

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

May 8, 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 Sussman Shank, on May 8, 2019, at 12:00 p.m., Pacific Time.

PRESENT

Present in person were Committee members James Hein, David Ludwig, Emily Maass, Valerie Sasaki (Chair), Charmin Shiely, Jeffrey Tarr, Kara Tatman and Tyler Volm. Present by phone were Committee members Anne Arathoon, William Goodling, Benjamin Kearney and Jennifer Nicholls. Also present at the invitation of the Committee were Keith Palevsky of the Bar, by phone, and Carole Barkley, in person. Ms. Tatman acted as Secretary of the Meeting and kept the Minutes.

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

MINUTES

Ms. Sasaki 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 April 10, 2019 meeting, in the form presented to and reviewed by the Committee, are approved.

BAR MATTERS

Mr. Palevsky updated the Committee on numerous Bar matters, including noting that the Bar’s diversity and inclusion department has contracted with a research firm to survey what it’s like to be a lawyer in Oregon, to identify barriers and establish benchmarks and guidelines. A semi-random set of possible respondents will receive the survey, including an oversampling of those who are typically underrepresented in the practice. The Committee asked for information about dates in order to possibly promote the survey to Section members in an effort to increase response rates.

Mr. Palevsky discussed a recent email sent to the Committee (and other Bar section executive committees) describing numerous policy changes from the Bar. These include changes to CLE sponsorship and registration processes, and a prohibition against electronic

voting for Committee matters. Committee members asked about permissions written into bylaws, and Mr. Palevsky indicated he would check.

Mr. Palevsky also described an increase in the administrative fee assessed against the Section by the Bar, per Section member. A lengthy discussion among the Committee followed, including Mr. Palevsky confirming that the assessment applies even for complimentary memberships, which the Section has in reasonably significant numbers (up to nearly 12% of total Section membership).

Next, Mr. Palevsky noted several items being considered by the Bar's Board of Governors, which are open for feedback, including (1) a requirement that sections maintain a minimum of 100 members, and (2) a proposal that if a section has a fund balance exceeding two years of aggregate section dues, the Bar would charge that section a full (non-subsidized) per-member assessment. The Committee asked questions and Mr. Palevsky responded, including noting that five to six sections currently have less than 100 members (including antitrust and international law), and that 15-17 sections currently carry a fund balance in excess of the proposed new limit. The Committee noted that neither circumstances applies to the Section.

Finally, Mr. Palevsky told the Committee that it could reach out to Gonzalo Gonzales in the Bar's information technology department for any website update requests. He noted the Bar's upcoming May 23, 2019 swearing-in ceremony and invited the Committee to submit materials to Natalie Batiste prior to May 17 to be included for distribution to new admittees. He also instructed the Committee that if the Section wants to make a donation, it should make a check request to the Bar.

TREASURER REPORT

Mr. Tarr noted that the Bar had not yet posted April's financial statements, so there is nothing more to report regarding financials.

Mr. Tarr informed the Committee that he had followed up with a Tax Section member regarding that section's profitability in its CLE program, and noted that the section is mildly profitable (by a couple or few thousand dollars each year). Mr. Tarr also noted that he continues to follow up regarding expenses from the Committee's annual retreat, including a potential refund from the Allison Inn.

SUBCOMMITTEE REPORTS

Prior to the subcommittee reports, the Committee had a general discussion of Section and Committee business, including raising the idea of doing joint CLEs with other sections, such as the Tax Section or Business Litigation Section. Committee members also noted and discussed the pending commercial activity tax presented in House Bill 3427.

CLE

Ms. Tatman updated the Committee on the Section's upcoming CLE regarding California's Consumer Privacy Act, scheduled for June 20. She also directed the Committee to a recent email containing ideas for CLE programming for the Section's annual full-day CLE in

November, and the Committee discussed several ideas including asking any Castles award recipient to present a brief CLE during the lunch programming.

Ms. Tatman noted that the CLE subcommittee had discussed, as requested, the possibility of moving to a series/monthly subscription model for CLEs. The subcommittee did not recommend moving to that format, in light of concerns that the shift would limit the Section's ability to present CLE programming outside of Portland, could discourage the reasonably strong attendance the Section CLEs have had recently, and could diminish the subcommittee's ability to get strong presenters and present a broad ranging of programming but with sufficient depth in each session. Ms. Sasaki asked the subcommittee to continue to review the series model with the goal of making CLE programming a profit center for the Section.

There were no *Outreach* or *Communications* subcommittee reports at the Meeting.

New Business Lawyers

Mr. Goodling reported that he was recently in touch with a Willamette University School of Law professor and they plan to meet to discuss collaboration between the subcommittee and the law school. The subcommittee hopes to leverage the law school's ability to help organize events and provide more consistency in involvement. Mr. Goodling also noted that the subcommittee is planning a joint social picnic with the Oregon New Lawyers Division on June 22.

Legislative

Mr. Ludwig updated the Committee that he recently testified before the Senate Judiciary Committee in Salem regarding the ratification of defective corporate acts proposed legislation. The legislation is in a work session and expected to be voted onto the floor and passed. Mr. Ludwig also provided an update regarding the Laws Commission work regarding RULLCA, which continues to progress but is moving reasonably slowly.

OTHER BUSINESS

Ms. Sasaki informed the Committee that the Committee had received a request from the Oregon Minority Lawyers Association for a donation. The Committee discussed the Committee's unofficial donations policy - which is that we do not recommend using fees from Section members to make donations, other than in connection with the Section's business law scholarship program. Committee members asked about the Committee's ability to inform Section members of, or promote, certain donation requests or law-related nonprofit programs.

Ms. Sasaki also invited Committee members to bring summer associates to the Committee's next meeting.

There being no further business of the Committee, the Meeting adjourned at 1:05 p.m.