

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

**January 27, 2018 Meeting**

**Meeting Location:** The Allison Inn & Spa, 2525 Allison Lane, Newberg, OR 97132.

**Present in Person:** David Ludwig (Chair), Valerie Sasaki, Justin Denton, Genevieve Kiley, Jeffrey Tarr, Anne Arathoon, Lauren DeMasi, William Goodling, Benjamin Kearney, Doug Lindgren, David Post, Kara Tatman, and Tyler Volm.

**Present by Phone:** None.

**Also Present:** None.

**Absent:** Thomas Tongue and Jennifer Nicholls.

**Minutes Author:** Jeffrey Tarr, Secretary

A quorum was present. David Ludwig (“David L.”), the Chair of the Committee, called the meeting to order at 9:06 a.m.

**A. Introductions.**

Since this was the first meeting of 2018, David L. asked each Board member to introduce himself/herself and to provide one interesting fact about himself/herself.

**B. Annual Review of Business Law Section Business Plan (Adopted in 2014).**

David L. included a copy of the Business Plan (dated November 19, 2014) with the meeting Agenda. David L. said he is not advocating anything with respect to the Business Plan, but asked the question of whether it is time to review and refresh the Business Plan. Tyler mentioned that a few years back the Business Plan had been reviewed, revised and slimmed down a bit.

The Board then took a quick look at the Business Plan to discuss how the Section was doing with respect to implementing the Business Plan. David L. said that he thinks one weaker area of implementation is Section 5 (i.e., Supporting Oregon’s Business Infrastructure and Business Community). It was suggested that this touches most of the EC’s subcommittees and, therefore, all subcommittees should consider how they may implement this part of the Business Plan when undertaking their respective activities.

David Post (“David P.”) then focused the Board on Subsection 4.d. of the Business Plan (i.e., serving as primary liaison with the Oregon Secretary of State and Oregon Corporation Division on changes in business laws, filing requirements and fees, and

participating when requested on law improvement projects related to revisions or updates of business laws). David P. stated that he thinks it is hard to implement this part of the Business Plan and that he is not sure how the Board should go about engaging with the Oregon Secretary of State and Oregon Corporation Division on these matters.

David L. then asked if someone was willing to review the Business Plan and take a stab at a “mild” revision for recommendation to the EC for approval. Valerie agreed to undertake this project.

## **C. Review of 2017 Executive Committee Activities.**

### **1. Reports from 2017 Subcommittee Chairs.**

#### **i. CLE Subcommittee.**

Tyler was the Chair of this Committee. Tyler started with a report on the all-day annual CLE held at the MAC last year. He reported overall it was a success. Over 90 people in attendance. It was noted that the Bar was involved in and handled the registration, etc. process for this CLE, but was not involved with the Section’s other CLEs.

Next up was the legislative update CLE held at Perkins Coie. Kara reported it went great, including the reception that followed. She reported that the format worked well and the feedback was strong. Approximately 20 people attended.

Next up was the insurance law provisions CLE held last November in Eugene. Ben reported that the CLE went well. Approximately 30 people were in attendance, 25 paid and 5 or 6 law students (unpaid). Ben recommended to the EC to continue the CLEs on an annual basis in Eugene, suggesting that consistency will grow the attendance base. He suggested bringing the legislative update CLE to Eugene.

Next, a discussion began regarding the possibility of using the webinar format for presenting CLEs. It was suggested that the CLE Committee check the Bar/CLE rules regarding Section use of the webinars format.

Next, Tyler talked about the goals for the 2018 CLE Committee. They are to present 4 quarterly CLEs and the all-day annual CLE.

Next, Tyler talked about getting started on the first quarter CLE. Formats and a few possible topics were discussed.

#### **ii. Outreach Committee.**

Tom was Chair of this Committee and could not attend the meeting.

Ben reported on holding a meeting with the Technology Association of Oregon regarding outreach opportunities. He reported that they seemed more

interested in free/pro bono legal advice than outreach opportunities, and therefore decided to back off.

Next, David L. started a discussion about the mission of this Committee. After some discussion about what is meant by “outreach,” David L. suggested that the Outreach Committee review its Mission Statement and determine whether it should be revised “to more focus the mission,” and if so, for the Committee to come up with a revised Mission Statement for recommendation to the EC for approval.

Next, it was suggested that each Committee review its Mission Statement and determine whether it should be revised “to more focus the mission,” and if so, for each such Committee to come up with a revised Mission Statement for recommendation to the EC for approval. It was also noted that some Committees do not have a Mission Statement, and it was suggested that they be prepared by the applicable Committees for recommendation to the EC for approval.

### **iii. Communications Committee.**

Valerie and Jeff were Co-Chairs of this Committee.

