

1985

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

M E M O R A N D U M

TO : Board of Directors
FROM: Linda Flores *L.F.*
President
RE : Board of Directors Meeting - November 15, 1985
DATE: November 14, 1985

The November 15, 1985 meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund will be held at the Fund's offices, 99 Hudson Street, 14th Floor, New York, New York. Refreshments will be served and dinner ordered for those interested. The meeting is scheduled to begin at 4:00 p.m. and should conclude by 7:00 p.m.

Attached please find the agenda and supporting materials for your review. We look forward to seeing you on Friday.

dmb

Attachment

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING
NOVEMBER 15, 1985

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund was held on Friday, November 15, 1985 at the Fund's Offices.

Present: Board

Luis Alvarez
Jorge Batista
Ernest Collazo
Miriam Cruz
Father Joseph Fitzpatrick
Ruben Franco
Sally Hernandez
Victor Marrero
Jose Morales
Alba Rovira-Paoli
Sandra Ruiz Butter
Isaura Santiago-Santiago
Alfred Slocum
Sonia Sotomayor
Salvador Tio
Martin Zuckerman

Absent: Board

Mari Carmen Aponte
Haywood Burns
Anna Carbonell
Ricardo Fernandez
Rafael Ferrer
Angelo Giordanni
Howard Glickstein
Lydia Hernandez-Velez
Frank Ortiz
Ivar Pietri
John Soto
William Taylor
Johnny Torres
Jose Trias
Michael Veve

Staff

Linda Flores
Abigail Rodriguez
Lourdes Rosario

At approximately 4:45 pm, a quorum having been established, Chairman Batista called the meeting to order and proceeded to discuss the Finance Committee's Report, to be followed by the remaining agenda items as listed.

Item 3 Board Committee Reports

b. Finance Committee - Jose Morales, Treasurer

Mr. Laurence Newman, from Arthur Young, presented his report, at the conclusion of which he recommended that the Fund consider purchasing a computer to streamline and make more

efficient the operations of the fiscal office; he commented that an IBM personnel computer, at an estimated cost of \$3,000 - \$4,000 (excluding software), would be sufficient for the Fund's needs. Member Alvarez offered the use of his organization's personal computer during the interim.

Discussion then proceeded to the draft management letter. After a review of the observations and suggestions of the auditor and comments by Board members regarding same, Member Santiago made a motion, which was duly seconded, that the President report to the Finance Committee within one month regarding the management letter and that recommended actions in respond to the management letter be submitted within a three month period ending March 30, 1986. Member Sotomayor offered a friendly amendment, which was accepted, requiring that a report be provided to the Executive Committee by the Finance Committee by December 31, 1985 and that the Executive Committee prepare a full report to the Board with recommendations within three months. The motion passed unanimously.

Mr. Newman's report having been completed, Treasurer Morales continued the Finance Committee's report, noting that the figures on anticipated income did not include revenues which may be generated by the annual dinner. Member Zuckerman pointed out that the proposed budget was balanced and would meet all our operating costs; he added that the annual dinner revenues, if the activity were carried out, would constitute excess revenues which could be allocated as the Board determined.

Member Morales made a motion that the budget be adopted, was seconded by Father Fitzpatrick and unanimously adopted.

Member Collazo commended the members for their hard work on the Finance Committee.

Item 1. Minutes of January 26th, March 30th and June 8th Meetings

A motion was made, and duly seconded, to adopt the minutes of the January 26th, March 30th and June 8th meetings. Chairman Batista offered a correction, on the bottom of page 4 of the January 26th minutes to the effect that Gerena Valentin had advised him (Batista) that he was unaware that attorneys fees were being pursued any further. Chairman Batista suggested that the minutes be adopted, subject to any further modifications by the next Board meeting. The motion passed with all in favor and five abstentions.

Item 2. Annual Board Meeting, Board and Committee Membership

Based upon the canvassing of the Board, the results of which were attached, the Annual Meeting of the Board of Directors would be held on Friday, January 17, 1986 and would commence promptly at 4:00 pm.

Chairman Batista noted that the Nominations Committee, chaired by Victor Marrero, would provide a report recommending the members for the Executive Committee and would also make recommendations for those members whose terms would expire in January, 1986. He added that he, himself, would not stand for re-election and suggested that the Committee examine the attendance record of members as it proceeded with its work.

Item 3. Board Committee Reports - continued

a. Executive Committee - Jorge Batista, Chairman

Chairman Batista reported that since the last meeting, the Executive Committee had called seven or eight conference call meetings regarding the annual dinner and work had also been done with the Finance Committee.

b. Finance Committee - Jose Morales, Treasurer

The Finance Committee report was presented earlier.

c. Education Committee - Father Joseph Fitzpatrick, Chairman

Father Fitzpatrick briefly reviewed the written report provided with the agenda. It was commented that only \$5,000 had been allocated for scholarship support which conflicts with a prior Board resolution requiring a minimum of \$20,000 annually for scholarships.

Member Ruiz-Butter made a motion, which was duly seconded, to amend the previous resolution on this matter, given the Fund's current financial posture, to permit the Board to make scholarship allocations on a yearly basis and that this year's allocation remain at \$5,000. Member Sotomayor offered a friendly amendment which would allocate \$5,000 in scholarship support subject to an increase at the end of this fiscal year if any surplus monies are available. Member Ruiz-Butter accepted the amendment and the motion passed unanimously.

Member Ruiz-Butter suggested that the President seek to obtain additional scholarship support from Foundations and corporations, with the added feature of naming the scholarship on behalf of the donor. Member Alvarez expressed reservation about the proposed marketing approach and the issue was deferred for resolution.

d. Litigation Committee - Howard Glickstein,
Chairman

Chairman Batista, in the absence of the Litigation Committee Chair, Howard Glickstein, directed the Board's attention to the written report.

The Chairman expressed concern that he had not been made aware Soto-Lopez was before the U.S. Supreme Court and, moreover, that the President had created an ad hoc committee to the Board to provide assistance to staff on this case and that he had not reviewed the brief to insure that the arguments did not conflict with Fund policy. The President clarified that Board member Slocum, Professor Arthur Kiroy, noted constitutional law expert and Jose Rivera, private practitioner specializing in civil rights, had been asked to provide their expertise on the case.

Member Sotomayor expressed objections to the need for consultation, noting that an attorney must use any and all arguments on behalf of his/her client, and that it was the President's responsibility to review papers submitted. Member Collazo added that concerns regarding Fund policy should be determined before the case is accepted in the first instance, but thereafter, the duty to fully represent one's client was paramount.

Member Santiago commented that staff should not be limited to utilizing the expertise only of Board members and suggested that this issue be considered by the Litigation Committee, with its recommendation presented to the Board.

3f. Annual Dinner Committee - Jorge Batista, Chairman

Chairman Batista reported that the Executive Committee has been functioning as the dinner committee. He commented that the Committee had not been able to secure a dinner chair and, consequently, the dinner had again been postponed; the dinner committee would continue making plans for the dinner.

g. Organization and Mission - Ricardo Fernandez, Chairman

Chairman Batista indicated that the Chair of the Organization and Mission Committee, Ricardo Fernandez, had not

been able to attend but that he had provided a written report, included in the agenda materials, for the Board's review and input. The Chairman recommended that members communicate their observations and comments to Chairman Fernandez who would report at the next meeting of the Board.

Item 4. President's Report

The President distributed her report and summarized its contents. The President described the state of affairs she confronted upon her assumption of responsibilities as President, outlined major goals/actions since that time and responded to Board questions or comments.

Item 5. Chairman's Report

The Chairman's report was covered earlier in the meeting.

Item 6. New Business

There was no new business.

The meeting was adjourned at approximately 8:00 pm.

Submitted by:

Ruben Franco
Secretary

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING

NOVEMBER 15, 1985

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Discussion then proceeded to the draft management letter. After a review of the observations and suggestions of the auditor and comments by Board members regarding same, Member Santiago made a motion, which was duly seconded, that the President report to the Finance Committee within one month regarding the management letter and that recommended actions in respond to the management letter be submitted within a three month period ending March 30, 1986. Member Sotomayor offered a friendly amendment, which was accepted, requiring that a report be provided to the Executive Committee by the Finance Committee by December 31, 1985 and that the Executive Committee prepare a full report to the Board with recommendations within three months. The motion passed unanimously.

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Chairman

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Member Sotomayor expressed objections to the need for consultation, noting that an attorney must use any and all arguments on behalf of his/her client, and that it was the President's responsibility to review papers submitted. Member Collazo added that concerns regarding Fund policy should be determined before the case is accepted in the first instance, but thereafter, the duty to fully represent one's client was paramount.

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The President distributed her report and summarized its contents. The President described the state of affairs she confronted upon her assumption of responsibilities as President, outlined major goals/actions since that time and responded to Board questions or comments.

Item 5. Chairman's Report

The Chairman's report was covered earlier in the meeting.

Item 6. New Business

There was no new business.

The meeting was adjourned at approximately 8:00 pm.

