruben Franco  
              Miguel Garcia  
              Alba Rovira-Paoli  
              Salvador Tio  
              Amy Vance  
              Martin Zuckerman  
Staff      Linda Flores

Item 1:      Approval of Minutes of June 30th and October 8th,  
              1987 Board of Directors' Meetings

A motion was made, duly seconded and carried  
(m/s/c) unanimously to adopt the minutes of the June  
30th and October 8th, 1987 meetings as presented.

Item 2:      Committee Reports

A.      Nominations

Chairman Alvarez presented the recommendations of  
the Nominations Committee for 1988 which had been  
approved by the Executive Committee. It was m/s/c to  
elect the following members to the Executive Committee:

Luis Alvarez, Chairman  
Sonia Sotomayor, First Vice-Chair  
Ernest Collazo, Second Vice-Chair  
Father Joseph Fitzpatrick, Secretary  
Martin Zuckerman, Treasurer  
Mari Carmen Aponte, Member-At-Large  
Alba Rovira-Paoli, Member-At-Large

Member Sotomayor abstained from voting on her own position.

Further, it was m/s/c unanimously to re-elect the following members to the Board, subject to confirmation of each member's willingness to serve:

Mari Carmen Aponte  
Anna Carbonell  
Ricardo Fernandez  
Alba Rovira-Paoli  
Isaura Santiago-Santiago  
Alfred Slocum  
Salvador Tio  
Martin Zuckerman

The Chairman also advised that at the next meeting, recommendations for terms of service for each member as well as new candidates for the Board would be presented.

#### B. Finance

Treasurer Martin Zuckerman reviewed the finances of the organization noting that the current cash flow posture of the organization was acceptable and any negative changes would be flagged by the President.

The Treasurer next presented in detail the salary package including the 1987 bonus provision and the 1988 salary increments and equity increases. He also reported that agreement had been reached between the

union and management to renew the collective bargaining agreement in its entirety for another three-year period. It was m/s/c unanimously to approve renewal of the agreement and the 1987 and 1988 salary package.

Lastly, the Treasurer reported that the President's annuity, pursuant to the employment contract, had been examined and recommended placing a lump sum payment through June, 1988 into an annuity fund. It was m/s/c unanimously to authorize the Treasurer to execute the purchase of the annuity.

#### C. Development Committee

Committee Chairman Garcia reviewed the organizational plan recommended by the President for core operations. After discussion, it was agreed that a full-time development officer should be the first priority. With regard to the remainder of the proposal, it was suggested that Board members communicate their views to the Chairman for consideration in establishing recommended staffing priorities.

Committee Chairman Garcia also advised that the Annual Dinner had been rescheduled for the Fall of 1988. To replace the income of \$30,000 projected for the year ending June 30, 1988, he advised that he and the Chairman had identified two new funding sources, each to be solicited for \$15,000.

#### D. Education

Ricardo Fernandez, Chairman of the Committee, reported on the activities of the Division, including a review of on-going programs and new programmatic initiatives. He indicated that the Committee had asked

the Director of the Division to develop a comprehensive proposal on the current and recommended activities to facilitate Board members' efforts in generating funding for the Education Division.

E. Litigation

Committee Chairperson Sonia Sotomayor reviewed the scope of the Committee's work and indicated a fuller report would be presented at the upcoming Board meeting.

Item 3: President's Report

The President highlighted the completion of Phase I of the organizational review being conducted by Professor Robert McKay on behalf of the Rockefeller Foundation and advised that the second phase of the review, to be conducted by Price Waterhouse, would be scheduled for Spring 1988. Given time constraints, Chairman Alvarez recommended that any questions on the Report be communicated to the President.

The meeting adjourned at 7:00 p.m.

THE PUERTO RICAN LEGAL DEFENSE  
AND EDUCATION FUND, INC.

Board of Directors' Meeting

January 14, 1988

MINUTES

Present:

Board      Luis Alvarez  
              Mari Carmen Aponte  
              Ricardo Fernandez  
              Father Joseph Fitzpatrick  
              Ruben Franco  
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