

Oregon State Bar
Special Meeting of the Board of Governors
August 26, 2019
Minutes

President Chris Costantino called the open session meeting to order at 10:01 a.m. on August 26, 2019. The meeting adjourned at 11:29 a.m. Members present from the Board of Governors were Chris Costantino, John Bachofner, Liani Reeves, Eddie Medina, Colin Andries, Bik-Na Han, and Jenny Cooke. Present by phone were Whitney Boise, Eric Foster, Kamron Graham, John Grant, Julia Rice, Traci Rossi, David Wade and Kate Denning. Not present were Rob Gratchner and Michael Rondeau. Danya Underhill and Allyson Krueger were also present. Staff present for open session were Helen Hirschbiel, Amber Hollister, Keith Palevsky, and Cassandra Dyke.

Monday, August 26, 2019

1. Call to Order

The board accepted the agenda, as presented, by consensus

2. Executive Session (pursuant to ORS 192.660(2)(f)(b) and (h) and ORS 192.690(1))

3. Discussion of June 20, 2019 Local Bar Social

4. Region 1 Vacancy

Ms. Costantino talked about the timeline's that Ms. Hirschbiel proposed. It was suggested to start with option 1 and then move to option 2 if we don't get candidates. Wanted for participation for the upcoming year.

Motion: Mr. Andries and Mr. Medina seconded to approve using Option 1 to fill the Region 1 vacancy. **[Exhibit A]**. The motion passed by unanimous vote.

5. Resolution for Nationwide 457B Plan Asset Transfer

Motion: Foster moved and Reeves seconded to approve the Nationwide 457B Plan Asset Transfer **[Exhibit B]**. The motion passed by unanimous vote.

6. Executive Session (pursuant to ORS 192.660(2)(f) and (h) and ORS 192.690(1))

The Board met in executive session from approximately a.m. to p.m. on August 26, 2019. The purpose of the session was to consider exempt records and to consult with counsel pursuant to ORS 192.660(2)(f) and (h). Any action taken was in open session and is reflected in the open session minutes. The minutes will not contain any information that is not required to be included or that would defeat the purpose of the executive session.

OREGON STATE BAR

Board of Governors Agenda

Meeting Date: August 26, 2019
From: Helen M. Hirschbiel, Chief Executive Officer
Re: Board of Governors Region 1 Vacancy

Action Recommended

Decide how to proceed with filling the BOG Region 1 vacancy.

Background

The current term of the position for the Region 1 board of governor member runs from January 1, 2017 through December 31, 2020. The governor from that region tendered his resignation on July 31, 2019, and the president accepted the resignation on August 2, 2019.

ORS 9.040(5) provides that

A vacancy in the office of elective member of the board of governors that occurs more than 24 months before the expiration of the term shall be filled for the remainder of the term by a governor elected at a special election held in the manner provided in this section as soon as possible after the occurrence of the vacancy, or as provided in subsection (4) of this section if there is only one candidate. The vacancy may be filled for the period between the occurrence of the vacancy and the election of a new governor by a person appointed by the board. A vacancy in the office of elective member that occurs 24 months or less before the expiration of the term shall be filled for the remainder of the term by a person appointed by the board.

Because the Region 1 vacancy occurred less than 24 months before December 31, 2020, the board must appoint a person to fill that position.

When a board vacancy requiring appointment has occurred in the past, the bar has published notice of the vacancy to solicit interested applicants, prior to the board making a decision on appointment. Candidates have been asked to submit a resume and statement of interest similar to the candidate statement for members running in the BOG election. The board reviews the statements and votes for one of the candidates at a special or regular meeting of the board.

Options

Proposed Timeline #1

August 26	Post notice of recruitment
September 18	Deadline for candidate to submit materials
September 20	Candidate materials posted online
September 27	Appointment made during regular BOG meeting

Proposed Timeline #2

August 26	Post notice of recruitment
October 18	Deadline for candidate to submit materials
October 24	Candidate materials posted online
November 1	Appointment made during a special BOG meeting

Resolution of the Oregon State Bar
Nationwide Retirement Plan Asset Transfer

The undersigned authorized representative of the Oregon State Bar (the "Bar") hereby certifies that the following resolutions were duly adopted by the Bar on the date set forth below.

Resolved, that the Bar directs the transfer of assets held in the Bar's 457(b) Plan with Nationwide, Plan Number 0036974001 (Nationwide OSB Plan), to the 457 deferred compensation plan operated by the PLF identified by number 0037273001 (Nationwide PLF Plan), effective 11:59 pm or at the close of trading on August 29, 2019;

Resolved, that the assets to be transferred shall include: all assets held under the Nationwide OSB Plan, except for the assets of Participants who have affirmatively opted to remain part of the Nationwide OSB Plan at Plan Termination on August 30, 2019, and the assets of Participants whose account balance is under \$1,000;

Resolved, that no contributions shall be allowed to the accounts of transferred Participants after the transfer;

Resolved, that, any Participant account balances of under \$1,000.00 shall be distributed to Participants upon Plan termination;

Resolved, that an authorized representative of the Bar should deliver an executed copy of this Adopting Resolution, which constitutes an Amendment to the Plan, to the trustee(s) named in the Plan; and

Resolved, that an authorized representative of the Bar should take any and all steps necessary to effectuate the foregoing Resolutions, including (i) to notify the Trustee and the Administrator of the Plan of such transfer; and (ii) to execute and deliver such documents and to take such other actions as may be reasonably necessary or advisable in order to effect the transfer; and (iii) to distribute any and all employee notices which may be required.

CERTIFICATE

The undersigned hereby certifies that she is the President of the Oregon State Bar, a public corporation and instrumentality of the Judicial Department organized and existing under the laws of the State of Oregon; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Oregon State Bar Board of Governors held on August 26, 2019, at which meeting was a quorum was at all times present and acting; that the passage of the above resolution is in all respects legal; and that the above resolution is in effect.

HEREBY EXECUTED as of _____ 2019 by

Christine R. Costantino
President, Oregon State Bar