ABA BUSINESS LAW SECTION
MINUTES OF THE MEETING OF
THE OFFICERS, COUNCIL, AND COMMITTEE CHAIRS
BUSINESS LAW SECTION SPRING MEETING
Rosen Shingle Creek, Orlando Florida
Saturday, April 14, 2018

Welcome and Introductions

1. Call to Order; Introductions

The Spring Meeting of the Officers, Council, and Committee Chairs of the American Bar Association’s Business Law Section (the “Section”), duly noticed, was called to order by Section Chair, Christopher Rockers, at approximately 3:00 p.m. Eastern Time. Section Secretary, Jeannie Frey, took minutes of the meeting.

Mr. Rockers welcomed everyone and asked all attendees to introduce themselves. A list of all attendees, in is attached as Exhibit A.

2. Remarks from ABA President

Mr. Rockers introduced Hilarie Bass, ABA President. He noted some of Ms. Bass’s many professional achievements, including her current role as Co-President of the Greenberg Traurig law firm, former Chair of the ABA Section of Litigation and former Chair of the ABA Committee on Rules and Calendar and member of the ABA Board of Governors.

Ms. Bass thanked Mr. Rockers and expressed appreciation for his and other Section members’ attendance at a conference the previous day for an ABA pro bono project for homeless youth, for which the ABA has partnered with Disney. Ms. Bass provided an update on work being done on several significant initiatives designed to enhance ABA membership and attract new members, particularly younger attorneys, to the ABA. Ms. Bass stated that a new membership pricing model has been developed to make membership dues more affordable and attractive for younger attorneys, while dues for more experienced attorneys will generally stay the same, or go down slightly. The number of membership price points will be dramatically reduced, from the current 157 categories to five. A few additional categories will be created, including for retirees, international attorneys and paralegals, which will also fit into the five price levels.

Ms. Bass explained that work was still being done to determine what would be included for the ABA membership fee, such as membership in one or more Sections without having to pay an additional fee, and having a significant amount of downloadable content available without encountering a paywall of the Section or other entity that created the content.

Ms. Bass noted other work being done to transform the ABA and assure its future viability, including reorganization of the current 92 Standing Committees and Commissions, providing early retirement opportunities for long-term ABA Staff, eliminating multiple levels of middle management, and development of a new ABA website. Standing Committees and Commissions will be aggregated into Centers relating to common topics, such as a Center for Education and a Center for Public Engagement. In addition, all Centers are aligned with one or more of the four goals of the ABA. The funding needs for individual Standing Committees and Commissions – all
of which are funded out of general operating funds – is also being scrutinized in light of current realities. Ms. Bass stated that the new ABA website was expected to be rolled out in early summer.

Mr. Rockers thanked Ms. Bass for her presentation. He noted that one of the nine Centers formed as part of the realignment project was the Center for Member Practice Groups, which will be led by Amy Eggert, and two Managing Directors who will report to Ms. Eggert and managed multiple Sections and other entities. Sue Tobias has been appointed as one of these Managing Directors, and will manage 12 Sections, while continuing in her role as Director of the Business Law Section. Mr. Rockers asked the Council members, Committee Chairs and other attendees to congratulate Ms. Tobias on her new role, which recognizes her leadership and effectiveness. The meeting attendees gave Ms. Tobias a round of applause.

3. Report of the ABA Board of Governors

Mr. Rockers introduced Kevin Shepherd, the Section’s Liaison from the ABA Board of Governors. Mr. Shepherd reiterated that the Board of Governors is committed to the transformational changes described by Ms. Bass, to assure that the ABA is effective for the long term. He encouraged everyone in attendance to contact him with any questions and concerns that they wished be communicated to the Board. He also expressed his appreciation for how well the Business Law Section operates, as evidenced by the strong attendance and smooth functioning of the Spring Meeting.

Action Items


Jeannie Frey, Section Secretary, requested approval of the minutes, as amended, of the Council Meeting held on Wednesday, January 13, 2018, at the Section’s Midwinter Leadership Meeting at Newport Coast, California. A draft of the minutes was included in the meeting materials distributed to Section leadership prior to the Council Meeting. Upon motion duly made and seconded, the minutes were unanimously approved by the Council.

Reports

5. Officer Reports

5.1 Chair

5.1.1 Update on One ABA

Mr. Rockers noted certain elements of the new ABA membership framework being considered at that time. These include unlimited access for all ABA members to a CLE library with content from all Sections, Divisions and Forums. Surveys of ABA members and potential members by Avenue, an outside consulting firm, found that ready access to law-related content was an important factor for individuals in determining the value of ABA membership. Avenue also found that new admittees to the bar were willing to pay for an ABA membership, so the ABA will be ending its practice of providing free one-year memberships to new lawyers. Other aspects of the membership pricing structure are based on Avenue’s survey findings.

Mr. Rockers noted that the consulting firm determined that there were seven “Must-Do” items for the ABA to succeed in the future:
1. More effective marketing to expand the association’s reach;
2. More robust product bundle;
3. Significantly improve the member experience and help members extract value from their ABA membership;
4. Enhance the acquisition strategy to attract lawyers within their first four years of practice;
5. Retain senior dues-paying members;
6. Improve awareness of the ABA brand, and consistency of branding activities across the association; and
7. Address negative perceptions of the ABA.

