

EXHIBIT A - Board Minutes January 6, 2025

**Equal Justice Authority  
Board Meeting Notes  
January 6, 2024**

In Attendance: Lauren Peach, Matt Baca, Toni-Anne Nunez, AJ Esser, Cesar Jimenez, Charlie Willman, Renzo Reategui, Elisa Overall (Emo)

1. Rules of Procedure (discussion and vote)
  - a. Unanimous approval of Rules of Procedure
  - b. Unanimous approval of Exhibit A
2. Officers (discussion and vote)
  - a. Unanimous approval of Matt Baca as Board Chair
  - b. Unanimous approval of Toni-Anne Nunez as Board Vice-Chair
  - c. Unanimous approval of Charlie Willman as board Secretary/Treasurer
3. Agreement with Commission (discussion and vote)
  - a. Board authorized Lauren to enter negotiations on a staffing contract with the Colorado Access to Justice Commission - Matt Baca and Toni-Anne Nunez recused
4. Banking
  - a. Charlie will explore options for banking, keeping an eye on prime COLTAF banks that offer high interest rates on lawyer trust accounts.
5. Legislative Session
  - a. Judicial proposal to potentially move Eviction Legal Defense Fund and Family Violence Justice Fund to the Equal Justice Authority was discussed.
  - b. Idea of creating Equal Justice for All License plates to create an additional income stream for legal aid was also discussed.
6. Upcoming meeting dates
  - a. Next meeting, January 22nd at 4pm
  - b. Then every-other Monday starting Feb. 3 at 4pm



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Charles H. Willman, Secretary/Treasurer

**RULES OF PROCEDURE**  
**OF**  
**COLORADO EQUAL JUSTICE AUTHORITY**  
**BOARD OF DIRECTORS**

**ARTICLE I**

**NAME, OFFICE**

Section I. Name. The official name shall be the Colorado Equal Justice Authority (“Authority”).

Section 2. Office. The principal office and address of record for the Authority, which is subject to change by the Board:

Colorado Equal Justice Authority  
c/o Colorado Access to Justice Commission  
1290 Broadway, Ste. 1700  
Denver, CO 80203  
(720) 306-1022

**ARTICLE II**

**AUTHORITY AND POWERS**

Section 1. Authority and Powers. Colorado Law vests the governing of the Equal Justice Authority to its Board, who is responsible for distributing the Equal Justice Fee for the purpose of providing equal access to legal aid services and to increase efficiency of the court system for all court users.

Section 2. Exercise of Powers. Official action of the Board shall occur only in open session at meetings duly called and held, and at which quorum is present. Matters coming before the Board shall be determined by a majority of the Directors who are present.

## ARTICLE III

### GOVERNING BODY, OFFICERS, STAFF

Section 1. Governing Body. The governing body of the Authority shall be a Board of Directors (the “Board”) consisting of seven members, who shall be appointed according to the provisions of C.R.S. Section 13-5.7-204 or its successor. Vacancies in the board shall be subject to appointment by the person who had the authority to appoint the departing director.

Section 2. Term of Members. Members shall serve their terms according to the provisions of the C.R.S. Section 13-5.7-204 and may be removed as provided therein

Section 3. Officers.

(a) Number and Term. The Board shall elect a Chairperson, a Vice-Chairperson, and a Secretary-Treasurer from its membership at the first meeting of each calendar year according to the provisions of the C.R.S. Section 13-5.7-203(1)(l), -204(9).

(b) Members shall vote by ballot after nominations have been made, and the candidate winning a plurality of the vote will hold the seat until the next election.

(c) Duties. Officer and Committee duties are set forth in Exhibit A and these may be amended by a majority vote of the Board at a meeting for which such item is listed on the Agenda for that meeting.

Section 4. Contracts. All contracts or agreements and/or expenditures of the Authority involving sums of greater than \$5000 must be approved by a majority vote of the Board. Checks shall be signed by the Treasurer or if the Treasurer is not available by the Chairperson or Vice Chairperson. All payments, regardless of amount, will be reviewed by the Board at its next Regular Board Meeting.

Section 5. Staff. The Authority may hire staff as the Board deems necessary. As contemplated by C.R.S. Section 13-5.7-204(13)(a), the Board may cooperate and enter into contracts with the Access to Justice Commission or another entity for administrative or operational assistance, including for staffing.

## ARTICLE IV

### MEETINGS

Section 1. Meetings. Meetings of the Equal Justice Authority Board shall be subject to provisions of the Open Meeting Law C.R.S. Section 24-6-401, et. al.

Section 2. Location and Attendance. All meetings of the Board shall be held at the principal office of the Authority, or such other place as stated in the notice of such

meeting and may be held via audio or video conference. Members of the Board shall be deemed to be in attendance whether they are physically present or participate via video or audio conferencing.

Section 3. Meeting Occurrences. The Board shall meet at least once each quarter and shall keep a record of its proceedings. The Board at its first meeting each year shall set the dates for its regular meetings for that calendar year. Special meetings of the Board may be called by the Chairperson or by any two members of the Board.

Section 4. Notice of Meetings. A notice of such Board meetings shall be posted at the Authority's principal office no less than forty-eight hours prior to the holding of the meeting and shall be sent to all Board members by electronic mail. The posting shall include specific agenda items. The Board may conduct other business at Regular meetings but may only conduct the business listed on the Agenda for Special meetings unless all Board members in attendance agree otherwise.

