

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

**January 26, 2019**

**TIME AND PLACE**

Upon notice duly given, a Meeting of the Executive Committee (the “Committee”) of the Business Law Section (the “Section”) of the Oregon State Bar (the “Bar”) was held at The Allison Inn, 2525 Allison Lane, Newberg, Oregon, on January 26, 2019 at 8:30 a.m., Pacific Time.

**PRESENT**

Present were Committee members Valerie Sasaki (Chair), Anne Arathoon, William Goodling, James Hein, Benjamin Kearney, Genevieve Kiley, Doug Lindgren, David Ludwig, Jennifer Nicholls, David Post, Charmin Shiely, Jeffrey Tarr, Kara Tatman and Tyler Volm. Also present at the invitation of the Committee was Emily Maass. Ms. Tatman acted as Secretary of the Meeting and kept the Minutes.

Ms. Sasaki called the meeting to order at 8:50 a.m.

**COMMITTEE MEMBER MATTERS**

After welcoming the Committee, Ms. Sasaki excused Ms. Maass. Ms. Sasaki updated the Committee that Committee member Lauren DeMasi took an in-house position and determined she is no longer able to serve the remainder of her term and therefore resigned. Ms. Sasaki proposed that the Committee appoint Ms. Maass to fill the remainder of Ms. DeMasi’s term. Ms. Nicholls initiated a discussion among the Committee about the selection, diversity, recruitment and pipeline of potential Committee members.

Following discussion and upon motion duly made and seconded, the Committee adopted the following resolution, with all Committee members voting in favor other than Ms. Nicholls, who abstained:

**RESOLVED**, that, pursuant to Article VI, Section 4 of the Section’s bylaws, the Committee appoints Emily Maass to the vacancy created by Lauren DeMasi’s resignation, to serve through December 31, 2019.

Ms. Maass rejoined the meeting at 9:05 a.m.

Ms. Sasaki introduced the new Committee members, Mr. Hein, Ms. Maass and Ms. Shiely. Next, each of the Committee members introduced themselves.

Ms. Sasaki acknowledged and reflected upon the tenure of recent Committee Chair Mr. Ludwig and presented him with a gift of thanks from the Committee.

## **STRATEGIC DISCUSSION**

Ms. Sasaki summarized prior conversations among the Committee regarding recruitment and diversity on the Committee. She described a vision for the year and a focus for the Meeting as defining the value of the Section and Section membership to members and continuing to increase the value of being a Section member. Ms. Sasaki noted, and the Committee discussed, that the Section newsletter will be an important factor in accomplishing that vision. The Committee discussed the successful development of the newsletter and Section communications in the prior year, including Carole Barkley's contributions as the new newsletter editor.

## **MINUTES**

Mr. Tarr reviewed the most recent meeting minutes with the Committee and asked for any comments or changes. The Committee unanimously adopted the following resolution upon motion duly made and seconded:

**RESOLVED**, that the Minutes of the Committee's October 10, 2018 meeting, in the form presented to and reviewed by the Committee, are approved.

## **BAR AND RETREAT MATTERS**

Ms. Sasaki updated the Committee on recent Bar matters, including the *Gruber* case. She also informed the Committee that Keith Palevsky is the Committee's new Bar liaison. The Committee next discussed the annual retreat, including location, participation, cost, and the possibility of childcare. Ms. Shiely mentioned a new lodge in Pacific City, and Mr. Kearney and Ms. Arathoon also mentioned the draw of The Allison for out-of-town members, including for recruitment and participation purposes. Ms. Maass noted that the room rate at The Allison is reasonably comparable to other lodge/resorts with meeting space. The Committee expressed a consensus for continuing to hold the annual retreat at The Allison. Committee members also appreciated the off-site dinner this year.

## **FINANCES**

The Committee discussed recent years' budgets, including historical excesses of funds, and recent measures taken to reduce costs and create a moderate and sustainable budget and spending pattern.

Mr. Tarr next presented the Treasurer's report, including a recent reduction in Section members. He described the current fund balance going into 2019 as well as notable financial items from 2018, with Ms. Kiley providing input as well. For expenses, the Committee granted no scholarships or Castles award in 2018, but hired Ms. Barkley as the newsletter editor. For revenues, the Committee generated additional funds from CLEs in 2018. The Committee briefly discussed the history of the scholarships to law students and ideas for future scholarship opportunities.

