**OREGON SATE BAR**

**BUSINESS LAW SECTION EXECUTIVE COMMITTEE**

**MEETING MINUTES**

**January 27, 2024**

**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 The Bindery, McMinnville, Oregon, on January 27, 2024, at 9:00 a.m. Pacific time.

**PRESENT**

Present were Committee members Michael Walker (Chair), Krista Evans, Matt Larson, Ben Pirie, Joe Cerne, Leigh Gill, Jennifer Nicholls, Will Goodling, Berit Everhart, Melissa Jaffe, Kimberly Boswell, Melanie Choch, Justin Monahan, and Tim Crippen. Mike Williams from the Bar was also present.

Blake Bowman was not present at the meeting.

Mr. Larson acted as Secretary and kept the minutes.

**MEETING**

Mr. Walker called the meeting to order at 9:05 a.m. and welcomed new Committee members Kimberly Boswell and Justin Monahan.

**1. Approval of Prior Minutes**

The Committee reviewed the minutes of the Committee’s meeting held on November 2, 2023. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s November 2, 2023, meeting are approved.

**2.** **Treasurers’ Report**

Mr. Cerne, the Committee treasurer for 2023, and Mr. Evans, the Committee treasurer for 2024, gave the report. Mr. Cerne reviewed the Nov. 2023 financial statement and noted that the year end 2023 financial statement was not available from the Bar at the time of the meeting. Mr. Cerne recounted that the 2024 budget had previously been approved by the Committee and that the Committee had previously decided not to raise Section member dues for 2024. Mr. Cerne reported that the Committee should continue to monitor the Section’s reserves so that they remain under the cap set by the Bar.

**3. Bar Liaison Report**

Mr. Williams reported regarding activities at the Bar. Mr. Williams noted that the Bar was looking for candidates for both the Board of Governors and the House of Delegates.

**4. Review of 2023 Subcommittee Activities**

*A. CLE Subcommittee.*  Ms. Jaffee and Mr. Crippen provided the report. A discussion was held regarding the annual CLE at the Bar center. The event went well, with approximately 25 attendees in person and approximately 30 attendees by Zoom. A recommendation was made that the annual event be planned early with the Bar so that the Bar could act as co-sponsor. Mr. Williams reported that the Bar can act as co-sponsor regardless of event location. Ms. Jaffee reported that the Section held two additional CLEs during 2023, one regarding CFIUS and the second regarding ERISA.

*B. Newsletter Subcommittee.* Mr. Crippen provided the report. The Section produced four issues in 2023. The subcommittee was comprised of several non-Committee members and met monthly to discuss ideas and authors. Mr. Crippen recounted that the newsletter editor, Carol Barkley, retired and that the section had hired Jackie Krantz as her replacement. A discussion was held regarding the subcommittee examining modernizing the newsletter format.

*C. New Business Lawyers Subcommittee.* Mr. Cerne provided the report. The subcommittee included several non-Committee members and is a good introduction to the Committee for Section members. The Section held a panel discussion at each of the Oregon law schools to expose students to transactional practice, all of which were well attended. It was recommended that the panels be more diverse in 2024. Mr. Cerne reported that the subcommittee recommended examining the implementation of the summer stipend program.

*D. Legislative Subcommittee.* Mr. Walker provided the report. There was not extensive business law related activity in the Oregon legislature in 2023. Mr. Walker reported on the status of the revised LLC act and the reasons it was not moved forward in 2023. Mr. Walker reported that the revised LLC act is likely to move forward in the future, and that the Oregon Law Commission will be examining revising the Oregon corporate act.

*E. Outreach Subcommittee.* Ms. Evans provided the report. The Section has an in-person happy hour with students from Lewis & Clark Law School that was well attended. The subcommittee is currently working to set up an event with Oregon CPAs and planned the annual retreat.

*F. Nominating and Member Recruitment Subcommittee.* Mr. Goodling provided the report. The committee met in twice and included the immediate past chair (Anne Arathoon) and a non-Committee member (Genny Kiley). The subcommittee reviewed the Committee members and recruited two new members. The subcommittee proposed the 2024 Committee officers and members, which was approved by the Section.

*G. Castles Leadership Award Subcommittee.*  Mr. Goodling provided the report. The subcommittee was led by Ms. Arathoon. The subcommittee had three or four nominees, which were reviewed with several past chairs of the Section. The award was given to Eva Kripalani at the annual CLE event, and a reception followed.

