

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

March 14, 2018 Meeting

Meeting Location: Emerge Law Group, 805 S.W. Broadway, Suite 2400, Portland, Oregon 97205

Present in Person: David Ludwig (Chair), Valerie Sasaki, Jeffrey Tarr, Kara Tatman, Thomas Tongue, Lauren DeMasi, Genevieve Kiley, Tyler Volm and David Post (“David P.”).

Present by Phone: William Goodling, Anne Arathoon, Benjamin Kearney, Doug Lindgren and Jennifer Nicholls.

Also Present: Carole Barkley and Danielle Edwards (by phone).

Absent: Justin Denton.

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 (“EC”) meetings: January 27, 2018 (retreat meeting) and February 14, 2018.

David L. requested that the following changes be made to the January 27, 2018 meeting minutes: (i) Section C.1.i., third paragraph – change “[indemnity]” to “insurance law provisions”; (ii) Section C.1.ii., first paragraph – change “[Willamette Valley Tech]” to “Technology Association of Oregon”; and (iii) Section D.1.ii. – make the following changes: add David L. as a member of the Outreach Committee, and Doug Lindgren (not David L.) will call the first meeting of the Outreach Committee.

Jeffrey made a motion to approve the January 27, 2018 meeting minutes subject to David L.’s above requested provisions, Tom seconded the motion, and the motion was unanimously approved.

No changes were submitted for the February 14, 2018 meeting minutes. Valerie made a motion to approve the February 14, 2018 meeting minutes, Tom seconded the motion, and the motion was unanimously approved.

B. Bar Liaison Report (Dani Edwards).

Dani discussed the upcoming swearing-in ceremony (for newly licensed Oregon attorneys) in May of 2018. She asked if the Business Section wants to have a presence at the swearing-in ceremony. Tyler noted that all-Section presence was at a minimum at last year's swearing-in ceremony. Dani suggested that the Business Section does not need to have someone present at the ceremony, but can have a written handout to be given to the newly sworn-in attorneys at the ceremony. Dani said if the EC wants to have a Business Section written handout to be given to the newly sworn-in attorneys at the ceremony, she will need to receive it by May 4th. Dani will send last year's Business Section written handout to Will for review to see if it needs to be updated.

Dani next reported on the recent OSBar.org website corruption. Website material was lost as a result of the corruption. The website was taken down for a short while in order to fix the corruption and restore lost materials. The Business Section webpage may have been affected (i.e., lost material). Carol will monitor the Business Section webpage to determine if any content was lost/not restored. Dani will contact Carol and Genny regarding status of the corruption and restoration efforts after more is known.

C. Treasurer Report (Genny Kiley).

Genny circulated (by her March 13th e-mail) the Business Section's January 31, 2018 and February 28, 2018 month-end Statements of Revenue and Expense. Genny noted that the Business Section has \$27,000 budgeted for 2018 membership fees revenue, and so far \$26,010 of that budgeted amount has been collected. She also noted that as of the end of February of 2017 the Business Section had 879 paid members, and that as of the end of February of 2018 the Business Section has 867 paid members, a small decrease from 2017.

Genny then noted that the outstanding bill for the cost of holding the retreat meeting at the The Allison Inn and Spa was just paid.

A short discussion then ensued about whether to use The Allison Inn & Spa for next year's retreat meeting. Because The Allison Inn & Spa can be somewhat expensive, it was decided to consider other venues for next year's retreat.

Next, Valerie asked the question of whether the Business Section should raise its annual dues in 2019. Dani noted that a decision on this issue needs to be made before October 15, 2018. Dani pointed out that the lowest Section dues is \$17 per year and the highest Section dues is \$35 per year. The Business Section dues are currently \$35 per year. No decision was made on raising the Business section annual dues.

D. Subcommittee Reports and Discussion.

1. CLE Committee (Kara Tatman).

Kara talked about the first quarter CLE. It is being held on Tuesday, April 10th from 12:00pm to 1:00pm. The topic will be on privacy and data security – it is called “Eight Steps to Decreasing Your Client’s Data Security Risk.” The speakers are Kristen Hilton from Sussman Shank LLP and Brian Sniffen from Miller Nash Graham & Dunn LLP. Both speakers specialize in (among other things) privacy and data security law. Kara will host the CLE at her firm (i.e., Perkins Coie). The CLE will also simultaneously be on a webcast showing at the Karnopp Peterson LLC firm in Bend, Oregon (Anne arranged this).

Kara then talked about using webcast for simultaneous showings of future CLEs at multiple locations.

Kara then talked about holding a CLE in Eugene on “How to Avoid Post-Closing Disputes” (a CLE that has been previously done).

Kara then talked about holding 3 more quarterly CLEs in June, September and November of 2018. She said the CLE Committee has a meeting scheduled for next week to discuss these future CLEs.