Submitted by:

Ruben Franco
Secretary

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

September 19, 1985

Mr. Kevin Wasp
Arthur Young
277 Park Avenue
New York, New York 10172

Dear Kevin:

Enclosed please find the copies of the minutes for the January 26th, March 30th and June 8th meetings of the Board of Directors of the Puerto Rican Legal Defense & Education Fund. Please note that the minutes of the January 26th and June 8th Board meetings remain in draft form; our litigation division's need for the display writer has precluded our re-drafting these to a more suitable form before conveying them to you. To avoid any further delays, therefore, I am providing them in their unedited form.

I will, of course, send you the revised minutes for the meetings noted as soon as we are able, hopefully sometime next week. In the meantime, should you have any questions or need any clarifications, please feel free to contact me.

Sincerely,



Linda Flores
President

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund was held on Saturday, June 8, 1985 at the Fund's Offices.

Present Were:

Luis Alvarez	Sally Hernandez
Mari Carmen Aponte	Victor Marrero
Jorge Batista	Jose Morales
Ernest Collazo	Ivar Pietri
Ricardo Fernandez	Isaura Santiago-Santiago
Father Fitzpatrick	William Taylor
Ruben Franco	Salvador Tio
Howard Glickstein	Martin Zuckerman
Lydia Hernandez	
<u>Staff</u>	
Linda Flores	
Mildred Rivera	

Quorum was established and the meeting was officially opened by Jose Morales at approximately 10:30 A.M. Board members were provided with copies of the minutes of the January 26th and March 30th meetings for review. At this time, Jorge Batista assumed chairmanship of the meeting.

Minutes

A motion passed to change the present minute-taking format. It was suggested that minutes include only decisions made and actions taken, rather than discussions. Motion seconded and adopted as follows:

14 - in favor
2 - abstaining
0 - opposed

A motion also passed to the effect that the minutes of the January 26th and March 30th meetings be conditionally adopted; allowing members 30 days to submit comments on same. Motion seconded with members voting:

14 - in favor
2 - abstaining
0 - opposed

Board Meetings, Membership, By-Laws

Chairman Batista requested that members make any necessary corrections on the list of Board members and that same be submitted to Linda.

It was decided that the October Board meeting be held on a date closer to the Annual Dinner. The issue of Saturday meetings was raised. A motion passed to the effect that all members be polled to determine their availability to attend Board meetings on Mondays or Fridays between the hours of 4:00 - 6:30 P.M. Motion seconded with members voting:

15 - in favor
1 - abstaining
0 - opposed

It was decided that a copy of the By-Laws be kept in the library for reference, in lieu of providing copies to members at every meeting. The appointment of members to various committees was discussed. Luis Alvarez indicated that he had volunteered to serve on the Organization and Mission Committee (as recorded in the January 26th minutes), but was not appointed to same. Chairman Batista noted that this item would be addressed under "New Business."

Financial Report

The status of the Fund vis-a-vis finance was discussed. It was stated that the Fund is running under the projected budget and is currently operating on a cash flow basis. ^JMorge requested that a financial report, including accrued liability and actual expenditures, be forwarded to the Board. A concern was raised regarding the amount of scholarships awarded. Linda indicated that the amount(s) earmarked for scholarships is/are the amount(s) given out.

A motion passed to the effect that the Finance Committee be charged with the responsibility of planning fundraising strategies to achieve the goal of securing sufficient funds for a one-month reserve and for the PILC acquisition (\$330,000) and \$20,000 for scholarships.

It was suggested that the staff prepare a proposed budget, to include a statement on projection of income, and submit same to the Finance Committee for review. The motion was unanimously adopted.

Annual Dinner

It was noted that the honoree categories for the Annual Dinner were determined at the January 26th meeting and that the proposed slate was accepted. It was further noted that the event, scheduled for June 11th, was postponed until October. However, due to the lack of a set date, individuals could not be approached to serve as dinner chair.

A discussion was had regarding the Institute for Puerto Rican Policy's request that the Fund disinvite the Governor. Upon motion duly made and seconded, and after due deliberation, the Board by a unanimous vote resolved that the invitation to the Governor not be rescinded, and that a meeting between interested Board members and Angelo Falcon of the Institute take place to discuss issues raised by Falcon.

The proposed institutional award, to be given to the Office of the Government of Puerto Rico, was discussed. Upon motion duly made and seconded, and after due deliberation, the members voted:

12 - in favor
1 - opposed
2 - abstaining

Litigation

It was noted that this is an information item and that Howard Glickstein, Litigation Committee Chair, would review same.

It was suggested that routine reports be submitted, by the Fund President, to include trends, developments, etc.

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING
JUNE 8, 1985

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund was held on Saturday, June 8, 1985 at the Fund's Offices.

Present: Board

Absent: Board

Luis Alvarez
Mari Carmen Aponte
Jorge Batista
Ernest Collazo
Ricardo Fernandez
Father Fitzpatrick
Ruben Franco
Howard Glickstein
Lydia Hernandez
Sally Hernandez
Victor Marrero
Jose Morales
Ivar Pietri
Isaura Santiago-Santiago
Salvador Tio
Martin Zuckerman

Haywood Burns
Sandra Ruiz Butter
Anna Carbonell
Miriam Cruz
Rafael Ferrer
Angelo Giordanni
Frank Ortiz
Alba Rovira-Paoli
Alfred Slocum
John Soto
Sonia Sotomayor
Johnny Torres
Jose Trias
Michael Veve

Staff

Linda Flores
Mildred Rivera

A quorum was established and the meeting was officially convened at approximately 10:30 A.M. and the discussion began with the first item on the agenda.

I. Minutes

A motion was presented to modify the present minute-taking format. It was suggested that minutes include only decisions made, actions taken, and only brief discussion. The motion was seconded and adopted, with members voting:

14 - in favor
2 - abstentions
0 - opposed

A motion was also presented to conditionally adopt the minutes of the January 26th and March 30th meetings subject

to corrections and/or comments of Board members regarding same. The motion was duly seconded and passed, with members voting:

14 - in favor
2 - abstentions
0 - opposed

II. Board Meetings, Membership, and By-Laws

Chairman Batista requested that members make any necessary corrections on the list of Board members and that same be submitted to Linda.

It was decided that the October Board meeting be held on a date closer to the Annual Dinner to minimize travel. The Director inquired whether Saturday meetings were convenient. A motion was made directing that all members be polled to determine their availability to attend Board meetings on Mondays or Fridays between the hours of 4:00 - 7:00 pm or Saturdays from 10:00 am to 1:00 pm. The motion was seconded and passed with members voting:

15 - in favor
1 - abstention
0 - opposed

It was suggested that a copy of the By-Laws be kept in the library for reference, in lieu of providing copies to members at every meeting. The appointment of members to various committees was discussed. Luis Alvarez indicated that he had volunteered to serve on the Organization and Mission Committee, but was not appointed to same. Chairman Batista noted that this item would be addressed under "New Business."

III. Financial Report

The status of the Fund vis-a-vis finances was discussed. It was stated that the Fund is running under the projected budget and is currently operating on a cash flow basis. The Chair requested that a financial report, including accrued liability and actual expenditures, be forwarded to the Board. A concern was raised regarding the amount of scholarships awarded. The Director indicated that, given our financial instability, the number of scholarships awarded was determined by the number of awards earmarked for scholarships by specific funding sources.

A motion passed to the effect that the Finance Committee be charged with the responsibility of planning fundraising strategies to achieve the goal of securing sufficient funds for a one-month reserve and for the PILC acquisition (\$360,000) and \$20,000 for scholarships.

It was suggested that the staff prepare a proposed budget, to include a statement on projection of income, and submit same to the Finance Committee for review. The motion was unanimously adopted.

IV. Annual Dinner

It was noted that the honoree categories for the Annual Dinner were determined at the January 26th meeting and that the proposed slate was accepted. It was further noted that the event, scheduled for June 11th, was postponed until October. However, due to the lack of a set date, individuals could not be approached to serve as dinner chair.

A discussion was had regarding the Institute for Puerto Rican Policy's request that the Fund disinvite the Governor. Upon motion duly made and seconded, and after due deliberation, the Board by a unanimous vote, resolved that the invitation to the Governor not be rescinded and that a meeting between the Chairman and interested Board members and Angelo Falcon of the Institute take place to discuss issues raised by Falcon.

The proposed institutional award, to be given to the Office of the Government of Puerto Rico was discussed. Upon motion duly made and seconded, and after due deliberations, the members voted:

- 1 - in favor
- 2 - abstentions
- 12 - opposed

V. Litigation

It was noted that this is an information item and that Howard Glickstein, Litigation Committee Chair, would review same.

It was suggested that routine reports be submitted, by the Fund President, to include trends, developments, etc.

VI. Adjournment

There being no further business to discuss, the meeting adjourned at 1:25pm.

Submitted by:

Ruben Franco
Secretary

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.
BOARD OF DIRECTOR'S MEETING
MARCH 30, 1985

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund, Inc. was held on Saturday, March 30, 1985 at the Fund's offices.

