

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

MINUTES OF MEETING

**January 30, 2016
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, January 30, 2016, 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: Kenny Haglund, Justin Denton, David Matheson, David Ludwig, Valerie Sasaki, Lorie Harris Hancock, Genny Kiley, Ben Lenhart, Doug Lindgren, Ambyr O'Donnell, David Post, Jeff Tarr, Tom Tongue, Tyler Volm and Kyle Wuepper. The Committee members present constituted a quorum.

I. Review of 2015

- a. *Overview of Activities.* Kenny, the Committee's Chair, called the meeting to order. He gave a brief overview of the activities of the Committee in 2015, and reported that the business of the Section was in good order. Kenny noted there were four new members of the Committee in 2016.
- b. *Reports from Subcommittee Chairs*
 - i. CLE. Kenny: Goal was to do two quarterly seminars. Did one at Hotel Monaco, which was a breakfast CLE. The feedback was positive, but we had more people sign up than expected, resulting in capacity issues. The annual CLE went well, but there were some issues, initially, with signups. Next time the subcommittee will try to get the annual CLE notice out a bit earlier. The subcommittee will examine any overlap with the negotiations speaker, which was the highlight of the annual CLE but there may have been some overlap with other CLEs. Attendance at the annual CLE was consistent with prior years, at about 75 people. There was also a CLE in Bend that received positive feedback. Goal had been to do one additional quarterly seminar, but the additional quarterly seminar was cancelled because it would have been held too close to the annual CLE.
 - ii. Social / Planning. Tyler and David Ludwig: Described activities of this subcommittee, including planning with respect to the annual Committee retreat, an event with CPAs (which received positive feedback), and a social event that occurred in Eugene, Oregon. Reported that outreach to areas in Oregon other than Portland remains a key goal.
 - iii. Website / Content. Kyle: Described that the subcommittee used to produce a newsletter. Historically, articles come from practitioners, but in 2011-2012, there was a transition to Lewis & Clark law students to help write articles, which proved to be more labor intensive due to editing. The subcommittee had always struggled to get the newsletter out. Did a survey, asking Section members what was important, and, based on the feedback from the survey, it was determined

that the newsletter would no longer continue. Described the transition of the Section's website to the platform hosted by the Oregon State Bar, which saves money and sets forth information in a standardized format.

- iv. Legislative. Kenny: Reported that Chris Hall and John Thomas at Perkins Coie were co-chairs of this subcommittee. The legislative taskforce drafted three legislative proposals, which the Committee approved and the Section sponsored. All three proposals became law.
- v. Nominating. Subcommittee consists of two members of the Committee and one Section member (who is not on the Committee).
- vi. Castles Award. Subcommittee consists of past Section Chairs. David Matheson was the Chair of this subcommittee last year. The Castles Award is the Section's highest honor and was awarded to Ken Stephens last year.

c. Discussion of Successes and Areas for Improvement

- i. Last year was successful, goal this year is to continue that momentum and find ways to improve it.
- ii. The Committee members discussed several possible areas for improvement, including drafting relevant articles, improving the Section website, better outreach to locations in Oregon, re-instituting the Section newsletter, the possibility of a new business lawyers subcommittee, CLE ideas, improving the Section listserv, reaching out to other states, member surveys, attendance at ABA Business Law Section meetings, publications on legislative developments and focusing on the technology community (which is a growing industry in Oregon).

II. 2016 Goals and Organizational Matters

a. Subcommittees

- i. New Business Lawyers Subcommittee (new subcommittee). Focus on helping and facilitating development of new business lawyers. Tyler Volm will Chair, and members will include Valerie Sasaki, Genny Kiley and Kyle Wuepper.
- ii. Communications Subcommittee (new subcommittee). Will re-institute Section newsletter, and engage in outreach to non-Committee members. Valerie Sasaki will Chair, and members will include Jeff Tarr and Doug Lindgren.
- iii. CLE Subcommittee. Justin Denton will Chair, and members will include Kenny Haglund, Lorie Harris Hancock, Kyle Wuepper, Tyler Volm, David Matheson, Tom Tongue and Genny Kiley.
- iv. Outreach Subcommittee (replaces Social / Planning). Will plan socials, but will have expanded role with outreach to industry groups and locations other than Portland. David Ludwig will Chair, and members will include Ambyr O'Donnell, Tom Tongue, Tyler Volm and David Post.
- v. Legislative Subcommittee. Chris Hall and John Thomas will continue to Co-Chair, and members will include Kenny Haglund, Ben Lenhart, Justin Denton and Doug Lindgren.

