

Oregon State Bar
Business Law Section Executive Committee
Meeting Minutes

January 28, 2017
9:00 a.m.

Meeting Location: The Allison Inn and Spa, 2525 Allison Lane, Newberg, Oregon 97132

Present in Person:

Justin Denton, Valerie Sasaki, Kara Tatum, Tyler Volm, Kenneth Haglund, Douglas Lindgren, David Post, Lori Harris Hancock, Kyle Wuepper, Benjamin Lenhart, Genevieve Kiley, Benjamin Kearney, Jeffrey Tarr, Thomas Tongue, and David Ludwig.

Present by Phone:

None.

A quorum was present. Mr. Denton called the meeting to order at 9:09 a.m.

A. Welcome and Introductions

Mr. Denton welcomed Committee members to annual retreat. Members participated in roundtable introductions.

B. Review of Business Law Section Business Plan

The Committee reviewed and discussed the Business Law Section Business Plan adopted on November 19, 2014. A suggestion was made to update the Business Law Section website. The Committee's mission on the website currently reflects the business plan, with the exception of Item 3 – Fostering communication and networking among its members.

Ms. Harris Hancock asked what the Committee could do to regarding Item 5 of the business plan, regarding supporting Oregon's business infrastructure and business community. Discussion ensued. Committee members expressed a need to engage the business community based on recent experiences of the Legislative Subcommittee. The Committee discussed various business groups to potentially engage with, such as CPA groups and lobbyists.

C. Review of 2016 Executive Committee Activities: Reports from subcommittee chairs and discussion of successes and areas of improvement

1. New Business Lawyers Subcommittee

Mr. Volm chaired the subcommittee in 2016 and provided the report. This subcommittee is new and started in 2016. The purpose of the subcommittee is to engage new business

lawyers in the community and provide networking and development opportunities geared toward new business lawyers.

The subcommittee brainstormed several ideas on how to engage new business lawyers. The subcommittee researched mentoring programs and discovered that the Oregon State Bar and Multnomah Bar Association have well established programs. The subcommittee focused on encouraging current Business Law Section members to participate and the OSB and MBA programs. In 2017, the subcommittee intends to further focus on how to foster member participation in such programs.

Mr. Volm attended the OSB new lawyer swearing in ceremony. The Business Law Section was the only section represented at the event.

The subcommittee also discussed new business lawyer recruitment and also wanted to confirm what the Business Law Section's policy is on free section membership for first year.

2. Continuing Legal Education Subcommittee

Mr. Denton chaired the subcommittee in 2016 and provided the report.

The subcommittee set a goal of providing quarterly CLEs, or four per year, to Business Law Section members. In the second quarter, a Trouble Indemnity CLE was presented in Bend, Oregon on June 10, 2016, and a Closer Look at Insurance Provisions in Business and Commercial Agreements CLE was presented in Portland, Oregon on June 22, 2016. In the third quarter, an Oregon Marijuana Law Update CLE was presented in Portland, Oregon on September 29, 2016. In the fourth quarter, an all-day Nuts and Bolts of Oregon Business Law Practice CLE was presented in Portland, Oregon, in conjunction with the Business Law Section's annual meeting.

The Committee discussed coordinating with the Outreach Subcommittee to take CLEs on the road around Oregon. The subcommittee intends to repurpose more CLEs in other areas of Oregon.

3. Communications Subcommittee

Ms. Sasaki chaired the subcommittee in 2016 and provided the report. This subcommittee is new and started in 2016.

The subcommittee reinstated the Business Law Section newsletter and published one issue. Outreach was made to all Business Law Section members, and the subcommittee has several active non-Executive Committee members participating.

The subcommittee intends to publish two newsletters in 2017. The second newsletter is planned for Spring 2017.

The subcommittee solicited feedback from Business Law Section members regarding the newsletter and topics, but no feedback has been provided yet. Ms. Sasaki will check with the Oregon State Bar to see if it is possible to track statistics with respect to the newsletter. Ms. Sasaki also reported that all new lawyers to the Oregon State Bar are required to complete writing projects under the mandatory mentoring program. The subcommittee has been approached regarding articles for the newsletter as part of the mentoring program.

A short discussion ensued regarding how to utilize the newsletter to educate Business Law Section members regarding various legislative proposals.

Finally, the Committee discussed the section website and how use it to encourage communication with section members. The Committee agreed to move the website under the Communications Subcommittee to be spearheaded by Mr. Tarr. Ms. Sasaki and Mr. Tarr will confirm whether the subcommittee will be chaired by Ms. Sasaki or co-chaired by Ms. Sasaki and Mr. Tarr, with each leading the newsletter and website respectively.

4. Outreach Subcommittee

Mr. Ludwig chaired the subcommittee in 2016 and provided the report. This subcommittee replaced the Social Committee in 2016.

