

**Oregon State Bar**  
**Special Open Session of the Board of Governors**  
**May 17, 2019**  
**Minutes**

President Chris Costantino called the meeting to order at 12:08 p.m. on May 17, 2019. The meeting adjourned at 12:14 p.m. Members present from the Board of Governors were Chris Costantino, Colin Andries, Rob Gratchner, Julia Rice, Vanessa Nordyke, Liani Reeves, David Wade, John Grant, Bik-Na Han, Kamron Graham, Eric Foster, Whitney Boise, and Joseph Hesbrook. Present by phone were Katherine Denning, and Jenny Cooke. Not present were Tom Peachey, Michael Rondeau, Traci Rossi, and John Bachofner. Staff present were Helen Hirschbiel, Amber Hollister, Keith Palevsky, Carol Bernick, and Cassandra Dyke.

**1. Call to Order**

The board accepted the agenda, as presented, by consensus.

- 2.** Ms. Hirschbiel explained that the proposed amendments to OSB Bylaw 2.201 are being presented only to satisfy the one-meeting notice requirement. They will be on the June meeting agenda for a vote. Ms. Reeves explained the reasons for the proposed amendments as set forth in the committee memo. **[Exhibit A]**

- 3.** Ms. Bernick presented information regarding revisions to PLF Policy 5.200(1).

Dave Wade moved and Rob Gratchner seconded a motion to ratify the revisions to the PLF Policy 5.200(I).

**Motion:** The board voted unanimously to ratify the revision to PLF Policy 5.200(I) regarding asset allocation. The motion passed.

- 4.** Mr. Wade updated the board on Client Security Fund Reserve Policy. The current reserve policy requires that the board seek to maintain a \$1 Million reserve. He explained that no amendment to the policy is required at this time.

# OREGON STATE BAR

## Board of Governors Agenda

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**Meeting Date:** June 21, 2019  
**From:** Policy & Governance Committee  
**Re:** OSB Bylaw 2.201

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### Action Recommended

Approve proposed amendments to OSB Bylaw 2.201.

### Background

The Policy & Governance Committee recommends that OSB Bylaw 2.201 be amended as follows:

(a) Time of Election

The President and President-elect are elected at the last regularly scheduled board meeting of the calendar year. The only candidate for President is the President-elect.

(b) President-Elect

Any lawyer member of the second-year class may be a candidate for the office of President-elect by notifying the Chief Executive Officer by September 1. Each candidate must submit with said notice a statement outlining the candidate's qualifications, reasons for seeking the position, and vision for the bar. A Nominating Committee, consisting of the fourth-year class and the current President-elect, will interview each candidate and nominating committee members will ~~meet~~ confer with the remaining board members to discuss their view about each candidate's respective qualifications. The Nominating Committee will announce its candidate for President-elect at least 15 20 days prior to the last regularly scheduled board meeting of the calendar year. The Nominating Committee's selection will be the sole candidate for President-elect unless at least six members nominate another candidate by written petition delivered to the Chief Executive Officer not less than 10 days prior to the last regularly scheduled board meeting of the calendar year. If the Nominating Committee is unable to select a sole candidate for President-elect, the board will elect a President-elect at its last regularly scheduled board meeting of the calendar year, pursuant to Subsection 2.201(c).

(c) Voting

If there is only one candidate for an office, the candidate is deemed elected without a formal vote. When there are two nominees for President-elect, the candidate receiving the most votes will be elected. If there are three nominees for President-elect and no candidate receives more than 50 percent of the votes on the first vote, the candidate receiving the fewest votes is eliminated and another vote will be taken. Only board members present at the meeting may vote.

During the 2018 officer election process, there was some disagreement over whether the current bylaw requires the Nominating Committee to meet with the board as a whole to discuss the candidates for president-elect. Since the nominating committee process was adopted in April 2007, the practice has been for nominating committee members to talk with the remaining board members one-on-one. Regardless of the past practice, there was also some concern that this process could result in nominating committee members receiving an incomplete or inaccurate picture of the candidates.

The Policy & Governance Committee discussed the history of the election process and the concerns raised and recommends to continue the practice used since 2007. The addition of the phrase “nominating committee members” and replacement of the word “meet” with “confer” are intended to clarify that members of the nominating committee may confer with board members individually, rather than as a group, while still providing flexibility for committee members to hold a meeting with the board as a whole.

The purpose of changing 15 to 20 is to give board members more time to gather signatures for a written petition. When the current time frame was adopted in November 2018, it was done solely to allow the nominating committee to provide its recommended candidate to the board in time for its last scheduled meeting on November 17. At the same time, some members expressed concern that five days was insufficient to gather signatures for a written petition. The Policy & Governance Committee agrees that more time ought to be allowed for the petition process.