Present: Board

Jorge Batista
Haywood Burns
Anna Carbonell
Father Fitzpatrick
Lydia Hernandez-Velez
Jose Morales
Alfred Slocum
Sonia Sotomayor
Salvador Tio
Johnny Torres
Martin Zuckerman

Staff

Linda Flores
Mildred Rivera

Absent:

Luis Alvarez
Mari Carmen Aponte
Sandra Ruiz Butter
Ernest Collazo
Miriam Cruz
Ricardo Fernandez
Rafael Ferrer
Ruben Franco
Angelo Giordanni
Howard Glickstein
Sally Hernandez
Victor Marrero
Frank Ortiz
Alba Rovira-Paoli
Ivar Pietri
Isaura Santiago
John Soto
William Taylor
Jose Trias
Michael Veve

Chairman Batista convened the meeting at approximately 11:00 A.M. Noting that only eleven (11) Board members were in attendance which was insufficient to establish a quorum, the Chair advised that the Executive Committee would be convened to address those agenda items requiring action. For the benefit of new Board members, the Chair provided a brief history of the Fund and noted that the Board generally meets four times a year.

CHAIRMAN'S REMARKS

Chairman Batista expressed satisfaction over Board/Staff relations stating that commendable progress had been made and that old disturbances were now behind us. He added that during 1985 we would focus on the specific purpose of the Fund -- law reform and legal education -- and requested Board members' participation in committees to which he would be making appointments.

Board member Johnny Torres inquired about what other viable committees existed in addition to the Finance Committee. Jorge responded that the currently operating committees included: the Executive, Litigation, Education, Organization and Mission, Annual Dinner and Finance Committees.

I. MINUTES

Jorge proceeded to address the agenda items noting that since there was no quorum, the minutes of the January 26th Board meeting could not be adopted. Jorge reiterated that the Executive Committee would review those items requiring action and that he would notify members of the time(s) and date(s) of the Executive Committee meetings.

II. BOARD MEMBERSHIP

The Director described the information contained in the list of Board members and requested that members notify the office of any necessary corrections. The Chair added that the Fund is in compliance with legal requirements inasmuch as there are a sufficient number of attorneys serving on the Board. He also noted that the current Board is the largest in the history of the Fund as a consequence of efforts designed to include individuals of diverse backgrounds and interests.

The list of proposed Board meeting dates was discussed and Jorge indicated he would like to add a meeting at the end of the year. He also stated that last minute decisions regarding the Annual Dinner would be made at the June 8th meeting. Director Flores explained that meetings were scheduled on Saturdays to avoid interference with Board members' regular work week, at regular intervals except for the summer hiatus. She further indicated that alternative dates would be suggested if the proposed schedule proved inconvenient.

The Chair invited Board members or other individuals/organizations to avail themselves of the Fund's services or use of its facilities. Board member Torres inquired about how Fund services are rendered, that is, on an individual basis? The Chair responded that services are rendered on a referral basis and that generally no individual cases are taken although an individual case representing a systemic problem may be taken by the Fund; he cited as example a denial to an individual of the right to register to vote as an individual case that would warrant the Fund's services. The Chair recommended that anyone having doubts concerning a case referral should contact the Director.

III. ANNUAL DINNER

Chairman Batista began the discussion noting that up to this time, the Director has been acting as a committee for the Annual Dinner. Batista commented that he is the Chair of the committee and, so far, Board members Veve and Ortiz have been appointed to serve. The Chair advised that the dinner is scheduled for June 11th at the Sheraton Centre, and that acceptance of an award had been received from Governor Cuomo and John Carter of Equitable. The Director provided an update on the status of the Hispanic honoree noting, that Raul Julia had been selected and, although expressing his interest in accepting such an award, he could not commit himself to a date. She further noted that after canvassing the Board, Rita Moreno had been selected, with Joseph Rodriguez as an alternate in the Hispanic Achievement category.

Board member Burns inquired about the criteria for selection of honorees. The Chair responded that the Board votes on individuals who have made significant contributions, generally in civil rights and in the minority community. He further stated that the Fund seeks to encourage the corporate sector to be more responsive to the Hispanic community and, therefore, past efforts are a determinant factor in the selection of honorees in the corporate category. Finally, he added that a Hispanic individual who has made a series of, or specific, contributions that are worthy of acknowledgement and/or recognition is always included on the slate. The Chair commented that this year's events were somewhat different inasmuch as we had lost corporate community support since no dinner was held in FY 1984 and a successful outcome of the dinner would assist greatly in rebuilding and re-establishing that support.

Board member Tio inquired if the selection of Rita Moreno was final. The Chair explained that according to the memorandum regarding the annual dinner contained in the agenda materials, if a response is not received from Ms. Moreno within a reasonable amount of time, Joseph Rodriguez would be contacted. Mr. Batista added that the determining factors included: high visibility, contributions in advocacy activities, geographic or national stature, but that the main thrust is to attract as many people to the dinner and that a community person might prove to be more controversial. Board member Carbonell inquired what would be the next step if both Hispanic individuals recommended declined the invitation. The Director responded that she would again canvass the Board but that a prompt response would be needed inasmuch as the invitations had to be printed and mailed and time was running out. Board member Slocum stated that he could persuade Joseph Rodriguez to accept the invitation.

Sotomayor inquired whether any suggestions had been made for a dinner chair. Board member Torres recommended that Jose Ferrer be contacted to serve as dinner chair and that Miriam Colon could facilitate communication with Ferrer. Batista indicated that the most successful chairs are those from large corporations and invited Board suggestions. The Director advised that Board member Veve had secured Seagrams' commitment to provide beverages and to absorb the corkage fees and that in-kind contributions were being sought for printing, floral and entertainment expenses. Board member Torres inquired whether the Mayor was invited to attend the dinner; Batista responded that it was done in the past, although this year we would have to weigh the pros and cons connected with such an invitation. Father Fitzpatrick stated that this would be a very tricky decision since the dinner will be held during the election year. The Chair stated that memoranda requesting assistance for the annual dinner would be sent out. Sotomayor recommended that same be forwarded to lawyers in large law firms; Member Burns indicated that he would try to obtain a list of firms and suggested a printing firm in Harlem that might be willing to print the invitations at a discount. The Chair stated that no journal will be published this year in light of the shortage of staff and limited time. He also stated that Sol Chaikin's acceptance of the invitation to receive an award in the labor category would be sent out within a week.

IV. FUND REORGANIZATION

The Director opened the discussion on this item indicating that at the last meeting, the Committee on Reorganization had been resurrected under the chairmanship of Ricardo Fernandez, charged with the task of re-evaluating the entire organizational structure of the Fund; the committee would begin its work as soon as the other committee members were appointed.

Board member Slocum inquired whether there existed any document that sets out the Fund's mission besides the By-Laws to which the Chair responded that, traditionally, the mission of the Fund was articulated orally and through minutes, policy statements and other documents. Board member Torres expressed an interest in serving on the reorganization committee.

V. FINANCE

Board member Morales reported that the Finance Committee met in February to review the economic status of the organization. The President then provided a summary financial profile for the period of 7/84 - 3/85, noting that under accounts receivable, the major item pending was the grant from Carnegie which will be released upon receipt of the final report. She reported that she met with Bernard

Charles who indicated that he required responses to questions regarding program direction, reorganization and collective bargaining ratification. She further reported that the New World Foundation approved a \$25,000 grant for both this year and next year.

The Chair inquired whether we were still operating on the same projections contained in the Board-approved budget. The Treasurer responded that at this time it was difficult to anticipate inasmuch as there existed a solvency in terms of cash flow and that reductions in expenses and personnel changes may have a significant impact on those projections. The Director commented that legal fees received exceeded projections, for example, an estimated \$212,000 in legal fees had been received through March and \$175,000 had been projected. Chairman Batista inquired whether we would break even this year, explaining that in the past there have been accumulations in fees in excess of ½ million dollars while in June, 1984 there were none. He further suggested that a Board policy be adopted to mandate a balanced budget. The Director informed the Board that monthly expenditures amounted to \$90,000 and a reserve in that amount was needed to stabilize cash flow imbalances and that over the next several years an additional \$350,000+ was needed to permit the Fund to exercise its condominium purchase option.

The Chair encouraged interested members to contact Jose Morales for service on the Finance Committee. Sotomayor inquired about the success of the Salsa/Disco activity. The Director responded that the event was a staff-initiated effort to alleviate financial strains and noted that it had been the most financially successful activity of its kind. The Director then thanked members for their participation and support of the fundraiser.

