

**OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE**

**MINUTES OF MEETING
February 7, 2015
9:00 a.m.**

A meeting of the Executive Committee (the "Committee") of the Oregon State Bar Business Law Section (the "Section") was held at 9:00 a.m. on Saturday, February 7, 2015, at the Boardroom of the Allison Inn & Spa, 2525 Allison Lane, Newberg, Oregon 97132. The meeting commenced at approximately 9:00 a.m.

The following Committee members were present at the meeting: Ambyr M. O'Donnell, David S. Matheson, David R. Ludwig, Kenneth R. Haglund, Jr., Benjamin G. Lenhart, David Kopilak, Justin B. Denton, Lorie Harris Hancock, Kyle D. Wuepper, Thomas M. Tongue, and Tyler John Volm. The Committee members present constituted a quorum.

1. Review of 2014.

a. Overview of Activities. Mr. Matheson, the Committee's Chair, called the meeting to order. He reported that business of the Section was in good order. Mr. Lenhart, the Committee's prior Chair, reiterated that 2014 was a successful year for the Section.

b. Reports from 2014 Subcommittee Chairs and Discussion about 2015.

i. Planning. Mr. Ludwig reported that the Planning Subcommittee organized both the June 2014 retreat and this retreat. He said that the subcommittee also assisted in the completion of the Section's Business Plan.

ii. CLE. Mr. Haglund recounted that the November 2014 CLE went well, with over 80 people attending it. He also said that the Section received positive feedback from those persons who attended the CLE. The Committee members discussed the possibility of holding CLEs in addition to the annual CLE, such as holding at least one CLE during 2015 on a quarterly basis and holding CLEs in cities other than Portland. The Committee members noted that the CLE Subcommittee may need additional members in order to enable the Section to organize and hold CLEs in addition to the annual CLE.

iii. Social. Ms. Hancock reported that this subcommittee held two social events last year - one in Portland with accountants and another in Bend tied to a CLE. The Committee members present at the meeting then discussed possible future social events. They liked holding events outside of Portland, including Bend and Eugene in particular. They also discussed continuing to invite local certified public accountants to attend such events. They also discussed different formats for such events, including offering continuing legal education ("CLE") as a part of such social event, or activities such as a golf tournament.

iv. Website. The Committee members present at the meeting discussed a number of topics under this agenda item. Mr. Wuepper first reiterated the struggles that the Committee has had with its newsletter and that the Committee last year decided to move away from a newsletter altogether. The Committee members then identified other ways in which to aggregate content and make it available to the Section's members, including purchasing content directly or subsidizing a

member's purchase of such content (such as a purchasing a subscription based service), hiring someone to collect and place content on the Section's website, and starting a blog. The Committee members then focused on the Section's website. They concluded that the website needs to be revamped and updated.

v. Legislative. The Committee members present at the meeting focused on two topics under this agenda item. First, they discussed the need to coordinate with Chris Hall and John Thomas concerning legislation the 2015 Oregon Legislature is considering, including the need to update the Committee members with respect to any such legislation and identifying legislation on which the Committee itself may wish to take a position. Second, they focused on potentially coordinating efforts with other organizations or community leaders to update the Oregon Business Corporation Act (the "Act"), given that it has not undergone any significant revisions since 1987. The Committee members noted that any revision of the Act will be a long-term project.

2. 2015 Goals and Organizational Matters.

a. Subcommittee Structure and Staffing. The next item of business to come before the meeting was a discussion of subcommittees generally and the committee members to serve on those subcommittees. The Committee members discussed combining the Social and Planning Subcommittees and determined to do so, with the Subcommittees for 2015 listed below. The Committee members present at the meeting then discussed the Committee members to serve on the subcommittees. After discussion, the following Committee members agreed to be on the following subcommittees:

- *CLE Subcommittee*. Mr. Haglund, Mr. Lenhart, Mr. Denton, Ms. Hancock, and Mr. Volm will serve on the CLE Subcommittee, with Mr. Haglund serving as the chair of this subcommittee.
- *Social/Planning Subcommittee*. Mr. Ludwig, Mr. Lenhart, Mr. Volm, and Mr. Tongue will serve on the newly combined Social/Planning Subcommittee, with Mr. Ludwig serving as the chair of this subcommittee.
- *Website/Content Subcommittee*. Ms. O'Donnell, Mr. Wuepper, Mr. Kopilak, and Mr. Tongue will serve on the Website/Content Subcommittee, with Ms. O'Donnell serving as the chair of this subcommittee.
- *Legislative Subcommittee*. Mr. Hall and Mr. Thomas will serve on the Legislative Subcommittee.
- *Castles Award Subcommittee*. Mr. Matheson will serve on the Castles Award Subcommittee.
- *Nominating Subcommittee*. The Committee will appoint persons to serve on the Nominating Subcommittee in Fall 2015.

