

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES

September 7, 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 via Zoom on September 7, 2023, at 12:00 p.m. Pacific time.

PRESENT

Present were Committee members William Goodling (Chair), Anne Arathoon, Timothy Crippen, Michael Walker, Krista Evans, Joseph Cerne, Berit Everhart, Kaci Hohmann, and Jennifer Nicholls. Mike Williams was also present.

Blake Bowman, Melanie Choch, Leigh Gill, Matthew Larson, Benjamin Pirie, Melissa Jaffe, and Brian Jolly were not present at the meeting.

Ms. Evans acted as Secretary and kept the minutes.

1. Bar Liaison Report

Mr. Williams gave the Bar Liaison report. He reported that Public Affairs is requesting legislative initiatives for 2025. If we have any initiatives, Public Affairs would like them before the end of November. Mr. Williams will open the Bar up for the November CLE. The HOD meeting is coming up on October 27.

2. Treasurer’s Report

Mr. Cerne provided the report. The Black Helterline reimbursement came through. Upcoming expenses include the fall New Business Lawyer Committee panel events at the three law schools.

3. Subcommittee Reports and Discussion

- a. *CLE Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The annual CLE is November 10. Ms. Everhart is coordinating the AV set up. The CLE will be live streamed, but it will not be recorded because of logistics. Mr. Crippen is finalizing the CLE registration services agreement. The subcommittee decided not to have the event at Amaterra, as the venue wasn’t willing to make changes to the contract that were requested by Bar general counsel. The Bar has been a huge help with the event, even though they aren’t a co-sponsor. CLE topics include ethics, AI, financial basics for lawyers, healthcare marketplace rules, and an M&A discussion panel. The subcommittee has two attorneys for the panel, with Mr. Crippen moderating. They would like another attorney for the panel. Please let Mr. Crippen know if you are interested. The last half hour of the CLE will be done by the Military and Veterans Law Section. The CLE includes lunch. After the CLE, there will be a ceremony to present the Castles Leadership Award, followed by a

reception. The annual CLE is the last CLE of the year.

- b. *Newsletter Subcommittee.* Mr. Crippen provided the report on behalf of the subcommittee. The newsletter will be published next week. The subcommittee has a full slate of articles for December, which will be Carole's last issue. Mr. Crippen suggested the formation of a task force to focus on replacing Carole. Mr. Goodling volunteered to lead the task force, with assistance from Mr. Walker. Mr. Williams reached out to the Bar communications team about a replacement for Carole. He will follow up with Kateri Walsh. Mr. Williams will compile a list of names, rates, and what sections they work for. Mr. Crippen reported a couple of individuals have dropped off the subcommittee. The subcommittee could use more members if we know anyone who would be interested. If anyone is willing to write an article or read an article from time to time, please let him know.
- c. *New Business Lawyers Subcommittee.* Ms. Hohmann and Mr. Cerne reported on behalf of the subcommittee. The subcommittee has fall panel events at Lewis & Clark, Willamette, and University of Oregon coming up. They may need one more panelist for Willamette. The panels consist of 2-3 business lawyers talking to law students about practicing business law in Oregon. The subcommittee hopes to sponsor a happy hour for Lewis & Clark law students the first week in October. Ms. Hohmann is coordinating the Lewis & Clark event. Ms. Everhart is coordinating the Eugene event.
- d. *Legislative Subcommittee.* Mr. Walker reported on behalf of the subcommittee. He reported that the subcommittee does not have a lot going on and has not met in the last month. Mr. Walker spoke to Valerie Sasaki, chair of the Oregon Law Commission. The LLC Act is still slowly percolating. The Oregon Law Commission is in the process of hiring a new Executive Director. A work group member is working with the Oregon Trial Lawyers Association to resolve its concerns with the legislation. The Oregon Law Commission hopes to get the LLC Act reintroduced into the 2024 short legislative session. There is also a proposal for a work group to look at the Oregon corporate act. The proposal was approved and will go to the Oregon Law Commission in October. Mr. Walker discussed the need for work group members willing to take on the time commitment for the Corporation Act. The work group for the LLC Act met once a month for three hours for three years. While it is time-consuming, you learn a ton and it's a great opportunity. Please reach out to Valerie Sasaki if you or someone you know is interested. The September newsletter will include a legislative summary.
- e. *Outreach Subcommittee.* Ms. Evans reported on behalf of the subcommittee. She will follow up with the OSCPA President on the potential joint event. Because it is so late in the year and the OSCPA is experiencing staffing issues, it may be better to do an event in early 2024. Ms. Evans also reported that the subcommittee is planning a happy hour for the Committee and subcommittee members. She is looking at Buffalo Gap as a potential venue. Ms. Hohmann reported that the NBLC is planning a happy hour for Portland law students. Mr. Goodling suggested combining the two happy hours to increase attendance. Ms. Hohmann, Ms. Evans, and Mr. Cerne will plan the event.
- f. *Castles Leadership Award Subcommittee.* Ms. Arathoon provided the report on behalf of the subcommittee. The subcommittee was comprised of many past chairs of the Committee. Ms. Arathoon reported that the subcommittee received three nominations for the award. The nominees are Eva Kripalani (a 2022 nominee), Peter Bragdon (a 2022 nominee), and Susan Felstiner (the sole 2023 nominee). The subcommittee would like to give the

award to Eva Kripalani. Committee members received the nominations for each nominee ahead of the meeting. Mr. Walker and Mr. Goodling both expressed support for Ms. Kripalani. Ms. Kripalani started her career at Stoel Rives, and worked in house for several companies. She was general counsel at Kinder Care for ten years, is a trustee at Willamette, and serves on many boards. Ms. Kripalani has served and offered to serve as an informal mentor, and always makes herself available to the legal community. Ms. Arathoon reported that the award recipients for the last several years have been men. This was considered when the subcommittee evaluated the nominees.

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

RESOLVED, that the 2023 Castles Leadership Award shall be given to Eva Kripalani.

Ms. Arathoon will coordinate the creation of the physical award. Ms. Everhart volunteered to work with Discover Media on the video. Mr. Goodling will let Ms. Kripalani know that she won the award. Mr. Goodling will invite her to the CLE to receive the award, and will ask the nominator, Kevin Burnett, if he would like to make some remarks. If Ms. Kripalani can't attend, we can show the video. Ms. Arathoon will ask nominators of the two people who didn't win if they would like to be reconsidered next year.

g. Nominating and Member Recruitment Subcommittee. Mr. Goodling provided a report on behalf of the subcommittee. He just received the list of people who are rolling off the Committee. Mr. Goodling reached out to Genny Kiley, and she is happy to serve as the non-Committee member of the subcommittee. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that Genny Kiley is appointed as the non-Committee member of the Nominating and Member Recruitment Subcommittee.

The deadline for the 2024 slate is in December.

4. Other Business

The Committee discussed the 2024 retreat. Ms. Evans will send a Doodle poll to the Committee to select a date for the retreat.

5. Next Meeting

The next meeting of the Committee will be held in-person at Hathaway Larson on Thursday, October 5, 2023 at noon. There will also be an option to attend the meeting via Zoom.

6. Adjournment

There being no further business of the Committee, the meeting adjourned at approximately 12:53 p.m. Pacific time.