VI. LANGUAGE POLICY

The Director began the discussion noting that the Fund does not presently have a research component. She explained that she met with the Puerto Rican Research Exchange, a group of Puerto Rican researchers whose mission is to secure a more equitable distribution of available research grants. She recommended that the Fund engage in research projects, providing funds were secured for this specific purpose. The Director suggested that research in the area of language policy was needed inasmuch as existing language policy questions permeated all of the work the Fund is engaged in including bilingual education, bilingual ballots, etc.; she added that the Fund had addressed these issues several years ago in collaboration with the National Puerto Rican Coalition. The Chair inquired whether the research activity proposed was a general proposal for the Fund's reorganization or specifically for language policy. Linda responded that a research component for the Fund would be

considered by the Reorganization Committee but that the proposed research project would be specifically for language policy. Board member Tio suggested that the organization should be dealt with first. Board member Zuckerman suggested that the Board determine the Fund's capability to implement a research project prior to making a commitment.

The Director clarified that the request was merely for authorization to examine the viability of engaging in language policy research. Board member Slocum noted that it would be difficult to operate without a data base, the absence of which would establish a need for grant support for this purpose and inquired whether funding sources are allocating grants for this purpose. The Director responded that given pressure to increase the level of research support on Hispanics, there is money available for research purposes. The Chair then requested that Board members Fitzpatrick and Santiago meet with the Director to draft a preliminary proposal.

VII. LITIGATION

The Director provided a brief explanation of the Summary of Activities update and the Carnegie Report. In addition, she advised the Board of the Fund's re-involvement with the National Puerto Rican/Hispanic Voter Participation Project headed by Luis Caban, and asked for clarification of the formal relationship since a draft, but as yet unexecuted, agreement existed. The Chair explained that two years ago, the Board had decided to provide legal assistance to the project but the Fund held final authority to decide which cases would be undertaken. He recommended that the Director negotiate a new agreement outlining the specific terms, particularly since the Project is seeking to solicit funds jointly, given the absence of a legal entity from their program. Slocum stated that since the image of the Fund should be positive for fundraising purposes, we should require that funds be earmarked for litigation expenses by the Fund in joint funding solicitations.

Chairman Batista inquired about the status of negotiations. The Director responded that a meeting with Mr. Caban was scheduled within the next several weeks and sought to clarify Board approval before moving forward. Board member Sotomayor stated that there had been Board concern that the Fund might become politically identified and added that an agreement for joint fundraising might tie the Fund with the other group and prove to be a dangerous precedent. The Chair indicated that the Project is politically neutral and has numerous restrictions; and, as such, the Fund should confront no major problems.

At this point, the Chair noted that since most of those present were newly appointed members, an introduction was in

order -- everyone present gave a brief background about him/herself.

VIII. EDUCATION DIVISION

The Director reported that liaison meetings with various law schools had been held to facilitate the development of a descriptive profile to assist in the Fund's admission counseling function and to persuade law schools of the need for more Latino attorneys. Slocum noted that law school admissions of Puerto Ricans is a serious problem inasmuch as they are categorized as "Hispanic" along with other Hispanic groups, who generally hail from highly educated and financially stable families, thereby scoring higher on entrance tests and able to meet financial obligations, and as a result of affirmative action guidelines, are accepted over Puerto Ricans who do not score as high and come from less educated and low to moderate-income families. Member Burns stressed the importance of retention.

The Chair stated that non-completion of higher education exists among other Hispanics as well and Morales noted that scholarships are a crucial factor in retention and post graduate studies. Member Carbonell inquired about the Fund's activities at the high school level. The Chair indicated that it was Aspira's role to intercede at the high school, hence the Fund did not place a major emphasis at that level.

IX. PERSONNEL

The Director indicated that a list of the Fund's current personnel was provided for the Board's information. The Chair advised members to channel communication with the staff through the Director.

X. NEW BUSINESS

Member Burns informed the Board that congressional hearings would be held next week on civil rights and the role of the Justice Department in enforcing these rights and that he was appealing to organizations concerned with civil rights to join in the effort by submitting responses regarding affirmative action, since the constituencies of those organizations would be affected; he further stated that the report on the Department's performance would be made public. Member Hernandez-Velez pointed out that the hearings are very important since there may be attempts to undo major accomplishments in civil rights. The Chair suggested that the issue be presented to the Executive Committee for consideration. Board member Tic asked why such an inquiry would not be handled by the Director inasmuch as civil rights is the central mission of the

organization. The Chair responded that while the suggested avenue was not necessarily the most effective or productive, it did further Board unity.

XI. ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 1:15 P.M.

Recorded by:

Submitted by:

Mildred Rivera
Administrative Assistant

Linda Flores
President

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING
JANUARY 26, 1985

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund was held on Saturday, January 26, 1985 at the Fund's Offices.

Present: Board

Mari Carmen Aponte
Jorge Batista
Ernest Collazo
Miriam Cruz
Ricardo Fernandez
Rafael Ferrer
Father Fitzpatrick
Ruben Franco
Howard Glickstein
Victor Marrero
Jose Morales
Sonia Sotomayor
Alba Rovira-Paoli
Michael Veve

Absent: Board

Luis Alvarez
Sandra Ruiz-Butter
Angelo Giordanni
Frank Ortiz
Ivar Pietri
William Taylor
Jose Trias

Staff

Linda Flores
Jenny Nadler

At approximately 10:00 a.m., a quorum having been established, Chairman Batista called the meeting to order and proceeded to discuss the first item on the Agenda.

I. Minutes

Pursuant to Board member Fernandez's suggestion, it was moved that the minutes of the March 25, 1984 meeting include all attachments and reports submitted at that time, which motion was duly seconded and adopted. A motion was then made to adopt the minutes, as modified, seconded and passed unanimously.

II. Board Membership

Chairman Batista advised that there were currently 21 members on the Board noting that members Berman, Sommer and Willems resigned. The Chairman also asked all Board members to forward any changes in addresses and affiliations to the National office for correction. He also indicated that a schedule of Board meetings for calendar year 1985 had been established and that Board members should advise the Director if the dates proposed were convenient.

III. Committee Reports

1. Nominations: The Nominations Committee Chairman, Victor Marrero, briefly described the work of the Nominations Committee, noting that the By-Laws authorized up to 39 members and we currently had 21. The Chairman distributed the Committee's report, explaining that during deliberations, the Committee was sensitive to prior suggestions, and then shared with the Board the priorities established by the Committee, namely, representation from business and media, as well as, diversity in racial/ethnic representation. Marrero reported that, with Board members' recommendations, as well as those of other individuals, about 30 to 40 names were submitted for consideration from among which ten were selected to broaden the base of the organization. Chairman Marrero then reviewed the list of the nominees and provided summary background information on each nominee. Marrero then moved that the Committee's report be accepted as well as the nominees for membership, which motion was duly seconded and passed with members voting as follows:

13 - in favor
0 - against
1 - abstention

Chairman Marrero then continued with the next action item, explaining that several Board members whose terms expired in January of 1983 were never officially re-nominated and re-elected to the Board, and recommended that these individuals, namely, Sandra Butter, Jorge Batista and Father Fitzpatrick, be retroactively re-elected to the Board. The motion was made, duly seconded and passed unanimously.

Chairman Marrero next recommended, on behalf of the Nominations Committee, that the 1985 Class of Board members be re-elected, namely, Mari Carmen Aponte, Ricardo Fernandez, Howard Glickstein, Rafael Ferrer, Frank Ortiz, Alba Rovira-Paoli and William Taylor. At this point, comment was made regarding Frank Ortiz's many absences from Board meetings. Chairman Batista responded that he did speak with Ortiz on the phone and that he would convey, on the Board's behalf, concern over his absenteeism. A motion was made, duly seconded and unanimously passed to re-elect the 1985 Class of Board members.

As the last item, Chairman Marrero indicated that a vacancy on the Executive Committee, occasioned by the resignation of Hector Willems, existed and the Committee recommended that Board member Ernest Collazo be elected to fill the vacancy and that the remaining Executive Committee members be re-elected to the Executive Committee. The motion was made, duly seconded and passed with Board members voting as follows:

13 - in favor
0 - against
1 - abstention

2. Finance Committee - Treasurer Jose Morales opened the discussion and distributed the audited financial statement. Chairman Batista noted that the opinion letter was not a conditional letter, and that the auditors felt we were doing things in a reasonable fashion. On the budget, President Flores indicated that there were several vacancies on the staff including the Director of Education, which position would not be filled until resources permitted and that she would assume those responsibilities during the on-going year. She noted that one attorney is scheduled to leave and the vacancy would be filled as soon as possible. The Director also advised that the budget did not reflect any salary increases and that the 5% salary increase being recommended to the Board for its adoption would add another \$10,000 to personnel costs during this fiscal year.

Father Fitzpatrick commented that the salaries of senior attorneys were substantially higher than those of junior attorneys. Board member Veve inquired whether we would be able to afford the increase, to which the President responded that the receipt of the Carnegie money would be critical in meeting our financial obligations, and indicated that Carnegie had expressed several concerns including staff/board relations, national focus, and Board diversification, among others. Morales indicated that the proposed budget was being offered for adoption and shared his view that the income would match expenses. The Chairman suggested that several Board members might meet with Carnegie once the report to Carnegie was prepared in the event that it was necessary to persuade Carnegie to release the funds and that the President should let the Board know whether such a strategy would be necessary. Board member Fernandez suggested that other groups affected by any policy changes within Carnegie should be contacted as well, to develop a joint strategy.

