

Oregon State Bar
Business Law Section Executive Committee
Meeting Minutes

February 8, 2017
12:00 p.m.

Meeting Location: Schwabe, Williamson & Wyatt, P.C., 1211 SW 5th Avenue, Suite 1900, Portland, Oregon 97204

Present in Person:

Jeffrey Tarr, Kenneth Haglund, Kara Tatum, Doug Lindgren, Thomas Tongue, Justin Denton, David Post, David Ludwig, and Genny Kiley

Present by Phone: Kyle Wuepper, Benjamin Kearney, and Lori Harris Hancock.

Also Present: Chris Hall, Carole Barkley, Dani Edwards, OSB Liaison, Tom Peachy, BOG Liaison

Absent: Benjamin Lenhart, Valerie Sasaki and Tyler Volm

A quorum was present. Mr. Denton called the meeting to order at 12:08 p.m.

1. Approve Prior Minutes

The Committee reviewed the draft minutes for the annual retreat meeting held January 28, 2017. After a motion duly made and seconded, the Committee unanimously approved the minutes.

2. Bar Liaison Report

Dani Edwards had nothing to report, but did indicate that a section list will be provided which will indicate which members did not renew membership and will identify new members.

3. Subcommittee Reports & Discussion

a. CLE Subcommittee Report

Mr. Volm was unable to attend meeting to Mr. Denton provided report. Mr. Denton solicited additional volunteers to join the subcommittee. Ms. Tatman, Mr. Tongue and Mr. Tarr volunteered to join.

b. Outreach Subcommittee Report

Mr. Tongue gave report. The subcommittee aims to have direct meetings with various contacts and report back to the Committee. Potential meetings include meetings with government contacts (including the Secretary of State and legislators), business groups (such as OEN and CPAs), and law schools.

c. Communications Subcommittee Report

Ms. Sasaki reported via e-mail prior to the meeting that the subcommittee was in the processing of scheduling regular meetings. Mr. Tarr reported at the meeting that whether the subcommittee will be chaired by a single chair or co-chaired is still to be determined. The subcommittee plans to call a newsletter meeting to discuss future articles and topics. Mr. Tarr and Ms. Sasaki also reviewed the Committee's current website and will propose some changes, including adding Castles Award history and past recipients.

d. New Business Lawyers Subcommittee Report

Mr. Wuepper reported that he and Mr. Volm are in the process of transitioning responsibilities. Otherwise, nothing new to report.

4. Legislative Subcommittee Report & Discussion

Mr. Haglund provided an update regarding HB 2610, the only bill sponsored by the Committee that made it to the floor. Mr. Haglund reported that he testified in Salem on February 7, 2017. The bill was passed out of committee with a do pass recommendation and will go to the Senate in April 2017. The bill did appear to be controversial.

Next, Mr. Denton reported that he and Mr. Hall have invited Dale Higer and Lane Shutterly, representatives from the Uniform Law commission, to attend the Committee's March meeting, to present on the Uniform Limited Liability Company Act and the Uniform Corporation Act. Mr. Denton proposes holding a short regular meeting and then allow the remaining time for Mr. Higer and Mr. Shutterly to present. The Committee may expect a slightly longer meeting than normal.

Next, Mr. Hall a history of the subcommittee. Historically, the subcommittee was comprised with many members and not much of a formal process. The subcommittee generally solicits ideas from subcommittee members, and all actions were approved by the Committee. The subcommittee will review the list of current subcommittee members, weed some out, and reconstitute current members of the subcommittee. Mr. Hall stated that the purpose of the subcommittee is twofold: (1) to react to proposed bills; and (2) to propose law improvements.

With respect to reacting to proposed bills, in the past the Bar would circulate a list of introduced bills that may be of interest to the Committee. However, the Bar doesn't appear to do that anymore. Currently, the subcommittee hears of proposed bills by word of mouth. If the subcommittee wishes to support, oppose or propose a bill, it would present it to the Committee for approval and also require obtaining approval from the Board of Governors public policy commission. This process is not easy to do during years in which the legislature holds short sessions. In the past, the Bar would approve proposals fairly routinely. However, a few controversial bills were approved and the Bar concluded more vetting was required. Consequently, proposed bills now need to be submitted by April prior to a long legislative session. Last year was the first time there was a problem with the process, and only one of four Committee proposals were approved by the Bar last year.

Ms. Edwards explained that a Bar Section cannot sponsor a bill if it isn't moved through the Board of Governors public policy committee because the Bar mandates bar dues and doesn't want mandatory dues used for controversial issues.

The Committee then discussed suggestions to navigate the legislative process more effectively. Ideas included, following up with the chair of the public policy committee and additional outreach other members of the public policy committee. Mr. Hall will share public policy committee members with the Committee. One issue raised is that public policy committee members change each year.

Mr. Haglund also explained legislative counsel's role in putting proposals into bill form. HB 2610 contained many changes after it was reviewed by legislative counsel and resulted in substantive changes. One person reviews all corporate and business related proposals, and as a general matter does not like adopting model language. There may be more deference with uniform laws.

The Committee will hear Mr. Higer and Mr. Shutterly present at the next meeting and they may provide additional insight on how to effectively navigate the process.

5. Other Business

Mr. Ludwig informed members who sponsored alcohol for the annual retreat that an invoice would be sent forthcoming.

6. Adjournment

There being no further business, the meeting adjourned at 12:58 p.m.