

**STATE BAR OF MICHIGAN  
BUSINESS LAW SECTION**

**STRATEGIC PLAN AND DIRECTIVES  
(SEPTEMBER 2023 UPDATE)**

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(SEPTEMBER 2023 UPDATE)**

**INTRODUCTION**

This 2023 update of the Business Law Section Strategic Plan has been prepared by an ad hoc committee of the Council of the Business Law Section (the “Section”) of the State Bar of Michigan comprised of Michael Khoury (Committee Co-chair and former Section chair), John T. Schuring (Committee Co-chair and former Section chair); Mark Kellogg (Section Chair); Hon. Christopher P. Yates (Section Vice-Chair); Ian M. Williamson (Section Treasurer); Judy B. Calton (former Section chair), Francine Cullari (Section Member), Jonathan Berg (Section Member) and John Dresser (Section Member); Alexis Lupo (Section Member), Phillip W. Smith II (Section Member); David S. Maquera (Section Member); Zane Hatahet (Section Member); and Tami R. Salzbrenner (Section Member).

The purposes of the Strategic Plan are to articulate the mission statement of the Business Law Section, to set forth strategic goals designed to fulfill this mission statement, and to describe specific objectives (and project metrics) for action that will assist in achieving each of these strategic goals. The Strategic Plan also sets forth the policies and procedures for administration of the Section’s finances and operations. The Section’s mission statement (including strategic goals and objectives) and the Council’s administrative policies and procedures should be regularly monitored and updated at least every five years. This Strategic Plan must remain a dynamic document, and progress of the Council in accomplishing the tasks set out in this plan should be communicated to the Section membership, as appropriate, via the Section website, the Section’s Annual Meeting, *The Michigan Business Law Journal* and other means, as appropriate.

The importance of the Strategic Plan has been made clear by responses to the recent member survey. While Section members who responded have given positive responses for specific items, the number of worrisome responses is significant. In response to the question if the member would recommend the Section, 46% of responders indicated a passive response while 27% indicated a negative response.

**MISSION STATEMENT**

The mission of the Business Law Section is to foster the highest quality of professionalism and practice in business law and to enhance the legislative and regulatory environment for conducting business in Michigan. To fulfill this mission, the Section shall: (1) expand the resources of business lawyers by providing educational, networking and mentoring opportunities; (2) review and promote improvements to Michigan’s business legislation and regulations; (3) provide a forum to facilitate service and commitment and to promote ethical conduct and collegiality within the practice and (4) assist Section members in leveraging technology to provide legal services more effectively.

## ARTICLE I

### MISSION: EXPAND RESOURCES FOR MEMBERS

The strategic goals of the Section that are intended to assist in achieving this mission include:

1. ***Goal: Provide a regularly published high-quality written communication to Section members.***

**Objective:** Continue support for the *Michigan Business Law Journal* and explore options for production and content delivery and opportunities for cost reduction.

Our *Journal* is the Business Law Section's publication and is delivered without additional charge to all Section members three times each year. The Section has a contract with the Institute of Continuing Legal Education (ICLE) that extends through 2023 for ICLE to coordinate, proof, and supervise the publication. The renewal of that agreement is being reviewed. Currently, for each issue, approximately 3,250 copies of the *Journal* are produced (as of Spring 2023), and all but a few copies are mailed to Section members. We will strive to maintain the *Journal* as a regularly published, high-quality periodical providing useful information and discussion to Section members. Publication of the *Journal* is coordinated by the Publications Director of the Section, with assistance from ICLE and the participation of substantive committees of the Section. While the substantive committees of the Section are assigned overall responsibility for an issue on a rotating basis, the sustainability of that model should be reviewed periodically.

The *Journal* is presently published on the Business Law Section's website within two weeks of being sent to the printer in a searchable PDF format and is normally available online before members receive their copies by mail. The Section Administrator sends the link to the *Journal* on the Business Law Section webpage via email to all Section members at the time the *Journal* is mailed. We will continue to maintain processes by which Section members may choose to receive the *Journal* electronically and then discontinue sending print copies to members who want the *Journal* only in electronic format. We will also review the *Journal's format*, which has stayed the same for over 25 years. A more robust electronic delivery format is desirable. While over 45% of the responders from the most recent survey indicated that the hard copy of the *Journal* was Very Important or Important, over 30% indicated that the hard copy was only Somewhat Important or was Not Important. However, only 20 Section members currently rely only on the electronic version and waive the mailing of a hard copy of the *Journal*.

**Measurable Outcomes:** Produce and distribute the *Michigan Business Law Journal* to Section members on a timely basis and continue the agreement with ICLE to continue support for the production of the *Michigan Business Law Journal*. The Publications Director should also identify and review with the Section Council possible plans related to the content, production, printing and distribution of the *Journal* with a view to identify efficiencies and maintain quality while continuing to deliver value to Section members. This may include policies to increase the quality of initial article submissions to reduce re-writing and editing.

**Estimated Cost:** Approximately \$31,000 per issue for production, printing and mailing. If the Journal is published three times each year, the printing and mailing cost is currently approximately \$90,000-\$95,000 annually. The total cost for the 2021-2022 fiscal year was approximately \$75,000 and the increases reflect the increased costs in most categories.