## **SUBCOMMITTEE REPORTS**

### *CLE*

Ms. Tatman presented the CLE subcommittee report. She noted the Committee conducted live stand-alone CLEs in each of April, June, November 2018, as well as the full-day co-sponsored CLE program in November 2018. Ms. Tatman and other members of the subcommittee described the success in expanding CLE access outside of Portland, including simultaneous webcast of two Portland-based CLEs to Bend, as well as a stand-alone CLE in Eugene. Ms. Tatman noted that the group had a Q1 2019 CLE in the planning stages.

Ms. Tatman, Mr. Volm, Ms. Arathoon and Mr. Kearney, among others, described the CLE subcommittee's goals for 2019, which include continuing to expand the geographic reach of CLEs through webcast. The subcommittee will continue to try scheduling CLEs further in advance, will generate a CLE topics bank, and will work to institutionalize subcommittee processes, including CLE planning. Ms. Maass asked about business law bootcamp for new lawyers. Mr. Goodling updated the Committee on the "education" element of the New Business Lawyers subcommittee. The Committee discussed how the CLE and New Business Lawyers subcommittees could work together. Ms. Kiley and Mr. Post noted a project where law students came into a firm to do a mock M&A deal.

Following discussion, the Committee determined that the 2019 CLE subcommittee is: Kara Tatman (chair), Anne Arathoon, James Hein, Ben Kearney, Doug Lindgren and Charmin Shiely, with Tyler Volm participating as requested.

Ms. Sasaki also requested that each subcommittee aim to include additional members who are not currently on the Committee.

### *OUTREACH*

Mr. Post presented the Outreach subcommittee report. In 2018, the subcommittee engaged with the CLE subcommittee to expand reach of CLE presentations, co-hosted a Portland-based event with CPAs, and helped to plan the annual retreat. Mr. Post, Ms. Sasaki, Mr. Volm and other Committee and Outreach subcommittee members discussed whether the subcommittee is still useful, as some of the initial goals (such as expanding CLEs outside of Portland) are being done by other subcommittees. The Committee discussed whether the CPA event should be expanded to include a continuing education component. Ms. Shiely added that having purely social and networking events could also be valuable for Section members to network and connect. The Committee discussed possible events with business brokers or with other OSB business-related sections. Mr. Post and Ms. Sasaki also noted that one 2019 goal of the Outreach subcommittee is to review the annual retreat planning, location and expenses.

Following discussion, the Committee determined that the 2019 Outreach subcommittee is: Anne Arathoon, Ben Kearney, David Ludwig, David Post and Jeff Tarr (chair TBD). Ms. Sasaki asked the subcommittee to decide on a chair by the next Committee meeting.

The Committee recessed at 10:40 a.m. and resumed at 10:50 a.m. Ms. Tatman joined at 11 a.m.

### *COMMUNICATIONS*

Ms. Kiley presented the Communications subcommittee report. The subcommittee, which includes approximately ten members not on the Committee, spent the first half of 2018 exploring updated forms of the newsletter, with a consensus on continuing the .PDF format. The subcommittee hired Carole Barkley as the editor, and she published a timeline for the newsletter and solicited articles. The newsletter is currently operating without much day-to-day involvement from the subcommittee. Ms. Kiley also noted the subcommittee is exploring social media options. The Committee, including Ms. Sasaki, Mr. Volm and Mr. Kearney, discussed ideas for better ways to utilize and promote the Section listserv and utilize other social media. Mr. Volm asked about the protocols or rules/best practices for the listserv. Ms. Sasaki asked for the Communications subcommittee to bring back ideas about how to better utilize the listserv to share information and build community.

Following discussion, the Committee determined that the 2019 Communications subcommittee is: Genny Kiley (chair), James Hein, Jennifer Nicholls, and Jeff Tarr, plus four additional members from the New Lawyers Business subcommittee.

