

**Oregon State Bar
Meeting of the Board of Governors
Open Session Agenda Minutes
June 26, 2020**

President Liani Reeves called the open session meeting to order at 1:04 p.m. on June 26, 2020. The meeting adjourned at 5:12 p.m. Members present from the Board of Governors were Colin Andries, Adrian Brown, Chris Costantino, Kate Denning, Eric Foster, Kamron Graham, John Grant, Bik-Na Han, Ryan Hunt, Eddie Medina, Rob Milesnick, Joe Piucci, Kyra Rohner, and David Wade. Not present were Jenny Cooke, Joseph Hesbrook, Michael Rondeau, and Traci Rossi. From the PLF, Nena Cook, CEO attended along with Betty Lou Morrow, CFO, and Megan Livermore from the BOD. Staff present were Helen Hierschbiel, Amber Hollister, Mike Williams, Susan Grabe, Kay Pulju, Catherine Petrecca, and Dani Edwards. Mae Lee Browning, Sarah Radcliffe, and Monica Goracke attended as guests.

1. Call to Order

2. President's Report [Liani Reeves]

A. President Reeves asked each board member to share how they are doing given the current situation.

B. Creation of OSB Awards ad hoc Selection Committee

President Reeves created a committee to review nominations for the bar's annual awards and develop recommendations for the full board. Colin Andries, Kate Denning, Kamron Graham, Adrian Brown, and John Grant volunteered to serve on the committee. **[Exhibit A]**

3. CEO Report [Helen Hierschbiel]

Helen Hierschbiel presented the board with an update on operational and staffing changes in light of budget constraints as a result of the COVID-19 impact.

4. 2020 Strategic Areas of Focus

A. Diversity, Equity & Inclusion Discussion

1. Diversity Advisory Council Board of Governor liaisons [Liani Reeves]

The OSB will create its next three-year Diversity Action Plan this year. Jon Puente has been retained to assist the Diversity Advisory Council in creating the plan. BOG members will also participate on the council to continue BOG accountability. BOG members serving on the council will include the Bar president, president-elect, Board Development Committee chair, Board Development Committee vice-chair, and a public member chosen by the president.

2. Implicit Bias Self-Assessment [Liani Reeves]

Board members discussed their experience and thoughts participating in the Harvard implicit bias tests.

3. Follow-up discussion from November retreat

Board Development Committee members, Adrian Brown and Kamron Graham, led a discussion about what BOG members can do to model the values of the Oregon State Bar around diversity, equity and

inclusion. Board members watched a short video clip on the importance of taking action and then each member shared their actions, thoughts, and goals on this topic.

5. BOG Committees

A. Policy and Governance Committee [David Wade]

1. OSB Bylaw 2.108 BOG Member Censure or Suspension from Service

David Wade presented the Policy and Governance Committee's motion to amend OSB Bylaw 2.108 regarding BOG Member Accountability and subsection 18.600 Applicability to SPRB. The Committee recommendation is that action under the bylaw would require two-thirds vote of all BOG members. David Wade also presented the Committee motion to waive the one-meeting notice requirement and immediately adopt the proposed bylaw. **[Exhibit B]**

Motion: The board voted unanimously in favor of accepting the Policy & Governance Committee's motion to amend OSB bylaws 2.108 and 18.600. The motion passed.

Motion: The board voted in favor of the motion to waive the one meeting notice requirement to amend bylaw 2.108. Colin Andries, Kate Denning, Kyra Rohner, Ryan Hunt, Rob Milesnick, and John Grant opposed the motion. Adrian Brown, Eric Foster, Kamron Graham, Bik-Na Han, Eddie Medina, Joe Piucci, and David Wade voted in favor. The motion passed.

2. OSB Bylaw Board Duties and Responsibilities

David Wade presented the Policy and Governance Committee's motion to amend OSB Bylaw 2.100 regarding BOG Duties and Responsibilities. **[Exhibit C]**

Motion: The board voted unanimously in favor of the Policy & Governance Committee's motion to amend bylaw 2.100. The motion passed.

3. BOG Anti-Harassment Policy

David Wade presented the Policy and Governance Committee's motion to adopt the BOG Anti-Harassment Policy. **[Exhibit D]**

Motion: The board voted unanimously in favor of the Policy & Governance Committee's motion to adopt the BOG Anti-Harassment Policy. The motion passed.

4. OSB Event Anti-Harassment Policy

David Wade presented the Policy and Governance Committee's motion to adopt the OSB Event Anti-Harassment Policy. **[Exhibit E]**

Motion: The board voted unanimously in favor of accepting the Policy & Governance Committee's motion to adopt the OSB Event Anti-Harassment Policy. The motion passed.

5. OSB Support to OAAP

This topic was not discussed, as the Policy & Governance Committee had no recommendation for the board to consider.

6. ONLD Committee Charge Change

David Wade presented the Policy and Governance Committee's motion to change the ONLD Committee charges to better reflect the Oregon State Bar Mission Statement, Functions, Goals, and Values, and to be more grammatically correct. **[Exhibit F]**

Motion: The board voted unanimously in favor of accepting the Policy & Governance Committee's motion to change the ONLD Committee charges. The motion passed.

B. Board Development Committee [Colin Andries]

1. Appointment of various Committees, Counsels, and Boards

Colin Andries presented the committee's motion for appointments to several bar committees and affiliated boards.

