

STATE BAR OF MICHIGAN - BUSINESS LAW SECTION
COUNCIL MINUTES

December 2, 2017

Pursuant to notice duly given, a meeting of the Council of the Business Law Section of the State Bar of Michigan was held at Bodman PLC in Troy, Michigan on December 2, 2017. Council members present were Kevin Block, Brendan Cahill, Jennifer Consiglio, Julia Dale (via telephone), Bruce Haffey, Mark Kellogg (via telephone), Mark Peters, John Schuring (via telephone), James Waggoner, Ian Williamson (via telephone), and Christopher Yates (via telephone). In addition, Committee Chairs, Directors and Liaisons present were Celeste Arduino, Judy Calton, James Carey, Marguerite Donahue, John Dresser (via telephone), Dee Dee Fuller (via telephone), Mark High, Daniel Minkus, Mark Rossman, and Douglas Toering. Others present were Terri Shoop.

1. Call to Order and Determination of Quorum. Section Chair Mark Peters called the meeting to order at approximately 10:00 a.m. and determined that a quorum was present.

2. Approval of Minutes of October 6 and 7, 2017 Council Meetings. Mr. Peters called for a motion to approve the Minutes of the October 6 and 7, 2017 Council meetings. A motion was made to approve the Minutes. The motion was seconded and unanimously approved, 11-0-0.

3. Treasurer's Report. A written Treasurer's Report was provided to Council. Ms. Consiglio reported that income is up \$12,000 due to Business Boot Camp. The fund balance is approximately \$209,000.

4. Chair's Report.

A. Contracts Focus. Mr. Peters reported on the State Bar of Michigan request to the Section with respect to Contracts Focus. Mr. Peters has received good input from Section members and articles are being written.

B. Proposed Rules. Mr. Peters reported that he received two proposed rules from the State Bar of Michigan for comment. The first is an Amendment to MCR 2.602 regarding procedural rules with respect to consent judgments. The second is ADM 2002-37 regarding e-filing and electronic records. This information was forwarded to Douglas Toering and the Commercial Litigation Committee and this matter will be discussed later in the meeting.

C. ABA Bar Leaders Conference. Mr. Peters reported that he received notice of the ABA Bar Leaders Conference. The Section has traditionally sent the Chair and Vice Chair to this event. It is a one day event with no registration fee. It is a good event at which to interact with people from other states. A motion was made to approve Mark Peters and Kevin Block's attendance at the ABA Bar Leadership Conference in May of 2018. The motion was seconded and unanimously approved, 11-0-0.

D. Section Service to, and Promotion at, Michigan Law Schools. Mr. Peters reported on the efforts of Kevin Block, Mark Kellogg and Mark Peters to increase the Section's value as a resource to State Law Schools and increase awareness of and interest in the Section with law students. Mr. Peters reported that Professor Zacks of Wayne State University Law School arranged a meeting with WSU Law School students in November 2017. Students indicated they did not know the Section exists, what it does, or how they can benefit from the Section. The students seemed excited about the prospects of becoming involved. Activities identified in the meeting were making presentations and hosting meetings, working with the Business Law Society to identify an opportunity for a substantive presentation at a Society meeting, working with Professor Zacks and the Wayne Business Law Journal staff to identify appropriate Section support, working with the Programs Directorship to see if any articles from the Wayne Business Law Journal might lend themselves to presentation at the 2018 BLI, and working with Professor Zacks on Section involvement in the Fall of 2018 Transactional Law Competition. Mr. Peters reported that Wayne has a very active Business Law Society and the Section should work with the Society at meetings, etc. to increase Section awareness. A prize by the Section for the Transactional Competition was discussed. Mr. Kellogg stated that it is a challenge to keep momentum going with the law schools and the key is how active the law student organization is at each law school. We currently have liaisons set up at each Michigan law school with the exception of U of M.

E. Dinners. Mr. Peters stated that attendance at the dinners after the March and June meetings has decreased. The group discussed ideas surrounding the March and June meeting dinners.

5. Committee/Directorship Reports.

A. Standing Committees.

(i) Business Courts Committee. Written reports have been provided by the Business Courts Committee. Judge Yates reported that Amendments are currently in process to clarify which cases get into Business Courts. The amendments are meant to simplify and speed up the process and give judges more discretion. Responses so far have been positive.

(ii) Commercial Litigation Committee. Written reports have been provided by the Commercial Litigation Committee. On November 28 the Committee and the Litigation Section co-sponsored a program on the proposed changes to the discovery rules of the Michigan Court Rules.

(iii) Corporate Laws Committee. Written reports have been provided by the Corporate Laws Committee.

(iv) Debtor/Creditor Rights Committee. Written reports have been provided by the Debtor/Creditor Rights Committee. Ms. Calton reported that a subcommittee is working with the Real Property Section on amendments to the assignment of rents statute. The goal is to complete the amendments by February.

(v) Financial Institutions Committee. No reports. Mr. Peters reported that D.J. Culkar has resigned as Co-Chair of the Committee. Messrs. Culkar and Barton will work together to identify a replacement Co-Chair for the Committee.

(vi) In-House Counsel Committee. No reports. Mr. Peters reported that he met with the new Co-Chairs and they seem enthusiastic.

(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. Mr. Carey reported that new additions have been added to the Committee. The Committee expects to address amendments in 2018.

(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.

(xi) Small Business Forum. Written reports have been provided by the Small Business Forum. Mr. Haffey introduced Mark Rossman as Co-Chair of the Committee.

(xii) Uniform Commercial Code Committee. No reports. Shane Hansen reported on the regulatory impact statement filed with the ORR. There will be public comments and the Committee is working closely with the Bureau. The Bureau has accepted substantially all of the comments of the Committee. Julia Dale stated that at this time there is no date for public comments.

B. Directorship Reports.

(i) Communication & Development Directorship. A written report has been provided by the Communication & Development Directorship. Kevin Block reported that the Directorship is renewing efforts to connect with outlying counties with respect to educational programs.

(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.

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

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

D. Liaisons.

(i) Probate Section. No written report. John Dresser reported on the Uniform Protective Series Act. Mr. Dresser will provide a link to the Act.

(ii) Young Lawyers Section. No report.

6. Other Business and Announcements. Ms. Dale discussed challenges at LARA in connection with the new filing system.

Judge Yates discussed HB 4470 and 4471. The bills have passed the Senate and are expected to become law. Judge Yates reported on HB 5073 regarding facilitory mediation. He reported that the judges are against this bill. A discussion ensued regarding MCR 2.622.

7. Announcement of March 1, 2018 Council Meeting. The next Council meeting will take place on March 1, 2017 at 3:30 p.m. at the State Bar in Lansing.

8. 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 11-0-0, the meeting was adjourned at approximately 11:15 a.m.

Respectfully submitted,

By: _____
Julia Dale
Secretary