

# WSBA BUSINESS LAW SECTION EXECUTIVE COMMITTEE

## Meeting Minutes

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**Date:** February 3, 2025

**Time:** 12:00 – 1:00 p.m. via Zoom

### ROLL CALL:

#### Members in Attendance:

Barbara Prowant	Executive Committee Chair
Melissa Jaffe	Executive Committee Chair-Elect
Kelly Anne Lawton-Abbott	Executive Committee Immediate Past Chair
Gina Topp	Executive Committee At-Large Member
Joanna Cleveland	Executive Committee At-Large Member
Ruthanna Walker	Executive Committee Secretary & Treasurer
Kaitlin Miller	Communications Chair
Michael Hutchins	Corporate Act Revision Committee Co-Chair
Kalin Bornemann	Financial Institutions Chair
Scott MacCormack	Legal Opinions Committee Chair
David Lawson	Nonprofit Corporations Committee Chair
Matthew LeMaster	Partnership & LLC Law Committee Co-Chair
Amy Weston	Privacy & Data Protection Security Law Committee Co-Chair
Michael Austin Harris	Privacy & Data Protection Security Law Committee Co-Chair
Christopher “Mike” Davis	Young Business Lawyers Committee Chair

#### Members Absent:

Kevin Fay	Exec Committee WSBA Board of Governors Liaison (non-voting)
Elisabeth McNeil	Partnership & LLC Law Committee Co-Chair
Jason Powell	Securities Law Committee Chair
Gregory Fox	Uniform Commercial Code Committee Co-Chair

#### Invitee:

Carolyn MacGregor	WSBA Sections Program Coordinator
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### 1. CALL TO ORDER

Barbara Prowant called the meeting to order at 12:02 pm.

### 2. ROLL CALL

A majority of the voting members of the executive committee constitutes a quorum at all meetings of the executive committee. Twelve (12) voting members were present at the meeting. There was a quorum for voting purposes.

### 3. APPROVAL OF PREVIOUS EC MEETING MINUTES

Minutes of the Business Law Section Executive Committee meeting held on October 31, 2024 and the Business Law Section Executive Committee Strategic Planning Retreat held on November 18, 2024, which were provided with the notice of this meeting, were presented for approval.

**ACTION TAKEN:** The minutes of the Business Law Section Executive Committee meeting held on October 31, 2024 and the Business Law Section Executive Committee Strategic Planning Retreat held on November 18, 2024 were unanimously approved, and the Secretary is directed to file the minutes in the corporate records of the Business Law Section Executive Committee.

### 4. OFFICER VACANCY APPOINTMENTS

Barbara Prowant welcomed the newest members of the Executive Committee - Kaitlin Miller as the Communications Chair and Kalin Bornemann as Financial Institutions Chair. Kaitlin and Kalin both introduced themselves to the Committee.

**ACTION TAKEN:** The appointments of Kaitlin Miller as the Communications Chair and Kalin Bornemann as Financial Institutions Chair were unanimously approved.

**5. TREASURER'S REPORT**

Ruthanna Walker reported that the new fund balance as of December 2024 is \$65,581.63. She reported the Executive Committee Strategic Planning Retreat expense of \$6,647.96.

**ACTION TAKEN:** The December financials were unanimously approved.

**6. UPCOMING CLEs**

Barbara Prowant informed the Committee of the upcoming mini CLEs and dates:

- February 28, 2025: Corporate Transparency Act In Flux: What to Do and What Comes Next? (Barbara Prowant)
- March 5, 2025: Overcoming the Privacy Hurdles for AI Model Training (Privacy Committee)
- March 21, 2025: Responsible Contracting Project Co-sponsor w/World Peace Through World Law (Barbara Prowant)
- March 20, 2025: Untangling the Web – Your Roadmap to Navigating State Privacy and Data Security Laws (Privacy Committee)
- April 23, 2025: Tips and Tricks for Privacy and AI Product Counseling (Privacy Committee)
- May 30, 2025: 2025 Northwest Securities Institute (Jason Powell / Oregon State Bar)

