

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

June 1, 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 Stoel Rives in Portland, Oregon and via Zoom on June 1, 2023, at 4:00 p.m. Pacific time.

PRESENT

Present were Committee members William Goodling (Chair), Anne Arathoon, Michael Walker, Krista Evans, Blake Bowman, Melanie Choch, Berit Everhart, Kaci Hohmann, Melissa Jaffe, and Benjamin Pirie. Carole Barkley and Mike Williams were also present.

Joseph Cerne, Timothy Crippen, Leigh Gill, Matthew Larson, Jennifer Nicholls, and Brian Jolly were not present at the meeting.

Ms. Evans acted as Secretary and kept the minutes.

1. Approval of Prior Minutes

The Committee reviewed the minutes of the Committee’s meeting held on May 4, 2023. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s May 4, 2023 meeting are approved.

2. Bar Liaison Report

Mr. Williams gave the Bar Liaison report. He reported that while the Bar received candidates for all open regional Board of Governors positions, it is still looking for public members. If we know any potential candidates, please let Mr. Williams know. Mr. Williams also reported that the contract for the November CLE was approved by Bar counsel.

3. Treasurer’s Report

Ms. Evans gave the Treasurer’s report on behalf of Mr. Cerne. Ms. Evans requested that Committee members submit expense reimbursement requests as soon as possible following the incurrence of an expense. Mr. Cerne has not received any expense reimbursement requests for our monthly lunches. Ms. Evans reported that the Section’s paid headcount is down by seventeen, and the comped headcount is up by 25. Ms. Evans reported that the increase in comped headcount is driven in part by the Committee’s marketing of free Section membership for law students. Ms. Evans reported that the reasoning behind the decreased paid headcount is unknown. She suspects it could be due to tough economic

times and retiring members of the bar who are not prioritizing maintenance of Section membership.

4. Subcommittee Reports and Discussion

a. *CLE Subcommittee.* Ms. Jaffe provided the report on behalf of the subcommittee. The CLE subcommittee continues to plan the annual CLE in November at Amaterra. Ms. Jaffe requested assistance with recruiting speakers for the event. Ms. Jaffe reported that the CLE will not have a virtual option, because the cost was not within our budget. Ms. Jaffe submitted approval for the June 30 CLE about ERISA for business lawyers. The Section will have CLEs in June, July, and November. Ms. Jaffe reported that the subcommittee is attempting to do a cross-collaboration with the military and veterans Section to honor veterans at the annual CLE. She also reported that the CLE will cost around \$250 per attendee, and will include the CLE, lunch, and an afternoon happy hour. The total cost of the Amaterra agreement is \$6,500. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the Amaterra contract for the November CLE is approved.

FURTHER RESOLVED, that the Committee authorizes the appropriate representative of the Bar to enter into the Amaterra contract.

b. *Newsletter Subcommittee.* Ms. Barkley provided the report on behalf of Mr. Crippen. She reported that the next issue will be published around June 15. The issue includes articles about venue and choice of law, executive compensation and equity, and Senate Bill 909. The Bar requested more time to review the article on Senate Bill 909. The newsletter will also include blurbs on mentors for new business lawyers, the summer stipend program, and the request for James B. Castle Leadership Award nominees.

c. *New Business Lawyers Subcommittee.* Ms. Hohmann reported on behalf of the subcommittee. The subcommittee did not have a volunteer to attend the May swearing in ceremony, but it provided fliers for the ceremony that promoted the Section to new admittees. The business law stipend was awarded to a student who obtained a position at Amicus Law. Suraya denied the applicant's prospective position, as only a portion of the work would be business law. Ms. Hohmann reported that if the Committee does not award the stipend to this student, we likely won't have a 2023 stipend recipient. The Committee discussed whether we should have a threshold for stipend recipients requiring a certain percentage of the position be exclusively business law or transactional business law. The owner of Amicus Law informed Suraya he would attempt to funnel mostly business work to the stipend recipient. The Committee decided to approve the stipend recipient.

d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. He reported that the subcommittee does not have a lot going on, as this legislative session is light on legislation with a connection to business law. Mr. Walker hopes those working on SB 909 can appear in front of the Joint House and Senate Judiciary Committee this summer to get Senate Bill 909 on the agenda for the 2024 legislative session. There is uncertainty in the legislature with the walkout. Mr. Walker reported that the Oregon Law Commission is attempting to get the new LLC Act back on track before pursuing updates to the Oregon Corporation Act.

e. *Outreach Subcommittee.* Ms. Evans reported on behalf of the subcommittee. The subcommittee met and decided to pursue a joint event with the Oregon Society of CPAs.

Ms. Evans emailed the OSCP President, Sherri McPherson. The subcommittee is waiting to hear back from Ms. McPherson before planning other events to determine what kind of budget we will have for other events. The subcommittee discussed planning one or two other small events. The subcommittee is considering a summer BBQ and/or a casual happy hour with appetizers. Ms. Evans also reported that the Bar's pilot social media program is ready to launch. Ms. Evans, Ms. Jaffe, and Kateri Walsh will be meeting soon to kick off the Section's participation in the program.

f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. An email went out to Section members on May 9 soliciting nominations for the James B. Castle Leadership Award. Nominations are due August 15. Ms. Arathoon reported we have two nominations from last year that rolled into this year. She will also advertise the call for nominations in the June newsletter. The Bar will send a reminder email on July 1. After the August 15 deadline, Ms. Arathoon will convene with prior Committee chairs to consider the nominations. Ms. Arathoon also reported that the producer of last year's award video can do it again this year. Ms. Arathoon and Ms. Hohmann discussed the relatively short time frame to produce the video. If the video is not ready for the November CLE, the Committee will present the physical award and perhaps post a link to the video online and in the newsletter. Ms. Arathoon will send a blurb about the award nominations to Ms. Barkley.

g. *Nominating and Member Recruitment Subcommittee.* Mr. Goodling provided a report on behalf of the subcommittee. The Bar will send Mr. Goodling a list of the Committee members, their terms, the members rolling off, and what positions need to be filled. Mr. Goodling will form the subcommittee and start the recruiting process as soon as he receives this information from Member Services.

5. Other Business

Ms. Jaffe raised a few issues related to the annual CLE. She proposed promoting Section membership at the event. She asked if the Bar has iPads we could use for signups, but they do not. Ms. Jaffe reported she will ask for a quote for the wine at Amaterra. She suggested soliciting firm sponsorships or selling tables to cover the cost of the wine. Ms. Jaffe also shared that the annual CLE may have an M&A theme. If any Committee members can present, please reach out to Melissa.

6. Next Meeting

The next meeting of the Committee will be held in-person at Emerge Law Group on July 6, 2023 at noon. There will also be an option to attend the meeting via Zoom.

7. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 4:50 p.m. Pacific time.