

OREGON STATE BAR

BUSINESS LAW SECTION EXECUTIVE COMMITTEE

MEETING MINUTES

October 27, 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 October 27, 2022, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members Anne Arathoon (Chair), William Goodling, Jeffrey Tarr, Jennifer Nicholls, Michael Walker, Matthew Larson, Brian Jolly, Joseph Cerne, Benjamin Pirie, Kaci Hohmann, Krista Evans, Charmin Shiely, and Ben Kearney. Mike Williams (OSB Liaison) was also present.

Melissa Jaffe, James Hein, Matthew McKean (BOG Liaison), and Carole Barkley (Newsletter Editor) were not present at the meeting.

Ms. Arathoon called the meeting to order at approximately 12:02 p.m. Pacific time. Mr. Walker acted as Secretary and kept the minutes.

1. Approval of Prior Minutes (September 22, 2022)

The Committee reviewed the minutes of the Committee’s meeting held on September 22, 2022. Thereafter, upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s September 22, 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, in its November meeting, the Board of Governors of the Bar will review the Bar’s current attestation form requirement for in-person meetings, which is set to expire on March 1, 2023. Several sections of the Bar have requested that the attestation form requirement be terminated sooner than that date. Mr. Williams further reported that the Bar is in the active planning process for operations and activities for 2023.

3. Treasurer’s Report

Ms. Nicholls reported on the Section’s financial statements from September 2022, noting that several reimbursement requests for Section expenditures were currently pending.

Ms. Nicholls stated that the Section is in the process of preparing its 2023 budget. Ms. Nicholls noted that no members of the Committee had submitted requests for changes to the budget from the 2022 budget, and the current budget appeared to be providing adequate funding for the current activities of the Section. Thereafter, Ms. Nicholls reviewed several line items of the current budget, including the Section's outreach programs, the production of the Section's newsletter, and the Bar's support services assessment. For 2022, the outreach expenditures have exceeded the budget allocation, due to both the expense for multiple stipends and new business lawyer outreach programs. However, the Section has significantly underspent in other budget categories such as committee expenses. In response to a question, Ms. Nicholls indicated that revenue from Fall 2022 admittees to the Bar who join the Section would be reflected on the Section financial statements in the October financial statement. The committee then discussed the expenses for the Committee's annual retreat and other events in the Committee Expense line item. Upon discussion, the consensus of the Committee was that the Committee Expense allocation should be \$12,000. The Committee also discussed whether to resume in-person Committee meetings, but no definitive decision was made at that time, noting that a number of new members will join the Committee in January 2023. The Committee concluded that the final approval of the Section budget will be in the Committee's November 2022 meeting.

4. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Ms. Arathoon reported on behalf of the subcommittee. The annual seminar will be broadcast online in half-day sessions on November 2nd and November 3rd, 2022, with some sessions being broadcast live and others being prerecorded. As of the date of the Committee meeting, there were approximately 45 individuals registered for the seminar, which is consistent with the registrations for the 2021 seminar.
- b. *Newsletter Subcommittee.* Mr. Tarr reported on behalf of the subcommittee. The September edition of the newsletter was timely published. Mr. Tarr also briefly summarized the articles that will be included in the December edition of the newsletter, which is expected to be published on December 15, 2022. The subcommittee has also started collecting topics and authors for its March 2023 edition. Finally, Mr. Tarr stated that he will be ending his service on the newsletter committee, so a new subcommittee chair will need to be appointed for 2023.
- c. *New Business Lawyers Subcommittee.* Joe Cerne reported on behalf of the subcommittee. Mr. Cerne indicated that the committee has not met in the last month. From the event that was held online with all three Oregon law schools, reimbursement requests had been received from all three participating law schools. Mr. Cerne also suggested that the Committee discuss the stipend program at its November 2022 meeting.
- 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. The subcommittee has met and discussed the planning for the Committee's 2023 annual retreat, which will be held in-person. The subcommittee polled the members of the Committee for prospective dates for the retreat, and the dates that appear to work with all members are January 28, 2023, February 4, 2023, and February 11, 2023. The subcommittee will look for availability on these dates at the potential venues that the subcommittee is considering. The subcommittee's first choice for a retreat venue is The Atticus Hotel in McMinnville, Oregon. Mr. Jolly will check their availability on the prospective dates. The subcommittee invited the members of the Committee to suggest other potential venues for the Retreat.
- 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 will consist of Mr. Tarr (past chair), Ms. Arathoon (chair), and past chairs of the Committee that are interested in participating in the selection of the recipient of the Award. Mr. Tarr indicated that it was his objective to submit a proposed recipient of the Award at the Committee's meeting in November. Mr. Tarr noted that it is not mandatory that the Award be given each year. Finally, Mr. Tarr stated that he expected that, as with the 2021 Award recipient, a video will be produced in early 2023 about the Award recipient.
- g. *Nominating and Member Recruitment Subcommittee.* Ms. Arathoon reported on behalf of the subcommittee. Ms. Arathoon indicated that the subcommittee, consisting of herself, Mr. Tarr, and Genny Kiley had met to review the potential members that are interested in joining the Committee in 2023 as at-large members as well as the slate of officers of the Committee for 2023. The subcommittee had communicated to the Committee and to the entire Section to request names of potential new members. Members at-large that will be continuing on the Committee in 2023 will be Jennifer Nicholls (who intends to not continue in the officer rotation), Matthew Larson, Brian Jolly, Joe Cerne, Benjamin Pirie, Melissa Jaffe, Kaci Hohmann, and Krista Evans. The members that will be completing their service to the Committee at the end of 2022 are Jeffrey Tarr, Charmin Shiely, Ben Kearney, and James Hein. The subcommittee is in the process of contacting prospective new members for the Committee. At the November meeting of the Committee, the subcommittee intends to present a full slate of all at-large members and officers for approval of the Committee. The approved slate must be presented to the Bar by December 9, 2022. Thereafter, within a two-week period in December, the members of the Section will vote electronically on the approved slate of at-large members and officers. Mr. Tarr further indicated that the prospective officers for 2023 are Anne Arathoon (immediate past chair), William Goodling (Chair), and Michael Walker (Chair-Elect). Mr. Tarr further stated that the subcommittee intends to speak with additional individuals to fill both the treasurer and secretary roles.

5. Other Business

Ms. Arathoon indicated that she had received a survey from the Bar regarding the attestation form that is currently required for any in-person events sponsored by the Bar. The consensus of the Committee was that: (i) the attestation form should be eliminated; and (ii) the attestation-form requirement has caused the Section to decide to hold no in-person events.

6. Next Meeting

The next meeting of the Committee will be held on November 17, 2022, by video conference. Ms. Arathoon will be traveling during that meeting, and will not be present. On behalf of the Committee, Mr. Tarr thanked Ms. Arathoon for her service as the 2022 chair of the Committee.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 1:03 p.m. Pacific time.