**5. Planning for 2024 Subcommittees**

The Committee reviewed the Section bylaws and mission statement. A discussion was held regarding the sufficiency of the current subcommittees and whether there was excessive overlap. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the Newsletter Subcommittee is hereby renamed to be the Newsletter and Communications Subcommittee.

*A. CLE Subcommittee.* The 2024 CLE Subcommittee members are: Melissa Jaffe (chair), Tim Crippen, Melanie Choch, Jennifer Nicholls, and Kimberly Boswell. The subcommittee intends to find a venue for the annual CLE that can be used for multiple years. The subcommittee requests that all Committee members provide ideas for topics, speakers, and venues. The subcommittee will consider the continuation of hybrid or Zoom CLEs.

*B. Newsletter and Communications Subcommittee.*  The 2024 Newsletter and Communications Subcommittee members are: Tim Crippen (co-chair), Berit Everhart (co-chair), Justin Monahan, Michael Walker, Melissa Jaffe, and Blake Bowman[[1]](#footnote-1). The subcommittee will add additional non-Committee members. The subcommittee will investigate modernizing the newsletter to make it more accessible and searchable and will look for unique content not covered elsewhere that adds value for Oregon lawyers. A discussion was held regarding using a poll to see what topics Section members would find useful.

*C. New Business Lawyers Subcommittee.* The 2024 New Business Lawyers Subcommittee members are: Joe Cerne (chair), Ben Pirie, Melanie Choch, Will Goodling, Melissa Jaffe, Berit Everhart, Kimberly Boswell, and Krista Evans. The subcommittee intends to have one event per quarter on a set cadence. The subcommittee would like to improve the stipend program administration and award the stipends at the annual CLE event. The subcommittee will continue panels at Oregon law schools, looking to increase diversity of the panel members, and will consider adding faculty from the Oregon law schools to the subcommittee.

*D. Legislative Subcommittee.* The 2024 Legislative Subcommittee members are: Leigh Gill (chair), Matt Larson, Michael Walker, and Blake Bowman[[2]](#footnote-2). The subcommittee will coordinate with Oregon Law Commission to provide assistance with the revised LLC act and the revision of the Oregon corporate act. Because the deadline for proposals in the Oregon legislature’s 2025 short session is in April of 2024, the subcommittee will be in more of a reactive and advice role instead of making legislative proposals.

*E. Outreach Subcommittee.*  The 2024 Outreach Subcommittee members are: Krista Evans (chair), Matt Larson, Ben Pirie, Joe Cerne, Leigh Gill, Jennifer Nicholls, Will Goodling, Berit Everhart, and Melissa Jaffe. The subcommittee is in the process of planning an event with Oregon CPAs. The subcommittee will focus on coordinating more in person events. The subcommittee will look to add non-Committee members from outside of Portland, and have events outside of Portland. The subcommittee will also look into whether there is an organization of investment bankers with whom the Section could have an event.

*F. Nominating and Member Recruitment Subcommittee.* The 2024 Nominating and Member Recruitment Subcommittee members are: Michael Walker (chair) and Will Goodling. A non-Committee member of the Section will also be added at a later date. The subcommittee will start its process during the summer of 2024.

*G. Castles Leadership Award Subcommittee.* The 2024 Castles Leadership Award Subcommittee members are: Will Goodling (chair) and Michael Walker. The subcommittee will solicit the Section for nominees in May or June and will reach out to former chairs of the Section to review nominees and provide feedback.

**6. 2024 EC Meeting Schedule**

The Committee discussed meeting dates and decided to have monthly meetings on the first Wednesday of each month. There will be no meetings in February, August, or December. The June meeting will be hosted by Michael Walker at Samuels Yoelin in the afternoon and be followed by a happy hour.

All subcommittees were encouraged to meet in February.

**7. Other Business**

The Committee discussed the use of the Bar provided Zoom account for Committee meetings and CLEs at the cost of approximately $20 per month. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the Section will continue to use the Bar provided Zoom account in 2024.

**8. Adjournment**

There being no further business of the Committee, the meeting was adjourned at 11:49 a.m. Pacific time.

1. Mr. Bowman was not in attendance at the meeting, but later volunteered for the Newsletter and Communications Subcommittee. [↑](#footnote-ref-1)
2. Mr. Bowman was not in attendance at the meeting, but later volunteered for the Legislative Subcommittee. [↑](#footnote-ref-2)