2. ***Goal: Continue to hold the Business Law Institute and Annual Meeting.***

**Objective:** The Programs Directorship continues to plan and hold a Business Law Institute, in coordination with ICLE, to provide presentations on timely and useful business law topics, as well as networking and social opportunities, to Section members. The Section continues to hold its Annual Meeting to elect Council members and officers in conjunction with the Business Law Institute.

Since 1996, the Section has conducted the Business Law Institute in collaboration with ICLE. Under this arrangement, ICLE is responsible for assisting in the organization of the Institute, publicizing the Institute via mailers, e-mail and other means, contracting for conference facilities, managing registrations, and supervising on-site administration of the Institute. Under the Section's current arrangement, ICLE collects registration fees and incurs the upfront costs of the Institute. ICLE retains the registration fees to offset the expenses it incurs. Expenses in excess of the registration fees, plus a fee for ICLE's services, is subsequently paid to ICLE. The Section's arrangement with ICLE should be periodically reviewed to ensure that this arrangement and the Institute continue to meet the expectations of the Council and Section members, both educationally and economically, and to assure that the Section retains control of the content of the Institute presentations and ancillary activities. Section members attending the Institute pay a registration fee. Institute sponsors are solicited by members of the Programs Directorship.

Since 2015, the Institute has been held in the fall (late September or early October) in Grand Rapids. The seminar program runs for a full day on a Friday, with a reception and dinner/social activity held that evening, to which all attendees are invited. The Section holds its Annual Meeting, along with the Stephen H. Schulman Outstanding Business Lawyer award presentation, during lunch on the day of the Institute. The Institute provides a valuable service to Section members, and partnering the Institute with the annual meeting has generally been favorably received by Section members in attendance.

The Programs Directorship should review and evaluate all of the elements of both the Institute and the Annual Meeting (location, timing, format, content, etc.) on an ongoing basis, and periodically report to the Council any changes they believe are advisable. The Section and the Programs Directorship should specifically explore rotating the location of the Institute to make in-person attendance more accessible to Section members in different parts of the state.

The Section and the Programs Directorship should also consider the costs of the Institute. In the last Strategic Plan, the net cost to the Section was approximately \$1,000 per meeting. The net cost for the 2022 Institute was approximately \$23,000 and the 2023 Institute is budgeted to have a net cost of \$19,000. At the same time, attendance at the Institute is projected to be between 100-120 people. The costs of the Institute to the Section as well as the costs for members to attend the Institute should be considered.

The pandemic interrupted the goals to focus on the “New Model for Continuing Legal Education and Professional Development” recommendation included in the State Bar of Michigan’s 21<sup>st</sup> Century Task Force report (dated June 2, 2016) (the “Task Force Report”). These included ways to advance that recommendation, including (i) emphasis on tech competency and ethics training, baseline competency training and support; (ii) innovative, customizable delivery methods for specific legal training and (iii) convenient self-assessment for continuing legal education, all of which are expressly identified in the Task Force Report as elements of the recommendation. At the same time, the pandemic highlighted the importance of innovative means to deliver programming to Section members. The Section and the Programs Directorship, in consultation with ICLE, should consider the options for virtual and on-demand attendance of programs in general and the Institute in particular.

**Measurable Outcomes:** The Programs Directorship should keep the Council apprised of Institute attendance and evaluations received from attendees, timely advise the Council of the proposed content of upcoming Institutes and make recommendations to the Council regarding any changes to the educational content, timing, and other elements of the Institute and annual meeting it deems advisable.

**Estimated Cost:** The annual Institute and annual meeting net cost to the Section is budgeted at approximately \$19,000 for the 2023-2024 fiscal year (which assumes significant sponsorship revenue).

3. ***Goal: Continue to sponsor programs for continuing legal education and skills-based training within the Section.***

**Objective:** Present continuing legal education programs via means that are accessible to Section members, law students and newer attorneys. The Task Force Report encourages Sections to increase clinical and skills-based training for Section members, law students, and newer attorneys. Many respondents to the most recent survey indicate that remote and on-demand programming is preferred over in-person activities, and alternative types of programming (such as lunch and learns) are desirable.

The Section will sponsor continuing legal education for Section members and other interested persons, as part of its efforts to enhance the quality of practice of business law in Michigan. Section members have indicated that educational programs, particularly subject-specific seminars, are very important resources provided by the Section. Increased clinical and skills-based training for Section members, law students, and new lawyers, as well as training in applicable technical competency have been recommended in the Task Force Report. While individual members of the Section have long been involved in continuing legal education and seminars, the opportunity exists to further enhance the level of such continuing legal education, as well as the structure and accessibility of seminars.

In light of the high value placed by the members of the Section on the substance of continuing legal education programs, the Section and Section committee chairs should actively seek to increase the number of continuing legal education programs that are offered via media or other innovative means that do not require Section members to incur substantial travel cost or time.