Kara then talked about the Business Section’s Annual CLE. The date will likely either be November 2, 2018 or November 9, 2018 at the MAC. Dani suggested that the Annual CLE be held on November 2, 2018 in order to avoid scheduling a CLE on the same date as a Debtor/Creditor Section CLE scheduled for November 9, 2018.

2. Outreach Committee (David P.).

David P. said this Committee has now met twice. It appointed David P. as Chair of this Committee. The other members of this Committee are David L., Ben, Valerie, Anne, Jennifer and Lauren.

David P. then reviewed some ideas that the Committee discussed with respect to implementing the Committee’s mission statement. They include:

- (1) Moving more Business Section CLE events to locations outside of Portland;
- (2) Engaging in a charitable event (ideas thrown out included: Helping Hands; serving at a soup kitchen; volunteering to help children; Oregon Food Bank).
- (3) Reaching out to relevant organizations. Let David P. know if you have any organizations in mind;
- (4) Reaching out to the Oregon Secretary of State/Dennis Richardson. Justin knows Dennis, so it was suggested that perhaps Justin could set up a meeting with Dennis. It was suggested that perhaps the Business Section could set up a CLE for Dennis Richardson to talk at, or perhaps set up a Town Hall type of meeting (question/answer) for Dennis to talk at.

David P. next talked about holding another the social event with the OSCPA in the fall. I past years it has been held at the Departure Restaurant and Lounge at the top of The Nines Hotel. David then talked about possibly holding this event at a different location this year.

3. Communications Committee (Genny Kiley).

Genny reported that in the past month she met separately with Jeff (regarding the Business Section newsletter and webpage) and Carol (regarding the Business Section webpage).

With respect to the newsletter, Genny said initially she intends to focus more on setting up a structure that makes the newsletter less reliant on EC members to function; she wants the newsletter committee to be able to function more on its own (particularly as over time the EC membership turns over). She plans to get the newsletter out this year, but feels initially the focus needs to be on the functionality of the newsletter committee and how it gets newsletters out the door.

With respect to the Business Section webpage, Genny talked about how the newsletters are placed on the webpage and perhaps using listserv e-mails to drive more traffic to the webpage and newsletters.

4. New Business Lawyers Committee (Will Goodling).

Will reported that this committee has expanded by three new members, namely, Justine Thede, Olivia Schneider Grabacki and Dan Bugni.

This Committee held its first meeting last Friday. The meeting was held to focus on brainstorming ideas. The ideas that came out of the meeting included the following: (i) planning and holding social activities; (ii) collaborations with the New Tax Lawyer Committee (part of the OSB Taxation Section); (iii) holding CLEs for new business lawyers to present at; (iv) forming a panel to talk to law students to get them interested in business law and joining the Business Section once they are sworn in; (v) encouraging young business lawyers to write articles for the newsletter; (vi) working with the Bar's mentor/mentee program to get more business lawyers assigned as mentees (Jeffrey also suggested that the Business Section consider adopting its own [less formal] mentor/mentee program, much like the Taxation Section has done); and (vii) obtaining a mailing list of young business lawyers to use as an outreach mechanism (Dani is sending to Will the Business Section list with e-mails on it).

Will then raised the issue about including in the Business Section's budget a line item for funding some of the New Business Lawyer Committee's activities. It was decided that for now, the NBLC should come to the EC when it wants funding for an event. However, it was also agreed that future Business Section budgeting should include an

amount for the NBLC. Valerie asked that Will come up with a NBLC budget by September of this year so that it can be addressed in the 2019 budgeting for the Business Section.

5. Legislative Committee (Valerie Sasaki).

Valerie advised that this Committee held two meetings so far.

Valerie advised that this Committee is proceeding with the Ratification of Defective Corporate Action legislative proposal. The legislative proposal will be sent shortly to the OSB Public Affairs Committee for review and approval.

Valerie next discussed working on “fixes” to House Bill 2191 (which took effect on January 1, 2018). She noted that in order to get this addressed in the 2019 legislative session, a proposal would need to be submitted to the OSB Public Affairs Committee for review and approval by no later than April 1, 2018.

With respect to the Business Section’s request to the Oregon Law Commission to take up the adoption of RULLCA, Valerie said all has been quiet, but based on the fact that the OLC is moving locations, this is not unexpected.

E. Other Business.

Tom brought up the scholarship process. Tom said he is happy to handle the scholarship process this year, but then noted that he hits the term-limit for being on the EC at the end of this year. He therefore suggested that someone else on the EC step up to “shadow” the process with him this year so that there is institutional knowledge about the process after he leaves the EC at the end of this year. No one was identified at this time to take on replacing Tom at the end of this year, but Tom said he would work on this.

A discussion then took place regarding how scholarship recipients are selected. Valerie suggested having a set of selection criteria, having law students apply for the scholarship, and having the EC select the recipients using the criteria. Tom suggested it is much easier to leave it up to the law schools to select the recipients (which is how it has been done in the past). No decision was made at this time as to changing the selection process.

F. Adjournment.

There being no further business, David L. adjourned the meeting at 1:17 p.m.