Board member Marrero then asked about the \$40,000 line item for travel. The President explained that \$25,000 of that amount was earmarked for the President's travel to facilitate leadership transition which Ford had made available for the NAACP Legal Defense Fund.

Chairman Batista then noted that with regard to the Public Interest Law Center, the Fund had met most of its obligations and also advised that we had subleased approximately 300 square feet to our co-tenants, the Council of New York Law Associates. Hearing no further questions, a motion was made, duly seconded and passed unanimously by the Board to adopt the recommended budget.

Treasurer Morales proceeded to the next item of discussion, namely securing a bridge loan or other line of credit to assist us in developing a smooth cash flow in accordance with the Board's previously adopted resolution. Treasurer Morales reported that we had been unsuccessful with Chemical Bank in securing a line of credit and made a motion to authorize the President to negotiate a line of credit on behalf of the Fund, not to exceed one month's operating expenses. Board member Marrero offered a friendly amendment to include the Treasurer as negotiator for the line of credit, which amendment was accepted. The motion was duly seconded and unanimously passed by the Board.

Board member Marrero inquired why the Public Interest Law Center attorney was being paid \$5,000. Chairman Batista briefly described the Public Interest Law Center, noting that the Center had retained a joint attorney and that each member of the Center paid the attorney based upon the square footage occupied by each within the Public Interest Law Center.

Board member Rovira-Paoli asked whether the budget anticipated any changes in insurance coverage including Board of Directors' coverage. The Fiscal Officer, Jenny Nadler, noted that we had had directors' insurance through December of 1983 and although coverage had lapsed for a period, we were currently covered for malpractice and directors' liability insurance as well.

IV. Annual Dinner

Chairman Batista opened the discussion indicating that, after canvassing Board members, a list of honorees had been developed, in order of preference, for each of the categories, namely, public official, corporate representative, labor representative and Hispanic achievement. He noted that the letters for the honorees had been prepared for his signature which he would sign as soon as the Board made its final selections. He also indicated that each table would likely cost about \$2,000 and that we would try to identify underwriters for various services. Board member Veve indicated that Seagrams had previously offered to assume the cost for the liquor and that he would re-establish contact for this purpose. After brief discussion about our ability to secure the proposed honorees, Board member Sotomayor moved to accept the report and recommendations as to the honorees, which motion was duly seconded, and passed unanimously.

V. Litigation and Attorneys Fees
a) Assessments Against the Fund

1. Kaimowitz - Chairman Batista noted that, although this was a significant expenditure, expenditures would have been twice that amount but for the work of Board members Veve and Collazo. Board member Sotomayor inquired whether Mr. Kaimowitz was cooperating in collecting attorneys' fees for cases on which he was working. The President indicated that none of his cases were generating any attorneys' fees. Board member Veve added that the charges before the New York Bar were not pursued by the Bar and that, on the criminal charges, the District Attorney's office had indicated the matter would not be taken to the grand jury. He added that the settlement cut our losses, because otherwise attorneys' fees would have been exorbitant. Chairman Batista also added that concern had been raised because foundations would not permit us to continue to spend money on this item.

2. Gerena Valentin - The President briefly described that attorneys' fees were assessed against the plaintiff, Gerena Valentin, in a case in which he was represented by the Fund, and that the court had found one of the counts to be frivolous as a consequence of which attorneys' fees had been assessed against Gerena Valentin. She also added that technically, we had no retainer agreement with Gerena Valentin and that the case was handled by Attorney Kaimowitz.

Chairman Batista provided further background indicating that Gerena Valentin had advised him that he was not aware that the Fund was seeking attorneys' fees, that the Fund had proceeded without his knowledge and that Gerena Valentin had expressed his inability to pay the fees assessed against him. Several Board members commented that if the case had been weak and we incorrectly assessed the strength of the case, the Fund, therefore was partly responsible. Board member Veve expressed his support for coverage by the Fund of attorneys' personal liability in furtherance of their work but was not prepared to extend that policy to clients. Board member Marrero suggested that we might be able to negotiate with Paul Victor, the attorney for the other side, and volunteered to talk with him regarding this matter. Board member Howard Glickstein moved to accept the President's recommendation to pay the attorneys' fees and to ask Board member Marrero to negotiate the amount downward, which motion was duly seconded.

Board Member Collazo inquired whether we would negotiate with Paul Victor as the attorney for Gerena Valentin, indicating that since we were still his attorney, we would need authorization from him to involve ourselves in negotiations to settle the attorneys' fees matter. Board member Veve suggested that an off-the-record discussion be engaged in regarding the Gerena Valentin matter. The question was called, and the motion passed with

12 - in favor
2 - against
0 - abstentions

3. Santiago - The President simply reported that a \$19,000 assessment against attorney Kaimowitz which the Fund had agreed to pay, had been appealed and reversed.

VI. Collective Bargaining

The President presented the Collective Bargaining Agreement negotiated with the Staff Association and indicated that staff representatives, Rosa Esperon and Juan Cartagena, were available to discuss this matter with the Board. She highlighted that the Agreement provided for a 5% increase in salaries effective January 1, 1985 and that should the Fund be unable to comply with its financial obligations, negotiations would be triggered. After some discussion, staff members Esperon and Cartagena were invited to join the meeting, and Board member Collazo raised three areas of concern to the Board, namely, that the term of the contract be for three years effective January 1, 1985 through December 31, 1987; Provision for 60 days notice to enter into negotiations with notice to the federal government and with parties to comply with all legal requirements and; provision that during the reopening of negotiations discussions, if salary agreement is reached, the no-strike clause contained in Article XV would, in fact, be reinstated. Cartagena accepted these and indicated that there was a vote on the contract this week and the staff voted to ratify and also explained that the side letter accompanying the agreement was a recognition of the Fund's present financial situation. Father Fitzpatrick commented that the side letter was very thoughtful on the staff's part and Chairman Batista expressed appreciation to the staff on behalf of the Board, for their cooperation during the negotiations. Board member Veve moved to authorize the President to execute the agreement, which motion was duly seconded and passed unanimously.

Chairman Batista commented that this was a very significant step forward, commended all individuals involved in the process and instructed the President to advise the staff that the budget had been approved with the 5% increase in salaries. The President then thanked Board members Collazo, Rovira-Paoli and Morales for their assistance in negotiating the agreement and Board member Sotomayor thanked the President for her successful efforts.

VII. Public Interest Law Center

Under this agenda item, the President indicated that the Council of New York Law Associates, our co-tenants on the 14th floor at 99 Hudson, were interested in leasing more space and that we were currently discussing these terms.

VIII. Litigation Committee

Chairman Batista directed the Board members' attention to the report contained in the package, and suggested that, if there were any questions regarding any matter, they be directed to the President or to the Chairman of the Litigation Committee, Howard Glickstein.

IX. Education Committee

The President indicated her interest in exploring a new program to address the attrition rate of Puerto Ricans in law school utilizing the CLEO model. Chairman Batista suggested that this matter be directed to the attention of the Education Committee.

X. Personnel

The President summarized a written report and noted that the attorney vacancy resulting from Rosa Esperon's departure would be filled as soon as possible.

XI. President's Report

The President indicated that pursuant to the request of Chairman Batista, she had drafted a preliminary re-organization plan. Chairman Batista then asked Ricardo Fernandez to chair the Re-organization Committee which appointment was accepted by Fernandez. The Chairman then suggested that all comments on re-organization be directed to Board member Fernandez and/or the President.

XII. New Business

The Chairman indicated that he had waited to establish committees until the new President had had the opportunity to settle into her position. He indicated his intention to activate traditional committees and to set up new committees.

The Chairman next discussed the question of when minutes should be taken and circulated when the Board goes into executive session. He suggested as guidelines for the future that when a Board member does not wish to be on the record, he/she should so indicate and if and when there were a disagreement, a vote would be taken as to whether the discussion would be on or off the record.

A preference was also expressed by Board members to have a summary of discussion rather than a verbatim transcript of the Board meetings.

There being no further discussion, Board member Sotomayor moved to adjourn, which motion was duly seconded and unanimously adopted. Meeting adjourned at approximately 1:25 p.m.

Submitted By:

Ruben Franco
Secretary

PUERTO RICAN LEGAL DEFENSE AND EDUCATION FUND, INC.

BOARD OF DIRECTORS MEETING
JANUARY 26, 1985

M I N U T E S

A meeting of the Board of Directors of the Puerto Rican Legal Defense and Education Fund was held on Saturday, January 26, 1985 at the Fund's Offices.

Present: Board

Mari Carmen Aponte
Jorge Batista
Ernest Collazo
Miriam Cruz
Ricardo Fernandez
Rafael Ferrer
Father Fitzpatrick
Ruben Franco
Howard Glickstein
Victor Marrero
Jose Morales
Sonia Sotomayor
Alba Rovira-Paoli
Michael Veve

Absent: Board

Luis Alvarez
Sandra Butter
Angelo Giordani
Frank Ortiz
Ivar Pietri
William Taylor
Jose Trias

Staff

Linda Flores
Jenny Nadler

At approximately 10:00 a.m., a quorum having been established, Chairman Batista called the meeting to order and proceeded to discuss the first item on the Agenda.