Mr. Rockers, Ms. Tobias, Vicki Tucker and others are attending weekly conference calls to discuss the One ABA plan, and many of the details are still being determined. The ABA House of Delegates will consider a resolution on new dues categories and rates at the ABA Annual Meeting in August, with implementation planned for FY 2019-2020. He encouraged anyone who had any questions or ideas to contact any of them to discuss those issues or concerns.

5.1.2 Update on Budget Review Task Force and February Budget Report

Mr. Rockers noted that after the Section budget was passed last year, it became clear that the budget and its components needed to be evaluated in light of both fiscal realities and current Section goals. A Budget Task Force was created, chaired by Linda Rusch and otherwise comprised of the ladder Officers and Chairs of the three Council Committees. The Task Force met every few weeks since early 2018. Early on, the Task Force developed lodestars, or core principles against which each line item was considered, to assess how effectively such expenditures supported the Section’s goals and purposes.

Ms. Rusch and Ms. Tobias worked together to reorganize the budget segments, so that similar expenditures – such as those relating to leadership, meetings, membership outreach, and Staff – could be considered together. Mr. Rockers noted that the Budget Task Force was scheduled to finish its work and finalize its recommendations for the FY 2019 budget by mid-May, at which point it will be presented to the Officers, and be voted on by the Council in July.

Mr. Rockers also reviewed the Budget Variance Report for February 2018. He noted that Section dues were down slightly. Personnel costs were up slightly, reflecting the fact that the Section was at a full Staff level. There was a small variation from budget in overhead expenses, largely due to timing issues.

5.1.3 Section Scorecard

Mr. Rockers reviewed some of the highlights of the Section Scorecard, showing the Section’s progress in key areas since the Annual Meeting in September 2017. He noted that the Scorecard is a great tool developed by former Section Chair Dixie Johnson. For Q2 of the 2017-2018 fiscal year, there were 355,000 page views of the Section website, plus another 105,000 hits on the BLT website. These numbers indicate that the Section is getting members engaged through accessing our online content. The 24% open rate for BLT emails well exceeded the industry average of 17%.

The Section had a 9% increase in new lawyer members joining the Section compared to Q2 of the prior year. The In the Know and Business Law Basics programs continue to be very popular with Section membership, with 3,813 registrants for the quarter. These programs help members see the value of Section membership, especially for members who cannot attend the in-person meetings.
The Section Publications program had a successful quarter in Q2, including sales of over 1700 copies of the *A Manual of Style for Contract Drafting*.

### 5.1.4 2018 Section Annual Meeting

Mr. Rockers noted that the 2018 Section Annual Meeting will be held in Austin, TX at the Fairmont Austin and Austin Convention Center, September 13-15. Mr. Rockers encouraged everyone to register for the hotel as soon as possible after notice that registration has opened, noting that there will be competition for hotel reservations in Austin due to other events occurring at the same time, including a popular college football matchup that weekend.

### 5.2 Chair-Elect

#### 5.2.1 Chief of Diversity and Inclusion

Mr. Rockers introduced Vicki Tucker, for the Section’s Chair-Elect report. Ms. Tucker, who as Chair-Elect also serves as the Section’s Chief of Diversity and Inclusion, noted that work is proceeding to update the Section’s Diversity and Inclusion Plan, last updated in 2014. Ms. Tucker, together with Diversity and Inclusion Committee Chair Chris Young, Council Member Sharon Weiss and Section Committee Manager Leslie Archer, are working on a draft update document that will be circulated for comment by Section leaders.

Ms. Tucker thanked the Programs Committee and the Program and Committee Chairs who helped assure that all Section-sponsored CLE programs satisfied the CLE program diversity requirements adopted by the ABA’s Board of Governors. She reminded the Committee Chairs and Council members that the CLE diversity requirements also applied to stand-alone Committee meetings as well as the Section’s *In the Know* and *Basics* webinars.

Ms. Tucker asked that any Committee Chair who had not yet appointed a Director to the Diversity and Inclusion Committee do so. She also encouraged the Committee Chairs to keep diversity in mind when making Subcommittee Chair and Vice Chair appointments, and when appointing members to Committee Task Forces.

Ms. Tucker noted that she would like to report best practices in promoting diversity in the Section, and asked the Committee Chairs to email her with short bullet points explaining actions they’ve taken to support diversity within the Committee.

#### 5.2.2 Committee Chair Appointments

Ms. Tucker noted that one way in which she can promote diversity within the Section is through Committee Chair appointments. To date, most of the new Committee Chair or Co-Chair appointments she has made were for diverse attorneys. She announced the following new Committee Chair appointments made and pending:

**Substantive Committees**

- Business Law Education – TBD
- Consumer Financial Services – Katrina Christakis
• Corporate Social Responsibility – Chris Johnson
• Credit Unions – Peter Woods
• Director and Officer Liability – John Mark Zaberkiewicz
• Dispute Resolution – John Levitske, Jr.
• Federal Regulation of Securities – Robert Buckholtz
• Government Affairs Practice – Brett Lininger
• Health Law and Life Sciences Committee – Angela Humphreys
• Institutional Investors – Cynthia L. Collins
• Mergers and Acquisitions – Wilson Chu
• Taxation – Imke Gerdes
• Trust Indentures and Indenture Trustees – Kristin Going
• Uniform Commercial Code – Candace Zierdt

Administrative Committees

• Judges Initiative – Judge Christopher Yates
• Leadership Development – new Co-Chair Kathy McLeroy
• Pro Bono – John Quinn
• State and Local Bar Relations – Merritt Cole, current Chair, has agreed to extend his term by one year
• Young Lawyer – Monique Hayes

Ms. Tucker also thanked all outgoing Chairs of these Committees for their service.