Section 5. Meeting Minutes. The minutes of any meeting of the Board shall be open to public inspection pursuant to the Colorado Open Records Act C.R.S. Section 24-72-203(1)(a). All requests pursuant to the Colorado Open Records Act must be in writing, be submitted to the Authority's principal office following the reasonable rules for such requests and the payment by the requestor of the reasonable expenses and costs of providing such records as determined by the Board from time to time.

Section 6. Quorum. At any meeting of the Board, a majority of the then-serving members shall constitute a quorum for the purpose of conducting business and exercising its powers provided that a majority of the members then present at such meeting may adjourn the meeting to some other time and place or until a quorum shall be present. Members constituting a quorum shall include those physically present at the meeting and those participating in the meeting by audio or video conference. Except as provided for the election of officers or otherwise required by law, actions taken by the Board shall be upon the affirmative vote of a majority of the members at a duly called meeting at which a quorum is present

Section 7. Manner of Voting. Voting shall be by voice vote. If requested by any Board member, a vote by roll call shall be taken and entered upon the minutes of such meeting.

## **ARTICLE V**

### **COMMITTEES**

The Board may from time to time establish ad hoc or standing committees for any appropriate purpose and delegate such authority to such committee, as the board deems appropriate but the Board may not delegate its authority set forth in Article II, Section 4. All Committees shall present a written report of its materials created at the next Regular Board Meeting. No Committee can bind the Authority.

## **ARTICLE VI IDEMNIFICATION**

Section 1. All Actions. The Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation an action by or in the right of the Authority) by reason of the fact that he or she is or was a director of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, political subdivision, body politic, state agency, or other entity or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person acted other than in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Authority nor with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. The Board in its discretion may require the Authority to indemnify any person who served as an officer, employee, or agent of the Authority in accordance with this Article V.

Section 2. Determination. Any indemnification under Section 1 of this Article V shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the officer, director, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article V. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable if a quorum of disinterested members so directs, by either a majority of disinterested members or legal counsel to the Authority; provided, however, that if a director of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in Section 1 of this Article V, or in defense of any claim, issue or matter therein, he or she shall automatically be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith without the necessity of any such determination that he or she has met the applicable standard of conduct set forth in Section 1 of this Article V.

Section 3. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Authority in advance of the final dispositions of such action, suit or proceeding for members of the Board (and may be paid for officers, employees and agents as determined by the Board), upon receipt of a written undertaking by or on behalf of the member, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Authority as authorized in this Article V.

Section 4. Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee or agent of the Authority, or is or was serving at the request of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, political subdivision, body politic, state agency or other entity or enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Authority would have the power to indemnify him or her against such liability hereunder or otherwise.

Section 5. Other coverage. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under applicable law, or by agreement of the Authority, or by vote of disinterested members or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a member, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.


## ARTICLE VII

### AMENDMENT AND SUSPENSION OF RULES

Section 1. Amendment. These Rules may be amended by a vote of a majority of a quorum duly adopted at any meeting where the subject of the modification has been including in the agenda for that meeting.

Section 2. Suspension. In case of exigent circumstances, any and all of the provisions of these Rules may be suspended, consistent with Colorado law, by a vote of a majority of the members constituting a quorum present at any meeting of the Board.

Adopted by a unanimous vote of the Board this 6<sup>th</sup> day of January, 2025.



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Charles H. Willman, Secretary

## **Exhibit A**

### **Equal Justice Authority Board Positions**

#### **Chairperson Summary of Duties**

- The Board Chairperson, when present, shall preside at all meetings of the Board and conduct meetings per state Open Meetings Law.
- The Board Chair shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers as the Board shall designate from time to time.
- The Board Chair serves as the primary representative of the Equal Justice Authority (the “Authority”), representing the Authority in annual financial audits, partnership agreements, and other contractual relationships.
- The Chairperson is one of the authorized signatories for Authority business. The signatory shall try to be available to sign Authority business related documents, agreements, etc.
- Maintain access to Authority operating bank account.
- Work with staff to finalize board meeting agendas.

#### **Vice Chairperson Summary of Duties**

- Assist the Chair in performing their duties and responsibilities.
- Perform the responsibilities of the Chair during the Chair’s absence or at the request of the Chair and carry out the duties relating to the responsibilities and effectiveness of the Authority.
- The Vice Chairperson, in the absence of the Chair, is one of the authorized signatories for the Authority. The signatory shall try to be available to sign Authority business related documents, agreements, etc.

#### **Secretary/Treasurer Summary of Duties**

- Support the establishment and maintenance of current and proper signatory authority documentation with all banks and financial entities.
- The Treasurer is one of the authorized signatories for the Authority. The signatory shall try to be available to sign Authority business related documents, agreements, etc.
- Open/close bank and other financial investment accounts as required.
- Assist staff in the presentation of financial data at board meetings.
- Oversee and facilitate and recommend to the Authority a cash investment policy.

- Cause to be paid all Authority related expenses. Authority related invoices of greater than \$5,000 shall require approval by the Authority Board prior to payment by the Treasurer.
- Engage an accountant for preparation of audited financial statements as directed by the Board.
- Provide written minutes of all Authority Board Meetings for approval of the Board at its next Regular Meeting.
- Perform duties of “Official Custodian” for Authority funds, as required by the Public Deposit Protection Act.
- Additional duties as may be assigned by the Board.