

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES – ANNUAL RETREAT

February 4, 2023

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 4, 2023, at 9:00 a.m. Pacific time.

PRESENT

Present were Committee members William Goodling (Chair), Anne Arathoon, Michael Walker, Joseph Cerne, Melanie Choch, Timothy Crippen, Berit Everhart, Leigh Gill, Kaci Hohmann, Matthew Larson, Melissa Jaffe, Jennifer Nicholls, and Benjamin Pirie. Mike Williams (OSB Liaison) was also present.

Blake Bowman, Krista Evans, and Brian Jolly were not present at the meeting.

Mr. Walker acted as Secretary and kept the minutes.

1. Introductions

After the meeting was called to order, the Committee introduced themselves.

2. Approval of Prior Minutes (November 17, 2022)

The Committee reviewed the minutes of the Committee’s meeting held on November 17, 2022. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s November 17, 2022, meeting, in the form presented to the Committee, are approved.

3. Treasurer’s Report

Mr. Cerne gave the Treasurer’s report. The 2023 budget for the Section was approved at the November 2022 meeting. Mr. Cerne noted that there is a 10% increase in budget expenses, due to rising inflation. He also noted that the current headcount of Section members is 917, annual Section dues are \$35.00 per member. The Business Law Section is the second largest Section of the Bar. Mr. Cerne reported that there was \$52,000 in cash in the bank as of 12/31/22, which will be lower next month as the retreat had not been paid for. It was noted that Carole Barkley requested a small adjustment to her compensation from \$2,095 per quarter to \$2,262 per quarter. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the proposed 8% increase to Carole Barkley’s compensation is approved.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Melissa Jaffe, the 2022 subcommittee Chair, reported on behalf of the subcommittee. It was Ms. Jaffe's first year on the subcommittee. The subcommittee put on an annual CLE that was two days, as well as quarterly CLEs. Ms. Jaffe is looking for new subcommittee members, topics, and speakers for 2023.
- b. *Newsletter Subcommittee.* Jeffrey Tarr was the subcommittee chair in 2022. Ms. Hohmann reported that Carole Barkley does a great job producing the quarterly newsletter with a streamlined process. The March 2023 edition is in production. Ms. Hohmann is seeking topics and authors for future newsletters, including non-lawyer experts.
- c. *New Business Lawyers Subcommittee.* Joe Cerne, the 2022 subcommittee Chair, reported on behalf of the subcommittee. The subcommittee helps transition new business lawyers into the legal community. Mr. Cerne reported that the subcommittee did a virtual panel event in 2022 for the three Oregon law schools. The subcommittee also assisted with the facilitation of the law student stipend program for students interested in business law. These funds went directly to employers to sponsor two students at \$3,000 each. The subcommittee had extra funds to award from 2021. The Bar Diversity and Inclusion Department administers the stipend program.
- d. *Legislative Subcommittee.* James Hein was chair last year. Michael Walker gave the report. Mr. Walker explained that, as stated in the Section's Bylaws, the purpose of the Legislative Subcommittee is business law improvement in Oregon. Mr. Walker reviewed the background of the Oregon Law Commission work group that studied the Revised Uniform Limited Liability Company Act. Using the uniform act, the work group drafted proposed legislation that will replace Oregon's current LLC act. The work group's draft legislation has been reviewed by the Oregon Legislative Counsel's office, which has drafted a bill that will be introduced in the 2023 Oregon legislative session. Mr. Walker reported that last year, the Section proposed that the Oregon Law Commission consider forming another work group to study the most current version of the Revised Model Business Corporation Act, with the possibility of drafting amendments or a replacement to the current Oregon corporation statutes. Mr. Walker also explained that the Legislative Subcommittee will monitor legislation in the 2023 Oregon Legislature pertinent to business attorneys and will keep the Executive Committee informed of any significant issues.
- e. *Outreach Subcommittee.* Joe Cerne reported on behalf of the subcommittee. Brian Jolly was the 2022 subcommittee chair. Krista Evans was also actively involved in the subcommittee. The subcommittee planned the retreat. In the past, the subcommittee did an outreach event with the Oregon Society of CPAs. The Committee also discussed putting on CLEs outside of the Portland metropolitan area to promote the Business Law Section. Mr. Cerne noted that the Board of Governors terminated the vaccine attestation form requirement.
- f. *Nominating and Member Recruitment Subcommittee.* Will Goodling reported on behalf of the subcommittee. This subcommittee will be formed later in 2023 to recruit new potential members of the Committee.
- g. *Castles Leadership Award Subcommittee.* Jeffrey Tarr and other past chairs of the Committee were part of the subcommittee in 2022. Will Goodling reported on behalf of Mr. Tarr.

Last year, the subcommittee received two nominations for the Castles Award. The subcommittee took no action and will carry those two nominations forward. Ms. Arathoon will chair subcommittee for 2023. Mr. Goodling discussed doing a video of the award recipient like the subcommittee did in 2022, and considered presenting the award at the Business Law Section's annual CLE during the luncheon.

5. Planning for 2023 Subcommittees.

a. *Sufficiency of Existing Subcommittees.* Mr. Goodling commented that the structure of the subcommittees has been in place for many years. The Committee had no suggestions for changes to the subcommittee structure.

b. *Goals/Plans for 2023 Subcommittees.* The Committee discussed subcommittee assignments for 2023. The following subcommittees were formed:

- CLE
 - Melissa Jaffe (Chair)
 - Anne Arathoon
 - Matt Larson
 - Tim Crippen
 - Melanie Choch
 - Ben Pirie
- Newsletter
 - Tim Crippen (Chair)
 - Melanie Choch
 - Michael Walker
 - Kaci Hohmann
 - Melissa Jaffe
- New Business Lawyers
 - Joseph Cerne (Co-Chair)
 - Kaci Hohmann (Co-Chair)
 - Tim Crippen
 - Berit Everhart
- Legislative
 - Michael Walker (Chair)
 - Leigh Gill
 - Jennifer Nicholls
 - Blake Bowman
 - Melissa Jaffe
 - Ben Pirie
 - Matt Larson
- Outreach
 - Brian Jolly (possible Chair)
 - Krista Evans (possible Chair)
 - Jennifer Nicholls
 - Joseph Cerne
 - Leigh Gill
 - Melanie Choch
- Nominating and Member Recruitment Subcommittee
 - Anne Arathoon

- Will Goodling
- Castles Leadership Award
 - Anne Arathoon (Chair)
 - past chairs of the Committee

The Committee discussed the various logistical challenges of the law student stipend program. Mr. Goodling stated he will reach out to the absent Committee members to determine their subcommittee preferences.

6. Meeting Schedule

The Committee decided to have monthly meetings on the first Thursday of each month. The next meeting will be March 2, 2023. Mr. Goodling will circulate a signup sheet for hosting in person meetings.

7. Bar Liaison Report

Mr. Williams, Bar Liaison, reported on behalf of the Bar. Mr. Williams indicated that the Bar center is open and CLEs are occurring. The Bar staff is required to be on site at least two days per week. Mr. Williams reported that Bar membership is stable.

8. Other Business

No other business was discussed by the Committee.

9. Next Meeting

The next meeting of the Committee will be held in-person at a location to be determined on March 2, 2023. There will also be an option to attend via Zoom.

10. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 10:55 a.m. Pacific time.