

OREGON STATE BAR

BUSINESS LAW SECTION EXECUTIVE COMMITTEE

MEETING MINUTES

March 17, 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 March 17, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Anne Arathoon (Chair), William Goodling, Jeffrey Tarr, Jennifer Nichols, Michael Walker, Brian Jolley, Joseph Cerne, Benjamin Pirie, Melissa Jaffe, Kaci Hohmann, Krista Evans, Charmin Shiely, Ben Kearney, Carole Barkley (Newsletter Editor) and Mike Williams (Bar Liaison).

Matthew Larson, Ben Kearney, 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 (February 24, 2022)

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

RESOLVED, that the minutes of the Committee’s February 24, 2022, meeting, in the form presented to the Committee after resolving the noted corrections, are approved.

2. Bar Liaison Report

Mike Williams reported on behalf of the Bar. The Oregon State Bar Center will be opened for in-person meetings for Bar groups beginning May 31, 2021. However, if groups of the Bar wish to meet outside the Bar center prior to that date, they are free to do so. Mr. Williams reported that the Bar is revising its social media policy, that Kateri Walsh, Communications Director at the Bar, is leading those efforts, and that those revisions being “in the works.” Brian Jolley indicated that the Outreach Subcommittee could meet with Ms. Walsh and report back to the Committee.

3. Treasurer’s Report

Ms. Nichols reported on financial reports from both January and February 2022. Aside from charges for services provide by the Bar, there was only a single expense during that period. Ms. Nichols reported that current paid membership of the Section is 821, with an additional 70 unpaid memberships. The paid memberships have dropped by 20 members from one year ago. Upon a question from Ms. Shiely, Mr. Williams reported membership of the Bar at large has been flat during that time period, with the larger concerns being that law school enrollment has been flat along with a significant wave of retirements of Bar members.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Ms. Jaffe reported on behalf of the subcommittee. The subcommittee has planned one CLE for each calendar quarter of 2022. Ms. Arathoon report that the first CLE will be in early April, and will be in conjunction with the Lewis & Clark Law School Small Business Legal Clinic, with the topic being developed with the Clinic's executive director. The second quarter CLE will be in early June, with Melissa Jaffe speaking on cryptocurrency. The third quarter seminar will be an in-person seminar in Eugene. The fourth quarter seminar will be the annual seminar that will be in a hybrid event with both online and in-person options. Ms. Barkley encouraged the subcommittee to publicize its events on the Section web page.
- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. The next newsletter will be published in the next two days. The topics and authors of the second newsletter are scheduled and are in process. Mr. Tarr encouraged Bar members to consider turning CLE presentations into articles that can also be published in the newsletter. The subcommittee will be discussing topics and authors for the third edition of the newsletter to be published later in the year.
- c. *New Business Lawyers Subcommittee.* Mr. Cerne reported on behalf of the subcommittee. The subcommittee met earlier in the week. The subcommittee is currently in the process of scheduling panel discussions at each of the three Oregon law schools. The first panel discussion will be at Lewis & Clark Law School the first week of April. The discussion at the University of Oregon Law School will be a hybrid discussion in approximately mid-April. The scheduling of the discussion at Willamette University Law School is still in process.
- Mr. Cerne further reported regarding the guidelines that the Bar has established for its summer stipend program. Two stipends have been awarded to students. One recipient has accepted the stipend and is looking for employment, while the other declined the stipend award due to having accepted a clerkship. As the second stipend has not been accepted, the Bar program representative has suggested to Mr. Cerne that an alternative candidate seeking a position in labor and employments areas had asked if such a position would qualify as a "business law" position. As the subcommittee had not made a definitive decision on this question, Mr. Cerne invited comments from the Committee at large. The Committee thereafter undertook a lengthy discussion of this question. Members of the Committee expressed a wide variety of opinions on the subject, noting: (i) Labor & Employment has its own section of the Bar, that section does support the stipend program, and has awarded a stipend for 2022; (ii) labor and employment issues are important to the practice of business law; (iii) funds from the Section should be used to support business law practice; (iv) the Section funds allocated in 2021 to the stipend program have not been spent, so \$6,000 from the Section is available for 2022 stipend recipients; (v) the exact type of work a stipend recipient performs cannot be conditioned by the Section; (vi) the administration of the stipend program seems difficult; and (vii) the Section has allocated the funds for 2022, but future support should be evaluated. Mr. Williams clarified that all Bar sections must use the same program of the Bar, with the stipends being awarded through the Oregon laws schools who identify candidates for the stipends. Ms. Shiely proposed a motion to approve a one-time exception for 2022 to the general requirement that the stipend be awarded to candidates seeking employment in business law, thus allowing the stipend funds to be awarded to the candidate seeking work in labor and employment law. Upon motion duly made and seconded, the Committee APPROVED the foregoing motion of Ms. Shiely, with two "No" votes being noted. Mr. Cerne indicated that he would convey the Committee's decision, and also noted that the Committee's preference would be to have future stipends awarded to students working in business law.
- d. *Legislative Subcommittee.* As Mr. Hein was absent, Mr. Walker reported on behalf of the subcommittee. The subcommittee has met recently, and reviewed a draft memorandum to be presented to the Oregon Law Commission to form a work group to study updating Oregon's corporation statute, using the American Bar Association's model corporate statute as the basis for the analysis by that work group. The subcommittee is currently analyzing a number of articles regarding the model statute in order to provide a more detailed recommendation to the Oregon Law Commission.

e. *Outreach Subcommittee*. Mr. Jolley reported on behalf of the subcommittee. The subcommittee has not met since the last meeting of the Committee. At a future meeting the Committee, the subcommittee will provide an update regarding the Bar's social media policy. The Committee at this juncture discussed whether to continue to use the Zoom meeting format for the Committee's next meeting on April 28, 2022. Upon motion duly made, seconded, and unanimously carried, it was:

RESOLVED, that the April 28, 2022, meeting of the Committee will be online using the Zoom meeting format.

f. *Castles Leadership Award Subcommittee*. Ms. Holman (through the Zoom chat function) reported for the subcommittee. The video relating to 2021 Castles Award recipient, Robert J. McGaughey, was recently finished and the completed video will be posted to the Section's website soon. The physical award will be delivered to Mr. McGaughey in the next few weeks. Mr. Tarr made the point that using a video relating to the award for future recipients should be considered as it can be posted to the Section website and is more permanent.

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 April 28, 2022, by video conference.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 1:14 p.m. Pacific time.