

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

February 8, 2020

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 Bindery in McMinnville, Oregon on February 8, 2020 at 9:00 a.m., Pacific Time.

PRESENT

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

Ms. Kiley called the Meeting to order at 9:00 a.m.

MINUTES

Ms. Kiely reviewed the meeting minutes from November 30, 2019, 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 November 8, 2019 meeting, in the form presented to the Committee, are approved.

SUBCOMMITTEE REPORTS

CLE

Ms. Tatman presented the CLE subcommittee report. She noted that the subcommittee conducted a live stand-alone CLE in Portland in April, which was broadcast to Bend and Eugene, a live stand-alone CLE in Portland in June, which was broadcast to Bend, a live stand-alone CLE in Eugene in December, as well as the full-day annual CLE in Portland in November. Mr. Goodling noted that the New Business Lawyer subcommittee presented a CLE in Portland in

January. The Committee discussed the CLE topics presented in 2019 and provided additional ideas for CLEs to be offered in the future.

The composition of the CLE subcommittee was discussed. Ms. Tatman indicated that there was one subcommittee member who was not on the Committee, which was a great way to add to the outreach of the subcommittee.

The Committee discussed the need for additional venues to host CLEs in Portland. Potential venues would need to accommodate approximately 40 people and have the technological capability to broadcast to areas outside of Portland. The Committee also discussed the relationship between the Committee and the Bar with respect to CLEs from both the financial and administrative perspectives.

Following discussion, the Committee determined that the 2020 CLE subcommittee is: Genny Kiley (chair), Anne Arathoon, Ben Kearney, Matt Larson, Charmin Shiely, Kara Tatman, and Tyler Volm (participating as requested), as well as additional non-Committee members. Mr. Goodling will contact the education working group of the New Business Lawyers subcommittee to gauge interest in joining the CLE subcommittee.

OUTREACH

Mr. Post presented the Outreach subcommittee report. Mr. Post led the Committee through a discussion regarding the role of this subcommittee. The Committee determined that the subcommittee's role in geographic outreach as well as outreach beyond the legal community is appropriate. In 2019, the subcommittee planned a social with Oregon CPAs, which was well attended, as well as the Committee's annual retreat.

Following discussion, the Committee determined that the 2020 Outreach subcommittee is: Brian Jolly (chair), Anne Arathoon, Ben Kearney, David Post, and Jeffrey Tarr.

COMMUNICATIONS

Ms. Kiley presented the Communications subcommittee report. The subcommittee leverages Carole Barkley a non-Committee member editor, to maintain the website and manage the quarterly newsletter content and publication. Ms. Barkley solicits ideas for articles and also contacts presenters from the Committee's CLEs to author articles. The Committee's website has been updated to reflect 2020 officers and members.

Ms. Kiley reported that the subcommittee is discussing whether to use social media, particularly LinkedIn, to publish information and promote events. The subcommittee will research whether other Bar sections utilize social media and provide the Committee with a

summary and recommendation. Ms. Grabe suggested that the Bar may review and coordinate social media posts.

Following discussion, the Committee determined that the 2020 Communications subcommittee is: Jeffrey Tarr (chair), James Hein, and Jennifer Nicholls, as well as additional non-Committee members.

LEGISLATIVE

Ms. Sasaki presented the Legislative subcommittee report. Ms. Sasaki reported on the status of two bills the subcommittee was working on. First, the subcommittee worked on the defective corporate acts bill, on which Ms. Sasaki and Mr. David Ludwig testified. Second, Ms. Sasaki reported on the status of Oregon's adoption of RULLCA and the subcommittee's related work. The adoption of RULLCA is on track for the 2023 legislative session. Ms. Sasaki advised that the passage of new legislation takes years and staying engaged with the Oregon Law Commission is critical. Ms. Sasaki recommends that the subcommittee consider reviewing additional upcoming legislation to support.

Following discussion, the Committee determined that the 2020 Legislative subcommittee is: Valerie Sasaki (chair), James Hein, Emily Maass, Jennifer Nicholls, Charmin Shiely, and Kara Tatman. David Ludwig and Susan Grabe will be invited to attend the meetings.

NEW BUSINESS LAWYERS

Mr. Goodling presented the New Business Lawyers subcommittee report. Mr. Goodling reported that the subcommittee was very active and maintains consistent membership. The subcommittee's work is divided into the following working groups: Social, Law Student Outreach, which includes law school scholarships, Newsletter, and Education.

The Committee discussed whether to add a new standing position on the Committee for the New Business Lawyers subcommittee chair. Mr. Goodling will provide the Committee with a recommendation regarding a new subcommittee chair. Mr. Goodling will also focus on succession planning for the subcommittee.

Following discussion, the Committee determined that the 2020 New Business Lawyers subcommittee is comprised of Will Goodling as chair, plus additional non-Committee members as he determines.

SCHOLARSHIP

The Committee discussed that this subcommittee has been subsumed under the New Business Lawyers subcommittee.

NOMINATING AND MEMBER RECRUITMENT

The Committee discussed the nature of this subcommittee, including the timing and composition of the subcommittee. Ms. Shiely and Mr. Kearney recommended adding a member recruitment section to the quarterly newsletter to solicit interest from potential members of the Committee and subcommittees. The Committee discussed the need to meet earlier in the year in 2020.

JAMES B. CASTLES LEADERSHIP AWARD

The Committee discussed the nature of the James B. Castles Leadership Award subcommittee, including the timing and composition of the subcommittee. The subcommittee reviewed several worthy nominations for the 2019 award. The 2019 award winner spoke at the annual CLE lunch and was well received.

BUSINESS LAW SECTION BUSINESS PLAN

Ms. Kiley circulated the Business Law Section Business Plan (the “Business Plan”), which was previously approved in 2014 and reviewed in 2017. The Committee reviewed the goals of the Business Plan and determined that the current subcommittees appear to be aligned with such goals. Ms. Grabe will work with Ms. Kiley to provide the required reports to the Bar.

SUFFICIENCY OF EXISTING SUBCOMMITTEES

The Committee reviewed the existing subcommittees to determine whether additional subcommittees were advisable. Specifically, the Committee discussed the focus of the Outreach subcommittee to review the type of outreach that has been successful in the past and whether the 2020 focus should be expanded. The Committee determined that it will continue to focus on geographic outreach and would also like to expand to address the cultural climate, including diversity and inclusion. The Committee discussed: (i) reviewing the Bar’s climate survey report, (ii) partnering with Affinity Bars, (iii) offering CLEs that qualify for Access to Justice credit, (iv) leveraging the newsletter to solicit CLE ideas and presenters for an Access to Justice CLE, and (v) tasking each subcommittee with being mindful of the cultural climate and diversity and inclusion.

CHARITABLE CONTRIBUTIONS

The Committee discussed its response to requests for charitable contributions. The Committee has not contributed to charitable organizations in the past, as the organizations are not necessarily tied to the Committee’s mission. Ms. Shiely recommended offering organizations that are consistent with the Bar’s mission the opportunity to present a CLE at the annual CLE or space in the quarterly newsletter. In lieu of charitable contributions, the Committee has focused on scholarships.

FINANCES

Ms. Tatman presented the Treasurer's report, including the 2019 year-end financials, the Bar member services assessment, and Section membership. The number of complimentary members has increased substantially. The Committee will review the complimentary memberships offered by other Bar sections as well as the conversion rate of first year lawyer complimentary membership to second year lawyer paid memberships. The Committee will revisit Section membership at a later meeting.

There being no further business of the Committee, the Meeting adjourned at 12:10 p.m.