

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

May 9, 2018 Meeting

Meeting Location: Sussman Shank LLP, 1000 SW Broadway, Suite 1400, Portland, OR 97205.

Present in Person: David Ludwig (Chair), Valerie Sasaki, Jeffrey Tarr, Genevieve Kiley, Justin Denton, Tyler Volm and William Goodling.

Present by Phone:, Anne Arathoon, Thomas Tongue, Doug Lindgren, Jennifer Nicholls, Lauren DeMasi and Benjamin Kearney.

Also Present: Carole Barkley and Lisa Amatangel.

Absent: Kara Tatman and David Post (“David P.”).

Minutes Author: Jeffrey Tarr, Secretary

A quorum was present. David Ludwig (“David L.”), the Chair of the Committee, called the meeting to order at 12:12 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 April 11, 2018 Executive Committee (“EC”) meeting.

David L. requested that the following change be made to the April 11, 2018 EC meeting minutes: Minutes to reflect that Doug Lindgren attended the April 11th meeting by phone.

Valerie made a motion to approve the April 11, 2018 EC meeting minutes subject to David L.’s above requested revision, Genny seconded the motion, and the motion was unanimously approved.

B. Bar Liaison Report (Lisa Amatangel).

Lisa talked about the up-coming May 17th swearing-in ceremony for newly licensed Oregon attorneys. She asked if the Business Section wanted to have a presence at the ceremony. Tyler stated he attended the ceremony on behalf of the Business Section two years ago and said he did not think it was worth the effort (no other Section attended the year Tyler attended on behalf of the Business Section). Jennifer noted that a few of the other Sections intend on attending this year. Jeff asked whether the Business Section

would have a Business Section handout for the newly sworn-in attorneys in lieu of the Business Section having a physical presence at the ceremony. Last year the Business Section used a handout at the ceremony. Tyler prepared last year's Business Section handout. It was agreed that Tyler would give last year's handout to Will, who would see if it needs refreshing, and that Will's final refreshed version would be used at the May 17th swearing-in ceremony.

C. Treasurer Report (Genny Kiley).

Earlier today Genny e-mailed to the EC the February and March month-end Statements of Revenue and Expense for the Business Section. The April month-end Statement was still not available from the Bar.

Genny noted that the March month-end Fund Balance was \$53,671, but that it did not yet reflect the net revenue received from the first 2018 quarterly CLE. Genny noted that the net revenue for the first quarterly CLE was \$719. She noted that there was no cost for the two facilities in Portland and Bend used for the first quarterly CLE (i.e., law firm offices), which contributed to a positive net revenue amount for the quarterly CLE. Genny noted that the Business Section's 2018 budget for CLE expenses is \$2,000, and that we are doing well in light of the positive outcome of the first quarterly CLE.

D. Subcommittee Reports and Discussion.

1. CLE Committee (David L.).

Kara was not able to attend today's meeting, but she sent a report to David L.

The next quarterly CLE is scheduled for June 19, 2018 at Perkins Coie's office in Portland. The June 19th quarterly CLE will be simultaneously broadcasted in Medford and Bend. The topic is on best drafting practices in operating agreements: buy-sell provisions, but with a twist – adding a litigator's perspective on when things go wrong. Heather Kmetz will reprise her presentation on the topic (she presented the topic at the Business Section's 2017 annual CLE) and Anna Sortun (a litigation partner at the Tonkon Torp firm) will take the litigator's role. Justin will be the moderator.

2. Outreach Committee (David P.).

David P. was not able to attend today's meeting. This subcommittee did not meet last month. There will be a report for this subcommittee at the next EC meeting.

3. Communications Committee (Genny Kiley).

Genny started by giving everyone at the meeting a handout (with attachments thereto) regarding the subcommittee's recommendations/proposals for the Business Section's newsletter. Genny mentioned that this subcommittee met twice last month

(focusing on the newsletter), and then summarized some of the newsletter matters addressed by the subcommittee.

One of the first items discussed by the subcommittee was updating the format of the Business Section's newsletter. Genny's handout included a sample of an updated newsletter format. The new format includes such things (in addition to articles) as "Upcoming Events" (i.e., CLE Programs and other events), "Subcommittee Reports," "Letter from the Chair" and "Job Postings." Genny noted that the subcommittee is still considering the "Job Postings" idea, noting that there are timing and other issues with that topic.