b. Legislative Endeavors and Section Involvement. Mr. Matheson reported that the Committee had already addressed this agenda item at this meeting during the discussion of the Legislative Subcommittee.

c. 2015 CLE Events. Mr. Matheson noted this topic was covered in the earlier discussion of CLE events.

d. Budget Surplus and Charitable Contributions. The Committee members present at the meeting focused on five topics under this agenda item. Mr. Haglund first briefly reported to the Committee members present at the meeting the Section's financial condition as of the end of November 2014 and that the Section had 1,014 members who paid \$30 per person as membership fees.

The Committee members present at the meeting then discussed the composition of the Section and noted that a number of attorneys whose practices emphasize business law matters were not members of the Section. They recognized the possibility of such attorneys becoming members of the Section.

The Committee members present at the meeting then turned to a discussion of the venue for the Committee's future annual retreats and determined, after discussing alternatives, that the Committee's experience with the Allison Inn, including attendance at the retreat, has been favorable due to the Allison Inn's facilities and proximity to Portland.

The Committee members present at the meeting then discussed the Oregon State Bar's reimbursement policy relating to the retreat and other events. Such Committee members concluded that they favored reasonable rates for lodging and food for the retreat and other events in line with budgeted items, or with specific approvals as deemed appropriate by the Committee.

The Committee members present at the meeting then turned to a discussion of the policy of the Committee concerning charitable contributions, including a review of charitable contributions by other Sections. Certain Committee members pointed out that certain past contributions by the Section might be considered inconsistent with the Section's mission and purpose. Other Committee members noted that other Sections contribute on a regular basis to some of these causes. The Committee members present at the meeting concluded that the Section might draft a policy concerning charitable contributions. However, such Committee members decided in 2015 that the Section would not commit to any particular contributions this year, including the Campaign for Equal Justice and the Oregon Minority Lawyers Association, but would propose offering complimentary admissions to the Section's annual CLE to the OMLA as a means of promoting the Section's purpose. The Committee members present at the meeting also discussed - as an alternative to charitable contributions - scholarships in the amount of \$1,000 to a law student at each of the Oregon law schools. Certain Committee members agreed to contact each of the Oregon law schools to coordinate these scholarships.

e. Gift to the Outgoing Chair. Mr. Wuepper moved that the Committee approve a proposed gift to Mr. Lenhart in consideration for his outstanding service to the Section and the Committee. Mr. Volm seconded Mr. Wuepper's motion and the Committee members present at the meeting voted unanimously in favor of Mr. Wuepper's motion.

f. Geographic Outreach. Mr. Matheson noted the desire to consider Section CLEs or socials in Bend and Eugene, as discussed earlier in the meeting.

g. Non-Executive Committee Involvement. The Committee members present at the meeting reiterated the need to push out the Section's message as a means to find candidates to serve on the Committee and to facilitate better communication with peers.

h. 2015 Meeting Schedule and Hosts. Mr. Matheson announced that the Committee will not have meetings in February or August. Committee members volunteered to host the remaining monthly meetings.

3. Action Items.

a. Approval of November 19, 2014 Minutes. After discussion and after a motion duly made and seconded, the Committee unanimously approved the minutes of the Committee meeting held November 19, 2014.

b. Committee Expense Reimbursement Policy Changes. Mr. Matheson announced that the Committee members present at the meeting previously discussed this agenda item earlier in the meeting.

4. Open Forum. The Committee members present at the meeting discussed two items during the open forum. First, Mr. Matheson noted that Valerie Sasaki had brought to his attention legislation recently introduced into the Oregon Legislature to prevent elder abuse. He said he believed that the Committee did not necessarily need to take a position on the proposal but that Ms. Sasaki would be in a better position to discuss the issue. Second, Mr. Lenhart noted that the Section's Bylaws provide for active participation by Committee members, including regular attendance at Committee's meetings. Mr. Matheson said he agreed that Committee members need to be engaged. He said he will reach out to Committee members who do not regularly attend meetings to determine if they have a continuing interest in being members of the Committee.

5. Adjournment. There being no further business, the meeting adjourned at 11:55 a.m.

Respectfully submitted,

David R. Ludwig, Secretary