

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

February 13, 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 offices of Black Helterline LLP, 805 SW Broadway #1900, Portland, OR 97205, on February 13, 2019, at 12:00 p.m., Pacific Time.

PRESENT

Present in person were Committee members James Hein, Genevieve Kiley, David Ludwig, Emily Maass, David Post, Charmin Shiely, Jeffrey Tarr, Kara Tatman and Tyler Volm. Present by phone were Committee members Anne Arathoon, Benjamin Kearney and Jennifer Nicholls. Also present by phone at the invitation of the Committee was Dani Edwards of the Bar. In Valerie Sasaki’s absence, Ms. Kiley acted as Chair. Ms. Tatman acted as Secretary of the Meeting and kept the Minutes.

Ms. Kiley called the Meeting to order at 12:10 p.m.

MINUTES

Ms. Kiley and Ms. Tatman 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 January 26, 2019 meeting, in the form presented to and reviewed by the Committee, are approved.

BAR MATTERS

Ms. Edwards as the Section’s current Bar liaison provided an update to the Committee. She noted that the Board of Governors is considering two proposed bylaws changes, one to provide for a minimum number of members to maintain status as a section, and the second regarding funds carryover from year to year. We should expect to receive a notice and will have an opportunity to review and comment on the proposed changes. Mr. Tarr asked about the timing of the notice, and Ms. Edwards indicated we should receive the notice in the next few weeks. Ms. Edwards also discussed potential upcoming policy changes, including for expense

reimbursement (possibly providing per diem amounts). Committee members asked questions and Ms. Edwards responded.

TREASURER'S REPORT

Mr. Tarr updated the Committee that the Bar has not yet provided the January 2019 financial statement. Ms. Edwards indicated that the Bar aims to provide financials by the 10th of each month, but the first month of the year is typically a bit late. Mr. Tarr also noted that the 2019 budgets have not yet been posted by the Bar. Ms. Kiley reminded the Committee that any reimbursement requests should be submitted.

SUBCOMMITTEE REPORTS

CLE

Ms. Tatman updated the Committee that the next Section CLE is scheduled for April 3, regarding employment law updates. She described the anticipated live event in Portland, with simultaneous broadcast in other locations such as Bend, Medford and/or Eugene. Committee members asked questions about the rebroadcasting of Section CLEs, including whether we could make them available from our website, and asked questions about the timing of announcing future CLEs and the annual fall CLE. Ms. Tatman and other Committee members responded.

Outreach

Mr. Post informed the Committee that the Outreach subcommittee hasn't met yet but will do so before the next Committee meeting.

Communications

Ms. Kiley provided an update to the committee, including that she had inquired about social media use. She asked Ms. Edwards about the same, and Ms. Edwards provided a brief update on the availability of social media as a communications medium for the Section. Ms. Kiley also updated the committee that the next issue of the newsletter will be distributed at the end of March.

New Business Lawyers

Will Goodling was unable to attend the Meeting, but provided a subcommittee report prior to the Meeting, which all Committee members had received. Mr. Goodling had described that the subcommittee had a meeting, and that he also reached out to Bar regarding mentoring of new business lawyers. In response, the Bar provided a proposed communication to Section members regarding the need for mentors and the process for becoming a formal mentor. Committee members discussed whether to include the letter in the upcoming Section newsletter. The Communications committee will review the language and Committee members will provide any edits or feedback to the Communications subcommittee. Ms. Shiely asked about including a

testimonial from a business lawyer who has served as a formal mentor, and the Committee discussed options for ways to draw attention to the mentoring need.

Legislative

Mr. Ludwig reported to the committee that he and Ms. Sasaki had appeared before the Oregon Senate Judiciary Committee to testify in favor of the proposed bill to amend the corporate statute to permit the ratification of defective corporate actions. He described that there was a comment from someone in the nonprofit sector, but no opposing testimony presented. Senator Fagen will carry the bill to the floor. Mr. Ludwig also informed the Committee that the recently scheduled meeting of the Oregon Laws Commission regarding the RULLCA project was rescheduled. The Committee next discussed notices regarding proposed legislation that might be relevant to the Section. Mr. Post asked who is receiving the notices and format of communication (digest, summaries, etc.), and Mr. Ludwig agreed to gather that information and update the Committee. The Legislative subcommittee will meet soon and begin to explore whether there is any other proposed legislation the Committee may want to pursue on behalf of the Section.

Adjournment

There being no further business of the Committee, the Meeting adjourned at 12:50 p.m.