Genny then noted the second item discussed by the subcommittee was the manner in which the newsletter is disseminated. The subcommittee ultimately determined that dissemination of the newsletter by e-mail with a link to a pdf file was the best approach. The subcommittee likes the idea of using a pdf file, so that it is easy for Section members to hit the link and either read the newsletter or easily print it out for future reading/use. Genny's handout has two attachments of copies of e-mails used to announce and provide access to past newsletters for the OSB Elder Law Section and the OSB Public Affairs Committee (i.e., its "Capital Insider" newsletter).

Genny next stated that it is her goal to have the Business Section publish two newsletters in 2018.

Genny's next topic was a request for the EC to formally create a newsletter subcommittee. Currently, the newsletter is handled by the Communications Subcommittee and, therefore, all of the participants in the newsletter editorial process are not sitting on a formal subcommittee, as they are not members of the Communications Committee.

Valerie suggested that, instead of creating a new newsletter subcommittee, the Communications Subcommittee be renamed to the Newsletter Committee, and she made a motion for such action. Tyler seconded the motion and all EC members present approved the motion.

Since the Communications Committee also was responsible for the Business Section's webpage, it was decided that the Chair of the Newsletter Committee would have responsibility for the Business Section's webpage.

Next, Genny reported that the subcommittee discussed whether to recommend to the EC hiring and paying an editor to handle the newsletter as opposed to continuing to handle the newsletter on an all-volunteer basis.

Genny then noted that Carol currently is a paid editor for the Elder Law Section's newsletter. Attached to Genny's handout included an attachment with a description of Carol's editorial responsibilities undertaken for the Elder Law Section's newsletter.

A discussion then ensued regarding the pros and cons of using a paid editor for the newsletter. After the discussion, Tyler made a motion to use a paid editor for the Business Section's newsletter, Justin seconded the motion, and the motion was approved by the EC.

Finally, Jeff raised the issue of whether the Business Section's dues should be raised in 2019 to help pay for the paid editor position. It was decided to add this issue to the agenda for a future EC meeting.

4. New Business Lawyers Committee (Will Goodling).

Will reported that he held a meeting of this subcommittee last Tuesday. He had 12 participants at the meeting. He used the meeting to finalize the "working groups" and to further brainstorm. As of now, there are six working groups as follows: (i) social events; (ii) mentorship; (iii) law schools; (iv) pro bono; (v) newsletter support; and (v) education (presentation series).

5. Legislative Committee (Valerie Sasaki).

Valerie advised that she held a meeting at her office with two litigators to discuss the Ratification of Defective Corporate Action legislative proposal. Susan Grabe helped arrange the meeting. Valerie said the meeting went well, and resulted in making one minor modification to the legislative proposal. Valerie then noted that the Public Affairs Committee met to discuss the proposal. Justin and Chris Hall were present at the Public Affairs Committee meeting and Justin made a presentation regarding the proposal. Valerie is expecting a decision from the Public Affairs Committee by May 18th.

Next, David L. reported regarding the Business Section's request for the Oregon Law Commission ("OLC") to take up passage of the Revised Uniform Limited Liability Company Act ("RULLCA") or some version thereof. David said that the OLC completed its move to the University of Oregon (in Eugene) and just hired a new Executive Director. He said he understands that the first item on the OLC's agenda is new legislation regarding sexual harassment. He thinks the OLC will thereafter move to address our request regarding RULLCA. He thinks we will see a response from the OLC on our RULLCA request by the end of this year.

The next item discussed was whether to consider moving forward with the project of adopting the Uniform Corporations Act or some version thereof in Oregon. This was brought up in light of how slow our request with respect to RULLCA is moving. David L. said he would discuss this matter with Susan Grabe and report back to the EC on his discussion with Susan.

E. Other Business.

David L. noted that Jeffrey will be out on a sabbatical starting June 16th and therefore will not be present at the July EC meeting. He asked for a volunteer to act as Secretary at the July EC meeting. Genny agreed to take on the task.

F. Adjournment.

There being no further business, David L. adjourned the meeting at 1:08 p.m.