Valerie started by reporting on the newsletter. One edition was published last year. A discussion ensued regarding the difficulties of organizing multiple editions for publication in a year. Tyler suggested moving to a one article format, publishing articles when they are ready as opposed to waiting until multiple articles are ready for publication of an entire newsletter. Lauren suggested a one article per month format.

Justin then mentioned that this topic (i.e., Section difficulties in publishing newsletters) came up at the ABA Bar Leadership Conference that he attended in Chicago last year. He reported that most State Bar Sections are having this problem. He said some of the things that came out of that discussion included repurposing CLE materials as articles and republishing articles

David L. next suggested this Committee look at its Mission Statement and consider refining it.

### **iv. Legislative Committee.**

This Committee was Co-Chaired by Chris Hall and Ben Lenhart, neither of which were present at the meeting.

David L. started by suggesting that the Chair and Chair-Elect be on this Committee.

A quick discussion took place about the few projects currently in the hopper.

David L. then noted that both Chris Hall and Kenny Haglund have agreed to continue on this Committee in 2018, but Ben Lenhart is not able to do so due to new work commitments.

**v. New Business Lawyers Committee.**

Kyle Wuepper was Chair of this Committee. He is no longer on the EC.

Tyler reported that he went to the swearing-in ceremony for new lawyers last year. He reported that there was very little Bar/Section presence at the ceremony (only two tables).

Jeffrey then suggested a different approach to this Committee, an approach used successfully in the Tax Section. That is to place young attorneys on this Committee and allow them to run the Committee, including organizing their own subcommittees for organizing events and programs (e.g., socials, brown-bag CLEs, mentorship program, etc.). Jeffrey also mentioned that the Tax Section provides some funding to its version of this Committee through the annual budget process.

**vi. Scholarship Committee.**

Tom Chaired this Committee last year. Tom was unable to make the meeting.

David L. raised the issue of whether this Committee is needed as opposed to just appointing one point person each year to handle the scholarships.

It was then noted that the EC needs to keep an eye on its annual budget to make sure that it can keep awarding the \$1,000 per year scholarships to third year law students.

**D. Organization Matters and 2018 Goals.**

**1. Subcommittee Structure and Staffing.**

**i. CLE Committee.** 2018 Members: Kara, Ben, Tyler, Anne, James Hein (with Justin's firm), Justin and David P. Chair: Kara.

**ii. Outreach Committee.** 2018 Members: David L., Doug, Ben, Valerie, Anne, Jennifer, and Lauren. Doug will call the first meeting. This Committee will pick its Chair.

**iii. Communications Committee.** 2018 Members: Lauren, Will, Jeffrey and Genny. Chair: Genny

**iv. Legislative Committee.** 2018 Members: David L., Valerie, Justin, Doug, Kara, Jeffrey (for RULLCA only), Kenny Haglund, Chris Hall, James Hein, and John Thomas. Chair: Valerie. Valerie will call the first meeting.

**v. New Business Lawyers Committee.** 2018 Members: Tyler, Will, and Jennifer. Chair: Will

**vi. Scholarship Committee.** 2018 Members: Tom.

**vii. Nominating and Member Recruitment Committee.** 2018 Members: David L., Valerie, Ben and Anne. Chair: David L. This Committee will pick a non-EC member to join this Committee.

**viii. James B. Castles Leadership Award Committee.** 2018 Members: Justin, Ben Lenhart, Haglund Kenny and Amber O'Donnell. Chair: Justin.

## **2. Legislative Endeavors.**

Discussed status of ratification of Defective Corporate Acts and HB 2191.

Also discussed status of the draft Memorandum to the Oregon Law Commission regarding forming a work group to study the adoption of the Revised Uniform Limited Liability Company Act in Oregon. Jeffrey reported that the Memorandum is close to being ready to send in to the Oregon Law Commission. One open issue is that the Memorandum identifies Chris Hall and Ben Lenhart as the two point people for the EC on this project. Ben had informed David L. that due Ben's new employment circumstances, Ben cannot act as a point person. It was decided that David L. will replace Ben as the second point person identified in the Memorandum. It was also decided that David L. will prepare the transmittal letter and send the final draft of the Memorandum to Lane Shetterly, the Chair of the Oregon Law Commission. All EC members, Chris Hall and Susan Grabe will receive a carbon copy of what David L. sends to Lane Shetterly.

## **3. Oregon State Bar Endeavors.**

David L. started a discussion regarding the OSB Futures Task Force. David L. included a copy of the OSB Futures Task Force Executive Summary dated June 2017 with the meeting Agenda. It was noted that Jennifer is on the OSB Futures Task Force Regulatory Committee and therefore can report to the EC with respect to the OSB Futures Task Force. It was then noted that the EC (and individual members of the EC) have been invited to provide feedback regarding the OSB Futures Task Force. One topic that came up that the EC may want to provide feedback on is the "para-professional" proposal. It was then suggested that perhaps a subcommittee should be established to review the OSB Futures Task Force Executive Summary to see if the EC wants to provide feedback. David L. said he would discuss this with Jennifer and then report back to the EC on this idea.

