

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

April 11, 2018 Meeting

Meeting Location: Perkins Coie LLP, 1120 N.W. Couch Street, 10th Floor, Portland, Oregon 97209

Present in Person: David Ludwig (Chair), Valerie Sasaki, Jeffrey Tarr, Kara Tatman, Lauren DeMasi, Genevieve Kiley, and William Goodling.

Present by Phone:, Anne Arathoon, David Post (“David P.”), Doug Lindgren and Jennifer Nicholls.

Also Present: Carole Barkley, Danielle Edwards, Lisa Amatangel and Chris Hall.

Absent: Justin Denton, Thomas Tongue, Tyler Volm and Benjamin Kearney.

Minutes Author: Jeffrey Tarr, Secretary

A quorum was present. David Ludwig (“David L.”), the Chair of the Committee, called the meeting to order at 12:11 p.m.

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

As the first order of business, a discussion took place regarding approval of the minutes for the March 14, 2018 Executive Committee (“EC”) meeting.

David L. requested that the following changes be made to the March 14, 2018 EC meeting minutes: (i) Section D.2.(3), second sentence, page 3 – change “David L.” to David P.”; and (ii) Section D.4., first paragraph/first sentence, page 4 – change “Olivia Snyder (???)”, and Dan (???)” to “Olivia Schneider Grabacki and Dan Bugni.”

Jeffrey made a motion to approve the March 14, 2018 EC meeting minutes subject to David L.’s above requested revisions, Valerie seconded the motion, and the motion was unanimously approved.

B. Bar Liaison Report (Dani Edwards).

Dani reported that due to staffing changes at the Oregon State Bar, Dani will no longer be the Bar’s liaison to the Business Section EC. The Bar’s new liaison to the Business Section EC will be Lisa Amatangel, who attended the meeting with Dani. Lisa will be attending the balance of the 2018 EC meetings as the Bar’s liaison. Lisa is with the Bar’s Assistant General Counsel and Client Assistance Office.

C. Treasurer Report (Genny Kiley).

Genny advised that the March 31, 2018 month-end Statement of Revenue and Expense has not yet been issued by the Bar, but she expects it to be issued later today. Genny advised that since the January and February month-end Statements were reviewed at the March EC meeting, there is nothing currently to report on and she will provide a report regarding the March and April Statements at the May EC meeting.

D. Subcommittee Reports and Discussion.

1. CLE Committee (Kara Tatman).

Kara reported on the Business Section's CLE entitled "Eight Steps to Decreasing Your Client's Data Security Risk" held on Tuesday (yesterday), April 10th. The speakers were Kristen Hilton from Sussman Shank LLP and Brian Sniffen from Miller Nash Graham & Dunn LLP. The CLE was held at Perkins Coie's Portland office, and was simultaneously broadcasted at the Karnopp Peterson LLC law firm in Bend, Oregon. Anne said approximately 10 people attended the CLE in Bend and that the technology to simultaneously broadcast the CLE worked well. Kara said approximately 20 people attended the CLE in Portland. Kara said the CLE was very good and the speakers did a very good job. Kara said a survey regarding the CLE was sent out today, so no results yet on how the CLE was received by the attendees.

Kara next reported on planning for the next quarterly CLE. She said she expects that it will occur sometime in late June of 2018. As for the topic, the CLE Committee plans to ask Heather Kmetz of the Sussman Shank LLP law firm to re-present her "best drafting practices - buy-sell provisions" presentation (given at last year's annual CLE), but with a twist. The twist would be to add a litigator to the presentation, who will discuss what happens when things go wrong, and to have Justin act as a moderator.

Kara next talk about the 2018 annual CLE. She said the MAC is locked in for November 2, 2018. The CLE Committee is presently discussing topics and speakers for the annual CLE.

2. Outreach Committee (David P.).

David P. said this Committee has not met since the last EC meeting, but he plans on scheduling a meeting in the next week or two.

A short discussion then ensued regarding holding another social event with the OSCPA. Last year, approximately 45 people attended this event.

Dave P. then talked about a reach out to the Secretary of State and said he will discuss same with Tom. Jeff suggested maybe holding an event with Dennis Richardson as a speaker; David P. said he will look further at this idea.

Finally, David L. noted that there is an upcoming event (May 17th-18th) that the members of the EC may want to attend involving the Multnomah Bar Association and the Technology Association of Oregon partnering to host “Hackathon – Improving Access to Justice Through Technology.” The event is being held at the White Stag Building on N.W. Couch Street.

3. Communications Committee (Genny Kiley).

With respect to the Business Section’s webpage, Genny reported that the webpage is back up and running (after the Bar’s website was hacked) and that no content on the Business Section’s webpage was lost.

With respect to the newsletter, Genny noted that this Committee is meeting this Friday to discuss the future of the newsletter. Previously, Genny advised the EC that 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). At this Friday’s Committee meeting, Genny plans to provide a summary of how other Bar Sections are using/employing a newsletter (e.g., different formats, etc.) and how they are functioning with respect to getting newsletters prepared and out the door. The plan is to come up with a recommendation to make to the EC at the next EC meeting. Among other things, Genny would like to use the Business Section’s newsletter to pull in content from the other Business Section subcommittees, list upcoming social and CLE events, and solicit nominations for the James B. Castles Leadership Award.

4. New Business Lawyers Committee (Will Goodling).

Will reported that he sent out a listserv e-mail to gauge interest in joining the NBLC. He received approximately 20 response e-mails of interest. He held a NBLC meeting last week, and 11 of those that responded to Will’s listserv e-mail attended.

Will also noted that Justine Thede is on the NBLC, and currently is serving as the Chair of the NTLC (i.e., New Tax Lawyers Committee). Will is getting information from Justine (and others on the NTLC) on how the NTLC is operated, and said he would like the NBLC to model how it operates after the NTLC.

Will is currently working on setting up work groups, including on: (i) education; (ii) membership program; (iii) coordinating pro bono activities through existing low-income clinics; and (iv) social activities and events.

Will is also looking at co-sponsoring social events with the NTLC and other new lawyers committees/divisions. Currently, the NBLC has been asked to co-sponsor an upcoming social event with the Bar’s New Lawyers Division. The cost for the sponsorship is \$125. David L. approved the \$125 expenditure.

Next, Valerie asked Will to prepare and submit to the EC by this September a budget for future funding of NBLC events.

5. Legislative Committee (Valerie Sasaki).

Valerie advised that the Ratification of Defective Corporate Action legislative proposal has been submitted to the OSB Public Affairs Committee for review and approval. The OSB Public Affairs Committee has a meeting on May 2nd to, among other things, discuss this proposal. Valerie also discussed holding a meeting on April 18th at her office with “friendly litigators” to get their input on this proposal.

Next, Chris Hall discussed working on “fixes” to House Bill 2191 (which took effect on January 1, 2018). Chris met with Susan Grabe to discuss how to proceed with getting the “fixes” implemented. She suggested going back to the group that worked on and got House Bill 2191 passed. Susan advised Chris that she will help find someone to sponsor the “fixes” Bill if the Business Section does not get OSB Public Affairs Committee approval to proceed.

Finally, David L. reported that he still has had no contact from Lane Shutterly regarding the Oregon Law Commission taking up the charge on replacing Oregon’s current LLC Act with RULLCA. David L. said he will reach out to Lane Shutterly to find out where the OLC is on our request.

E. Other Business.

David L. noted that he and Valerie are attending the ABA’s Leadership event next month in Chicago.

F. Adjournment.

There being no further business, David L. adjourned the meeting at 12:46 p.m.