I. Minutes

Pursuant to Board member Fernandez's suggestion, it was moved that the minutes of the March 25, 1984 meeting include all attachments and reports submitted at that time, which motion was duly seconded and adopted. A motion was then made to adopt the minutes, as modified, seconded and passed unanimously.

II. Board Membership

Chairman Batista advised that there were currently 21 members on the Board noting that members Berman, Sommer and Willems resigned. The Chairman also asked all Board members to forward any changes in addresses and affiliations to the National office for correction. He also indicated that a schedule of Board meetings for calendar year 1985 had been established and that Board members should advise the Director if the dates proposed were convenient.

III. Committee Reports

1. Nominations: The Nominations Committee Chairman, Victor Marrero, briefly described the work of the Nominations Committee, noting that the By-Laws authorized up to 39 members and we currently had 21. The Chairman distributed the Committee's report, explaining that during deliberations, the Committee was sensitive to prior suggestions, and then shared with the Board the priorities established by the Committee, namely, representation from business and media, as well as, diversity in racial/ethnic representation. Marrero reported that, with Board members' recommendations, as well as those of other individuals, about 30 to 40 names were submitted for consideration from among which ten were selected to broaden the base of the organization. Chairman Marrero then reviewed the list of the nominees and provided summary background information on each nominee. Marrero then moved that the Committee's report be accepted as well as the nominees for membership, which motion was duly seconded and passed with members voting as follows:

13 - in favor
0 - against
1 - abstention

Chairman Marrero then continued with the next action item, explaining that several Board members whose terms expired in January of 1983 were never officially re-nominated and re-elected to the Board, and recommended that these individuals, namely, Sandra Butter, Jorge Batista and Father

Fitzpatrick, be retroactively re-elected to the Board. The motion was made, duly seconded and passed unanimously.

Chairman Marrero next recommended, on behalf of the Nominations Committee, that the 1985 Class of Board members be re-elected, namely, Mari Carmen Aponte, Ricardo Fernandez, Howard Glickstein, Rafael Ferrer, Frank Ortiz, Alba Rovira-Paoli and William Taylor. At this point, comment was made regarding Frank Ortiz's many absences from Board meetings. Chairman Batista responded that he did speak with Ortiz on the phone and that he would convey, on the Board's behalf, concern over his absenteeism. A motion was made, duly seconded and unanimously passed to re-elect the 1985 Class of Board members.

As the last item, Chairman Marrero indicated that a vacancy on the Executive Committee, occasioned by the resignation of Hector Willems, existed and the Committee recommended that Board member Ernest Collazo be elected to fill the vacancy and that the remaining Executive Committee members be re-elected to the Executive Committee. The motion was made, duly seconded and passed with Board members voting as follows:

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IV. Annual Dinner

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3. Santiago - The President simply reported that a \$19,000 assessment against attorney Kaimowitz which the Fund had agreed to pay, had been appealed and reversed.

VI. Collective Bargaining

The President presented the Collective Bargaining Agreement negotiated with the Staff Association and indicated that staff representatives, Rosa Esperon and Juan Cartagena, were available to discuss this matter with the Board. She highlighted that the Agreement provided for a 5% increase in salaries effective January 1, 1985 and that should the Fund be unable to comply with its financial obligations, negotiations would be triggered. After some discussion, staff members Esperon and Cartagena were invited to join the meeting, and Board member Collazo raised three areas of concern to the Board, namely, that the term of the contract be for three years effective January 1, 1985 through December 31, 1987; Provision for 60 days notice to enter into negotiations with notice to the federal government and with parties to comply with all legal requirements and; provision that during the reopening of negotiations discussions, if salary agreement is reached, the no-strike clause contained in Article XV would, in fact, be reinstated. Cartagena accepted these and indicated that there was a vote on the contract this week and the staff voted to ratify and also explained that the side letter accompanying the agreement was a recognition of the Fund's present financial situation. Father Fitzpatrick commented that the side letter was very

thoughtful on the staff's part and Chairman Batista expressed appreciation to the staff on behalf of the Board, for their cooperation during the negotiations. Board member Veve moved to authorize the President to execute the agreement, which motion was duly seconded and passed unanimously.

Chairman Batista commented that this was a very significant step forward, commended all individuals involved in the process and instructed the President to advise the staff that the budget had been approved with the 5% increase in salaries. The President then thanked Board members Collazo, Rovira-Paoli and Morales for their assistance in negotiating the agreement and Board member Sotomayor thanked the President for her successful efforts.

VII. Public Interest Law Center

Under this agenda item, the President indicated that the Council of New York Law Associates, our co-tenants on the 14th floor at 99 Hudson, were interested in leasing more space and that we were currently discussing these terms.

VIII. Litigation Committee

Chairman Batista directed the Board members' attention to the report contained in the package, and suggested that, if there were any questions regarding any matter, they be directed to the President or to the Chairman of the Litigation Committee, Howard Glickstein.

IX. Education Committee

The President indicated her interest in exploring a new program to address the attrition rate of Puerto Rican in law school utilizing the CLEO model. Chairman Batista suggested that this matter be directed to the attention of the Education Committee.

X. Personnel

The President summarized a written report and noted that the attorney vacancy resulting from Rosa Esperon's departure would be filled as soon as possible.

XI. President's Report

The President indicated that pursuant to the request of Chairman Batista, she had drafted a preliminary re-organization plan. Chairman Batista then asked Ricardo Fernandez to chair the Re-organization Committee which appointment was accepted by Fernandez. The Chairman then suggested that all comments on re-organization be directed to Board member Fernandez and/or the President.

XII. New Business

The Chairman indicated that he had waited to establish committees until the new President had had the opportunity to settle into her position. He indicated his intention to activate traditional committees and to set up new committees.

The Chairman next discussed the question of when minutes should be taken and circulated when the Board goes into executive session. He suggested as guidelines for the future that when a Board member does not wish to be on the record, he/she should so indicate and if and when there were a disagreement, a vote would be taken as to whether the discussion would be on or off the record.

A preference was also expressed by Board members to have a summary of discussion rather than a verbatim transcript of the Board meetings.

There being no further discussion, Board member Sotomayor moved to adjourn, which motion was duly seconded and unanimously adopted. Meeting adjourned at approximately 1:25 p.m.

to make notes

FUND BOARD MEETING 1/26/85

Present: Rafael, Sonia, Father Fitzpatrick, Ernest, Ricardo, Miriam, Mari Carmen, Mike Veve, Howard Glickstein, Jose Morales, Jorge Batista, Victor, Alba, *MUSEA*

Staff: LINDA, JENNY
Start: 10:20 a.m.

I. MINUTES

✓ Ricardo: regarding 3/25/84 minutes suggested that Father Fitzpatrick's report be included as addendum. Moved and seconded that minutes, with all attachments, adopted unanimously.

II. BOARD MEMBERSHIP

21 current members.

Jorge: Judd, Berman and Willems and Davidson resigned. Their letters are included in package given out by Linda. All revisions to addresses and names to be given to Linda. A schedule has been set up for quarterly meetings. All are to tell Linda if dates are O.K. All dates are Saturday. Executive Committee will meet in between.

By-Laws - provided for reference. January, 1982 are most recent by-laws. Mike Veve on committee with Judd to revise by-laws in 1981. He will compare notes and report to Board if by-laws being used are accurate.

III. COMMITTEE REPORTS

1. Nominations

Victor: By-laws authorize 31 members. We now have 21 members. Victor distributed his committee's report. The committee was sensitive to allegations of lack of community representation on Board. List of priorities was set:

- a) business people
- b) press people
- c) geographical representation - CT, NJ & PA were given priority
- d) Blacks

Board members and others made recommendations. About 30-40 names were submitted. A list of 10 was finally put together and that is presented to Board. We want to broaden base that is why 10 are presented. Victor went over the list of nominees for board members and said something about each.

Victor moved that his report be adopted and nominees be made members of Board.

VOTE: Yes 13
No 0
Abstain 1

Veve: Will there be a letter sent to those not accepted to Board?

Jorge: That is a good idea. Victor will send a letter to those who were considered and not elected. Veve will talk to Board members to find out who needs to get letters.

Re-Nominations

Certain people's terms expired in 1/83 and were never renominated (Sandra, Jorge, Father Fitzpatrick)

VOTE: Yes 14
Abstain 0
Against 0

Recommend that 1985 class of Board members be re-elected:

Mari Carmen	Frank Ortiz
Ricardo	Alba
Howard	Bill Taylor
Rafael	

Discussion regarding Frank Ortiz's many absences.

Jorge: I do talk to him on phone. We can tell him that we are concerned about this. I will convey to him our concern.

VOTE: Yes 14
No 0
Abstain 0

Vacancy on Executive Committee caused by resignation of Hector - recommend Ernest to fill vacancy and to re-elect the present people.