The subcommittee refined its mission statement in 2016. It also identified industry groups to organize networking events with and discussed holding events in locations other than the Portland area.

The subcommittee successfully planned a social and networking event with CPAs at The Departure in Portland, Oregon. The subcommittee also accomplished planning the Committee annual retreat.

The subcommittee explored possible events with the technology industry. The subcommittee intends to further identify organizations and groups to collaborate with and aims to hold a CLE and/or combined social event in Eugene, Oregon in 2017.

5. Legislative Subcommittee

Christopher Hall, not present, chaired the legislative subcommittee in 2016. Mr. Haglund was a member of the subcommittee and provided an update regarding the experience drafting and presenting proposed legislation to the Oregon State Bar. The Committee briefly discussed the make-up of subcommittee members and the process of providing updates to the Committee. The Committee discussed the need for coordination with the Outreach Subcommittee and how to leverage connections and strategize how to leverage relationships to more effectively pass legislation.

6. Nominating Subcommittee

Mr. Lenhart chaired the subcommittee in 2016 and provided the report. The subcommittee aimed to expand diversity on the Committee in 2016. Mr. Kearney and Ms. Tatum, representing Eugene and Portland respectively are new members to the Committee. The subcommittee will continue to focus on geographic diversity in 2017. The subcommittee experience some challenges with process and intends to initiate the process earlier in the year and making nomination proposals sooner.

7. Castles Award Subcommittee

Mr. Wuepper chaired the subcommittee in 2016 and provided the report. Past chairs of the Committee convene and solicit and review nominations for the Castles Award presented at the Business Law Section annual meeting each year. The 2016 James B. Castles Leadership Award was presented to Jeffrey C. Wolfstone, a shareholder at Lane Powell PC. In 2017, the subcommittee aims to receive nominations by August.

8. Scholarships Subcommittee

Mr. Tongue chaired the subcommittee in 2016 and provided the report. The purposes of the subcommittee is to grant a scholarship to an outstanding student at each of the law schools in Oregon, who have shown an interest in pursuing business law. Scholarships were awarded to Amanda Gomm from Lewis & Clark Law School, Erin Milos from Willamette University College of Law, and Diego Atencio from the University of Oregon School of Law.

Mr. Tongue proposed clarifying whether the scholarship role would appropriately reside under the Outreach Subcommittee or the New Business Lawyers Subcommittee.

At 10:26 a.m. Mr. Denton proposed a short break. The meeting resumed at 10:34 a.m.

D. Organization Matters and 2017 Goals

1. Subcommittee Structure and Staffing: Sufficiency of existing subcommittees and selection/confirmation of 2017 subcommittee chairs and members

- a. New Business Lawyers Subcommittee
 - Kyle Wuepper (Chair)
 - Kara Tatman
 - Tyler Volm

- b. Continuing Legal Education Subcommittee
 - Tyler Volm (Chair)
 - Lori Harris Hancock
 - Benjamin Kearney
 - Genevieve Kiley

- c. Communications Subcommittee
 - Valerie Sasaki and Jeffrey Tarr (Chair/Co-Chair TBD)
 - Douglas Lindgren
 - Kara Ellis Tatman

- d. Outreach Subcommittee
 - Thomas Tongue (Chair)
 - Benjamin Kearney
 - Genevieve Kiley
 - David Ludwig
 - David Post
 - Kyle Wuepper
 - Tyler Volm (CPA Event)

- e. Legislative Subcommittee
 - Benjamin Lenhart (Chair)
 - Justin Denton
 - Douglas Lindgren
 - Kenneth Haglund

- f. Nominating and Member Recruitment Subcommittee
 - Kenneth Haglund (Chair)
 - Lorie Harris Hancock
 - Benjamin Lenhart
 - Jeffrey Tarr

- g. Castles Award Subcommittee
 - Kyle Wuepper (Chair)
 - Benjamin Lenhart
 - Kenneth Haglund

2. Legislative Endeavors

The Committee discussed legislative endeavors and strategy regarding potential changes to Oregon Business Corporation Act and the Oregon Limited Liability Company Act. The Legislative Subcommittee proposed developing a multi-year plan to potentially implement changes to such acts. The preliminary focus of the subcommittee will be to lay groundwork with other sections of the Oregon State Bar, other business or industry organizations. The Committee briefly forming separate subcommittees with respect to each act and concluded to first gather information in 2017 and then decide how to organize and set up subcommittee in the future. A suggestion was made to discuss organizations and potential connections for legislative efforts as an introduction or icebreaker at next Committee meeting.