The Section paused the Business Boot Camp and other programs during the pandemic and is considering how and when to continue to sponsor and support programming. The Business Boot Camp provides instruction on basic skills and grounding to attorneys in key areas of business practice. While conceived as a training program for newer attorneys, Business Boot Camp is available to any attorneys interested in a broad overview of business law-related topics. This program has in the past been offered in two yearly sessions over a three-year period, with each session addressing seven or eight core topic areas. The Boot Camp historically was well attended and served as a model for similar programs being developed by other Sections. However, for the same reasons that attendance at programs and the Institute have decreased (time, cost, distance, lack of marketing), the Business Boot Camp may see a decrease as well. (The issues of costs and outreach to younger and diverse populations are discussed in Article IV.) The same alternatives discussed above for the Institute should be explored for Business Boot Camp and other programming.

**Measurable Outcomes:** The Section will continue to offer quality programming in general and support Business Boot Camp, under the oversight of the Programs Directorship, which will provide reports to the Council from time-to-time and recommend modifications for consideration by the Section Council, as appropriate.

**Estimated Cost:** Variable, depending upon the type of, and attendance at, continuing legal education programs. Council will work with the State Bar of Michigan, ICLE and third party vendors to coordinate the most cost effective means to offer continuing legal education programs. Revenues from the Business Boot Camp may be less than expenses in the first few years, but the value is worth the investment. The Programs Directorship will consider seeking sponsorships from participating firms consistent with past practice.

4. ***Goal: Address substantive legal issues for committee members.***

**Objective:** Hold regular committee meetings and provide substantive programming to committee members and the Section as a whole.

Section members have indicated that substantive law committees are important to them, but participation is limited and communication about committee activities is limited. To serve our members with an interest in substantive law committee activities, it is important that the committees regularly communicate with their members and hold meetings. It is recommended that each committee meet at least two times a year or more frequently if required to address proposed changes, or advocate proposed changes based on input from the Section to laws and related rules or regulations within such committee's substantive law area. Each meeting should be publicized to Section members in the Section's monthly e-newsletter, on the Section's page on the State Bar website, through social media posts and other methods as appropriate. Substantive law committees should choose to hold meetings in a manner that will maximize participation, whether in person, by conference call or web-based conferences. The substantive law committee chairs should also consider methods by which newer lawyers can be provided opportunities to become active within the substantive law areas of committees.

Each committee should provide its members with educational programming by doing one or more of the following: (1) hold a seminar open to committee members and others,

including webinars; (2) hold educational sessions at committee meetings; (3) provide alerts on important issues; (4) provide written communications to committee members to discuss upcoming or recent legislation or case law of interest; (5) organize group discussions on issues; or (6) use other innovative means.

**Measurable Outcomes:** Each committee should hold meetings at least twice per year. Failure to hold at least two meetings each year will be a factor in determining whether committee leaders retain leadership positions; and committee chairs must report on committee meetings in their committee reports to the Council. Section committees should include legal education programming during meetings or otherwise, preferably through means that do not require travel, such as through a teleconference, webinar, program broadcast available on demand or other accessible technology. Committees must communicate their plans for meeting and other programming to the Section Administrator and others as directed by the Section Council so that participation can be maximized and so that Section members are aware of the opportunities available.

**Estimated Costs:** It is not expected that the costs associated with the efforts to meet the above goal would materially increase from budgeted and actual expenses from recent years. Therefore, there should be no overall change in the aggregate Section budget in pursuit of the above goal.

5. ***Goal: Promote strong committee leadership and active committee member involvement.***

**Objective:** Encourage committees to have at least two leaders who will foster active involvement by existing and prospective committee members.

To promote strong committee leadership, each committee is strongly encouraged to have at least two committee leaders (such as, two co-chairs, or a chair and vice-chair). Two or more people sharing responsibilities likely will result in better and more frequent meetings and activities. Two committee leaders will also facilitate succession planning in a committee's leadership. In the past, the Council's executive officers at times have struggled to timely replace committees chaired by one person with a competent and enthusiastic successor when the chair has changed employment positions, moved, become ill, retired, or passed away.

A committee's leadership is expected to communicate with existing and prospective committee members, invite them to committee meetings, and encourage their active participation in committee activities. A committee's leaders should maintain a list of committee members, with each member's contact information, to communicate regarding future meetings, developments and activities. The committee's leaders should respond promptly to inquiries from prospective committee members and ask them if they would like to be added to the member list for committee communications. At committee events and meetings, committee leaders should find ways for interested committee members to, among other things, report on new legislative and case law developments of interest, comment upon or draft prospective legislation and rules, participate in drafting *amicus curie* briefs requested by the Michigan Supreme Court and author articles for the *Michigan Business Law Journal*. Participation in such activities will foster active involvement that may lead a committee member to consider a future committee leadership role.



As part of the next reorganization of the Section's website, there should be a more prominent menu location for the Section committees. To attract new committee members, each committee should ensure that contact information for committee leaders is maintained by the Section Administrator. Each committee leader's name, address, telephone number and e-mail address shall also be available to Section members in multiple ways, including:

- a) posting on the committee's page on the State Bar website;
- b) including the Business Law Section's list of committees and directorships which is published in each issue of the *Michigan Business Law Journal*;
- c) Making information available at Business Law Section and committee events; and
- d) including it in Business Law Section and committee published materials, such as seminar outlines.

