

OREGON STATE BAR BUSINESS LAW SECTION
EXECUTIVE COMMITTEE

MINUTES OF MEETING

July 18, 2013

12:00 p.m.

A meeting of the Executive Committee (the “Committee”) of the Oregon State Bar Business Law Section (the “Section”) was held at 12:00 p.m. on Thursday, July 18, 2013, at the offices of Farleigh Wada Witt, 121 SW Morrison Street, Suite 600, Portland, OR 97204, pursuant to notice duly given. The meeting commenced at 12:05 p.m.

The following Committee members, which did not constitute a quorum, were present at the meeting: Ambyr O’Donnell, David Ludwig, Tyler John Volm, Kenneth Haglund and Benjamin Lenhart, and, via teleconference, David Kopilak and Kyle Wuepper.

Also in attendance at the meeting were Carole Barkley and Dani Edwards, OSB Liaison.

1. Prior Committee Minutes. As a result of the lack of a quorum, the minutes of the Committee meeting held June 15, 2013 were not approved.
2. Bar Liaison Report. Dani Edwards initiated a discussion regarding the Section’s annual meeting. Ben Lenhart noted that the annual meeting would be held on the same date as the annual CLE, scheduled for November 7, 2013, and asked Dani for guidance regarding any special OSB requirements regarding the meeting. Dani discussed generally the requirements for the annual meeting and notice thereof, and indicated she would look into any special requirements that relate to holding an annual meeting concurrent with a CLE. Dani then reported that the OSB was reviewing its policy regarding reimbursement of guest expenses at a section retreat, but that it continued to be permissible to reimburse guest expenses from the June retreat. Dani stated that the OSB would circulate its position once made for comment prior to adoption.
3. Legislative Update. Ambyr O’Donnell stated that Chris Hall sent a note prior to the meeting that reported the two bills previously discussed regarding the ability of officers to grant equity compensation and virtual shareholder meetings passed and are now law. The Committee discussed the bill regarding B-corporations, and it was noted that this bill is also now law.
4. Treasurer Report. Ambyr O’Donnell reported that the account balance remains at approximately \$100,000, which does not include expenses incurred at the annual retreat in June.
5. New Business. Ambyr O’Donnell reported that the June retreat overall was a good use of time and that a lot was accomplished. The Committee discussed the proposed revisions to the Business Plan that were circulated prior to the meeting, the challenges with the Oregon Business Lawyer Newsletter, and the possibility of adding forms to the website, and it was noted that we should continue to encourage participation in Section activities from all Committee and Section members. Dani Edwards will confirm that all Oregon attorneys have access to Advising Oregon Businesses through the Oregon State Bar website. David Kopilak discussed ClayTablet, which is

a legal forms provider in which he has an ownership interest, and circulated the current list of forms available through that service. The Committee then discussed the James B. Castles Leadership Award and the criteria for the award that was circulated by David Matheson prior to the meeting. Carole Barkley noted that the criteria and additional information were also available on the Section website. The Committee discussed the timing of the award, and determined no immediate action was necessary. The Committee then discussed its officers and succession planning. Kenneth Haglund indicated a willingness to serve next year as Treasurer, Tyler John Volm indicated a willingness to serve next year as Secretary, Ben Lenhart will be Chair next year, and David Matheson and Justin Denton were considered as possible Chair-Elects. The Committee then discussed the level of participation among various Committee members and the need for members to stay engaged. Ambyr O'Donnell and Ben Lenhart stated that they would put together a proposed slate of Committee members for review at later meetings, and Tyler John Volm indicated that it would be helpful to have biographies of any new proposed members.

6. Committee Reports.

a. CLE. Ben Lenhart reported that the CLE subcommittee met and is actively planning the annual CLE, including efforts to have a speaker on Delaware law and a session from Nicole Thibodeau regarding Leadership and Management for Attorneys in Business. Ben asked for suggestions on a possible judge or senior litigation attorney to speak about Oregon contract interpretation, and indicated that the subcommittee would also send an email to all Committee members after this meeting for suggestions for speakers. Ben noted that the topics and speakers would need to be finalized prior to the next Committee meeting.

b. Planning. David Ludwig stated that this subcommittee would undertake to give feedback regarding the Business Plan, and would start planning the January retreat.

7. Adjournment. There being no further business, the meeting adjourned at 12:56 p.m.

Respectfully submitted,

Kenneth Haglund, Secretary