3. 2017 Meeting Schedule and Hosts

February 8, 2017

Schwabe Williamson & Wyatt, P.C.
1211 SW 5th Avenue, Suite 1900
Portland, OR 97204

March 8, 2017

Sussman Shank LLP
1000 SW Broadway, Suite 1400
Portland, OR 97205

April 12, 2017

Standard Insurance Company
1100 SW Sixth Avenue
Portland, OR 97204

May 10, 2017

Miller Nash Graham & Dunn LLP
111 SW 5th Avenue, Suite 3400
Portland, OR 97204

June 14, 2017

Samuels Yoelin Kantor LLP
111 SW 5th Avenue, Suite 3800
Portland, OR 97204

July 12, 2017

Farleigh, Wada, Witt PC
121 SW Morrison Street, Suite 600
Portland, OR 97204

September 13, 2017

Lane Powell PC
601 SW 2nd Avenue, Suite 2100
Portland, OR 97204

October 11, 2017

Emerge Law Group
805 SW Broadway, Suite 2400
Portland, OR 97205

November 8, 2017

Tonkon Torp LLP
888 SW 5th Avenue, Suite 1600
Portland, OR 97204

The Committee will prepare a master calendar of Committee meeting dates, subcommittee meeting dates, and other deadlines.

4. 2017 CLE Events

The Committee agreed to keep with goal of quarterly CLEs, to be determined at the subcommittee level.

5. Scholarships and/or Charitable Contributions

The Committee briefly discussed charitable giving. Many organizations solicit the Committee for charitable contributions and it is difficult to donate in line with the Committee mission statement.

The Committee is committed to continue granting student scholarships to outstanding law students who have shown an interest in pursuing business law.

6. Budget Surplus

Mr. Ludwig served as the 2016 Treasurer and presented the 2017 budget and indicated it is similar to the 2016 budget. The opening account balance is approximately \$54,000. For the past several years, the Committee has been reducing the budget surplus by \$8,000 to \$9,000 per year as instructed by the Oregon State Bar. The Committee will need to plan on how spend money going forward and plan for less reduction of the surplus. Ms. Sasaki, the 2017 Treasurer, would like to discuss the proposed 2018 budget earlier in the year and requested any budget impacts anticipated by the various subcommittees to be conveyed to Ms. Sasaki for budgeting purposes. The goal is to have a draft 2018 budget by the end of Summer 2017. The Committee briefly discuss CLEs as a revenue generator and how to spend down less of the budget surplus going forward. The Committee is scheduled to spend down another \$9,000 in 2017. The Committee discussed raising dues to \$35.00 in 2018.

7. Geographic Outreach

Outreach overlaps many areas of the Committee. The subcommittees agreed to include outreach in each subcommittee's mission. Ms. Harris Hancock, based in Central Oregon, mentioned several contacts she has to implement outreach. Mr. Kearney, based in Eugene, Oregon also offered to host an event in Eugene, Oregon.

8. Non-Executive Committee Member Involvement

Each subcommittee chair will consider how to increase participation from non-Executive Committee members. The Communications Committee has approximately six non-Executive Committee members involved with the newsletter. The Nominating and Member Recruitment Subcommittee and the Legislative Subcommittee also have several non-Executive Committee members. The CLE Committee will aim to involve non-Executive Committee members as speakers for the CLE events.

9. Future Retreats

The Committee discussed and agreed to continue holding the annual retreat at The Allison Inn and Spa. Mr. Tongue suggested other dinner venues and the Committee agreed to explore outside dinner locations.

E. Membership Review

The Committee reviewed the Business Law Section membership list previously circulated by Mr. Denton. The Committee noticed there are few members outside of the Portland area and that membership numbers have been flat for several years. The Committee also noticed several business lawyers who are noticeably not members of the Business Law Section. Committee members encourage membership at their firms.

In order to raise awareness, the Committee discussed publishing articles in the Oregon State Bar Bulletin and sending direct invitations to attorneys to join.

The Committee discussed whether attorneys see value in being a member. The CLE Subcommittee will explore pricing CLEs so that it's cheaper to be a member.

F. Annual Meeting Minutes

The Committee reviewed the draft minutes Business Law Section's annual meeting held on November 18, 2016. After a motion was duly made by Ms. Harris Hancock, and seconded by Mr. Tongue, the Committee unanimously approved the minutes of the annual meeting held on November 18, 2016.

G. Other Business

Subcommittee chairs will aim to deliver subcommittee calendars to Mr. Denton prior to the February 8, 2017 meeting in order to prepare a master Executive Committee calendar. A summer Executive Committee picnic was also proposed.

There was no other business to discuss and the meeting was adjourned at 12:00 p.m.

The next meeting will be held on February 8, 2017 at 12:00 p.m. at:

Schwabe, Williamson & Wyatt, P.C.
1211 SW 5th Avenue, Suite 1900
Portland, OR 97204