**Measurable Outcomes:** Committees chaired by one chair should add a co-chair or vice-chair. Committee leadership must report regularly to the Council on the growth in committee membership, and active involvement by existing and prospective members.

**Estimated Costs:** There should be no or minimal cost.

**6. Goal: Provide an alternative source of information and communication for members by improving the website and maintaining and improving social media presence.**

The Section should encourage use of the internet and technology to better serve our membership by maintaining the social media accounts to provide an alternate method of communicating with Section members and other lawyers. Section leadership should promote the social media postings to enhance visibility of the pages and the value to the Section members.

**A. Objective:** Maintain and enhance the social networking page(s).

A Facebook page was established in 2012 but has not been promoted or regularly used. Its continued presence should be evaluated, although a link is still active from the SBM BLS Section home webpage. The Section LinkedIn page can initially be accessed from the Section home page but its presence on LinkedIn is not easily found, and the Section's links need to be updated. However, the LinkedIn page is private to prevent marketers from entering and inundating the site. Once accessed (by SBM members only), a member has to ask to join the page. Once accepted, the member can access the page directly through the member's LinkedIn account. Over 430 members have joined the site and there are recent posts.

The Communications & Development Directorship should develop an overall social media strategy, including regular postings on sites with current information about events and business law, provided by the Council and committee chairs. The social media sites will (1) provide greater opportunities for the Section to communicate with its members, and (2) facilitate sharing of information among Section members. It will also promote participation at Section events and provide marketing opportunities to solicit new members to the Section. Other

communications to BLS members, such as the e-newsletter, should encourage members to utilize the social media sites.

In order to make the content up to date and relevant to Section members, the Section will retain the services of an experienced social media resource to regularly post information on the Section's behalf and to communicate with Section leadership and the Section Administrator about events, meetings and other items of interest to Section members.

**Measurable Outcomes:** Maintain regular, preferably weekly, updates and posts on social media, with regular re-posting and commenting by Section leadership.

**Estimated Costs:** The Communications & Development Directorship anticipates utilizing a third party consultant to assist the Section in developing its social media presence, at a cost to be approved by the Council Further, ongoing \$[XXX] per week maintenance fees (or in an amount set by the Council) are anticipated.

B. **Objective:** Enhance the Section's ability to communicate with members and members with each other through the Section's page on the State Bar website and through other available options.

The information available to Section members on the Section's page on the State Bar website should be regularly reviewed and, if desirable, enhanced. Responses from the current survey regarding the website were neutral at best and were often critical because of the lack of content. Efforts should be made to continue to improve the content, include upcoming events, legal developments and to educate members on the contents of the website once there is something to promote. The Communications & Development Directorship and the Section officers should develop a list of materials and information to add to and maintain on the Section's page on the State Bar website. The e-newsletter should continue on a regular basis.

The Section Administrator works with the State Bar to facilitate Section-wide communications. This process is limited because of the scope but is valuable for wide communications.

**Measurable Outcomes:** The Communications & Development Directorship should regularly assess the use of the Section's page on the State Bar website and each of its components, as well as the use and number of listservs. The Council should encourage other committees to establish processes to communicate with committee members.

**Estimated Cost:** Approximately [\$4,000 to \$5,000] per year, plus reimbursement for expenses incurred in connection with the performance of the webmaster's duties, or a higher amount if authorized by the Council.

## **ARTICLE II**

### **MISSION: PROMOTE IMPROVED BUSINESS-RELATED LAWS, LEGISLATION AND REGULATION**

The strategic goal that is intended to assist in achieving this mission is:

**1. Goals:**

***(A) monitor and raise awareness of laws or developments in laws that affect Michigan businesses and, when appropriate, make recommendations for updates and improvements;***

***(B) provide assistance to appropriate government personnel with respect to business-related legislation and rule making;***

***(C) as appropriate, provide amicus curie briefs related to business-related issues being addressed by the courts; and***

***(D) educate and seek input from Michigan businesses, their owners and employees, and Michigan attorneys about changes to Michigan's laws in order to maintain Michigan's ability to attract and retain new business enterprises and enable existing businesses to remain competitive.***

**Objective:** Committees should monitor legal developments related to their substantive area, make recommendations, and undertake efforts to improve and update business-related legislation. The Section and its committees should liaise and assist on legal developments with appropriate (i) departments in State government, (ii) businesses, (iii) trade associations, (iv) other sections of the State Bar of Michigan, (v) the ABA, and (vi) other appropriate organizations. The Section and its committees should educate and seek input from Michigan businesses and attorneys about changes to Michigan's laws. The committees should report not less than annually to the Council, and the Section should report the Section's efforts to Section members (via email, e-newsletters, or other electronic means) regularly but not less than annually. The Section should continue to address changes to Michigan's laws as part of the *Michigan Business Law Journal*, the BLI, and other continuing legal education efforts.

