

# OREGON STATE BAR

## BUSINESS LAW SECTION EXECUTIVE COMMITTEE

### MEETING MINUTES

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

#### PRESENT

Present were Committee members Jeffrey Tarr, Jennifer Nicholls, Michael Walker, Matthew Larson, Brian Jolly, Joseph Cerne, Melissa Jaffe, Krista Evans, and Ben Kearney. Mike Williams (OSB Liaison) and Carole Barkley (Newsletter Editor) were also present.

Anne Arathoon (Chair), William Goodling, Benjamin Pirie, Kaci Hohmann, Charmin Shiely, James Hein, Matthew McKean (BOG Liaison) were not present at the meeting.

Ms. Nicholls acted as chair and 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 (October 17, 2022)

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

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

#### 2. Bar Liaison Report

Mr. Williams, OSB Liaison, reported on behalf of the Bar. Mr. Williams indicated that the Bar had requested input from the Sections of the Bar regarding the Bar’s current attestation form requirement for in-person meetings, which is set to expire on March 1, 2023. Mr. Williams noted that all of the Sections reported back to the Bar that the attestation form requirement should be terminated as soon as possible. Mr. Williams indicated that the Board of Governors of the Bar will review the requirement in its meeting on November 19, 2022. Mr. Williams further reported that the Bar headquarters is available for in-person meetings, but advance notice will be required for proper scheduling and use of meeting audio-visual and communications equipment.

#### 3. Treasurer’s Report

Ms. Nicholls reported on the Section's financial statements from October 2022, as well as the proposed 2023 budget for the Section. Ms. Nicholls noted that the current headcount of Section members is 851, annual Section dues are \$35.00 per member, resulting in estimated revenue of \$29,785. Thereafter, the Committee reviewed and discussed the estimated expenses of the Section for 2023. It was noted that Carole Barkley's time and compensation is for her work for the Section's newsletter and the Section's website, with approximately 10% of time being for the website. In several budget categories, appropriate adjustments were made due to inflation. For example, the cost of the Committee's 2023 retreat was adjusted to \$14,000. It was noted that the 2023 budgeted expenses resulted in a small deficit, but the Section currently holds substantial reserves. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the proposed budget of the Section, as discussed and finalized at this meeting, is approved.

#### **4. Subcommittee Reports and Discussion**

- a. *CLE Subcommittee.* Ms. Jaffe reported on behalf of the subcommittee. The annual seminar was broadcast online in half-day sessions on November 2<sup>nd</sup> and November 3<sup>rd</sup>, 2022, with some sessions being broadcast live and others being prerecorded. Ms. Jaffe reported that approximately 45 individuals attended the seminar, which is consistent with the attendance for the 2021 seminar.
  
- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. Mr. Tarr stated that the December edition of the newsletter is nearing completion and is slated for timely publication. In addition, the topics and authors for the March 2023 edition of the newsletter have almost been finalized. As Mr. Tarr will be ending his service on the newsletter committee, the Committee will need to appoint a new subcommittee chair for 2023.
  
- c. *New Business Lawyers Subcommittee.* Joe Cerne reported on behalf of the subcommittee. Mr. Cerne indicated that he expected an in-person meeting with law students to be held on January 21, 2023. Mr. Cerne also reported that the subcommittee has discussed the law student stipend program for 2023, but has not reached a final decision or recommendation to the Committee. Ms. Nicholls encouraged members of the Committee to encourage their firms and other networking contacts to consider participation in the Bar's stipend program.
  
- d. *Legislative Subcommittee.* Mr. Walker reported that the subcommittee has not met since the law meeting of the Committee. The legislative counsel for the Oregon Legislature has provided its initial draft of the limited liability company act to the Oregon Law Commission modernization work group. The Oregon Law Commission will also need to approve the draft legislation before it is introduced in the Oregon Legislature in 2023. The subcommittee has not heard back from the Oregon Law Commission with respect to

its proposal to form a work group to review the modernization of the Oregon corporation statutes.

e. *Outreach Subcommittee.* Mr. Jolly reported on behalf of the subcommittee. Mr. Jolly indicated that the subcommittee has met and has completed the essential planning for the Committee's 2023 annual retreat, which will be held in-person at The Atticus Hotel in McMinnville, Oregon on February 3<sup>rd</sup> and 4<sup>th</sup>, 2023. Mr. Williams noted that the Bar can make the deposit required to secure the venue for the retreat. Ms. Evans also noted that the contract for the retreat venue is in the process of being finalized.

f. *Castles Leadership Award Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. The subcommittee has received two nominations for the Castles Award. The subcommittee consists of Mr. Tarr (past chair), Ms. Arathoon (chair), and past chairs of the Committee. Mr. Tarr indicated that he expected the subcommittee to present its recommendations for the potential recipient of the Castles award at its February 2023 retreat meeting.

g. *Nominating and Member Recruitment Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. The subcommittee recommended that the following slate of officers and at-large members for the 2023 Committee be approved:

Officers:

Chair: Will Goodling

Past Chair: Anne Arathoon

Chair Elect: Michael Walker

Treasurer: Joe Cerne

Secretary: Krista Evans

Members-At-Large with 2-year terms ending on December 31, 2024:

Blake Bowman

Melanie Choch

Berit Everhart

Leigh Gill

Jennifer Nicholls

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

RESOLVED, that the foregoing slate of Officers and Members-At-Large is hereby approved, and that such slate be submitted to the Bar and placed before the members of Section for approval in a vote which will held electronically in December 2022.

Mr. Tarr further noted Members-At-Large with continuing 2-year terms ending on December 31, 2023: Matt Larson, Brian Jolly, Ben Pirie, Kaci Hohmann, and Melissa Jaffe. In response to a question, it was noted that Committee members may serve a maximum of nine years, which may include two 2-year terms as at-large committee members.

## **5. Other Business**

No other business was discussed by the Committee.

## **6. Next Meeting**

The next meeting of the Committee will be held at the Committee's 2023 annual retreat, which will be held in-person at The Atticus Hotel in McMinnville, Oregon on February 3rd and 4th, 2023.

## **7. Adjournment**

There being no further business of the Committee, the meeting adjourned at approximately 1:05 p.m. Pacific time.