

**OREGON STATE BAR**  
**BUSINESS LAW SECTION EXECUTIVE COMMITTEE**  
**MEETING MINUTES**

**July 6, 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 Emerge Law Group in Portland, Oregon and via Zoom on July 6, 2023, at 12:00 p.m. Pacific time.

**PRESENT**

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

Melissa Jaffe 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 June 1, 2023. A correction was suggested. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s June 1, 2023 meeting are approved, as corrected.

**2. Bar Liaison Report**

Mr. Williams gave the Bar Liaison report. He reported that the Bar is short one proctor for the July 25 bar exam at the Bar center. He requested that we reach out to Kelly Bauman if interested in assisting. Mr. Williams reported that the Bar uses Teams for most virtual meetings. The Committee decided to continue using Zoom for the remainder of this year. Mr. Williams will check whether Teams has a recording feature.

**3. Treasurer’s Report**

Mr. Cerne provided the report. The June financials will have a reimbursement for the Stoel happy hour. There is not a lot of activity to report. Mr. Cerne reported that Committee has funds to spend.

**4. Subcommittee Reports and Discussion**

- a. *CLE Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. Mr. Crippen is working with Amaterra to finalize the annual CLE, while Ms. Everhart is booking the AV. The subcommittee is waiting on Amaterra to make some requested

contract revisions. The subcommittee has a list of potential speakers, some of whom have given soft commitments. The CLE will be co-sponsored by the Military and Veterans Law Section. Amaterra has been difficult to work with and unresponsive. The venue requested a \$3,100 deposit, but the subcommittee is waiting to confirm details before putting the deposit down. If Amaterra doesn't work out, we can host the event at the Bar Center. Mike Williams committed to assisting, but the Bar is closed that day for Veterans Day and can't co-sponsor. The CLE subcommittee has an ERISA CLE lined up for July 28. If any Committee members are interested in speaking at the annual CLE, please let the subcommittee know.

- b. *Newsletter Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The subcommittee hasn't met yet to discuss Carole Barkley's upcoming retirement. Carole will be doing a soft transition toward retirement. Mike Williams offered to reach out to Kateri to get names of staff who work for other Sections and may be interested. The newsletter is too much work to put on a Committee member. Carole's transition gives the subcommittee the opportunity to consider if a newsletter is the best format to get the content out to our members. Mr. Crippen discussed a new editor possibly assisting with the Committee's social media. The subcommittee has had a couple of active members drop off. The subcommittee could use additional members.
- c. *New Business Lawyers Subcommittee.* Ms. Hohmann reported on behalf of the subcommittee. The subcommittee will be meeting in August to plan the fall law school panel and a social event. Ms. Hohmann informed Suraya at the Bar that the Committee had approved the stipend. Ms. Hohmann will follow up with Suraya to determine if the student received the stipend.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. He reported that the subcommittee does not have a lot going on. The Bar will provide us with a final list of what passed in the legislative session. The session had a frenetic ending after the walkout. Valerie Sasaki, Chair of the Oregon Law Commission, is hoping to meet with Senator Prozanski, Chair of the Senate Judiciary Committee. She hopes to get the LLC Act back on track and into the short 2024 legislative session. Members of the LLC Act task force are meeting with the Oregon Trial Lawyers Association to attempt to accommodate OTLA's concerns about the Act. Mr. Walker reported that the Board submitted a proposal to the Oregon Law Commission to draft legislation updating the Oregon Corporation Act. If a task force is established for the Corporation Act, it will need members.
- e. *Outreach Subcommittee.* Ms. Evans reported on behalf of the subcommittee. She spoke to the President of the OSCP, Sherri McPherson, about a joint event with the Section and the OSCP. Sherri is going to discuss an event with her staff. The OSCP is experiencing staffing issues and very busy, so Ms. Evans is not sure if an event will happen this year. Ms. Evans also reported that Outreach and the New Business Lawyer subcommittees will be co-hosting a happy hour event this summer. Ms. Evans provided an update on the Bar's new social media program. She met with Kateri Walsh and Shannon Gormley of the Bar about the launch of the Committee's new LinkedIn page. Only two people per Committee are permitted to have the password and post to the profile. Ms. Jaffe and Ms. Evans volunteered, but Ms. Jaffe is taking a step back. All content must be approved by Kateri prior to posting and must be germane to the mission of the Bar. Kateri instructed

Ms. Evans to exercise extreme caution when posting to social media because of the Keller decision. Kateri will be coordinating a Keller training for Ms. Evans and any other interested Committee members. The training will be hosted by the Bar general counsel and lasts about 20-25 minutes. The Committee decided that all proposed social media posts will be sent to the entire Committee for approval. The Committee will have one week to provide comments on proposed content, after which the posts will go to Kateri for approval.

f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. The Bar is sending a reminder for nominations, which are due in August. So far, the subcommittee has two nominations from last year, but no new nominations. Once the deadline passes, Ms. Arathoon will convene the subcommittee. The Committee will vote on the award in September. The subcommittee will then coordinate the creation of the physical award and production of the video.

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. Williams will follow up with Dani Edwards on the list. Once Mr. Goodling receives the list, he will propose nominees to the Committee.

## **5. Other Business**

There was no other business.

## **6. Next Meeting**

The next meeting of the Committee will be held in-person at Miller Nash on September 7, 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 12:47 p.m. Pacific time.