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October 11, 2021

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Dr. Ronnie Floyd, President and CEO
Executive Committee of the Southern Baptist Convention
901 Commerce St.
Nashville, TN 37203

Re: Legal Representation

Dear Dr. Floyd:

In 1966 Dr. Porter Routh, your predecessor four times removed, with the assent of the board of directors of the Executive Committee of the Southern Baptist Convention, retained Jim Guenther to serve as general counsel to the Executive Committee and the Convention. That role has devolved to now be filled by the firm of Guenther, Jordan & Price.

We have been very mindful of the trust you and your predecessors have placed in us. We recognize that trust has been an expression of the Executive Committee's and Convention's confidence in us. We have worked hard to justify that trust and confidence. We are grateful for the kind expressions of appreciation we have received from the Executive Committee and the Convention, and their officers, directors, and employees, and from Southern Baptists over these years. We have been privileged to work with some good people who have served Southern Baptists admirably. We have endeavored every day to faithfully serve the Executive Committee and the Convention with integrity, competence, and professionalism consistently throughout these fifty-six years.

The Executive Committee's board of directors, by a majority vote, has acted to prospectively and preemptively waive the Executive Committee's attorney-client privilege without knowing the communications affected by the waiver and without knowing the effect it will have on the Executive Committee, the Convention, and those who have served as members or employees of the Executive Committee. We recognize that the trustees had the sole responsibility to weigh the competing interests and be the ultimate arbiters of their legal and ecclesiastical duties to the Executive Committee and the Convention.

Be that as it may, this vote fundamentally changed the understanding that has always existed regarding communications between our firm and the Executive Committee or the Convention. There has always been an expectation of privacy in these communications. We relied on that understanding, and we

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advised the Executive Committee and its officers, employees, and committee members that they could also safely rely on that expectation. Because the attorney-client privilege existed, these persons have on occasion shared with us sensitive information which we needed in order to competently represent the Executive Committee. Until now, a decision by the Board to waive attorney-client privilege was not reasonably foreseeable. However, going forward we can no longer assure Executive Committee and Convention personnel with whom we work that the privacy of their communications with their lawyers will be secure.

The attorney-client privilege has been portrayed by some as an evil device by which misconduct is somehow allowed to be secreted so wrongdoers can escape justice and defeat the legal rights of others. That could not be further from the truth. In fact, the attorney-client privilege has been for centuries a pillar of this country's jurisprudence and rules of evidence. The concept is rooted in a principle of judicial fairness and the belief that our nation of laws is best served if persons and entities can communicate with their legal counsel freely and confidentially. There is nothing sinister about it. It does not corrupt justice; it creates the space for justice.

Sadly, we understand the Executive Committee's decision to convey a negative attitude about the attorney-client privilege which it and the Convention enjoy. The decision causes us to carefully consider the prospect of moving forward as we try to represent the Executive Committee and the Convention in an alien environment. We simply do not know how to advise a client, and otherwise represent a client, with the quality of advice and representation the client must have, and in keeping with the standard of practice our firm tries to uphold, when the client has indicated a willingness to forego this universally accepted principle of confidentiality.

For these reasons, we believe our commitment to a certain standard of professional conduct leaves us no choice but to advise you that we are withdrawing from our role as general counsel to the Southern Baptist Convention and the Executive Committee of the Southern Baptist Convention.

We do not want our decision to do harm to the Executive Committee and the Convention. We understand that securing new general counsel and getting that counsel up-to-speed may take time. We are willing, if it is your desire, to continue providing legal counsel during a transition and in a limited and specifically defined role going forward. We will offer you a separate engagement letter for your consideration addressing those matters.

It has been a privilege and an honor to represent the Convention and the Executive Committee during six decades. Thank you for your support in that journey.

Respectfully,



James P. Guenther



James D. Jordan

cc: Trustees of the Executive Committee
Mr. Greg Addison