

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

March 2, 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 Sussman Shank LLP in Portland, Oregon and via Zoom on March 2, 2023, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members William Goodling (Chair), Anne Arathoon, Michael Walker, Joseph Cerne, Krista Evans, Blake Bowman, Melanie Choch, Timothy Crippen, Berit Everhart, Leigh Gill, Kaci Hohmann, Melissa Jaffe, Brian Jolly, Jennifer Nicholls, and Benjamin Pirie. Carole Barkley, Mike Williams (Bar Liaison) and Kateri Walsh (Bar Communications Director) were also present.

Matthew Larson was not present at the meeting.

Ms. Evans acted as Secretary and kept the minutes.

1. Approval of Prior Minutes (February 4, 2023)

The Committee reviewed the minutes of the Committee’s meeting held on February 4, 2023. Some edits to the minutes were suggested. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s February 4, 2023 meeting, with the edits suggested by the Committee, are approved.

2. Bar Liaison Report

Mr. Williams began the report by sharing that there are open positions on the House of Delegates and Board of Governors. He also shared that he understands it has been a while since a member of the Committee has served on the HOD or BOG. He would love to see members of the Committee toss their hats into the ring. Mr. Williams also shared that accounting would like all Committee expense reimbursement requests to be submitted within two weeks of the incurrence of the expense.

Next, Mr. Williams introduced his guest, Bar Communications Director, Kateri Walsh. Ms. Walsh reported that at the most recent BOG meeting, the BOG decided to have a few Bar sections test out a new pilot social media program. Ms. Walsh would like the Section to participate in the pilot program. All social media platforms would be subgroups of the Bar main social media accounts. The Bar will be involved in the oversight with monitoring ability, particularly at the pilot stage. The Bar will also provide staff support. Facebook and/or LinkedIn would be the first platforms for the pilot program. Ms. Walsh is drafting together program guidelines. There would be a maximum of two people with authority to post, and access to the passwords. The passwords would change annually.

Ms. Walsh requested two volunteers from the Committee to participate. Ms. Evans volunteered. The Civil Rights and Consumer Law Sections are participating. Ms. Walsh will share the guidelines with the Committee when they are finalized, as well as a short memo sent to the BOG about the program last month. The Committee will consider the pilot program at a future meeting after review of the materials.

3. Treasurer's Report

Mr. Cerne gave the Treasurer's report. Mr. Cerne circulated the January financials, and reported that there will be a one month lag in available data because the Committee's meetings are at the beginning of the month. Mr. Cerne received a couple of expense reimbursement requests from the retreat. He requested the submission of any outstanding expense reimbursement requests. Mr. Goodling shared that he misspoke on the amount of Carole's raise at the last meeting. The intent was to increase Carole's compensation to match the compensation paid by the Elder Law Section. The new compensation of Carole should be \$2,275. Mr. Cerne requested that we keep him in the loop on charges for in person events.

4. Subcommittee Reports and Discussion

a. *CLE Subcommittee.* Ms. Arathoon gave the first half of the report on behalf of the subcommittee. The subcommittee met in February and had a great planning committee. A partner at Stoel Rives is presenting an update on the Committee on Foreign Investment with the United States. The CLE will be co-sponsored with the International Law Section and held in person at Stoel. Registrants may also attend via Zoom. The Business Law Section and International Law Section will be splitting the profits of the CLE based on the Section membership of the attendees. The subcommittee is exploring other options for quarterly CLEs, including a blockchain CLE presented by Ms. Jaffe. Ms. Arathoon reported that the subcommittee is planning the annual CLE, which will be in person. Ms. Jaffe joined the meeting and gave the second half of the subcommittee report. In the past, the annual CLE has been held at the Multnomah Athletic Club ("MAC"). The Bar has offered to host the annual CLE at the Bar center, but the subcommittee believes attendance may be much greater at a location in Portland. There is a major cost difference between the MAC and the Bar center. Hosting the annual CLE at the MAC would cost around \$10,000. The Bar will not co-sponsor the event at the MAC, and would likely not provide administrative support. The costs at the MAC have roughly doubled that of prior events. Ms. Jaffe requested input on the group about whether we should host the annual CLE at the MAC, at the Bar center, or at an alternative location. Specifically, Ms. Jaffe asked whether the Tigard location of the Bar center would deter people from attending. Mr. Walker suggested hosting the event at a hotel to encourage out of town attorneys to attend and stay the night at a special group rate. The annual CLE had 44 and 83 attendees in 2018 and 2019, respectively. Ms. Jaffe will do more research on pricing at the MAC, and whether the Bar will provide administrative assistance if the event is not held at the Bar center. The Committee discussed the added cost and work of having an option to attend via Zoom, including the availability of audio-visual equipment and technical support. Ms. Jaffe will provide more information at the next Committee meeting, with the hope of making a final decision at that time.

b. *Newsletter Subcommittee.* Mr. Crippen provided the report. The newsletter subcommittee has not met yet, but the first issue is set for publication around March 14. The subcommittee

has the same number of members this year as it did last year, although two members dropped off and two new members joined. The newsletter is publicly available on the website. The Committee discussed possibly sharing the newsletter on our social media channels.

- c. *New Business Lawyers Subcommittee.* Ms. Hohmann and Mr. Cerne reported that the subcommittee has not yet had its first meeting. The subcommittee has 10-12 non-Committee members. Ms. Hohmann and Mr. Cerne will provide an update at next month's meeting.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. The subcommittee has not had its first meeting. Mr. Williams matched the subcommittee with a person at the Bar who is tracking legislation. Mr. Walker reported that they have a list of bills that may have a connection to business law that will be discussed at the first subcommittee meeting. Mr. Walker also reported that Senate Bill 909 has been referred to the Senate Judiciary Committee. It is a long bill that would replace the limited liability company act. It is based on the Uniform Law Commission's uniform limited liability company act.
- e. *Outreach Subcommittee.* Ms. Evans reported that the subcommittee has not yet had its first meeting.
- f. *Castles Leadership Award Subcommittee.* Ms. Arathoon reported on behalf of the subcommittee. She reached out to the award nominators from last year to inform them that their nominations would be carried into this year.
- g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling reported that he will be chairing this committee, which will be active later in the year.

5. Other Business

Ms. Walsh reported that she is also in charge of the Bar Bulletin, and is always looking for content with a wide appeal. Each edition contains two feature articles and letters to the editor. The Bulletin also does profiles on lawyers doing interesting things. Ms. Walsh suggested that the newsletter subcommittee consider placing newsletter articles in the Bar Bulletin. The Bar Bulletin requires almost two months of lead time. The Castles Leadership Award could go into Bar news or briefs. The Bar Bulletin would not require as much lead time for short announcements.

6. Next Meeting

The next meeting of the Committee will be held in-person at Lane Powell on April 6, 2023 at noon. There will also be an option to attend via Zoom.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 1:02 p.m. Pacific time.