5.2.3 2018 - 2019 Meeting Dates and Locations

Ms. Tucker announced that due to the effects of the hurricane that hit Puerto Rico, the 2019 Midwinter Leadership Meeting had to be relocated. The meeting will now be held in Amelia Island, off the coast of Jacksonville, Florida. She reviewed all the 2019 meeting dates and locations:

2019 Midwinter Leadership Meeting
January 17-20, 2019
Amelia Island, Florida
Hotels: Ritz-Carlton, Amelia Island
Mr. Rockers ask Pat Clendenen to give the Vice Chair report.

5.3.1 Report on The Business Lawyer

Mr. Clendenen noted that the principal responsibility of the Vice Chair is to serve as Editor-in-Chief of the *The Business Lawyer*. He noted that *The Business Lawyer* is the Section’s law review publication. The Section is fortunate to have four professional editorial Staff: Diane Babal, Production Manager; Greg Duhl, Associate Executive Editor-in-Chief; and Faculty Editors Jacqueline Milner and Steve Cleveland. *The Business Lawyer* is also supported by its strong Editorial Board. Mr. Clendenen announced that he has appointed six new members of the Board, how have diverse backgrounds and areas of subject-matter and industry expertise: Karle Ege, Judge Jean FitzSimon, Chris Johnson, Jenna Nan, and Hank DuPont. Both Mr. Johnson and Mr. DuPont previously served as Section Advisors, as did current Editorial Board member Dick Pound. Mr. Clendenen asked the Committee Chairs to let him or next year’s Editor-in-Chief, Jeannie Frey, know if they are aware of other Section Advisors who have an interest in scholarship and might be interested in serving on the *TBL* Board.

Mr. Clendenen provided an update on the status of current and the upcoming issues of *The Business Lawyer*. The Winter 2017-2018 issue was published shortly before the Midwinter Leadership Meeting, and is now available online. The Spring 2018 issue is complete at approximately 270 pages and is at the printer: it is comprised of three articles, two surveys and an abstract from the Mendes Hirschman Student Writing Contest. One of the surveys were done by members of the Mergers and Acquisition Committee, the other by members of the Consumer Financial Services Committee, and each represents a tremendous amount of work by many individual authors.

The Summer 2018 Issue is also full, with three articles, one report, and two surveys. This issue is slightly larger than most, at 388 pages. The surveys were authored by the Corporate Compliance Committee and the Federal Regulation of Securities Committee. The fourth issue, Fall 2018, is close to being full, with three articles, one keynote address, one report and one survey. At least two potential articles for this issue are in peer review.

Mr. Clendenen noted that there are currently over 30,000 subscribers to *The Business Lawyer*, which is also distributed electronically to law students.

Mr. Clendenen reported on the many efforts that he and members of the Editorial Board and Staff have made in the past year to assure that authors and potential authors of scholarly articles or surveys on business law topics consider and recognize *The Business Lawyer* as a prestigious publication in which to publish. These efforts include letters sent to the National Conference of
Supreme Court Justices for the 50 States and territories, a letter to by Judge Jean FitzSimon to the Federal District Court Judges and many District Court and Magistrate Judges in her District; outreach by Greg Duhl and Jonathan Lipson to the National Association of Law School Deans; and individual outreach efforts by Editorial Board members to potential authors and to certain Section Committees for which they serve as a liaison. The Business Lawyer is also now featured on the Scholastica website, along with other law journals that focus on business law, and serves as a new channel through which authors can submit articles for consideration. Mr. Clendenen also noted that from time to time articles on relevant topics that are not appropriate for a law journal such as The Business Lawyer may be referred to Business Law Today for its consideration.

Mr. Clendenen asked the Council members and Committee Chairs to let him, Vicki Tucker or Jeannie Frey know if they have any suggestions for new members of the Editorial Board. He also encouraged the attendees involved in legal scholarship to consider publishing with The Business Lawyer.

Efforts to develop an effective online format for The Business Lawyer are continuing. A Working Group of Editorial Board members has been formed to evaluate options, and will be reviewing a proposal from a potential vendor.

5.3.2 2019 - 2020 Section Meeting Dates

Mr. Clendenen reviewed the following locations for the FY 2020 Section Spring and Annual Meetings:

2020 Spring Meeting
March 26-28, 2020
Boston Copley Marriott & Westin Copley Place
Boston, MA

2020 Section Annual Meeting
September 10-12, 2020
Sheraton Hotel & Towers and the Gleacher Center
Chicago, IL

5.4 Secretary

Jeannie Frey, the Secretary of the Section, reported that she had nothing to report that was not covered in other Officer reports.

