

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

September 11, 2019

Meeting Location: U.S. Bancorp Tower, 111 SW 5th Avenue, Board Room, Portland, OR 97204.

Present in Person: Valerie Sasaki (Chair), Jeffrey Tarr, Tyler Volm, David Post (“David P.”), James Hein, Emily Maass, David Ludwig (“David L.”), and Charmin Shiely.

Present by Phone: Genevieve Kiley, Jennifer Nicholls, Benjamin Kearney, Anne Arathoon, and Doug Lindgren.

Also Present: Carole Barkley and Keith Palevsky.

Absent: William Goodling and Kara Tatman.

Minutes Author: Jeffrey Tarr, Acting Secretary.

Valerie called the meeting to order at 12:06 p.m. A quorum was present at the meeting.

1. Approval of Prior Minutes (Valerie Sasaki).

As the first order of business, a discussion took place regarding approval of the minutes for the July 10, 2019 Executive Committee (“EC”) meeting. Kara circulated a draft of the July 10, 2019 EC meeting minutes to the EC by her e-mail sent on September 4, 2019. Prior to the EC meeting, Jennifer noticed (and alerted Kara, who alerted the entire EC by e-mail) that on the second page, in the third paragraph under the “Treasurer Report” heading, that a number was missing. The applicable language reads “last year’s costs were approximately % lower than the prior year” and should be changed to “last year’s costs were approximately 40% lower than the prior year.” At the EC meeting, Valerie asked if there were any other comments (other than Jennifer’s) to the July 10, 2019 EC meeting minutes. There were no other comments. A motion was therefore made by James to approve the July 10, 2019 EC meeting minutes subject to the one change identified by Jennifer, David L. seconded the motion, and the motion was unanimously approved.

2. Bar Liaison Report (Keith Palevsky).

The first matter Keith discussed was the status of two cases filed in the United States District Court for the District of Oregon, and appealed to the U.S. Court of Appeals for the Ninth District, challenging Oregon’s unified bar. Keith advised that both cases have

been dismissed, but noted both cases still can be appealed to the U.S. Supreme Court. Keith advised that there is more information on these cases and the “unified bar” concept on the Oregon State Bar’s website.

Next, Keith addressed an issue that was brought up at the last EC meeting, namely, what benefits do the Bar Sections receive in exchange for payment of the Oregon State Bar’s Section assessment fee. Keith had a slide and a handout for his presentation on this issue (see attached Exhibit A for copies of both). Keith then reviewed the various activities that the Bar engages in for which the Section assessment fee is charged (see slide and handout). Keith then noted that the Section assessment fee covers only about one-half of the costs incurred by the Bar to engage in these activities, with the Bar subsidizing the balance of the cost. Currently the Section assessment fee is \$8 per Section member, but will increase next year to \$9.50 per Section member. Keith said the Bar looks at these costs every three or four years to determine whether an increase in the Section assessment fee is appropriate, and recently did so, which accounts for the increase next year to \$9.50 per Section member.

3. Treasurer Report (Jeffrey Tarr).

At the July 10, 2019 EC meeting, Jeffrey handed out and reviewed the Business Law Section’s Statement of Revenue and Expense for the period ending on May 31, 2019. Jeffrey therefore, at this EC meeting, handed out and reviewed copies of the Statement of Revenue and Expense for the periods ending on June 30, 2019, July 31, 2019 and August 31, 2019. Jeffrey started with the membership numbers, noting that in the past three months the Business Law Section picked up 8 new paying members (for a 2019 total so far of 859 paying members, 33 less than the highest total for 2018) and 16 new non-paying members (for a 2019 total so far of 129 non-paying members, 91 more than the highest total for 2018). Jeffrey noted that a lot of the new non-paying members are the result of encouraging law school students to join the Section.

Next, Jeffrey reported on new Section revenue (\$1,000 over the past three months), derived from the new paying memberships and the most recent quarterly CLE put on by the Business Law Section.

Next, Jeffrey reported on certain Section expenses. Jeffrey noted that the Business Law Section recently received a refund from the Allison Inn (for the January 2019 EC retreat meeting) of \$2,512. Originally, \$12,000 was budgeted for the annual retreat. The total cost of the retreat (after taking into account the Allison Inn refund amount) came in at \$10,590, approximately 12% below the budgeted amount.

