

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

December 3, 2016

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Foster, Swift, Collins & Smith, PC in Southfield, Michigan on December 3, 2016. Council members present were Judy Calton, Jennifer Consiglio (via telephone), Shane Hansen (via telephone), Mark Kellogg, Mark Peters, John Schuring (via telephone), James Waggoner, Ian Williamson, and Christopher Yates (via telephone). In addition, Committee Chairs and Directors present were Celeste Arduino, David Barton, Brendan Cahill, James Carey, Marguerite Donahue, Bruce Haffey, Justin Klimko, Richard McDonald, Judy Miller (via telephone) Daniel Minkus, and Douglas Toering. Others present were Jane Forbes, Scott Hogan, Michael Khoury and Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chairperson Judy Calton called the meeting to order at approximately 10:06 a.m. and determined that a quorum was present.

2. Approval of Minutes of October 7 and October 8, 2016 Council Meetings. Ms. Calton called for a motion to approve the Minutes of the October 7, 2016 and October 8, 2016 Council meetings. Pursuant to motion duly made and seconded, the Minutes were unanimously approved, 9-0-0.

3. Appreciation of Jane Forbes. Douglas Toering spoke about and thanked Jane Forbes for her years of service to the Section and the Nonprofit Corporations Committee. Ms. Forbes was presented with a plaque and a watch.

4. Treasurer's Report. A written Treasurer's Report was provided to Council.

5. Chairperson's Report.

A. Establishing/Defining Liaisons. Ms. Calton reported that John Dresser will draft a definition of liaisons to discuss at the next Council meeting.

B. CLE Credit. Ms. Calton led a discussion regarding seminar attendees requesting CLE credits. It was determined that the Section will assist registrants to the extent possible, but that the Section would remain uninvolved in this activity.

C. E-Newsletter and Business Law Digest. Ms. Calton reported that Thomas Morris will discuss Michigan's proposed adoption of the Uniform Voidable Transaction Act in the next e-newsletter. Eric Lark will prepare an e-newsletter on the Schulman Award.

D. Section Briefs. Ms. Calton reported on Section briefs. Section Briefs appear in the *Michigan Bar Journal* and are bits of information in 75 words or less. If anyone has items to include, please let Ms. Calton know.

E. Additional Leadership. Ms. Calton stated that every committee and directorship should have at least two leaders and asked all Chairs and Directors to please make designations.

Ms. Calton reported that she was contacted by Daniel Quick, Committee Chair of the State Bar Special Committee to Review Civil Discovery Court Rules. The Committee would like a member of the Section to participate. Currently there are five subcommittees. Christopher Yates and James Alexander are Co-Chairing two subcommittees. Judy Miller volunteered to assist. Please email Judge Yates if you are interested in participating on a subcommittee.

Ms. Calton reported that the Board of Commissioners has reached out to the Section regarding Amendments to MCR 7.213. The Board has asked the Section to comment on the Amendments. A discussion ensued on this topic. Douglas Toering will survey the membership of the Commercial Litigation Committee on this topic. A motion was made that the Section not take a position on MCR 7.213, but that the Commercial Litigation Committee will look at the Amendments and will report back to the Board of Commissioners. The motion was seconded and passed unanimously, 9-0-0.

6. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. Written reports have been provided by the Business Courts Committee. The Amendments to the Business Courts statutes are not currently moving. Judge Alexander is heading the effort and there are sponsors for 2017.

(ii) Commercial Litigation Committee. Written reports have been provided by the Commercial Litigation Committee.

(iii) Corporate Laws Committee. Written reports have been provided by the Corporate Laws Committee. The Committee is responsible for a late 2017 issue of the *Journal* and is seeking articles.

(iv) Debtor/Creditor Rights Committee. Written reports have been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that Seth Drucker has resigned as a Co-Vice Chair of the Committee. Marc Swanson of Miller Canfield will be a Co-Vice Chair with Paul Hage. Ms. Calton reported that the Committee decided not to submit comments to the majority of proposed Amendments to the Federal Rules of Bankruptcy Procedure, but the Committee will provide comments regarding 8018.1. The Committee will submit its comments by February 15, 2017

(v) Financial Institutions Committee. No written reports. The Committee will meet in January or February in Lansing.

(vi) In-House Counsel Committee. No written reports.

(vii) Law Schools Committee. Written reports have been provided by the Law Schools Committee.

(viii) LLC & Partnership Committee. Written reports have been provided by the LLC & Partnership Committee.

(ix) Nonprofit Corporations Committee. Written reports have been provided by the Nonprofit Corporations Committee.

(x) Regulation of Securities Committee. Written reports have been provided by the Regulation of Securities Committee. Mr. Hanson reported that the Committee met with LARA on November 7. LARA accepted substantially all of the Committee's comments and differences have been taken under consideration. A further meeting is scheduled for December 9.

(xi) Small Business Forum. A written report has been provided by the Small Business Forum. The program on Pervasiveness of Privacy will be held in Troy on December 8. Planning for a spring program will begin in the next couple of months.

(xii) Uniform Commercial Code Committee. No report.

B. Ad Hoc Committees:

(i) Strategic Plan Committee/21st Century Practice Task Force. The draft Strategic Plan will be ready to circulate to the Council for discussion at the March meeting.

C. Directorship Reports.

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

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

(iii) Nominating Directorship. Written reports have been provided by the Nominating Director.

(iv) Programs Directorship. Written reports have been provided by the Programs Directorship. Mr. Minkus reported Business Boot Camp was successful in November in Grand Rapids. A loss is not anticipated on the program. The 2017 Business Law Institute will take place in Grand Rapids on October 6.

a. ICLE Liaison. Written reports have been provided by the ICLE Liaison.

(v) Publications Directorship. Written reports have been provided by the Publications Director. The Directorship is trying to obtain copies of the *Journal* prior to 2002 to post on the Section's website.

D. Liaisons.

(i) Probate Section. No report.

7. Other Business and Announcements.


A. Special Limited Admission for In-House Counsel. Michael Khoury reported on changing standards for limited admission for in-house counsel. He stated that this issue was raised a few years ago but it did not go anywhere. Mr. Khoury has contacted the In-House Counsel Committee Chairs and Kim Yapchai. They will follow up with Mr. Khoury regarding statistics.

8. Announcement of March 2, 2017 Council Meeting. The next Council meeting will take place on March 2, 2017 at 3:30 p.m. at the State Bar of Michigan in Lansing. Dinner will follow at Gilbert & Blake's in Okemos.

9. Meeting Adjournment. There being no further business to come before the Council of the Business Law Section, upon motion duly made, seconded, and unanimously approved 9-0-0, the meeting was adjourned at approximately 11:05 a.m.

Respectfully submitted,

By: _____


Jennifer Consiglio
Secretary