5.5 Content Officer

Norm Powell, the Section Content Officer, reviewed several key indicators regarding access and development of Section content, as shown on the Section Content Scorecard. He noted that the new online platform of Business Law Today went live approximately six months prior, and as shown on the Content Scorecard has experienced consistent strong growth, with each month showing a higher number of page views (including almost 40,000 in March 2018). Mr. Powell also referred to the Book Financials section of the Section’s Content Scorecard on, which showed a consistently strong net revenue performance by the Section’s publications program.

Mr. Powell thanked Program Committee Co-Chairs Alison Manzer and Kevin Johnson for their leadership in establishing a new practice of requiring the program chairs for all CLE programs to
provide an abstract of their program. He also thanked all the Committees for their responsiveness, which resulted in valuable content being created consisting of 88 program abstracts for each CLE program presented at the Spring meeting. These abstracts are now available to view by the approximately 95% of Section members who were not able to attend the meeting, or those who attended the meeting but were unable to attend all the programs they were interested in.

Mr. Powell reported that the Content Committee is actively working on assuring that Section Committees have multiple, easy-to-use ways to make Committee-developed content available on a variety of platforms. He made the point that Section members have different needs and preferences for how they access content: some may attend in-person programs, many others like the convenience of webinars, while others would prefer to watch a video or listen to a podcast or audio file. The Content Committee is also “reimagining” the role of Content Directors. In part, the Content Directors will help assure that content developed by the Committee in any form has an opportunity to be widely distributed through inclusion, excepts or references in Business Law Today. He asked that all Chairs of substantive Committees appoint a Content Director from their Committee, to be engaged in this and many other exciting Content-promotion initiatives.

Other focus areas of the Content Committee include developing new and enhanced ways to recognize authors and other content generators, such as by tracking when and where Business Law content is cited in court opinions or other publications. The Content Committee is also looking to institutionalize the In the Know and Business Law Basics webinar programs and avoid overburdening individual Section leaders who have played crucial roles in establishing and continuing these very popular Member benefit programs.

[7.1] Report of Council Committee on Content Strategy [Bracketed number shows original Agenda item number]

Mr. Rockers noted that the report of the Council Committee on Content Strategy would be moved up on the Agenda, to accommodate Committee Chair Michael’s Flemings travel schedule. Mr. Fleming noted that the Council Committee is responsible for overseeing content strategy over the long term, as opposed to the more immediate operational focus of the Content Officer and the Content Committee. The Council Committee oversees and supports the work of the Section’s content-related Administrative Committees and publications entities in achieving the Section’s strategic content goals. These Administrative Committees and publication entities are: The Business Lawyer, Business Law Today, Content Committee, Programs Committee, Publications Board, and the Technology Committee. In addition, the Council Committee has asked the International Coordinating Committee to liaise with the Council Committee, in connection with the Coordinating Committee’s work relating to content pertaining to international business law issues.

The Council Committee has been engaged in reviewing the approximately 40 individual content strategy goals that were detailed in the Section’s current Strategic Business Plan, which itself was based on the Advance IV several years ago. The Council Committee asked the content-related Administrative Committees and publication boards to report on the degree to which they were working on various content strategy goals, and to identify areas in which they were successful or were making progress, or where they had encountered obstacles. Based on that feedback and further review of the content goals, the Council Committee is analyzing which of the goals should be prioritized, updated, or reframed to best reflect current Section content strategy and resources. The Council Committee expects to complete this work before the Section Annual meeting in September, and to report on proposed revised strategic content goals then.
Mr. Fleming further reported that he and Mr. Powell are working to draft an editorial policy for the Section, as required by new ABA policy. This policy would provide standards relating to publication decisions regarding certain potentially controversial and other content.

5. [Reports, Continued]

5.6 Delegates

Moment of Silence

Mr. Rockers asked for a moment of silence in memory of Chip Lion’s twin brother Steve, who recently passed away.

5.6.1 ABA House of Delegates Meeting, February 2018

Mr. Rockers introduced Barbara Mayden, Alvin Thompson and Steve Weise, who along with Chip Lion, are the Section’s Delegates to the ABA House of Delegates.

Ms. Mayden reported that all resolutions that the Section Council had voted to approve at the Midwinter Leadership meeting were approved by the House of Delegates, except for two that were withdrawn from consideration. The resolutions that were withdrawn were: the Family Law resolution on the tax treatment of alimony payments when made and received, and the resolution regarding gender bias issues in the U.S. Armed Forces.

Ms. Mayden reported that of the two resolutions the Delegates had been instructed by the Council to oppose, one was passed despite the Section’s opposition and the other was withdrawn. Mr. Weise explained that the resolution that passed involved approval of ABA accreditation for a Privacy Specialization credential. The Section had opposed such action on the grounds that “privacy” is a very a broad concept, covering a wide range of laws and industries; therefore, such a credential could be misleading to the public. The other resolution that was withdrawn was for approval of the proposed Uniform Unclaimed Property Act. The Section had opposed this draft Uniform Act due to specific constitutional concerns. Mr. Weise noted that the Section Delegates, as well as former Section Chair Bill Johnston in his capacity as a Delaware Delegate, were very active in discussing the Section’s concerns. The House voted to postpone consideration of the proposed Uniform Act indefinitely. He further noted that after the House of Delegates meeting, Section Delegates and other leaders have had numerous discussions with the Uniform Law Commission to assure that they understood that the Section’s opposition was specific to this particular set of facts. He believes that the ongoing relationship between the Commission and the Section will continue to be a positive one.