VOTE: Yes 13
No 0
Abstain 1

Rafael asked for names of those who have resigned.

Jorge: Officially, I received letters from Hector, George Davidson, Berman and Judd. I never accepted Taylor's resignation. He withdrew resignation.

2. Finance

Jose Morales: An audited financial statement was given out which says it all.

Jorge: Opinion letter is not a conditional letter. Auditors feel we are doing things in reasonable fashion.

Jose: Management letter dated 11/16/84 directed to accountant was given out.

Jorge: Questions on audit or management letter should be directed to Jose and/or Linda.

On Budget:

Jorge: The month to month breakdown of income is good.

Linda spoke about vacancies on staff. Said these will not be filled until Budget permits. Rosa is leaving. Her position will be filled. Budget does not reflect salary increases. \$10,000 would be total amount of salary increases (5%)/

Father: Salaries of ~~junior~~ ^{senior} attorneys are substantially higher than ~~senior~~ ^{junior} attorneys.

Linda: Senior attorneys salaries are close to the going rate. Any increases would be retro to 1/85. Figure would be \$20,000 for full 12 mon. year.

Jose: We are proposing this budget for adoption.

Veve: I take it we can afford the increases in salary.

Linda: The receipt of Carnegie money is critical to our budget. We are attempting to increase education litigation in order to encourage them to give us the money. This is the area that they fund.

Jose: Our income will match our expenses. I think we will receive all money we anticipate. In response to question by Sonia, Linda said that not all of the income listed on budget is committed.

Jose: Income sheet is a forecast. It is actual thru 12/84, but beyond that, it is a forecast.

Sonia: Are there any other potential revenue sources.

72 Linda: Sherman Foundation sent us a check for \$^{10,}~~110,~~000 which we received 1/25/85. The annual dinner is noted next to last page of budget includes possible sources.

Jose: Attorneys fees may bring us additional monies which we do not now expect.

Sonia: Are figures conservative?

Linda: Conservative to reasonable.

Jose: "Prudent"

Ricardo: I take it the 2/85 Carnegie amount is an accumulated figure?

Linda: Carnegie has several concerns:

a) Staff/Board relations - the adoption of collective bargaining agreement will help. This is not a condition, but an inquiry;

b) Kinds of activities - are we a national organization?;

c) Board diversification - race, geographical distribution; etc.

The Education report, which Juan Cartagena prepared, is substantial and will help.

Ricardo: Regarding Carnegie, are we on a cycle?

✓ Jose: We used to on a 2yr. cycle. Question is, where in cycle are we?

Jorge: When would we be submitted for a renewal

Linda: In Spring, with expectation that money would be received in 7/85. Our current cycles have been thrown off this year.

Jorge: Carnegie is 20% of budget.

Ricardo: On attorneys fees, of anticipated \$300,000, about \$100,000 is coming 2/85 - 6/85. Are these on schedule?

Linda: We canvassed the attorneys, who gave us projections on when the attorney fees would be coming in. These are based on awards and the question is only when and how. Anything not sufficiently settled or certain is not reflected.

Veve: 2/85 and 4/85 amounts for Carnegie, do these wind up the 2 year period and are contingent on progress reports?

Linda: Yes.

Veve: Is their message for next 2 years negative?

Linda: Yes but they have given negative signals to other defense funds.

✓
✓
✓
Jorge: New president of Carnegie is taking the foundation in new directions -- world peace; deal with world ~~changes~~ ^{HUNGER}. Money is restricted to education. How they will reconcile new direction to their mandate in education area is unknown to me. They have been concerned about whether we sent money they gave us from education; whether we had ~~carved~~ ^{carved} out program as presented in ~~any~~ ^{our} proposals. They are still asking for reports to substantiate prospectively -- our past does

not help us. Their signals on what they want to do in education are not out yet.

Linda: They are also holding off on contribution to PILC.

✓ Victor: On Carnegie, given that their decision is so crucial, should we develop a strategy to work on them?

Jorge: Trias offered to meet with Carnegie people. He is close to them. He will do this when report is ready. Report should be sent to Jose Trias and he should be encouraged to set up meeting.

Victor: We ought to plan a strategy and we should include new board people.

Jorge: Vic, would you be part of a group with Trias to meet with Carnegie?

✓ Victor: Yes. let us put it together. # On 1984-85 re: travel, line item is \$40,000. \$25,000 for Linda and \$15,000 for staff.

Linda: Travel is a grant from Ford which is solely for travel. Money they gave for this is not transferable. I indicated to them a need to travel around to network. They did it for Julius, so then I convinced them to do it for me.

Ricardo: Following up on Vic's comments, Carnegie is about to make major changes in policy. Group that will meet with them should contact other groups affected by this policy change.

Linda: We should not be alarmed by Carnegie's conduct. This is usual for them. Bernie has been receptive.

Jenny: Auditors needed to know that money has not been cut off- they contacted Carnegie and were told money is ours.

Alba: CFC, are we doing this?

Linda: Yes.

✓ ✓ Jorge: ON PILC and our facility ^{DOES} everything reflected on expense side of budget indicates that we have lived up to all of our obligations?

Linda: Yes.

Jenny: We are saving money by being at 99 Hudson.

Jorge: In the area of 6-8 sq. ft.

Jenny: We have leased about 300 sq.ft. to others.

Jorge: Hearing no further questions, do we adopt the budget?

Ricardo: Second.

No discussion on motion
VOTE: Yes 14 (unanimous)

✓ Jose: We are looking into getting a Bridge Loan or other loan to enable us to have a smoother cash flow. ~~This is done to have a fund balance of one month's operating expenses.~~ → H. Jorge: How much are we seeking to borrow?

Jenny: I approached them on \$200G. It would be a line of credit on which we would not be charged interest until we actually got it.

Jorge: We have board authority to keep one month's operating funds. Your motion could be that you want greater amount and want to do it by loan.

Jose: Yes.

✓ Jorge: This is ~~motion~~ motion. To authorize President to negotiate line of credit not to exceed one month's operating monies.

Victor: Amend to include treasurer as one who can negotiate line of credit.

Sonia: Second.

✓ Jorge: When do you anticipate we will be able to build, internally, a reserve.

Linda: I don't know.

Jorge: You should discuss with foundations need for our having this fund balance. Maybe they can lend it without interest. This fund balance is meant to increase our net worth, which is now zero, to one month's operating expenses, which is about \$90,000. The loan should not exceed \$90,000. Vote on loan to create line of credit from lending institution or foundation and not to exceed \$90,000.

VOTE: Yes 14 (unanimous)

Jose: We are phasing out Chemical Bank and seeking alternatives.

Sonia: Why are we doing this.

Jenny: When we had lots of money, they were good to us, when we started to run out of money, they gave us no accommodations; they abandoned us.

Jorge: "Chemistry in the neighborhood" policy at Chemical is passe. You should consider Hispanic banks springing up. We should try to be mutually helpful. Speak to 3 and give fair opportunity to Hispanic banks, then come back to Board with report.

Jose: Proposed budget for new year should be ready in March 1985. Budget does provide for increase commencing 1/85. It may be impacted, in latter part of fiscal year, if new salary increases are negotiated for next year.

Ricardo: Suggested that collective bargaining agreement coincide with our budget year.

Veve: Current staggering of the two may be beneficial to us because we are in better position to determine if we can afford to give raises in 1/85 rather than in 6/84.

Jose: Finance Committee will think this over.

Jorge: You should concentrate on fund balance. We have to save money. I will always repeat this ~~THEME~~ unless we can get interest free loans from foundations.

Ernest: How does lack of a Director for Education Dept. affect our funding? i.e. Carnegie?

Linda: We can't continue to carry that department without a supervisor.

Father: What is estimated salary of a director?

Linda: It was \$33,000 but we will fall in \$20,000-\$30,000 range. That position will be filled sometime this year.

Victor: Why is PILC attorney being paid \$5,000.

Linda: Clifford Case was hired by PILC before we came on. PILC members are doing more of his work themselves and this figure is less than it was previously.

Jorge: Gave explanation of PILC.

Alba: Does budget anticipate change in insurance coverage including Director's use? ~~INSURANCE?~~

Jenny: We had Director's ^{INSURANCE} thru 12/83. We had lapsed for a period but we have current coverage. This is malpractice and Director's insurance.

Jorge asked Ernest to review all insurance policies and recommend whether to increase coverage.

Linda: I'm not sure if policy covers Director's

Ricardo: Ernest please see if coverage extends to Fund activities, e.g. dances.

Jorge: That is liability insurance.

Jenny: We have liability clause.

BREAK

Linda submitted proposal to Miller to fund Salsa dance for Fund. Rums of Puerto Rico may co-sponsor.

3. Annual Dinner

Linda: I, Jenny and others have met with consultants. It is scheduled for several tentative dates and tentative hotels have been reserved.

Jorge: Letters to honorees have been prepared for my signature which I will sign after Board decides who they will be.

Linda: List of contributors has been compiled.