### *NEW BUSINESS LAWYERS*

Mr. Goodling presented the New Business Lawyers (“NBL”) subcommittee report, including reminding the Committee of the change in 2018 to expand the subcommittee to include non-Committee members. Subcommittee membership reached as high as 16 members during 2018. The NBL subcommittee decided on further subcommittees of social, education, law school outreach, newsletter support, pro bono and mentorship. Mr. Goodling explained that pro bono and mentorship had a bit more trouble getting off the ground. Ms. Sasaki asked about any roadblocks and Committee members offered suggestions, such as doing a “pro bono spotlight” in the newsletter. Ms. Shiely asked about the purpose of duplicating some of the efforts of other young lawyers’ groups, such as with pro bono, and a discussion of the Committee followed.

Ms. Sasaki noted that we can ask the Bar to create more targeted listservs from our Section membership (such as new lawyer members, central Oregon members, etc.). The Communications subcommittee will explore this further.

Mr. Goodling noted some upcoming social events and the possibility of this subcommittee being involved in the scholarship process. Ms. Sasaki previewed a discussion about a more meaningful recognition process for our Section and recommended that the NBL subcommittee brainstorm some ideas for scholarship, such as engaging with the business law clinics at the law schools.

Ms. Sasaki also asked about the roadblocks around mentorship, and the Committee discussed the Bar’s need for business lawyers to serve as mentors for the Bar’s mandatory mentorship requirement for new lawyers, and shared ideas for how to communicate the need and encourage Section members to serve as mentors. Ms. Sasaki suggested a flash subcommittee to help address the specific need around mentoring. David Ludwig, Tyler Volm and Will Goodling

volunteered. Mr. Tarr expressed some preference for a more informal process, and Ms. Nicholls described that we can do both simultaneously—encourage Section members to be mentors in the Bar’s mandatory process and also help facilitate informal mentor relationships. Ms. Sasaki expressed her interest in sending an update out to the listserv in early spring on this topic.

Following discussion, the Committee determined that the 2019 New Business Lawyers subcommittee is comprised of Will Goodling as chair, plus additional non-Committee members as he determines.

### *LEGISLATIVE*

Ms. Sasaki presented the Legislative subcommittee report. She noted that we facilitated proposed legislation for the 2019 session regarding ratification of defective corporate acts. Two plaintiffs’ lawyers participated in our process this year, which helped the process along by ensuring involvement from relevant stakeholders from the beginning. The proposed legislation has gone through public affairs and is now ready to proceed. Ms. Sasaki was not aware of any proposals for the following legislative session, which would need to be submitted to the Bar by the beginning of April. She also updated the group on the status of the RULLCA process, which this Committee and subcommittee discussed and worked on for the last two years, through a proposal to evaluate and rewrite the LLC Act to more closely track the uniform act. The Oregon Laws Commission picked this up and recently formed a working group and scheduled a kick-off meeting. Ms. Sasaki noted that once the LLC process gets going, we will begin a similar process for the corporate statutes (including corporate, nonprofit, partnership). Ms. Shiely asked about the Oregon Laws Commission, and Ms. Sasaki, Mr. Tarr and others described the organization and how it relates to this Committee’s efforts.

Following discussion, the Committee determined that the 2019 Legislative subcommittee is: Valerie Sasaki (chair), James Hein, David Ludwig, Emily Maass, Charmin Shiely and Kara Tatman.

At the conclusion of the subcommittee discussions, Ms. Sasaki encouraged everyone to think about how to expand the mission of these subcommittees in the longer-term for continued benefit and value to Section members.

### **RECOGNITION AND AWARDS**

Ms. Sasaki next led a discussion among the Committee about recognitions and awards. Ms. Sasaki suggested a mentorship award, noting that the Castles award recognizes people near the end of their careers, but mentoring is done throughout someone’s career, including even early or mid-career, and she suggested that the flash subcommittee discuss this.

The Committee next discussed and set the meeting schedule and locations for 2019, as follows:

February 13 (Black Helterline)  
March 13 (Farleigh Wada Witt)  
April 10 (Schwabe Williamson & Wyatt)  
May 8 (Sussman Shank)

June 12 (Emerge Law Group)  
July 10 (Perkins Coie)  
*(no August meeting)*  
September 11 (Stoel Rives)  
October 9 (Lane Powell)  
November 13 (Samuels Yoelin Kantor)  
*(no December meeting)*

There being no further business of the Committee, the Meeting adjourned at 12:05 p.m.