The Section frequently reviews and assists in drafting proposed legislation and rules promulgated by the State, reviews current laws and regulations for the purpose of keeping them current with developments in law, and assists in drafting and advocating proposed changes to the laws and regulations. Some of the legislation, laws, and regulations may be viewed as critical to the maintenance of a progressive scheme of business regulation and to maintain the competitiveness of the State as a place to do business. Examples include amendments to the Michigan Business Corporation Act, the Michigan Limited Liability Company Act, the Uniform Partnership Act, the Michigan Nonprofit Corporation Act, the Uniform Commercial Code, and the Michigan Uniform Securities Act. In these situations, the Section may determine it is in the best interests of its members and Michigan businesses to engage lobbying assistance to educate legislators regarding the issues presented by the legislation and to urge its adoption or rejection. In addition, the Section should be cognizant of and be prepared to comment on and facilitate the adoption of appropriate business-related uniform state laws promulgated through the Uniform Law Commission and the National Conference of Commissioners on Uniform State Laws (NCCUSL) to keep these statutes current with contemporary legal trends and theory. The Section and the appropriate substantive Committees should continue or establish liaison relationships with Michigan representatives involved with uniform laws affecting business.

Michigan generally does not regulate business-to-business commerce. In the instances that it does, the Section can play a role in developing rules and regulations, based on the collective expertise of members and other experts who deal with specialized practice areas. As the Section becomes aware of matters that have impacted or would impact business in Michigan, including the owners, officers, directors, and employees of these businesses, an appropriate committee chair should take actions to facilitate communication with governmental personnel and trade, and similar groups, and make known to them that the resources of the Section are available to assist in rulemaking.

The Section has been honored to be asked by the Michigan Supreme Court to file *amicus curie* briefs on business-related legal issues being faced by the courts, and should continue to weigh in on these issues, when appropriate.

The Section should ensure that its committees undertake efforts to educate and seek input from Michigan businesses about changes to Michigan's laws related to each committee's substantive area.

**Measurable Outcomes:** (1) Committee chairs will provide in their reports to the Section an update on laws or developments in the law related to their substantive area and efforts undertaken with other organizations, the courts, or governmental personnel related to those developments, as well as an update on efforts undertaken to educate and seek input from Michigan businesses and attorneys about laws or developments in the law. (2) If a committee chair determines that it is appropriate to make recommendations to affect a particular outcome in the law, then the Committee will make such recommendations in its report to the Section. (3) If the Section determines that action should be taken, then the Section will determine how to efficiently allocate resources to bring the recommendation to a person or persons who can influence the desired outcome. (4) The Executive Committee with the advice of the Section Council should review the committees' reports and ensure that the substantive law committees are meeting the strategic goal to promote improved business-related laws, legislation, and regulation. The vice-chair of the Section will assist Section committees, if requested, with these efforts as appropriate.

**Estimated Cost:** Most efforts require no additional funding outside of the Committee's normal activities. If exceptional action is necessary to promote legislative changes, the cost to engage lobbying assistance may be authorized on a case-by-case basis.

### **ARTICLE III**

#### **MISSION: SECTION ADMINISTRATION**

It is appropriate to regularly review matters relating to Section governance and administration, including the Section's governing documents, and the roles of officers, Council members, past Section chairs, committee chairs and directors. Management of the human resources available to the Section is important to the effective and efficient functioning of the Section. In addition, the Section maintains a sense of fiscal responsibility and continues to operate within the constraints of its budgeted annual revenues from Section dues.

The strategic goals that are intended to assist in achieving this mission include:

***1. Goal: Maintain the involvement of the Section Administrator at an appropriate level.***

**Objective:** Monitor the Section Administrator's activities to periodically re-define the scope of the Administrator's duties.

The Section has hired a part-time Section Administrator who is involved in planning Council and Section meetings and administration for the Council, committees and directors. The Section Administrator has provided continuity in Section administration, which is otherwise somewhat hampered by the fact that officers serve in each office for terms of only one year, resulting in a new learning curve annually. The Section Administrator also has an historical perspective on the development of Section policies and activities.

Currently the Section Administrator's activities consist principally of the following: (a) providing assistance in planning meetings; (b) scheduling facilities and services for meetings; (c) assisting committee chairs and directors in planning seminars and events sponsored by the Section; (d) assisting officers, committee chairs and directors with routine Section business; (e) taking meeting notes and preparing Minutes of Section and Council meetings for review by the Section secretary; (f) interfacing with the State Bar's "webmaster" to add content to the Section's page on the State Bar website; (g) assisting officers, Council members, committee chairs and directors with special projects; and (h) organizing and updating Section materials (including the Section listservs, and social media pages). The Section Administrator should be encouraged to expand the scope of her or his activities consistent with the goals set forth in this Plan, and the Section Administrator, the Council, and the Section officers should seek ways in which the increased use of the Section Administrator can accelerate the accomplishment of the goals set forth in this Plan.

In addition to the activities set forth above, the Section Administrator could assist the Section's Executive Committee in screening the myriad of matters presented to the Section's leadership, which range from preparing short summaries of upcoming events for publication to requests for use of the Section mailing list. These matters could be pre-screened and presented to the officers.

In the event that the then-current Section Administrator provides notice of her or his intent to cease acting in that function for the Section, the Executive Committee should proceed to seek the services of a replacement and ensure an orderly transition.

**Measurable Outcomes:** The Chair or Vice-chair of the Section shall meet periodically with the Administrator to evaluate the demands on her or his time and devise strategies for efficient utilization of the Administrator's talents.