Jorge: All Board members who want list of contributions should ask Linda.

Ernest: I want one.

Sonia: How much is a table.

Linda: About \$2,000. Price for a place is \$150-200. We are trying to identify underwriters for the different services, i.e. flowers, etc.

Veve: Seagrams previously offered to pick up the liquor. I will re-establish the contact.

Jorge: I suggest you contact Frank Ortiz who does legal work for Goya. He can get them involved in some way.

Jose Morales: We should enlist new Board members to help with this.

Veve: D.C. 65 may be able to identify ^{SAMUEL} someone who will donate services.

Honorees

Jorge: Linda contact ^{ed} 18 Board members. There should be no surprises. Linda has prepared letter to first choice in each category:

Cuomo, Reed from Citibank, Bieber from Labor and Raul Julia.

Father: Can we get Cuomo?

Jorge: I have followed up on this. I think we can. Sandra Bird is in-house counsel to Citibank in Puerto Rico. She will work on getting Reed.

Linda: 2 members had ideas on others rather than Julia. One felt we should get someone in Puerto Rico so as to generate funds from there.

Jorge: Julia is active in community in addition to being a great actor.

Veve: One possibility is community person who would benefit from an award by us, i.e. person who owns high tech company in the South Bronx.

Jose: If Reed doesn't accept, we should consider Ramirez who sells bonds.

Sonia moved to accept report and recommendations as to honorees.

Jorge: We plan to send letter out immediately to first round of nominees.

VOTE: Yes 14 (unanimous)
No 0
Abstain 0

IV. LITIGATION AND ATTORNEYS FEES

Assessments vs. Funds

1. Kaimowitz - we have expended much money here, to Gabe and to attorneys. All have been paid.

Jorge: Fees would be twice the amount but for work of Veve and Ernesto. Board should recognize that at appropriate time. My conclusion from Linda's report is that Kaimowitz matter is completely over.

Sonia: Is Gabe helping with collecting attorneys fees.

Linda: None of his cases generated any attorneys fees.

Jorge: 3 of Board members who resigned mentioned settlement with Gabe in their resignation letters.

Father: Did we drop charges against him?

Veve: Charges before New York Bar were not pursued, they did nothing and will do nothing. On criminal charges, D.A. said he would not take to Grand Jury.

✓ Jorge: We may have had a civil action.

Veve: This settlement cuts our losses. Attorneys fees would be too high.

Jorge: Also foundations would not permit us to continue to spend money on this.

2. Gerena-Valentin

Linda: Attorneys fees were assessed against him in a case Fund brought. Court found case to be frivolous. We had no retainer agreement with Gerena.

Jorge: Gerena said he did not know Fund was seeking attorneys fees. Fund did this on its own; also he can't afford to pay the fees. He came in as public figure trying to effectuate public policy. No one consulted with him. Fund got him into this and now is leaving him holding the bag.

Sonia: If we incorrectly assessed this case and its evidence, we are partly responsible.

Jorge: This brings up need to re-activate litigation committee.

Linda: The case was weak, we are partly responsible. This matter is a product of the individuals involved. We have usually asked for retainer agreements. One attorney on staff usually did not.

✓ Veve: I think it makes sense for us to back up the attorney's personal liability. I'm not prepared to say that about our clients.

Jorge: What is being proposed is that our retainer agreement clarify everything. Even our standard retainer was not used in this case. The amount of money has not yet been assessed or asked for. Matter is dormant.

Victor: Maybe we can negotiate with Paul Victor, attorney for the other side. I volunteer to talk to him.

Sonia: After judgment, interest is accumulating.

✓
✓ Howard: Appellate decision was rendered in July, 84. I moved that we accept Linda's recommendation to pay the attorney's fees and to ask Victor to negotiate the amount downward.

Ricardo: Second.

Ernesto: Are we going to negotiate with Paul Victor as attorneys for Gerena or not? We are still his attorney and

we need to get authority from him to involve ourselves in negotiations to settle the attorneys fees matter.

✓ Veve: I think we should do what Ernesto suggest. ~~Off-the-record~~ discussion on Gerena Valentin matter. Vote on my motion to assume liability.

✓ Ernesto: Are we able to pick up this obligation or is there any prohibition ^{imposed} expressed by the court?

No one could think of any.

VOTE: Yes 12

No 2

3. Santiago - Victim's Crime Services \$19,000 assessed against Gabe. Decision was appealed and reversed.

V. COLLECTIVE BARGAINING

Jorge: Were are we?

Linda: I recommend adoption. Staff has unofficially accepted. Rosa and Juan are here to discuss matter.

Father: I gather that everyone is prepared to ratify this agreement.

Linda: I think so.

Jorge: If we were to appoint a supervising attorney; a management employee, can we do that with this agreement? If we can, I don't know where in the agreement it would go.

Ernesto: In absence of any limiting agreement, employer can hire as many management employees as it wants. A supervising attorney would not be a member of the union.

Linda: If Board approves, when cash flow permits, we will give a 5% increase retro to 1/85.

✓ Off-the-record discussion.

✓ Ernest: Art X(A) (2) p. 12, last sentence, once wages are agreed upon on the re-opener strike clause (Art. XV) should read "shall be" reinstituted rather than "may be". Also, has there been agreement on effective date of contract.

Linda: I recommend 1/85 ending 12/88. Also, there is usually a 60-day notice provision for renegotiations on contracts. It is also a requirement of the law.

Ernesto: We should ratify today so we should straighten these matters out with union members today. We need to get further agreement on:

1. Term of contract;
2. Restoration of Art XV (no strike clause) after there is agreement on wages after re-opening;
3. 60-day notice provision to open negotiations.

Father: I move that if their response is positive, we ratify the agreement.

No formal vote, but sense of the Board is that if membership accepts changes, we will ratify. Juan Cartagena and Rosa Esperon were brought in. Ernie phased to the concerns of Board.

1. Term - 3 years, 1/85 thru 12/31/87;
2. On 60 days notice to enter into negotiations with notice to federal government (FMCS). Parties will comply with all legal requirements;
3. On wage re-opener, p.12, if salary agreement is reached, no strike clause Art XV will be reinstated.

Juan: There was vote on Contract this week and staff voted to ratify. Side letter is a recognition of our present financial situation.

Father: That was thoughtful.

Jorge: We extend our compliment and appreciation.

Rafael: I also compliment all involved for great work.

Jorge: I will accept motion to authorize Linda to execute agreement.

Mike: Moved.

Father: Second:

VOTE: Yes 13
No 0
Abstain 0

This represents very significant step forward. All should be commended. This is an achievement for both sides. Linda was instructed to tell staff that we have approved budget with raise.

Linda: I thank Ernie, Alba and Jose for assisting me in negotiating agreement.

Alba: I think we should now celebrate by introducing our President and new faculty to community.

Jorge: Linda you are commissioned to organize a celebration.

Sonia: Statement thanking Linda for good work done up to now.

VI. PILC

Council of New York Law Associates wants to lease more space. We are now negotiating this. If we do, it will help us build walls in our attorney's offices.

VII. LITIGATION

Report is presented with package.

VIII. EDUCATION DIVISION

✓ Linda: I have recommended a new program to deal with attrition rate of Puerto Ricans in law school using CLEO model. I want to explore this with funding sources, i.e. Revson. Program is for students who are admitted to law school. It is a retention program.

Jorge: Take this up with Education committee.

IX. PERSONNEL

Linda gave written report. Proposes to fill Rosa Esperon's position.

X. PRESIDENT'S REPORT

Linda: Chair has asked me to consider re-organization. I have prepared a draft.

Jorge: Ricardo, why don't you chair the re-organization committee.

Ricardo: Yes, I will do it.

✓ Jorge: All comments on reorganization should be directed to Ricardo and/or Linda. I volunteered to be on committee. My concern is that I hear fundamental questions about our future and our direction. I hear this from foundations and other Board members. The economy may dictate it and I hope we get recommendations by end of fiscal year. → # JUDGE!

XI. NEW BUSINESS

Jorge: I have held off on setting my committees until Linda has gotten settled. I will now activate old and set up new committees. Litigation committee needs to be set up again. Re: minutes - how can we have executive sessions yet circulate minutes? When we go into executive sessions, we should produce no minutes.

Discussion had on when minutes should be taken and circulated.

Guideline for future executive sessions of board is: When board members and invited non-board members are invited, matters that a board member does not want on the record, s/he must indicate that s/he wants to be off the record. If there is a dispute on this issue, a vote will be taken. Further dispute will result in chair making a ruling.

Members prefer summary of discussion rather than a verbatim statement.

Ricardo: There should be good communications in between meetings. Linda has done a good job.

Jorge: Linda should circulate a monthly report.

Ricardo:

Veve: Fund should have directory compiled by Bar Association in Puerto Rico.

Discussion on compilation of Fund raising directory.

Linda: I would like to have record of all Fund activities, e.g. cc's of letters, etc,. We need a lot of assistance for dinner. I will call upon many of you.

Sonia: Move to adjourn

Father: Second.