5.6.2 Proposed Report to the ABA House of Delegates Re: Appointment and Use of Special Masters in Federal and State Civil Litigation

Mr. Bill Johnston noted that a draft of a proposed resolution regarding the benefits of use of Special Masters in federal and state civil litigation cases, was provided for information purposes in the Council meeting materials. Comments are welcomed. Work on the draft is ongoing, and has involved the cooperative efforts of a wide group of leaders from throughout the ABA, including the Business Law Section, the Section of Litigation, the Judicial Division and other ABA entities. The purpose of the resolution is to establish ABA policy to promote greater use of Special Masters in appropriate circumstances, and encourage judges to consider a more diverse and inclusive range of individuals who could serve as Special Masters. Mr. Johnston noted that the final draft of the
resolution should be ready in time for the Council to consider approval at the September Annual Meeting. It is expected that the resolution would be submitted to the ABA in November so it can be considered by the House of Delegates at its Midyear meeting in late January 2019.

6. Report on Advance V

Mr. Rockers asked Advance V Chair Mr. William Rosenberg to provide an update on the work of the Advance. Mr. Rosenberg thanked everyone who participated in the Advance discussions at the Midwinter Leadership meeting in January, and in particular the table reporters whose notes have been very helpful for the Steering Committee in the development of a focused and time-sensitive Strategic Plan to address key goals. He acknowledged the other Steering Committee members, Norm Powell, Nikki Munro, Chris Rockers, Jeannie Frey, Grace Powers, and Eddie Fitzgerald. Since the Midwinter meeting, the Steering Committee has discussed next steps through a series of conference calls and emails. In addition to the Advance table discussion reports, the Committee reviewed the results of a survey conducted by Section Staff of over 10,000 attorneys, including both Section members and non-members.

Mr. Rosenberg reported that the Steering Committee has concluded that the best immediate use of Section resources to achieve the Advance’s membership and retention goals is to focus on one market segment in particular: young lawyers in private practice. He noted that such focus does not mean that there will not also be efforts to promote membership and retention for other groups such as government lawyers, judges or private practitioners generally. However, it is a reflection that increasing awareness of the benefits of Section membership for young private practice lawyers is critical to the Section’s long-term success.

Mr. Rosenberg reported that the survey indicated that young lawyers are looking for benefits that will help them develop as practitioners. This includes forms, templates, distance learning and networking opportunities.

He noted the importance of the work done in the January Advance meetings, at a time in which both the Section and the ABA as a whole are facing significant challenges affecting both short- and long-term sustainability. The current Advance process therefore is deviating from the prior Advances, which focused on the long-term strategic plan for the Section, by focusing now on short-term and mid-term gains. The Advance V approach is to prioritize certain market segments – including young lawyers in private practice – in an effort to make meaningful gains in those segments. While the Section will continue to address the needs of other segments, having a concentrated focus on certain segments should make it easier to achieve the short- and mid-term goals that need to be reached to help assure the Section’s long-term future. He stated that to encourage younger lawyers to attend and participate in Section meetings, financial incentives will be very important, such as reduced costs for lunches and dinners. Mr. Rosenberg mentioned that in addition to cost considerations, young lawyers in the survey expressed concerns about time commitment, and that is another factor that will need to be addressed in Section membership and retention efforts for this group.

Mr. Rosenberg reported that the Steering Committee will submit a proposed Strategic Plan to the Officers for their review, and then provided to the Council for its consideration. The plan will identify roles of Committees and others whose participation and involvement in the identified initiatives will be crucial to the success of the plan and achievement of the Section’s membership and retention goals.
7. **Council Committee Reports**

7.1 **Council Committee on Committees**

Committee Co-Chair Neal Kng gave the Council Committee on Committees report. He noted that the Committee has changed the nature of the reports the substantive Committees are asked to file. Instead of full reports twice a year, the Council Committee now requires a single report annually and a Quick Check report mid-year. The Committee is near completion of its review of the Quick Check reports. He asked that Committees Chairs who hadn’t submitted their Quick Check reports to do so as soon as possible. The annual report for FY ’19 will be sent to Committee Chairs in May, with a return date in early June.

Mr. Kng reported that at the Committee had also been busy planning and hosting several meetings at this Section meeting: a First-Timers Breakfast, and a breakfast and orientation for Incoming Committee Chairs. In addition, the Committee continues to present webinars for Committee Chairs, with an upcoming webinar to focus on diversity, especially in connection with Committee leadership and succession planning. Another future webinar will focus on content.

7.2 **Council Committee on Content Strategy**

[See the summary of the Council Committee on Content Strategy report above, at page 8.]

7.3 **Council Committee on Membership, Diversity and Inclusion**

Committee Chair Nikki Munro gave the Council Committee on Membership, Diversity and Inclusion report. The Committee is working on three major projects, some parts of which are on hold pending adoption of the FY ’19 Budget and finalization of the Advance V Strategic Plan to promote engagement and retention of young lawyers. One of the Committee’s projects is implementation of the membership, marketing and outreach goals outlined in the Section’s Business Plan. In particular, since the Business Plan identified the need for the Section to do a better job in communicating the value proposition of Section membership, the Council Committee has created a Marketing Board. The Marketing Board is chaired by Peter Snell, with Brian Castro from the Council Committee serving as liaison between the Marketing Board and the Committee.