Next, Justin talked about the ratification of Defective Corporate Acts legislation. Justin said the proposed legislation and submission are drafted. He said Gary Burn reviewed it and is opposed to it without giving any reason for opposing it. Justin said the Bar's Public Affairs Committee may not support the proposed legislation unless all Sections are on board with it. Justin said he will discuss this with Susan Grabe. Justin noted that the proposed legislation does follow the Uniform Law. The deadline for submitting the proposed legislation to the OSB Public Affairs Committee for approval is April 1, 2018. David L. asked Justin to forward the proposed legislation to him, and David L. will also call Susan Grabe to discuss.

Next, it was noted that HB 2191 was enacted into law effective January 1, 2018.

David L. then asked if there is any other proposed legislation that the EC/Legislative Committee should discuss and consider at this time. The only two ideas put on the table were adoption of RULLCA and the adoption of the Uniform Act for corporations. It was decided that the EC wants to move along the project for adopting RULLCA, putting off the project for adopting the Uniform Act for corporations for at least a year until the RULLCA project is under way. David L. then asked the EC to submit to him any additional legislative ideas that anyone comes up with over the course of 2018.

**4. 2018 CLE Events.**

It was noted that this topic was effectively discussed earlier in the meeting.

**5. 2018 Initiatives.**

Justin attended the ABA Bar Leadership Conference last year in Chicago. Attached to the meeting Agenda (as Appendix B) is a list of things that came out of that Conference for the EC to consider. The first item on the list is sending (on an annual basis) the Chair-Elect of the EC to this annual Conference. This year the EC will send David L. (as the Chair) and Valerie (as the Chair-Elect) to the 2018 Conference, and then it was proposed that next year and all following years the EC send its Chair-Elect to the annual Conferences. Then the third bullet item on the list (i.e., taking advantage of ABA services) was discussed. It was then noted that many of the other items on the list are already being implemented by the EC and its Committees.

**6. Scholarship and Charitable Contributions.**

It was decided that at this time nothing would change with respect to awarding the scholarships. But it was also noted that the EC must be mindful of its budget and that the EC may have to pare down or eliminate the scholarships in the future based on budgetary considerations. It was noted that the 2018 EC budget does provide for the scholarships to be awarded this year.

## **7. Budget and Budget Surplus.**

It was noted that the Business Section had a significant budget surplus in the past, but it has been reduced over the past few years through some spending, including the granting of the scholarships. So it was noted that the EC needs to keep a close eye on the annual budgets going forward, as some surplus should always be present. It was also noted that at some point the EC may need to scale back or eliminate the scholarships.

Next, a discussion was started about whether the Section should increase its annual dues. The general consensus was that an increase is not needed at this time.

## **8. Geographic Outreach.**

This topic was skipped, as it was covered a bit earlier in connection with discussing the Outreach Committee.

## **9. Non-Executive Committee Member Involvement.**

This topic was skipped, as it was covered a bit earlier in connection with discussing the Outreach Committee.

## **10. Future Retreats.**

The discussion started on whether to return to The Allison Inn and Spa for the 2019 retreat meeting. Cost was part of the discussion. It was suggested that perhaps the EC only pay for a one night stay to save on cost, and people desiring to stay for two nights have to pay for the second night. It was also suggested that perhaps the social dinner (on the night before the meeting) be held off-site (i.e., not at The Allison Inn and Spa) to save on cost. The Car Museum was thrown out as a location for an off-site dinner. Generally, the EC members liked the idea of returning to The Allison Inn and Spa for the 2019 retreat meeting. Valerie and Doug will handle setting up next year's retreat reservations.

## **11. 2018 Proposed Meeting Schedule and Hosts.**

February 14, 2018 EC Meeting = Valerie's firm  
March 14, 2018 EC Meeting = Genny's firm  
April 11, 2018 EC Meeting = Kara's firm  
May 9, 2018 EC Meeting = Jeffrey's firm  
June 13, 2018 EC Meeting = Lauren's firm  
July 11, 2018 EC Meeting = Will's firm  
September 12, 2018 EC Meeting = David Post's firm  
October 10, 2018 EC Meeting = Justin's firm  
November ???, 2018 EC Meeting = Annual meeting to coincide with the Section's annual CLE

**E. Action item.**

Approval of the minutes for the September 13, 2017, October 11, 2017 and November 3, 2017 EC meetings was postponed until the next EC meeting.

There being no further business, David L. adjourned the meeting at 12:25 p.m.

\*JST-MARKETJANUARY 2018 MEETING MINUTES - OSB BUSINESS SECTION EXECUTIVE COMMITTEE (02742064);2