

OREGON STATE BAR
BUSINESS LAW SECTION EXECUTIVE COMMITTEE
MEETING MINUTES
OCTOBER 2, 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 Schwabe, Portland, Oregon, on October 2, 2024, at 12:00 p.m. Pacific time.

PRESENT

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

Matt Larson was not present at the meeting.

Ms. Evans acted as Secretary and kept the minutes.

MEETING

Mr. Walker called the meeting to order at 12:01 p.m.

1. Approval of Prior Minutes

The Committee reviewed the minutes of the Committee’s meeting held on September 4, 2024. Upon motion duly made and seconded, the Committee unanimously adopted the following resolution:

RESOLVED, that the minutes of the Committee’s September 4, 2024, meeting are approved.

2. Bar Liaison Report

Mr. Dunlap reported regarding activities at the Bar. Mr. Dunlap reported that there will be a change in section assessments for 2025. The new fee will be \$12 per member. Mr. Dunlap shared that the House of Delegates meeting is on November 1, 2024. He also reported that Section budgets are due on October 15, 2024 if the Section is increasing member fees. If the Section is not increasing fees, the budget is due December 2, 2024.

3. Treasurer’s Report

Ms. Evans provided the report. Ms. Evans reviewed the August financial report. The only extraneous item on the August financial report was for the design of the new email newsletter. Ms.

Evans reported that she will present a proposed budget to the Committee at the November meeting. Ms. Evans requested Committee members share an estimate of any known expenses for the remainder of the year to assist her in estimating the Section's ending financial position. Ms. Evans reported that the Bar requested approval of payment of the stipend, which will appear on the October financials.

Ms. Evans also provided an update on the 2025 retreat, and requested the Committee's approval of the proposed plans. The retreat will be held January 31, 2025 – February 1, 2025 in McMinnville. Ms. Evans reported that the Outreach Subcommittee proposes booking the Atticus Hotel, the Bindery Event Space for the Committee meeting, 1882 Grille restaurant for the Committee dinner, and Biscuit & Pickle or a similar vendor for breakfast before the meeting. The Bar will pay for one night of hotel for all Committee members who live in the Portland metropolitan area, and two nights of hotel for Committee members who live outside of the Portland metropolitan area. Ms. Evans reported that the Committee may host an optional Saturday afternoon event during the retreat weekend.

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

RESOLVED, that the plan for the 2025 Committee retreat is approved.

4. Subcommittee Reports

A. CLE Subcommittee. Ms. Jaffe provided the report. Ms. Jaffe reported that on September 27, 2024, the Section hosted an online CLE - accounting for lawyers. The CLE had a great speaker. Just under 100 people attended. The Subcommittee may consider making this CLE a series, as it had a great response. Ms. Jaffe also recommended the Section consider upgrading our Zoom account to add the webinar function. Ms. Jaffe also provided an update on the Annual CLE. She is meeting with Kes and will learn more of the event's anticipated expenses. The Bar took over much of the planning process, including the food, AV, meeting rooms, and more. Ms. Jaffe also discussed doing an update CLE on the Corporate Transparency Act, including the September 20, 2024 Oregon district court denial or a preliminary injunction. Ms. Jaffe discussed a potential Q4 CLE on ethics and the Corporate Transparency Act, and stated that ethics CLEs take a bit more lead time for approval. The Bar will be sending another email blast to advertise the Annual CLE.

B. Newsletter Subcommittee. Mr. Crippen and Ms. Everhart provided the report. They reported that Jackie just posted the PDF version of the newsletter. Jackie sent the newsletter materials to Member Services to plug into the new email newsletter template. The next newsletter edition will be published at the end of December. The Subcommittee is always looking for content if we have ideas or authors.

C. New Business Lawyers Subcommittee. Mr. Cerne provided the report. The Subcommittee met yesterday. Mr. Gill provided a report on the recent Lewis & Clark Law School business law panel. Twenty students attended and asked great questions. The panelists shared their unique experiences in the practice of business law. Most attendees

were 1Ls. Next year, it would be great to have a general counsel on the panel. Ms. Everhart provided a report on the University of Oregon School of Law panel event. The room was packed with forty to fifty attendees. The students were very engaged. The panelists shared the student Section membership. Ms. Everhart recommended reframing next year's panel event to highlight job searching. Ms. Everhart is planning a social for law students. She reported that the panel was the best attended panel out of the last 3-4 years. Mr. Cerne reported that the University of Oregon School of Law student mentoring program is seeking attorneys to serve as mentors. He shared that it is not that big of a time commitment, and asked Committee members to please let him know if they are interested. It was also reported that Lewis & Clark Law School is hosting a Business Law Fall Forum on October 25, 2024. The school requested the Section have some presence at the event, and that we share the email advertising the event.

D. Legislative Subcommittee. Mr. Gill provided the report. The Subcommittee is awaiting an update from the OLC. The OLC intends to establish a working group focused on updating the Oregon Business Corporation Act. The OLC would like recommendations from the Committee regarding who would be good to include in the working group. Please provide suggestions to Mr. Gill. Mr. Walker reported that the OLC is hoping to get the LLC Act update introduced in the 2025 legislative session. The OLC has addressed some of the issues that the trial lawyers association had with the LLC Act update.

E. Outreach Subcommittee. Ms. Evans provided the report. The Subcommittee hosted a happy hour at Tryon Creek Sports Bar on Sept. 30, 2024 for Lewis & Clark Law students. Four Committee members and approximately seven law students attended. All students were 1Ls. They were engaged and asked great questions. One student shared that Career Services did not do a very good job at promoting the happy hour or the panel event. The panel conflicted with a Tax Society meeting. Ms. Evans suggested that we connect with the Tax and Business Law Societies in future years to help promote both events. The students provided great feedback on the panel event.

F. Castles Leadership Award Subcommittee. Mr. Goodling provided the report. The Subcommittee has solicited nominations but has not received any new nominations. There are two nominations from prior years to consider again. Mr. Goodling shared the nomination materials on the two individuals with the Committee. There is no obligation or practice of making the award each year, so the Committee can decide to not award it this year. Mr. Goodling presented two options: the Committee could not name an award recipient this year, or it could move forward with one of the two candidates from prior years. Mr. Goodling recommended that the Committee move forward with one of the two candidates from prior years. Mr. Goodling will assemble past chairs to review the two candidates and make a recommendation to the Committee. Mr. Walker will then set a short Special Meeting for the Committee to review the recommendation and approve the award recipient.

G. Nominating and Member Recruitment Subcommittee. Mr. Walker provided the report. Former Section Chair Anne Arathoon joined Mr. Walker and Mr. Goodling on the

Subcommittee. The Subcommittee is communicating with individuals about the 2025 slate, and will have a full slate to propose at the November meeting. The Subcommittee is looking for a candidate in Central Oregon. If any Committee members do not want to roll over onto the 2025 Committee, please let Mr. Walker know as soon as possible.

5. Adjournment

There being no further business of the Committee, the meeting was adjourned at 1:00 p.m. Pacific time. The next meeting of the Committee will be held on November 6, 2024.