The second major task of the Committee is to implement the strategic plan for attracting and involving young lawyers to the Section. This work will commence after the Strategic Plan from the Advance V Steering Committee is completed and approved.

The third area of responsibility for the Committee is to support the Administrative Committees whose functions are most closely aligned with Membership, Diversity and Inclusion goals: Business Law Advisors, Business Law Fellows, Diversity and Inclusion Committee, International Coordinating Committee, Judges Initiative, Membership Committee, State and Local Bar Relations Committee, and the Young Lawyers Committees. Over the next few months, members of the Council Committee will be reaching out to leaders of these Administrative Committees to determine how the Council Committee can help further the Administrative Committee programmatic agenda, or remove obstacles. Council Committee liaisons will also ask the Administrative Committees to identify one or two strategic goals that Committee would like to accomplish within the next six months to one year.

Ms. Munro also highlighted outreach ideas discussed in the prior day’s Council Committee meeting. Since a key way to increase member participation and engagement is through
participation in a Committee, several strategies were discussed to encourage Committee membership. Council Committee member Meg Milroy has created a postcard that members can fill in to note Committees they would like to join. Specific tactics considered to promote Committee membership included: having Committee membership sign-up sheets at the back of the room for CLE programs; asking program chairs to encourage attendees to join a sponsoring Committee as part of the initial or concluding remarks for a CLE program; providing a link in online meeting materials to a Committee sign-up page; and having links for Committee sign-up in the meeting app. She noted that postcards and other ways to join Committees can be highlighted at Section events such as the First-Timers Breakfast. Ms. Munro observed that once a member has joined a Committee, email communications from the Committee Chair are often effective ways to make members feel more engaged.

Mr. Rockers thanked Ms. Munro for her report. He also responded to a question from Council Member Scott Ludwig regarding timing for the Advance V Strategic Plan, both of which are on track to be presented to the Council at upcoming meetings. Mr. Ludwig also expressed concern about the Section’s membership loss numbers of approximately 8,000 attorney members, which were only partially offset by the addition of new attorney members. Ms. Munro noted that the Council Committee on Membership, Outreach and Diversity is looking at the analytics to identify the specific groups in which membership loss is occurring, versus those in which the Section is successful in retaining. Much of the Council Committee’s work involves coordinating with the Administrative Committees and other Council Committees on various initiatives to increase membership and engagement. She noted that as referenced earlier in the meeting by ABA President Hilarie Bass, younger lawyers have different perspectives on Section and ABA membership, and the Section’s efforts must evolve to better reach that market segment. Mr. Rockers added that the issue of membership is multi-layered, and is a problem that the ABA as a whole is working on addressing, while the Section is addressing in numerous ways, including the Advance V’s exclusive focus on membership.


Mr. Rockers introduced Business Law Today’s Editor-in-Chief Jonathan Rubens to give the Business Law Today report. Mr. Rubens first thanked the hard-working and invaluable BLS Staff members who support BLT, including Sarah Claypoole, who joined the Staff recently as a full-time editor.

Mr. Rubens noted that the new BLT site went live approximately six months ago. He reviewed the organization of the BLT site, under which content is posted under eight designated practice areas. Within each practice area there are designated topics, which collectively comprise the range of business law content generally created by BLS Committees and individual authors. He explained that when the new BLT was being developed, a goal was set to have at least one article and one month-in-brief item for each topic in each practice area. While BLT has been successful in obtaining and posting articles on a wide range of areas, he noted that it has been a challenge to assure regular postings on all topics on a regular basis. The BLT Editorial Board is working with Norm Powell and the Content Committee to develop new ways to work with Content Directors to help improve the volume and range of the BLT content pipeline.

Mr. Rubens stated that there are currently two Editors for each Practice Areas, although given the large number of topics falling under the Business Regulation and Regulated Industries Practice Area, a third Editor position has been created for that Practice Area.
Mr. Rubens noted the early success of the new BLT in attracting members and others to its content, noting the Section Content Scorecard data showing the increasing rate of BLT page views and the three most-viewed BLT articles.

Mr. Rubens advised that in addition to enhancement of the content pipeline for BLT, other enhancements for the site continue to be developed. Shortly before the Spring Meeting began, a new Tools resource was added to the drop-down menu of BLT resources; the Tools section will contain practice tools such as checklists and forms. He encouraged Committee Chairs to submit content of this time to be added to the Tools section. Another enhancement that will be added soon is video content. The initial set of videos are expected to be available on the BLT site in June, and will consist of video interviews of Section members (a video version of the popular Member Spotlight section of the old BLT), faculty members from some of the Spring Meeting programs, and authors of recent BLT articles. These videos were done during the meeting, in the Section lounge. In the future, BLT plans to incorporate videos of “live” content events identified by Committee and other Section leaders, such as portions of CLE programs, and other special events. Suggestions for such future video postings are welcomed.

In conclusion, Mr. Rubens noted that the new BLT site was recognized as a Webby Honoree for its redesign.