**Estimated Cost:** The Administrator's compensation is currently budgeted at \$19,000 per year, plus reimbursement for expenses incurred in connection with the performance of her or his duties.

***2. Goal: Continue support for the "Access to Justice" fund of the State Bar.***

**Objective:** Continue an annual \$5,000 contribution.

For many years, the Section has been a significant supporter of the Access to Justice Fund. The Section itself has generally made an annual contribution of \$5,000. The Section should also encourage its Section members to participate in the Access to Justice Campaign. The Access to Justice Fund provides support to a variety of programs and projects to make affordable legal services available to Michigan citizens. The Section's contribution is provided to the Access to Justice Fund – and may be designated to support a specific organization that is consistent with the Mission of the Business Law Section. As an organization which has at its very roots the pursuit and encouragement of justice, continued support of the Access to Justice Fund is worthwhile and should continue to be a part of the Section's planning and activities.

**Measurable Outcomes:** The Section shall make a \$5,000 contribution, or such other amount as determined by the Council, each fiscal year, either to the general Access to Justice fund or to a specific program that furthers the Section's Mission. The Section should ensure that there is a payment made each fiscal year. In order to do that, the approval of the contribution should be a regular agenda item for each Council meeting held in the Spring of each year.

**Estimated Cost:** \$5,000.

**3. Goal: Optimize the utilization of and train Section officers and directors.**

**Objective:** Evaluate periodically the proper functions for Section officers, directors, and liaisons. Utilize available training resources for Section officers.

The Section's officers, its various directors (Communications and Development, Legislative Review, Nominating, Programs and Publications), and liaisons devote substantial time and effort to Section matters. All officers, directors, and liaisons are expected to attend Council meetings on a regular basis. Officers pass through a typical rotation over a four-year period, serving first as secretary, second as treasurer, third as vice-chair and finally as chair. As part of the 2011 amendment and restatement of the Section's bylaws, the job descriptions for the Section officers were revised, including identifying the vice-chair as the officer that should serve as a liaison with the Section's committees and persons outside the Section on legal development matters. The various directors and liaisons of the Section should also have clearly defined roles and responsibilities.

To learn more about their responsibilities, the chair and vice-chair should attend the SBM Section Chair Orientation (held near the date of their election to those positions in late September or early October) and the ABA Business Bar Leaders Conference (held in May, several months after their election). In addition, the vice-chair and treasurer should attend the SBM Bar Leadership Forum, held in June of each year, in preparation for their expected upcoming roles as chair and vice-chair of the Section. To the extent the designated officers cannot attend these events, the treasurer or secretary, as applicable, should attend. Attending officers should report to the Council following the events, providing an overview of the material presented.

**Measurable Outcomes:** The Executive Committee should periodically review the job descriptions for each of the Section's officers, directors and liaisons, to ensure that they

accurately reflect the various responsibilities of those positions. The chair and other officers should attend the leadership training events described above.

**Estimated Cost:** There should be no cost for preparing and reviewing job descriptions. Total estimated expenses for the attendance of two Section officers at the leadership training events are not expected to exceed [\$5,000.00.]

**4. Goal: Define potential roles and opportunities for past chairs and engage those who would like to continue to be involved with the Council.**

**Objective:** Solicit past chairs to determine their interest in assuming a role in Section activities and attend an annual leadership dinner, to which all current Council members and past chairs are invited.

The Section has an impressive roster of past chairs, comprising some of the best business lawyers in the State and the region. Traditionally, the chair resigns from the Council at the time such person completes their term as chair. Some remain involved with Section committees, but many cease to have any further involvement with the Section. The executive committee should encourage past chairs to participate in Section matters by identifying, or as appropriate, creating participation opportunities that are project specific or require a smaller time commitment than that required of Council members or committee chairs. The executive committee should work with past chairs to assign special or *ad hoc* tasks either directly or through *ad hoc* committees. In addition, the executive committee should consider using the talents of past chairs as directors or co-directors of the Council. The Section should also invite past chairs to attend the various functions put on by the Council as well as the quarterly Council meetings.

**Measurable Outcomes:** The executive committee should regularly survey the past chairs to determine their interest in continuing with Section administration or specific projects.

**Estimated Cost:** None.

**5. Goal: Establish policies for designating committee chairs and evaluating their performance.**

**Objective:** Annually evaluate committee chairs to ensure that those who are not engaged with the Section or who do not perform adequately will not continue to serve.

The Section has been fortunate to have a group of many talented and dedicated committee chairs heading its committees. Much of the most important work of the Section is achieved by its committees, which are generally defined by substantive law emphasis (e.g., Corporate Laws, LLC & Partnership, UCC Committee, Regulation of Securities Committee, Nonprofit Corporation Committee, etc.). Once a committee chair has been designated, however, the appointment often lasts until that person resigns. Even the most effective committee chairs should be encouraged to search for new members for their committees and to plan their own succession. In furthering this objective, each committee should have at least two committee leaders (such as, two co-chairs, or a chair and vice-chair).

Committee chairs are expected to attend Council meetings on a regular basis. The Executive Committee is ultimately responsible for ensuring that each Committee is active, and that each Committee has effective leadership.