Jeffrey then discussed an “Annual Meeting” line item expense of \$2,049. The budgeted amount for this line item was \$100. Jeffrey noted that he thinks this expense is in the wrong line item, and needs to be moved. It was suggested that this \$2,049 expense may have been to reserve the MAC for the Business Law Section’s 2019 annual CLE. Jeffrey said he will call the Bar’s accounting department to determine what this expense

is and what line item it should be placed under, and then will report back to the EC on this matter at the next EC meeting.

Next, Jeffrey discussed a new line item expense of “MCLE Sponsorship Application Fee.” This line item showed up for the first time on the August 2019 Statement of Revenue and Expense. The amount in this line item is \$160. Jeffrey asked Keith, who happens to be the Bar’s CFO, what this new line item expense is for. Keith said he needs to look into it and will report back to the EC on this matter at the next EC meeting.

Finally, Jeffrey noted that the “Ending Fund Balance” for the Section on the August 2019 Statement of Revenue and Expense increased to \$51,666 (it was \$50,824 on the May 2019 Statement of Revenue and Expense). He noted that this is mostly due to the \$2,512 refund received from the Allison Inn.

4. Subcommittee Reports and Discussion.

a. CLE Committee (Tyler Volm).

Kara was not able to attend today’s meeting, so Tyler filled in on the report.

Tyler reported on the status of preparing for the Business Law Section’s 2019 annual CLE. He said the MAC is reserved for holding the event in November, and speakers are all lined up and working away on their presentations and handout materials.

David L. then brought up status of nominating a recipient for the James B. Castles Leadership Award, which is typically awarded on the first day of the annual CLE during the luncheon. David L. noted that the Bar has already sent out an e-mail blast notice regarding nominations, but that no nominations have been received so far. David L. said he will get the Bar to send out a second notice in the next several days. We also discussed putting the notice regarding request for nominations in the next edition of the Newsletter.

b. Outreach Committee (David P.).

David P. discussed the annual social event with the OSCPA. He said he needs to reach out to the OSCPA to see if there is interest to do it again this year. He said he is sensing that after doing the social event several years in a row, the OSCPA interest may be fading. He then mentioned the idea of maybe turning this social event into a young lawyers/young CPAs event, suggesting that the NBLC may want to run with this idea.

c. Communications Committee (Genny Kiley and Carol Barkley).

Genny started by speaking about the concept of maybe using social media (e.g., a Facebook page) as a means of communicating with and among the Business Law Section membership. She said she would organize a subcommittee meeting to discuss this concept and then report back to the EC on this idea at the next EC meeting.

Next, Carol spoke about the status of the Newsletter. She advised that getting the next edition out is running a little behind due to a medical emergency with one of the authors. However, she just received that author's article and expects that the next edition will be published within the next few days. Carol then advised that she already has one article in-hand for the December edition. She also suggested that perhaps the speakers at this year's annual CLE might be willing to convert their materials into articles.

d. New Business Lawyers Committee (Will Goodling).

Will was not present at the meeting so there was no report given.

Valerie then talked about the status of awarding the scholarships. She said requests for nominations are already out to the Oregon law schools. She noted the following deadlines: (i) October 1, 2019 – deadline to submit nominations; (ii) October 3, 2019 – NBLC will discuss nominations and prepare recommendations for EC to approve; and (iii) October 9, 2019 - EC will review NBLC recommendations and select recipients.

Tyler then noted that the NBLC summer social event/picnic occurred on July 20, 2019 at Laurelhurst Park. He said the picnic went off well and was pretty well attended

e. Legislative Committee (Valerie Sasaki).

Valerie noted that there has been no meeting of this subcommittee since the last EC meeting. Valerie then talked about the status of the Oregon Law Commission Work Group on replacing Oregon's current LLC Act with a version of RULLCA.

5. Other Business.

None was raised.

6. Next Meeting.

The next meeting is scheduled on the date of Yom Kippur. So it was agreed to move the next meeting to October 16th at Lane Powell's office.

7. Adjournment.

There being no further business, Valerie adjourned the meeting at 1:09 p.m.