Motion: The board voted unanimously in favor of accepting the Board Development Committee's motion to approve the appointments to all groups as outlined. Adrian Brown abstained from the vote. The motion passed. **[Exhibit G]**

2. Recommendation for public member appointment

Colin Andries presented the Board Development Committee's motion to appoint Tasha Winkler as public member to the BOG. **[Exhibit H]**

Motion: The board voted unanimously in favor of accepting the Board Development Committee's motion to appoint Tasha Winkler as public member to the board with the term expiring December 31, 2023. The motion passed.

3. BDC Activity Update

Colin Andries updated the board on the committees plans to explore opportunities the BDC can pursue to continue the bar's efforts to support diversity.

C. Budget & Finance Committee [John Grant]

1. Client Security Fund Assessment

John Grant presented information regarding the current 2020 Client Security Fund fee assessment. **[Exhibit I]**

2. Revised Forecast for 2020

Mike Williams presented information regarding the 2020 Revised Forecast. **[Exhibit J]**

3. Bylaw 7.4 change for residual settlement funds

John Grant presented the Budget and Finance Committee's motion to amend the Investment Policy bylaw 7.4 to include the Legal Services settlement portfolio. **[Exhibit K]**

Motion: The board voted unanimously in favor of waiving the one meeting notice requirement and accepting the Budget and Finance Committee's motion to amend bylaw 7.4. The motion passed.

D. Public Affairs Committee [Eric Foster]

1. Legislative Update

Eric Foster gave a report on the Public Affairs Committee and the bills and amendments that are currently pending in the legislature.

2. HOD Member Resolution re: remote court hearings

Eric Foster shared the Proposed House of Delegates agenda item submitted by Daniel Lang regarding remote court appearances via video conferencing. **[Exhibit L]**

3. PAC Activity Update

Eric Foster provided an update on the topics discussed during the PAC meeting related to current bar action to support systemic change in the justice system. The board discussed the importance of looking at Oregon's legal history and consider changes to address inequities in the legal profession and justice system in the state of Oregon.

6. Professional Liability Fund (Betty Lou Morrow)

A. PLF Financial Statements

Betty Lou Morrow provided an update on the 2020 PLF Financial Statements and noted a recent increase in claims. **[Exhibit M]**

B. 2019 Audited Financial Statement

Betty Lou Morrow gave an update on the 2019 PLF Audited Financial Statement. **[Exhibit N]**

C. 2019 PLF Annual Report

Betty Lou Morrow gave an update on the 2019 PLF Annual Report. **[Exhibit O]**

7. OSB Committees, Sections, Councils and Divisions

A. Legal Services Program (Judith Baker)

1. Approve Request from Legal Aid for 2020 residual settlement Distribution

Judith Baker presented the recommendation from the Legal Services Program Committee's that \$4 Million dollars from the BP settlement funds be disbursed. **[Exhibit P]**

Motion: David Wade moved and Adrian Brown seconded a motion to approve the disbursement of \$4 million dollars from the BP settlement funds. The board voted unanimously in favor of the motion. The motion passed.

2. Approve release of Unclaimed Funds

Judith Baker presented the recommendation from the Legal Services Committee that \$100,000 be disbursed from the unclaimed funds to the legal aid providers according to the formula recommended by the providers.. **[Exhibit Q]**

Motion: David Wade moved and Adrian Brown seconded a motion to approve the disbursement of \$100,000 from Unclaimed Funds to legal aid providers. The board voted unanimously in favor of the motion. The motion passed.

B. MCLE Committee (Amber Hollister)

1. Amendments to MCLE Rules and Regulations re: Compliance reporting deadline

Amber Hollister presented the MCLE Committee's recommendation to amend the MCLE Rules and Regulations in order to clarify electronic submission requirement process and shift MCLE reporting deadlines ahead four months. **[Exhibit R]**

Motion: John Grant moved and David Wade seconded a motion to approve the amendments to the MCLE Rules and Regulations. The board voted unanimously in favor of the motion. The motion passed.

C. Oregon New Lawyers Division (Mae Lee Browning)

1. ONLD Report

Mae Lee Browning presented information about what the ONLD has been doing to support new lawyers since the last BOG meeting. **[Exhibit S]**

8. Other Items

A. Multnomah Bar Association Caregiver Research Consulting Proposal

Sarah Radcliff presented the Multnomah Bar Association's request for assistance with funding analysis of survey results relating to lawyers who have caregiving and other family-focused commitments. After discussion Helen Hierschbiel agreed to review the bylaws to determine if BOG approval is necessary to consider the MBA's request given the level of funding they are seeking. **[Exhibit T]**

9. Closed Sessions – CLOSED Agenda—no executive session was held

- A. Executive Session**
(pursuant to ORS 192.660(2)(f) and (h) and ORS 192.690(1))
 - 1. General Counsel Updates**

10. Consent Agenda

- A. Disciplinary Board**
 - 1. Proposed Code of Conduct [Exhibit U]**
- B. CSF Approval of Claim and CSF Appeal [Exhibit V]**
- C. Disciplinary Counsel’s Office Report [Exhibit W]**
- D. Rules of Procedure 8.1 and 8.14 Amendments [Exhibit X]**
- E. Approve Minutes of Prior BOG Meetings**
 - 1. Open Minutes April 17, 2020 [Exhibit Y]**
 - 2. Open Minutes May 22, 2020 [Exhibit Z]**

Motion: Kamron Graham moved and David Wade seconded a motion to approve the consent agenda. The board voted unanimously in favor of the motion. The motion passed.