

# OREGON STATE BAR

## BUSINESS LAW SECTION EXECUTIVE COMMITTEE

### MEETING MINUTES

February 24, 2022

#### 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 February 24, 2022, at 12:00 p.m. Pacific time.

#### PRESENT

Present were Committee members Anne Arathoon (Chair), William Goodling, Jennifer Nichols, Michael Walker, Joseph Cerne, Benjamin Pirie, Kaci Hohmann, Krista Evans, Charmin Shiely, Ben Kearney, Carole Barkley (Newsletter Editor), Mike Williams (Bar Liaison), and Matthew McKean (Board of Governors Liaison).

Jeffrey Tarr, Matthew Larson, Brian Jolly, Melissa Jaffe, and James Hein were not present at the meeting.

Ms. Arathoon called the meeting to order at approximately 12:03 p.m. Pacific time. Mr. Walker acted as Secretary and kept the minutes.

#### 1. Approval of Prior Minutes (January 30, 2022)

Following small corrections made by Ms. Arathoon to the draft minutes from the January 30, 2022, meeting of the Committee, the Committee unanimously adopted the following resolution upon a motion duly made and seconded:

RESOLVED, that the minutes of the Committee’s January 30, 2022, meeting, in the form presented to the Committee after resolving the noted corrections, are approved.

#### 2. Bar Liaison Report

Mr. Williams’ reported that on February 18, 2022, the Board of Governors of the Bar has approved a vaccine policy relating to in-person meetings and CLE events. This policy will be published in the next several weeks.

#### 3. Treasurer’s Report

Ms. Nichols reported that the financial reports from January 2022 have not yet been posted. There has been only one outstanding expenditure reimbursement relating to the gift to the outgoing committee chair. The January financial report should be posted on February 25, 2022.

#### 4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Ms. Arathoon reported on behalf of the CLE Subcommittee. That subcommittee met during the previous week, and Melissa Jaffe was appointed chair of that subcommittee. The subcommittee is actively recruiting additional members. The first CLE seminar will occur in early April, and will focus on access to justice topics and will be presented by the director of the Lewis & Clark Law School Small Business Legal Clinic. Ms. Arathoon indicated that a \$200.00 speaker fee, to be paid to the Legal Clinic, should be approved by the Committee. Thereafter, the

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

RESOLVED, that in connection with the April 2022 CLE seminar, a \$200.00 speaker fee to be paid to the Lewis & Clark Law School Small Business Legal Clinic, is hereby approved.

Mr. Arathoon further reported that the subcommittee is currently planning a seminar in the second quarter of 2022, likely during the first week of June. The topic of this seminar will be blockchain and cryptocurrency, and will be presented by Melissa Jaffe.

Finally, the annual CLE seminar is being planned by the subcommittee for approximately the first week of November, 2022. Ms. Arathoon reported that the attendee evaluations for the 2021 annual seminar had been received and were generally positive. The 2021 annual seminar attendees (numbering 49) also indicated that for future seminars, they would like to see a topic presented about the subject of buy-sell agreements and accompanying documents.

- b. *Newsletter Subcommittee.* As Mr. Tarr was not able to attend the meeting, Ms. Barkley reported that the March 2022 newsletter is currently in production with a target publication date March 15, 2022. Ms. Barkley further reported that topics for the Summer 2022 newsletter were currently being discussed by the subcommittee, and that several new members has also joined the subcommittee. Finally, Ms. Barkley reported that in the future, Section members will receive an email with direct links to the newly published newsletter (not just to the newsletter website) and a brief summary of each article.
- c. *New Business Lawyers Subcommittee.* Mr. Cerne reported on behalf of the subcommittee, and indicated that the subcommittee had recently met and set a meeting schedule for 2022. The subcommittee is planning to do a panel discussion at each of the three Oregon law schools, likely focused on networking and summer employment opportunities for law students. Mr. Cerne indicated that there are about 15 individuals in the subcommittee's current email group. Pending changes to the current rules of the Bar regarding an in-person meeting; the subcommittee is targeting a possible in-person gathering in the spring or summer. Mr. Cerne further reported that he had received an email from the Bar regarding the law student stipend program, and that the following two students have been selected to receive the stipends: (1) Austin Willhoft from Willamette Law School, and (2) Hanna Bland from the University of Oregon Law School. These recipients will then be able to find an employer for summer employment that would be willing to participate in the Bar's stipend program.
- d. *Legislative Subcommittee.* As Mr. Hein was not able to attend the meeting, Mr. Walker reported that the subcommittee was planning to meet next week to discuss the memorandum that the subcommittee planned to submit to the Oregon Law Commission, related to the work group to be formed to study possible updates to the Oregon corporation statute. Mr. Williams indicated that the deadline for any submissions of legislation to be promoted by the Bar in the 2023 Oregon legislative session is April 7, 2022, and that those potential submissions should be sent to Susan Grabe at the Bar.
- e. *Outreach Subcommittee.* Mr. Jolly was not able to attend the meeting. However, Mr. Williams reported that a meeting is occurring on February 28, 2022, to discuss the "reopening" of the Oregon State Bar center for in-person meetings, and that it is likely that such meetings should be able to occur by April 1, 2022. Also, Mr. Williams reported that the Bar is examining its social media policy, and that social media sites of various groups of the Bar would be centrally maintained by the Bar, further noting that Kateri Walsh of the Bar is involved in those discussions. Ms. Arathoon asked about the Bar's potential changes to its rules relating to in-person meeting (including meetings of the Committee and other events involving Section members), and Mr. Williams indicated that the Bar is in active discussions regarding updates to its current policies relating to in-person gatherings.

f. *Castles Leadership Award Subcommittee*. Ms. Hohmann reported that she has been in contact with the videographer that will produce a video relating to the 2021 Castles Award recipient, and that interviews for the video will be scheduled soon. Ms. Hohmann indicated that the final video should be published on the Section website in late March, with links to the video to be published in the email relating to the Section newsletter.

g. *Nominating and Member Recruitment Subcommittee*. No report at this time. This subcommittee will be active later in 2022.

## **5. Other Business**

There was no further business discussed.

## **6. Next Meeting**

The next meeting of the Committee will be held on March 17, 2022, by video conference.

## **7. Adjournment**

There being no further business of the Committee, the meeting adjourned at approximately 12:30 p.m. Pacific time.