9. Publications Board

Collin Cooper gave the Publication Board report on behalf of Publications Board Chair Pete Walsh. The Publications Board has experienced good success during the 2018 fiscal year. Net revenue through March was $421,440, which is approximately $60,000 better than budgeted for this point of the year. During the Spring Meeting alone, an additional $5000 of books were sold. Mr. Cooper offered special thanks to Katrina Krause for her very effective marketing efforts of both new and existing publications.

Through April 7, 2018, the Publications program published eight books on a wide range of topics, including contract law, electronic payments, nonprofit entity law, bankruptcy, foreign investment and legal project management. An additional seven volumes are scheduled to be published by the end of FY 2018, including a three-volume set on Legal Opinions. Mr. Cooper noted that the book pipeline is also strong, with 12 book proposals having been considered this fiscal year to date, nine of which have been approved. Mr. Cooper thanked Publications Staff Rick Paszkiet and Rachel Kahn for all their support of the Publications Board and the Section Publications program.

10. Membership Committee

Committee Co-Chair Eddie Fitzgerald provided the Membership Committee report. He reviewed the specific details reflecting the Section’s net Member loss numbers discussed in the Advance meetings. He noted key membership metrics shown on the Section Scorecard. As of March 2018, the Section had 43,726 members, a slightly higher number than recent periods. This included 26,674 attorney members, 13,384 student members and 1688 associate members. The number of attorney members declined, along with the number of Committees joined by members. Approximately one-third of Section members join Section Committees. Of those that do, they typically join three Committees. Slightly higher than As of December 2017, the Section had 44,901 members, representing a net loss from the prior year of 5.78%. The total membership was comprised of 29,938 lawyer members, 1,806 associate members and 13,157 student members.
Mr. Fitzgerald asked Committee Chairs to appoint a Membership Director to attend Membership Committee meetings and bring back information on membership trends and initiatives to their home Committees.

11. Marketing Board

Marketing Board Chair Peter Snell gave the Marketing Board report. He noted that the mission of this newly-formed Board is to assist Section leadership and committees in implementing strategies to promote the Section’s offerings and value proposition. He noted that the Marketing Board is comprised of a number of very capable Section members, each drawn from a Section Administrative Committee: Collin Cooper, Joan Durocher, Kristin Gore, Lisa Lifshitz, Jenna Nand, Robert Savoie, Lisa Stark, Peter Sullivan, and Mauricio Videla. The Marketing Board is fortunate in being assisted by Staff members Meg Spisich and Liza Nondorf. The Board met for the first time the morning of this Council meeting, and will be meeting on a monthly basis going forward. It will be evaluating what and how best to communicate to target market segments regarding the Section value proposition. Mr. Snell noted that the most effective communications methods, as well as perspectives on the value proposition, may vary for different target audiences.

12. In-House Counsel Task Force

A.J. Bosco commenced the In-House Counsel Task Force report. He noted that he and Co-Chair Anne Gwal had been involved with the Task Force for several years, from the idea stage at the Midwinter Meeting in 2015, to the current date. The creation of the Task Force was approved by then-Chair Chip Lion, and further supported in its development by the next Chair, Bill Johnston. The mission of the Task Force is to increase, retain and actively engage in-house counsel as Section members. Mr. Bosco reported that the Task Force has worked to develop a Strategic Plan to accomplish this mission.

Ms. Gwal noted that the In-House Counsel Strategic Plan was reviewed in detail at the Midwinter Meeting as part of the Advance V session. It is undergoing final changes, with implementation expected to commence this fall. The Strategic Plan contains four distinct goals:

- First, to communicate the value of Section membership to in-house counsel, including both current members and prospective members;
- Second, to develop curated content specific to in-house counsel, and provide access to such content via the Section website;
- Third, to provide a financial incentive to encourage in-house counsel to come to in-person meetings; and
- Fourth, to assure that the Section offers a forum for in-house counsel member to meet and network with their colleagues, and discuss common issue they deal with.

Ms. Gwal noted that since the Midwinter Meeting, the Task Force has had calls with numerous Committee Chairs, Task Force members and other stakeholders, to get feedback on the proposed Strategic Plan. This feedback is now in the process of being incorporated into the Plan. Initial implementation steps will include sending out emails to the Corporate Counsel listserv highlighting some of the most popular programs from the Spring Meeting and reminding those members of their ability to access program materials through the Section website and associated links. Once the In-House Counsel Strategic Plan is finalized, the Task Force will begin to reach out to Committee Chair and other Section leaders, to discuss how they can support the Plan’s implementation.
13. **Liaison from the ABA Law Student Division**

Cesar Escovar gave his report as the Liaison to the ABA Law Student Division. Mr. Escovar noted that the Law Student Division had recently completed its elections for governance of the Division. He announced that the Spring Meeting had the highest level of law students ever attending a Section meeting, with 147 attendees, compared to 62 law student attendees at last year’s Spring meeting and 86 students at the Annual Meeting.

Mr. Escovar recognized Alison Manzer and the Programs Committee for providing him and other law students with the opportunity to be published in *Business Law Today* for their abstracts and summaries of CLE programs given at the Spring meeting. In addition, work is being done to develop a law student track for future meetings, which would include professional development programming.