**Measurable Outcomes:** Continue to request information from each committee chair regarding the committee accomplishments toward such committee's goals and objectives in the quarterly reports submitted in connection with the quarterly meetings of the Council. The Nominating Directorship will ask longstanding committee chairs for recommendations on successors. Any Committees chaired by one chair will add a co-chair or vice-chair.

**Estimated Cost:** None.

#### **ARTICLE IV**

#### **MISSION: FACILITATE SERVICE AND COMMITMENT AND PROMOTE ETHICAL CONDUCT AND COLLEGIALITY**

The strategic goals that are intended to assist in achieving this mission include:

1. ***Goal: Encourage increased member participation through the development of personal relationships with other Section members.***

**Objective:** Include social activities as an element of Section activities and educational programs.

In the most recent survey of Section members, only 38% of members believed there was value in Section social events. In that same survey, Section members who attended Section events gave generally positive responses and found value in those events. Social activities incorporated with other Section activities affords participants an opportunity to converse with other Section members, including Council members, on a more in-depth level and develop personal relationships. This becomes a valuable part of the activity and encourages increased Section participation. When evaluating possible social activities, consideration should be given to the need to broaden the diversity of the Section membership and leadership (i.e., Council members) to the greatest extent possible.

**Measurable Outcomes:** Continue to include social activities, such as receptions and meals, as an element of the Section's annual meeting and Business Law Institute. Consider including such activities as routine elements of other programs and activities and monitor if member participation increases.

**Estimated Cost:** The cost of social activities at the annual meeting and Business Law Institute (lunch, reception, annual dinner) are included in the net cost for those events. The cost of social activities held in conjunction with other Section activities will vary, based in the event and size of group participating. The cost of those events should generally be considered as part of the budget approved each year by the Section at the annual meeting.

2. ***Goal: Increase participation by attorneys from locations other than metropolitan Detroit and Grand Rapids.***



**Objective:** Council members, committee chairs, Council directors, and Section officers traditionally consist primarily of practitioners from the metropolitan areas of Detroit and Grand Rapids. The Council recognizes that the Section membership includes practitioners throughout Michigan and wishes to have broader participation from geographic areas other than primarily from metropolitan Detroit and Grand Rapids. The Section should increase efforts to minimize any obstacles now in place that may hinder participation from Section members located in cities other than metropolitan Detroit and Grand Rapids by making use of available technology to allow remote participation in certain Section activities. The Section will also pursue opportunities to hold Section programs in cities other than metropolitan Detroit and Grand Rapids.

**Measurable Outcomes:** (1) The Communications and Development Directorship will coordinate with attorneys and bar associations from selected areas outside of the metropolitan Detroit and Grand Rapids regions to develop and host educational seminars, panel discussions and similar events. The Section will solicit local bar associations to co-sponsor such events and will use both the Section's and the local bar association's databases for solicitation and invitation purposes. The Section will co-sponsor at least two outreach events outside of metropolitan Detroit and Grand Rapids annually.

(2) The Communications and Development Directorship will examine cooperating with other Sections of the State Bar that already have substantial participation from practitioners from these areas, particularly the tax, real property, and probate/estate planning groups.

(3) The Council and Nominating Directorship will look to add members to the Council who are active in Section activities and not from metropolitan Detroit or Grand Rapids.

(4) The Communications and Development Directorship will seek out practitioners located outside of Detroit and Grand Rapids that are active in Section activities to assist in these endeavors.

**Estimated Cost:** \$2,500 (\$1,250 per event) to reimburse for event and travel expenses for those presenting.

3. ***Goal: Increase participation by newer lawyers and lawyers from diverse backgrounds.***

Focused effort should be exerted to increase the number of newer lawyers (those under 36 or with less than five years of practice experience) and lawyers from diverse backgrounds who are active in the Section's activities. While all Section members are encouraged to become more active in Section activities, the Section should make specific efforts to solicit broader participation. There is a perception that the Section activities are not very interesting to a broader audience and a focus on making the activities more accessible and interesting should be evaluated. Lawyers who get involved with the Section are likely to remain involved throughout their careers, provided that the Section continues to provide value to its members. Presenting seminars on topics of interest is one method of attracting these groups to our Section, and input from targeted lawyers should be sought to inform the planning of activities.

A. **Objective:** Work with the Young Lawyers Section and other organizations to co-sponsor events.

Young Lawyers Section events have traditionally been well-attended but prior efforts to co-sponsor events with the Young Lawyers Section have been challenging. The same is true for other bar organizations. The Section should look for guidance from the Young Lawyers Section and other groups as to sponsorship opportunities that may be available, and if any, include the opportunity for a brief presentation about the Section and its activities, as well as opportunities for involvement in the Section. On a routine basis, the Section should also provide panel speakers for events where the resources may be needed, as well as share its database to solicit invitations and participation in appropriate events. The Communication/Development Directorship should coordinate these activities.

**Measurable Outcomes:** Co-sponsor at least one Young Lawyers Section or other bar association event every year.

**Estimated Cost:** Aggregate sponsorships, where appropriate, of up to \$1,000 annually should be considered.

B. **Objective:** Aggressively market the Section and its activities to newer lawyers and lawyers from diverse backgrounds and provide opportunities to reduce costs to attend Section events for these lawyers.