- vi. Nominating Subcommittee. Ben Lenhart will Chair, and members will include Lorie Harris Hancock and another Section member (to be determined).
 - vii. Castles Award Subcommittee. This subcommittee is typically made up of past Section chairs, and members will be assigned at a later time.
- b. *Legislative Endeavors*. Kenny described proposals being considered and the short deadline to submit proposals for the 2017 legislative session (April 1, 2016). A proposal for the ratification of defective corporate acts, which was previously considered but ultimately postponed, will likely be one of the proposals.
 - c. *2016 CLE Events*. The Committee discussed CLE goals for 2016, including two quarterly CLE seminars and the annual CLE. There was discussion of coordinating CLEs in locations other than Portland, or doing the same CLE that occurs in Portland in other locations.
 - d. *Scholarship/Charitable Contributions*. In the past the Committee has given charitable donations, but last year it was decided that it would better serve members and the Section's mission to put together \$1,000 scholarships for students at law schools. The Committee discussed continuing the scholarships, and possible ways to change the criteria to better serve the Section mission, including the timing of the scholarships. After discussion, a motion was made by Lorie Harris Hancock to approve \$1,000 scholarships to a 2L and 3L at each law school in Oregon, which motion was seconded by Kenny Haglund and unanimously approved.
 - e. *Budget Surplus*. Moving in the direction toward our goal of spending down the Section's surplus. The Committee discussed expenses and thresholds at which funds should be stabilized. The Treasurer and the Committee will further examine expenses at upcoming meetings.
 - f. *Geographic Outreach*. Outreach has now been better addressed in the subcommittee process. The Nominating Subcommittee will consider members from locations outside of Portland.
 - g. *Non-Executive Committee Member Involvement*. The Committee discussed ways to include non-Committee members in Section activities, including legislative matters and the newsletter.
 - h. *Future Retreats*. The Committee discussed the value of the retreat, the effect thereof on the budget, and the possibility of moving it to a different location in upcoming years. The Committee set the monthly meetings for 2016 at the times and locations set forth in the table at the end of these minutes.

III. Membership Review

- a. *Members*. The Committee reviewed information provided in advance of the meeting with respect to membership data and discussed the same. The Committee will continue to monitor membership data and review areas for improvement.
- b. *Fees*. Membership fees for the Section are currently \$30 per year, which has not changed for a long time. The fees are fairly consistent with other sections. The Committee determined to leave fees unchanged.

IV. Action Items

- a. *Approval of Prior Minutes.* The Committee reviewed the draft minutes for the Committee's October 14, 2015 and November 18, 2015 meetings, as well as draft minutes for the Section's annual meeting on November 5, 2015. A motion was duly made and seconded to approve the foregoing minutes, which was unanimously approved.
- b. *Carole Barkley.* The Committee discussed Carole Barkley's service and value to the Section, including her institutional knowledge, and her services agreement.
- c. *Corporate Seal.* A Section trademark is about to expire due to a rule change, and Kenny will coordinate continued registration.

There being no further business, the meeting adjourned at 12:00 p.m.

Respectfully submitted,

Valerie Sasaki, Secretary

2016 Meeting Calendar:

February 17	Tonkon Torp 888 SW 5 th Ave, Ste 16, PDX, OR
March 16	Barran Liebman 601 SW 2 nd Ave., Ste 2300, PDX, OR
April 20	Emerge Law Group 805 SW Broadway, Ste 2400, PDX, OR
May 18	Perkins Coie 1120 NW Couch St, 10 th Floor, PDX, OR
June 15	Sussman Shank 1000 SW Broadway, #1400, PDX, OR
July 20	Samuels Yoelin Kantor, LLP 111 SW Fifth Ave., Ste 3800, PDX, OR
September 21	Farleigh Wada Witt 121 SW Morrison St., #600, PDX, OR
October 19	Schwabe Williamson Wyatt 1211 SW Fifth Avenue, Ste 1900, PDX, OR
November 16	Lane Powell 601 SW 2 nd Ave., Ste 2100, PDX, OR

Conference Number: 1888-830-8905, Passcode: 646157
(Conference Call Customer Service: 1877-807-0970)