14. **Liaison from the ABA Young Lawyers Division**

Mr. Rockers then called upon Collin Cooper and Lacy Durham to provide a report as Liaisons to the ABA Young Lawyers Division. Mr. Cooper began by noting some of the current YLD initiatives. These include two diversity initiatives, one of which is an educational outreach program for students from minority and other under-represented groups, called “What Do Lawyers Do?” This program talks to the students about what it means to be a lawyer and encourages students to reach out to lawyers as mentors and consider attending law school. The other diversity initiative is known as the “EMBRACING Diversity Challenge,” with “EMBRACING” standing for Expose, Motivate, Broaden, Recognize, Advocate, Communicate, Include, Network and Grow. This program evaluates submissions from State and Local Bars regarding their diversity programs, with the top identified programs being given an award by Walmart, one of the YLD’s largest diversity sponsors. Other significant YLD initiatives include “Home Safe Home,” a public service program involving education and outreach on topics of domestic violence, child abuse, elder abuse and animal abuse; and “Fit to Practice,” which promotes awareness of the importance of physical, emotional and mental health for young lawyers, through training programs and discussions about topics in these areas, including maintaining work/life balance. Mr. Cooper stated that the Fit to Practice programs have been very popular with YLD meeting attendees.

Ms. Durham shared some of YLD’s initiatives for the 2018/2019 fiscal year. These include the “Legal Innovation Initiative”, being conducted in conjunction with the ABA Center for Innovation. This initiative takes advantage of the fact that young lawyers are typically more tech-savvy than more experienced practitioners, and are therefore in a position to help drive innovation in the legal profession. Such innovation can improve the way lawyers do their jobs, by increasing efficiency and making legal services more affordable. This initiative will also evaluate potential regulatory changes that may be needed to further such innovation. A second initiative for the 2019 fiscal year is the “Seat at the Table Initiative”, which aims to assist young women lawyers to develop fundamental skills in areas such as advocacy and negotiation. A third important new initiative is the “Men of Color Initiative,” to serve as a resource for men of color during law school and their early years of practice, and help empower them to become long-term leaders in the profession and the ABA. The final new initiative highlighted by Ms. Durham was the “No Limits Public Service Project,” focusing on domestic violence and domestic partnership issues.

Ms. Durham also shared thoughts on key elements of the value proposition of ABA and Business Law Section membership for young lawyers, including strategic programming aimed at young lawyers. She noted that the Business Law Section has a distinct advantage over other Sections in
attracting young lawyers, due to the Section’s high amount of credible and useful content, as well as offering access through meetings to subject matter experts and legal luminaries. She stated that within YLD the Section is recognized for the tangible opportunities it offers for young lawyers to assume leadership positions and gain professional exposure.

In concluding the YLD Liaisons report, Mr. Cooper reviewed some of the YLD resolutions that will be proposed for consideration by the ABA House of Delegates.

15. Section Director

Section Director Sue Tobias gave the final report. She recognized the Section Managers and other Staff for all of the work they do to support all of the Section’s activities. Ms. Tobias offered special thanks to Associate Director Liza Nondorf; Meetings Director Mark Page; Content Development Manager Rick Paszkiet; and new mom and Committee Manager Leslie Archer. She also noted several talented and new members of Section Staff, such as Production Marketing Manager Meg Spisich; BLT Editor Sarah Claypoole; Program Specialist Gina Dickinson; and Program Associate Khalilah Bruton. Ms. Tobias commented that Staff has enjoyed working in partnership with Mr. Rockers and other Section Officers, and looks forward to working next year with Vicki Tucker when she becomes Chair, and everyone else on the Officer ladder in the future.

Ms. Tobias highlighted many of the major projects that Staff has been working on, including:

- Revamping the Leadership Directory compilation process;
- Piloting the ABA’s new online collaboration tool, ABA Connect (formerly known as Higher Logic), which will replace the current Committee webpage platform;
- Section meetings activity since the Midwinter meeting: planning and preparing for the Spring Meeting, and for six stand-alone Committee meetings;
- Support of the three Council Committees;
- Working with William Rosenberg and the Advance V Planning Task Force; and
- Working with Linda Rusch and the Budget Review Task Force.

With respect to upcoming activities, Ms. Tobias noted that the Committee budgeting process has begun, and reminded everyone of various CLE programs, hotel and registration deadlines for the upcoming Annual Meeting. She also reviewed deadlines for the Business Law Fellows applications, Section Advisor nominations and annual Committee reports.

In concluding, Ms. Tobias thanked the Council Members and Committee Chairs for everything they do, and for their partnership with Staff. She noted that Staff is always interested in improving its work and processes, and encouraged leaders to contact her or the Staff’s Managers with any comments or suggestions.

Final Remarks

Mr. Rockers thanked Ms. Tobias and expressed his appreciation for the Staff’s excellent work and indispensable support for the work of the Officers and other Section leaders. He asked the attendees for a round of applause for the Section Staff, which was warmly given.

Ms. Tucker thanked Mr. Rockers for his leadership in making the Spring Meeting a success.
**Adjournment**

There being no other business, and upon a motion duly made and seconded, Mr. Rockers announced that the Council Meeting was adjourned at 5:45 p.m.

*See attached Exhibit A for a list of Meeting Attendees.*