

OREGON STATE BAR

BUSINESS LAW SECTION EXECUTIVE COMMITTEE

MEETING MINUTES

July 28, 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 July 28, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Anne Arathoon (Chair), William Goodling, Jennifer Nichols, Michael Walker, Matthew Larson, Brian Jolley, Joseph Cerne, Krista Evans, Ben Kearney, Mike Williams (OSB Liaison) and Matthew McKean (BOG Liaison).

Jeffrey Tarr, Benjamin Pirie, Melissa Jaffe, Kaci Hohmann, Charmin Shiely, and James Hein, Carole Barkley (Newsletter Editor) were not present at the meeting.

Ms. Arathoon called the meeting to order at approximately 12:01 p.m. Pacific time. Mr. Walker acted as Secretary and kept the minutes.

1. Approval of Prior Minutes (June 23, 2022)

The Committee then reviewed the minutes of the Committee’s meeting held on June 23, 2022. Thereafter, after a minor typographical correction, and upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s June 23, 2022, meeting, in the form presented to the Committee, are approved.

2. Bar Liaison Report

Mike Williams, OSB Liaison, reported on behalf of the Bar. Responding to a prior question, according to the general counsel for the Bar, meetings of the Section are subject to Oregon’s public meeting laws regardless of whether the meeting is held in-person or virtually. Mr. Williams also reported that the attestation form requirement for any Section in-person meeting or event will likely stay in place at this time, noting that the requirement will likely be reviewed by the Bar’s Board of Governors meeting in September. Additionally, Mr. Williams reported that the Bar’s July bar examination has just been completed, with over 400 individuals completing the test at Oregon’s three law schools. This is the largest number of individuals completing the examination in several years, and this is expected to have a positive impact on the Bar’s annual revenue. The Bar is currently looking for a location for the February 2023 bar examination. Mr. Williams noted that the Bar headquarters building is available for in-person meetings, subject to the Bar’s mask requirements and submission of the Bar’s attestation form.

3. Treasurer's Report

Ms. Nichols reported on the Section's financial statements from June 2022. Ms. Nichols noted that payments for the 2022 previously approved law student summer employment stipends have been paid. However, because of the timing of the payments, these items are not reflected on the June financial statement but will appear on the July financial statement. Upon a question raised by Ms. Arathoon regarding the procedure relating to the waiver from the Bar if the Section's cash balance exceeds more than two times annual expenses, Mr. Williams noted that the Bar's budget committee met last month and decided not to grant automatic "blanket" waivers in these circumstances. Therefore, the section would need to actually submit a waiver request to the Bar. However, Mr. Williams noted that the Section did not appear to be at risk of being subject to this requirement if it spends the funds reflected in its 2022 budget.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Ms. Arathoon reported on behalf of the CLE Subcommittee. The subcommittee met recently. The Subcommittee has recently held a virtual CLE session, with Julieanna Elegant of the Lewis & Clark Law School Small Business Clinic presenting on intercultural communications. The next CLE will be held on September 21, 2022, with Melissa Jaffe presenting virtually on cryptocurrency and blockchain issues. The annual CLE of the Section will be held virtually on November 2nd and 3rd from 8:00 am to 11:30 am on each day. The subcommittee has discussed topics for the annual CLE and will reach out to potential speakers, with the objective of confirming all speakers by the end of August. The CLE will offer five to six regular CLE credits, and one ethics credit. The sessions are likely to be prerecorded, and recordings of the CLE would also be available to attendees of the seminar to watch at a later time. Mr. Arathoon noted that the topics that the subcommittee had discussed included basic intellectual property, an employment law update, basic tax, a legislative update, a bankruptcy primer for business attorneys, social media "dos and don'ts" for business attorneys (which will be an ethics topic), and a securities primer for business attorneys. Ms. Arathoon encouraged Committee members to submit additional topics to the subcommittee.
- b. *Newsletter Subcommittee.* No report was given on behalf of the Newsletter Subcommittee, although Ms. Arathoon noted that the process for the production and publication of the quarterly newsletters appeared to be moving forward.
- c. *New Business Lawyers Subcommittee.* Mr. Cerne reported on behalf the New Business Lawyers Subcommittee. The subcommittee had discussed holding panels of new business lawyers for each of the Oregon law schools. However, the subcommittee had questions regarding whether these events could possibly be held in person, or whether they would be required by the Bar to be held virtually. Mr. Cerne noted that the section had budgeted funds for the subcommittee to purchase food and beverages at these events. Mr. Cerne explained that it would be difficult for the subcommittee to require the Bar's attestation form for law students that might choose to attend the new business lawyers panel event. Mr. Williams noted that the Bar can assist the subcommittee with the technological requirements for any virtual event. Mr. Cerne indicated that if the events were to be held virtually, the subcommittee has discussed providing food or beverage gift cards to the event attendees, thus expending Section funds that have been budgeted for such events.

Encouraging attendance at such events could also help promote law student associate membership with the Bar. Mr. Cerne indicated that the subcommittee would discuss the particular logistics and expenditures for these events.

- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the Legislative Subcommittee. The subcommittee has not met, and has not yet received a response from the Oregon Law Commission regarding the letter the Section had submitted to the Commission regarding the proposal to form a working group to review modifications to Oregon's corporation statutes.
- e. *Outreach Subcommittee.* Brian Jolley reported on behalf of the Outreach Subcommittee. Mr. Jolley noted that the subcommittee had not met recently, and that the Bar's attestation form requirement has hampered the subcommittee's ability to hold the events it has promoted and sponsored in the past, including the annual networking event with the Oregon Society of CPAs.
- f. *Castles Leadership Award Subcommittee.* Ms. Arathoon noted that advertisement was placed in the Section's newsletter requesting nominations for the 2022 Castles award, and this was in addition to an email being sent to Section members for the same purpose. Ms. Arathoon noted that one nomination submission had been received by the subcommittee. Ms. Arathoon suggested that the members of the Committee to reach out to colleagues to encourage submission of additional nominations.
- g. *Nominating and Member Recruitment Subcommittee.* No report at this time. This subcommittee will be active later in 2022.

5. Other Business

No other business was brought before the meeting.

6. Next Meeting

The next meeting of the Committee will be held on September 22, 2022, by video conference.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:34 p.m. Pacific time.