

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

February 14, 2018 Meeting

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

Present in Person: David Ludwig (Chair), Valerie Sasaki, Justin Denton, Jeffrey Tarr, William Goodling, and Kara Tatman.

Present by Phone: Genevieve Kiley, Anne Arathoon, Benjamin Kearney, Doug Lindgren and Jennifer Nicholls.

Also Present: Danielle Edwards.

Absent: Lauren DeMasi, David Post ("David P."), Tyler Volm and Thomas Tongue.

Minutes Author: Jeffrey Tarr, Secretary

A quorum was present. David Ludwig ("David L."), the Chair of the Committee, called the meeting to order at 12:08 p.m.

A. Approval of Prior Minutes (David L.).

As the first order of business, a discussion took place regarding approval of the minutes from the following prior Executive Committee meetings: September 23, 2017; October 11, 2017; November 3, 2017 (annual meeting); and January 27, 2018 (retreat meeting). It was requested that the November 3, 2017 meeting minutes be updated to reflect that the 2017 James B. Castles Leadership Award was given to John M. McGuigan. Valerie then made a motion to approve the minutes for the September 23, 2017, October 11, 2017 and November 3, 2017 meetings, and Kara seconded the motion. All voted in favor of the motion, which was approved. It was decided that approval of the January 27, 2018 (retreat) meeting minutes will be put off until the March meeting.

B. Bar Liaison Report (Dani Edwards).

Dani said the Bar is working on an updated Business Section member list. She noted that the Bar needs to purge names from the list of Bar members who are no longer members of the Business Section. She said she will circulate the updated list to the Executive Committee once the updated list is completed.

C. Treasurer Report (Genny Kiley).

Genny circulated by e-mail the 2017 year-end Business Section Statement of Revenue and Expense. She noted that the Business Section came in under budget for the 2017 year by approximately 12%. The Business Section started the 2017 year with a fund balance of \$52,808 and ended the 2017 year with a fund balance of \$49,587.

A discussion then ensued regarding the cost of using The Allison Inn & Spa for the annual retreats. There is still a balance owing to The Allison Inn & Spa for the 2018 retreat meeting, which will be paid shortly.

D. Subcommittee Reports and Discussion.

1. CLE Committee (Kara Tatman).

Kara is Chair of this Committee. Kara talked about planning for the first quarter CLE. The topic will be on privacy/data security. Jeffrey suggested using Kristen Hilton from his firm as a speaker, and David Post suggested using Brian Sniffen from his firm as a speaker. Both specialize in (among other things) privacy/data security law. Kara will host this CLE at her firm (i.e., Perkins Coie). The plan is to ask both Kristen and Brian to jointly put on this CLE.

Kara then stated she plans to set up a CLE Committee meeting sometime soon to start the planning for the remaining 3 quarterly CLEs and the annual CLE.

2. Outreach Committee (Doug Lindgren).

David P. is Chair of this Committee but he could not make today's meeting. So Doug reported. Doug advised that this Committee has already met once. The Committee is trying to set up a regular meeting schedule for the 2018 year. Currently, this Committee is focused on its mission statement (as was requested in the January 2018 retreat meeting) with the goal of honing in on a more focused mission statement. Once the Committee completes this task, it will start to focus on outreach matters and activities.

3. Communications Committee (Genny Kiley).

Genny is the Chair of this Committee. She plans to meet with Valerie and Jeffrey (last year's Co-Chairs of this Committee) to get a better understanding of what this Committee did and how it did it with respect to the Business Section's newsletter and website. She will then call the first meeting of this Committee. Her first task for this Committee is to look at its mission statement (as was requested in the January 2018 retreat meeting) to see if it needs to be further focused/refined.

4. New Business Lawyers Committee (Will Goodling).

Will is the Chair of this Committee. Will suggested that this Committee needs to have additional members appointed (there currently are only 3 members – i.e., Will, Tyler and Jennifer). Jeffrey then suggested considering the Tax Section’s model for its New Tax Lawyer’s Committee (the “NTLC”). The Tax Section allows the NTLC to be staffed with new tax lawyers (as opposed to Executive Committee members), who run the NTLC like the EC (i.e., they have officers, subcommittees, etc.). It was suggested to Will to consider this approach and to confer with some of the committee members of the NTLC, and then report back to the Executive Committee.

5. Legislative Committee (Valerie Sasaki).

Valerie is the Chair of this Committee. This Committee met last week. A short discussion ensued about possible new proposals for the 2019 legislative session.

Justin then spoke about the legislative proposal for Ratification of Defective Corporate Actions. On February 6th Justin circulated to the Executive Committee a revised draft of the proposed legislation containing revisions made in response to Gary Berne’s concerns with the proposed legislation. Justin is seeking comments from the Executive Committee. In order for the proposed legislation to be put forth to the 2019 legislative session it will need to be submitted to the Oregon State Bar’s Public Affairs Committee by no later than April 1, 2018.

Next, it was noted that the Memorandum to the Oregon Law Commission regarding Oregon’s adoption of the Revised Uniform Limited Liability Company Act was submitted last week to Lane Shetterly (the Chair of the OLC). Lane Shetterly responded by e-mail acknowledging his receipt of the Memorandum and advising that there will be a short delay in responding because the OLC is moving its offices.

E. Adjournment.

There being no further business, David L. adjourned the meeting at 12:35 p.m.