

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION

COUNCIL MINUTES

This meeting of the Council of the Business Law Section of the State Bar of Michigan was held via telephone conference on October 1, 2020 pursuant to notice duly given. Council members present were Julia Dale, Bruce Haffey, Laura Johnson, Shanna Kaminski, Mark Kellogg, Carrie Leahy, Michael Molitor, John Schuring, J. Scott Timmer, James Waggoner, and Christopher Yates. Committee Chairs, Directors and Liaisons present were Amber Beebe, Judy Calton, Marguerite Donahue, Dee Dee Fuller, Loukas Kalliantasis, Justin Klimko, Judy Miller, Mark Peters, Jordan Segal, and Douglas Toering. Others present were Michael Leib and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair, Julia Dale, called the meeting to order at approximately 3:49 p.m. and determined that a quorum was present.

2. Nomination of Officers and Election of Officers. The following persons were presented for nomination by Nominating Director, Dee Dee Fuller: Julia Dale as Chair; John Schuring as Vice Chair; Mark Kellogg as Treasurer; and Christopher Yates as Secretary. Pursuant to motion duly made by Mr. Molitor and seconded by Mr. Haffey, the nominations of the Officers as stated above were unanimously approved, 11-0-0.

3. Council Approval of Committee Chair and Directorship Appointments. Ms. Dale reported that all of the Committee Chairs and Directors have agreed to continue in their current roles. A motion to approve the current roster of Committee Chairs and Directors was made by Mr. Waggoner, seconded by Mr. Haffey, and passed unanimously, 11-0-0.

4. Approval of Minutes of June 16, 2020 Council Meeting. A motion to approve the Minutes of the June 16 Council meeting was made by Judge Yates, seconded by Mr. Molitor, and passed unanimously, 11-0-0.

5. Treasurer's Report and Proposed Budget. A written report has been provided by the Treasurer. Mr. Schuring discussed the proposed Budget for 2020-2021 and the finances of the Section. A motion to approve the proposed budget for 2020-2021 was made by Mr. Haffey. The motion was seconded by Ms. Leahy and passed unanimously, 11-0-0.

6. Incoming Chair's Report. Ms. Dale spoke about her goals for the upcoming year, including challenges that need to be addressed. Ms. Dale spoke about the uncertain long term impact of Covid, opportunities with technology, growing Section membership, and engaging Section members through technology. Ms. Dale stated that in the upcoming year, she will focus on (1) Increasing diversity; 2. Expanding online membership and offerings; (3) Implementing a comprehensive social media strategy; and (4) working on virtual operations plans. Ms. Dale asked the Council for broad authority to explore opportunities and mechanisms to host the next Council meeting virtually using means other than a telephone conference. A motion was made by Mr. Waggoner, seconded by Mr. Haffey, and passed unanimously, 11-0-0. Currently the December 4 Council meeting is scheduled by telephone. Ms. Dale hopes to find a better alternative that will work for the Section.

A. Donation to Davison Free Methodist Church. Ms. Dale reported that the Section typically provides the outgoing Chair with a gift at the end of their term. Ms. Consiglio has requested a donation to the Davison Free Methodist Church as her outgoing Chair gift. A motion was made by Mr. Schuring and seconded Ms. Leahy approving a donation in the amount of \$400 to the Davison Free Methodist Church. The motion passed, 11-0-0.

B. Access to Justice Fund Donation. Ms. Dale reported that historically the Section makes an annual donation to the Access to Justice Fund in the amount of \$5,000. The Section increased the donation amount to \$6,000 for the 2019-2020 year. A motion to approve a donation in the amount of \$6,000 for the Access to Justice Fund for fiscal year 2020-2021 was made by Mr. Haffey. The motion was seconded by Judge Yates and passed unanimously, 11-0-0.

7. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. A written report has been provided by the Business Courts Committee.

(ii) Commercial Litigation Committee. A written report has been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. A written report has been provided by the Corporate Laws Committee. The Committee is currently analyzing the oppression statute. The Committee has sent letters to Judge Yates and Judge Alexander offering to have dialog on the issue. Judge Yates believes it may be helpful for Committee members to attend one of meetings of the Judges group.

(iv) Debtor/Creditor Rights Committee. A written report has been provided by the Debtor/Creditor Rights Committee. Ms. Miller gave a brief history and thanked those who have worked on the Michigan Receivership Act. This legislation has been passed by the legislature, is on the Governor's desk, and expected to be signed soon to become effective immediately. The Committee will hold a webinar on the Act after it is enacted.

Mr. Leib gave a detailed background and update on the Michigan Receivership Act.

(v) Financial Institutions Committee. A written report has been provided by the Financial Institutions Committee.

(vi) In-House Counsel Committee. No written report. Mr. Segal reported that there will be an In-House Insight column in next *Business Law Journal*. The Committee continues its work with the compliance community and is currently working to develop a curriculum to serve that group.

(vii) Law Schools Committee. A written report has been provided by the Law Schools Committee. Mr. Kellogg reported that the Committee continues to be in contact with law schools, but there has not been much activity since March.

(viii) LLC & Partnership Committee. A written report has been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. A written report has been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. A written report has been provided by the Regulation of Securities Committee.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum.

(xii) Uniform Commercial Code Committee. No report.

B. Directorships.

(i) Communication & Development Directorship. A written report has been provided by the Communication & Development Directorship.

(ii) Diversity & Inclusion Directorship. A written report has been provided by the Diversity & Inclusion Directorship.

(iii) Legislative Review Directorship. A written report has been provided by the Legislative Review Director.

(iv) Nominating Directorship. A written report has been provided by the Nominating Director.

(v) Programs Directorship. A written report has been provided by the Programs Directorship.

a. ICLE Liaison. A written report has been provided by the ICLE Liaison. Ms. Donahue reported that ICLE is requesting Section co-sponsorship, at no cost to the Section, of the studio webcasts currently titled:

(i) Business Law Update 2020/2021;

(ii) Advise Businesses that are Re-Opening; and

(iii) Update on Covid-related Business Issues.

A motion was made by Mr. Molitor to co-sponsor the ICLE studio webcasts currently titled: (1) Business Law Update 2020/2021; (ii) Advise Businesses that are Re-Opening; and (iii) Update on Covid-related Business Issues, at no cost to the Section: The motion was seconded by Ms. Johnson and passed unanimously, 11-0-0.

(vi) Publications Directorship. No written report.

C. Liaisons.

(i) Probate Section. No report.

(ii) Young Lawyers Section. No written report. Mr. Waggoner reported that communications with the Young Lawyers Section have been quiet. The Section had intended to Sponsor the Young Lawyers Section's annual event, but it was cancelled. Mr. Waggoner will reach out to that Section in the next couple of months.

8. Other Business and Announcements. None.

9. Announcement of December 4, 2020 Council Meeting. The next meeting of the Business Law Section Council will be held on December 4, 2020 at 10:00 a.m. The meeting is currently scheduled to be a phone conference, but other methods of meeting will be explored.

10. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made by Judge Yates, seconded by Mr. Waggoner, and unanimously approved 11-0-0, the meeting was adjourned at 4:27 p.m.

Christopher Yates
Secretary