**7. OTHER BUSINESS**

a. Brief Description of Role of Committee Chair

Barbara Prowant gave an update on her request from each Committee chair to provide a brief description of their role and has received three so far. She requested the remainder of the descriptions to be sent to her on or before Friday, February 7<sup>th</sup>.

b. HB 1635, January 28, 2025

Michael Hutchings discussed HB 1635 that is sitting in committee in the Civil Rights and Judiciary Committee of the House. The bill deals with the two Washington statutes under which cooperatives are organized (RCW 23.86 and 24.06). This bill would add a requirement that any consumer cooperative that has 2500 or more employees worldwide, through its articles of incorporation, have two designated board seats for non-supervisory/non managerial employees.

**8. COMMITTEE REPORTS**

- a. Corporate Act Revision Committee (Mike Hutchings) – Mike Hutchings reported that Bill 5002, which normalizes board committee structures, went through the Senate Judiciary Committee and is now on the consent calendar for the Senate.
- b. Legal Opinions Committee (Scott MacCormack) – no report.
- c. Nonprofit Corporations Committee (David Lawson) – David Lawson reported that the committee did not manage to get their bill this year into the legislature and will be back perhaps at the next meeting to get sign-off from the BLS Committee.

- d. Partnership & LLC Law Committee (Elisabeth Yandell McNeil/Matthew LeMaster) – Matthew LeMaster reported that the committee is working on some statutory changes and anticipates having some proposals over the summer.
- e. Privacy and Data Security Law Committee (Amy Weston / Michael Austin Harris) – Amy Weston reported that the committee is working on plans for upcoming CLEs. The committee went to Seattle University and presented to the student privacy association about the WSBA, the BLS the privacy subcommittee, and careers in privacy law. The committee is looking to do something similar at UW and Gonzaga. In addition, the committee is also working on a series of AI-related CLEs that will form part of a training series for the AI governance certification that IAPP is offering likely in the Fall. Finally, the committee is working on and hopes to submit to the BLS committee for approval a proposed budget line item to offer a scholarship or grant to students who are interested in privacy law, whether to support in exam prep or to go to a privacy-related conference.
- f. Securities Law Committee (Jason Powell) – In Jason Powell's absence, Barbara Prowant reported that the committee is working on the NW Securities Institute program in May.
- g. Uniform Commercial Code Committee (Gregory Fox) – no report
- h. Young Business Lawyers Committee (Mike Davis) – no report
- i. Communications Committee (Kaitlin Miller) – Kaitlin Miller reported two paths that the committee is considering: the possibility of a LinkedIn page and a newsletter.
- j. Financial Institutions Committee (Kalin Bornemann) – Kalin reported on excitement in the banking industry with the change in administration, how different regulators are approaching issues, and everything being up in the air. Kalin opined that the change to the head of the Consumer Protection Financial Bureau should be beneficial for the banking industry.

## 9. OTHER

### 2024-2025 Meeting Dates:

- April 21, 2025 – in person at Miller Nash LLP, 605 5<sup>th</sup> Avenue S., Ste 900, Seattle, WA (thank you Amy and Kalin!). Amy Weston will send out an email as the date gets closer with instructions, parking and dietary needs. Lunch will be provided, and parking will be validated. All members are encouraged to attend.
- July 14, 2025 – Zoom

BLS Survey: Melissa Jaffee commented that she and Mike have created initial questions for the survey and they will be sent to the BLS committee for feedback after Barbara Prowant receives them.

WSBA Survey and Young Lawyer Liaison: Carolyn MacGregor commented on the survey about fiscal policy regarding section funds being used for alcohol purposes and encouraged EC section leaders to participate. She also inquired about interest in a Young Lawyer Liaison on the BLS committee.

## 10. FOR THE GOOD OF THE ORDER

The meeting was adjourned at 12:34 p.m.

Respectfully submitted,  
Ruthanna Walker,

Secretary of the Meeting

Minutes Approved by the Business Law Section Executive Committee on April 21, 2025.

Ruthanna Walker

Secretary