

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

January 23, 2021

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 by video conference on January 23, 2021, at 9:00 a.m., Pacific time.

PRESENT

Present were Committee members Jeffrey Tarr (Chair), Anne Arathoon, Will Goodling, James Hein, Ben Kearney, Genny Kiley, Brian Jolly, Matt Larson, Emily Maas, Jennifer Nicholls, David Post, Charmin Shiely, Kara Tatman, Tyler Volm and Michael Walker. Also present at the invitation of the Committee was Susan Grabe of the Bar. Mr. Goodling acted as Secretary and kept the minutes.

Mr. Tarr called the meeting to order at approximately 9:05 a.m., Pacific time. Mr. Tarr introduced and welcomed Mr. Walker as the newest member of the Committee.

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 a motion duly made and seconded:

RESOLVED, that the minutes of the Committee’s November 18, 2020 meeting, in the form presented to the Committee, are approved.

2020 SUBCOMMITTEE ACTIVITIES

CLE

Ms. Kiley summarized the Section’s CLE activities in 2020 and reported that over 100 people virtually attended the Section’s annual CLE.

Outreach

Mr. Jolly reported that the Section did not hold its annual happy hour with the Oregon Society of CPAs this year in light of the COVID-19 pandemic and that the Outreach Subcommittee organized this virtual annual retreat meeting.

Newsletter

Mr. Tarr summarized the reconstitution of the Newsletter Committee (formerly known as the Communications Committee) in 2020 to focus its efforts on the Section's newsletter, the *Oregon Business Lawyer*, with the Committee's Chair-Elect being responsible for the Section's website with the assistance of Ms. Barkley. Mr. Tarr described changes in the Committee's membership and its monthly meetings in 2020 and reported that the Section achieved its goal of publishing four editions of the *Oregon Business Lawyer* in 2020.

New Business Lawyers

Mr. Goodling summarized the membership and activities of the New Business Lawyers Subcommittee in 2020, noting that the Section's scholarships were awarded at the Section's annual meeting to three Oregon law students and that the New Business Lawyers Subcommittee was less active in 2020 than in prior years due to the COVID-19 pandemic.

Legislative

Mr. Tarr reported that proposed RULLCA legislation will be considered in the 2023 legislative session and suggested that the Legislative Subcommittee should seek to begin the process for improving another uniform entity act.

2021 SUBCOMMITTEES

Subcommittee Structure and Staffing

Mr. Tarr inquired whether additional staffing on subcommittees would be appropriate. A discussion ensued. The Committee concluded that subcommittee staffing from non-EC members is welcome and should be encouraged, as has been the recent practice with some subcommittees, such as the Newsletter Subcommittee and the New Business Lawyers Subcommittee.

Mr. Tarr next inquired which subcommittee should be responsible for the Section's social media presence (if any). Ms. Grabe reported that the Bar is designing a policy to permit specified social media activity in the future but that the policy has not been adopted yet. After a discussion, the Committee unanimously adopted the following resolution upon a motion duly made and seconded:

RESOLVED, that the Outreach Committee will be responsible for the Section's social media activities if and when the Bar adopts a policy regarding permissible social media activities for Sections.

2021 Subcommittee Membership and Objectives and Goals

After a discussion of each subcommittee's membership, objectives and goals for 2021, the Committee determined that the subcommittees for 2021 would consist of the following EC members, as well as non-EC members as determined by the applicable subcommittee:

CLE Subcommittee

Tyler Volm (Chair)
Anne Arathoon
Ben Kearney
Genny Kiley
Matt Larson
Charmin Shiely

Outreach Subcommittee

Brian Jolly (Chair)
Anne Arathoon
Ben Kearney
David Post
Jeffrey Tarr

Newsletter Subcommittee

Jeffrey Tarr (Chair)
Carole Barkley (Editor) (non-EC member)
James Hein
Michael Walker

New Business Lawyers Subcommittee

Joe Cerne (Chair) (non-EC member)
Will Goodling

Legislative Subcommittee

Emily Mass (Co-Chair)
Kara Tatman (Co-Chair)

James Hein
Genny Kiley
Brian Jolly
Jennifer Nicholls
Charmin Shiely
Michael Walker

Ms. Grabe will serve as a liaison between the Legislative Subcommittee and the Bar but will not be a member of the Legislative Subcommittee.

James B. Castle Leadership Award Subcommittee

Genny Kiley

Ms. Kiley reported she will request that one or more previous Chairs of the Section join the James B. Leadership Award Subcommittee.

Nominating and Member Recruitment Subcommittee

Jeffrey Tarr (Chair)
Genny Kiley

Mr. Tarr and Ms. Kiley recognized they will select at least one non-EC member to join the Nominating and Member Recruitment Subcommittee in accordance with Section 8 of Article VI of the Section's Bylaws.

TREASURER'S REPORT; MEMBERSHIP REVIEW

Ms. Tatman summarized the Section's financial statements for November 2020 and the Section's 2021 budget. A discussion ensued, including regarding members, dues and recruitment.

After a discussion, the Committee unanimously adopted the following resolution upon a motion duly made and seconded:

RESOLVED, that the Section's 2021 budget, in the form previously circulated to the Committee via email by Ms. Tatman, is ratified and approved.

OTHER MATTERS

Mr. Tarr reported that Ms. Barkley, the Editor of the *Oregon Business Lawyer*, requested an increase in her compensation from \$1,900 per quarter to \$2,095 per quarter, equal to the compensation she will be paid for comparable services to another Section of the Bar. After a

discussion, the Committee unanimously adopted the following resolution upon a motion duly made and seconded:

RESOLVED, that the payment of \$2,095 per quarter in 2021 to Carole Barkley for her services to the Section is approved.

Mr. Tarr then reported that the Commons Law Center requested a \$10,000 charitable contribution and the Campaign for Equal Justice requested a charitable contribution. A discussion ensued, and the Committee declined to take action on either request at the time. Mr. Hein indicated he would report back to the Committee regarding data on what other Sections of Bar contribute to the Campaign for Equal Justice. Ms. Grabe said she would report back with additional guidance on whether Campaign for Equal Justice charitable contributions may be solicited in the Section's newsletter and at its CLEs.

The Committee next determined that it would hold its meetings in 2021 on the fourth Thursday of each month.

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