

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

**MINUTES OF MEETING
MARCH 16, 2007
4:00 P.M.**

A regular meeting of the Executive Committee of the Oregon State Bar Business Law Section was held at 4:00 p.m. on Friday, March 16, 2007 at Stoel Rives LLP, 900 SW 5th Avenue, Suite 2600, Portland, Oregon, pursuant to notice duly given.

In the absence of Michelle Druce, Dean Alterman kept the minutes.

1. Members and guests present

The following members were present in person or by telephone:

In person

Jason Brauser, chair
Dean Alterman
Andrew Morrow

By telephone

Sally Anderson-Hansell
Jason Dalton
Andrew Ognall
Pat Chapman [joining at 4:30]

Also present were Amelie Welden and Carole Barkley. Jim Kennedy joined the meeting at 4:30. The absence of a quorum was noted at the start of the meeting. The members present proceeded to discuss those items on the agenda that did not require action by the committee. [At 4:30 a quorum became present when Pat Chapman joined the meeting by telephone.]

2. Minutes of the January meeting.

Because no quorum was present, the minutes of the January meeting were not voted on at the start of the meeting. The minutes were approved later in the meeting when a quorum was present.

3. Treasurer's Report

Jason Brauser gave the treasurer's report in the absence of Brenda Meltebeke. In 2006 the Section had \$33,748 in receipts (against a budget of \$33,400) and expenses of \$27,364 (against a budget of \$40,000). At the end of 2006 the Section had \$67,000 on hand. In 2007 through January 31 the Section received \$33,000 (out of a full-year budgeted amount of \$35,000) and spent \$7,500. Of the \$7,500 spent, \$5,700 was the annual assessment of the Oregon State Bar for support services. The Section is in good financial shape and has plenty of room to fund programs this year.

4. Subcommittee reports

a. Bar Liaison. Amelie Welden reported on the Bar. (i) The Bar's public affairs department wants to remind the committee that the section must obtain the

approval of the Board of Governors before it takes a position on legislation. (ii) Successful February applicants will be admitted in May and will receive a new member package. The section can include information in the new member package. That information should go to Peggy Miller at the Bar, who needs it by April 13. Andy Morrow will send Jason Brauser the letter that the section sent to new Bar members last year. (iii) The Board of Governors decided that the Bar will offer free CLEs to 50-year OSB members; state, federal, and tribal judges; and two clerks for each appellate judge and one clerk for each trial judge. The Board's decision affects only those CLEs offered by the Bar generally and not those offered by individual sections. The Board is encouraging sections to offer free membership to these three groups, and the Bar will waive the \$5/member/year assessment to the section for member services to persons from those three groups who are given free section membership.

The section has already offered free section membership and CLEs to state and federal judges.

Because a quorum was not present, Jason Brauser said that he would ask the executive committee to approve a change in the Section policy to match the Bar's policy.

b. Corporation Division. Peter Threlkel was not present and this was deferred until the May meeting.

c. Legislative Committee. Chris Hall was not present and there was no formal report. Jason Brauser said that the Legislative Committee did meet and is starting to review bills as the summaries come in. Andy Morrow noted that SB 970 makes some significant changes to the Business Corporations Act and would give the Secretary of State the authority, under limited conditions, to remove directors of private corporations. Other bills of interest include measures to allow the Secretary of State to eliminate social security numbers and employer identification numbers from its records, to revise the regulation of mortgage lenders in the Securities Act, and to change the restrictions on noncompetition agreements.

At 4:30 Pat Chapman joined the meeting by telephone and a quorum was then present.

d. ABA Model Act Liaison. Chris Hall has agreed to be the ABA Model Act liaison.

e. Financial Institutions / Commercial Finance. Clifton Molatore was not present and this was deferred until the May meeting.

f. CLE / Annual Meeting. Dean Alterman said that he is looking into getting a "big name" speaker for the annual meeting, as the section has the finances to pay a reasonable speaker's fee and transportation expenses. Some possibilities were discussed.

g. Legal Opinion Committee. Jeff Cronn was not present. Jason Brauser said that Jeff put together an e-mail to put on the section's listserv to invite

people to join the committee if they're interested in closing opinions in commercial transactions.

h. Oregon Business Lawyer. Drew Ognall gave a brief report. Jason Brauser attended Lewis & Clark Law School's annual legal specialties lunch. There was some interest at the school in having students work on Oregon Business Lawyer. Andy Morrow said that if so there should be some faculty involvement. Nothing further has been heard from Lewis & Clark about this idea. Drew Ognall said that the problem is to get material that's at a sufficiently high level to be useful to practitioners and that content generated entirely by law students might not be useful.

Drew Ognall said that he would shortly have to leave the meeting. As a quorum was present, the committee at this point took the following two actions:

1. The minutes of the January meeting were approved as submitted.
2. Dean Alterman moved, and Andy Morrow seconded, that the section give free membership and free CLEs to judges, law clerks, and 50-year members consistent with the policy adopted by the Board of Governors. The motion passed unanimously.

Drew Ognall left the meeting.

i. Regional Outreach. Sally Anderson-Hansell reported that nothing new had occurred since the January meeting.

j. Website/Business Practice Tools / Business Lawyer University. Melissa Boge was not present and no report was given. It was suggested that the committee should discuss at its May meeting or retreat how to move this initiative forward. Also see below after 6a for a discussion of the section's website.

Jim Kennedy then joined the meeting.

5. Old Business

a. Sustainability in the Legal Profession. Jim Kennedy said that the Bar's task force on sustainability in the legal profession had its kickoff meeting and is setting its agenda for the next 8 months. The goal is to issue a report by November. The task force will look at what law firms, government agencies and their counsel, corporate counsel, clients, and law schools doing with respect to sustainability. The task force includes representatives of the sections and the law schools.

Oregon Lawyers for a Sustainable Future is advocating HB 2826, which authorizes corporations to adopt policies for environmentally and socially responsible conduct, and to include provisions in their articles to require the corporation to operate in a sustainable manner. Jeff Wolfstone and Jim Kennedy testified on March 13 about the measure. The measure is permissive and not mandatory. Jason Brauser asked what impact the measure would have on public companies in Oregon.

b. **Castles Award Committee.** This was deferred until May.

c. **May Executive Committee Retreat.** The committee will hold its regular meeting at 4:00 on Friday, May 18 at the Stoel Rives office, with dinner afterward. Saturday morning the committee will hold its retreat meeting from 9 to noon.

6. New Business

a. **Legal Specialties Lunch at Lewis & Clark.** See 4h above.

b. **Oregon Minority Lawyers Summer Social and Auction Sponsorship.** Oregon Minority Lawyers has asked the section to support its summer social and auction with a contribution. The consensus was that a contribution of \$250 was appropriate. Jason Brauser will ask for approval by e-mail.

At this point the Board discussed the website (item 4j on the agenda). Carole Barkley reported that usage has gone back up, going from 175 users a month a few months ago to 539 in February. Usage is still below the high point which was 1400 users a month. Sally Anderson-Hansell suggested making the link to the member forum more prominent on the main page, and putting it as a tab on the top of the page. This might cost about \$500 of support time and could be done within the current budget. The consensus was that no formal action by the committee is needed to authorize this change, and Carole was asked to go ahead with it.

c. **Section Lists.** Section lists were distributed to the committee by e-mail for reference.

There being no further business, the meeting was adjourned at 5:08 p.m.

Respectfully submitted,

Dean N. Alterman