The Section has understood for some time that financial and time challenges limit the ability of many lawyers from attending Section events. The Section and the Programs Directorship should identify opportunities to encourage participation through discounts, scholarships or other methods. Marketing and outreach should take advantage of social media and other communication channels. Targeted programming may also offer opportunities to show the value of Section membership and participation.

The Section Boot Camp has been one of the events that have traditionally targeted newer lawyers and that should continue, although alternative formats may need to be explored. Outreach to special purpose bar associations and other Sections should also offer opportunities to reach these targeted members.

**Measurable Outcomes:** Seek opportunities to offer options for newer lawyers and lawyers from diverse backgrounds to be able to participate in Section activities and support Business Boot Camp. The Section leadership and the Programs Directorship should be responsive to the needs of these lawyers who practice or are considering practicing business law.

**Estimated Cost:** While revenues from the Business Boot Camp have exceeded its expenses in the past, a net cost to the Section for holding this event is an investment in the Section's future, as are costs to encourage participation. Costs should be monitored and approved by the Council.

4. ***Goal: Develop opportunities for mentorship for newer Section members.***

Newer attorneys regularly seek mentorship relationships with more experienced attorneys. One challenge may include finding a sufficient number of experienced attorneys willing to make the requisite commitment to mentoring. The Section should endeavor to facilitate mentorship

relationships to ensure that newer attorneys are set on the path to reach their full professional development that will benefit themselves, the Section, the State Bar, and the community we serve.

**Objective:** The Section should establish a mentoring program that provides access to more experienced attorneys for newer attorneys with 0-5 years of practice. The newer attorney could be automatically re-assigned to a different experienced attorney every 12 months unless both attorneys agree to continue the mentoring relationship for an additional 12 months.

**Measurable Outcomes:** If approved and a sufficient number of attorneys are willing to participate, the mentoring program should consist of (1) an annual kickoff online meeting (Zoom or Teams or similar service) for all mentors and mentees that sets expectations; (2) a regularly scheduled monthly meeting in either virtual or in person format during the 12-month period; and (3) a survey completed by all participants at the end of the 12-month period.

**Estimated Cost:** Costs should be minimal since Zoom can be leveraged for meetings. Survey Monkey can be utilized for conducting the year end survey.

5. ***Goal: Encourage law students to develop an interest in business law and become members of the Section.***

**Objective:** Support the efforts of the Law Schools Committee by participating in panel discussions and other business law society related events, attending its social events and encouraging law students to become active in their respective business law societies.

Law students are tomorrow's newer lawyers. Reaching out to law students and teaching them about the Section will increase the number of people who join the Section, not only as law students, but also as newer lawyers. Those who get involved with the Section are likely to remain involved throughout their careers provided that the Section can provide value to them. Participating in events held by the Law Schools Committee is one method of attracting law students and newer lawyers to our Section.

Law Schools Committee events are usually well attended by law students. The Law Schools Committee should facilitate the Section's efforts by supporting and offering to participate in any events or programs of the business law societies in each of the five law schools located in Michigan. Any event would likely include a brief presentation about the Section and its activities and opportunities for involvement in the Section. The Section will offer its resources by providing panel speakers to the law schools, offering assistance for law school business law competitions, and offering assistance for business law practical clinics that would allow students to benefit from the participation of experienced practitioners. The Law Schools Committee will coordinate these efforts.

The Law Schools Committee's experience is that events are better attended and better reflect student interests when they are organized and promoted by the law students themselves (or their business law societies), rather than having the Law Schools Committee organize and attempt to present programs to the Law Schools.

The Law Schools Committee will obtain and maintain contact information for appropriate faculty liaisons at each of the law schools located in Michigan and will attempt to obtain the contact information for the student officers of the business law societies or similar groups and communicate with them early each school year to be able to best organize and support any programs. The Law Schools Committee will encourage active student leaders and other law students to participate in Section activities and leadership.

**Measurable Outcomes:** Support at least one substantive presentation or panel discussion each academic year in each of the five law schools located in Michigan.

**Estimated Cost:** Approximately [\$3,000] annually.

6. ***Goal: Analyze information about Section members.***

A. **Objective:** Solicit information from members about participation in section activities, continuing legal education and delivery of legal services.

**Measurable Outcomes:** Share survey results with Section members and revise programs based on survey results, as appropriate.

**Estimated Cost:** Estimated at \$2,000 per year.

B. **Objective:** Periodically survey existing Section members with respect to their interests and participation in Section activities, and to seek input on continuing legal education (CLE), including topics of interest and methods of delivery.

The Section should continually solicit useful information from Section members to identify areas of interest so that activities can be tailored to meet such interests. The vice-chair of the Council shall be responsible for creating and disseminating a survey to existing members to measure members' interest levels and participation in Section activities and other matters of interest.

**Measurable Outcomes:** Disseminate a survey electronically to all Section members approximately every 30 months and report to the council with the results in a reasonable time.

**Estimated Cost:** Approximately \$200 per survey when utilizing the services of the State Bar of Michigan to assemble and tabulate the data.