

**Minutes of the Governing Council of the  
Business and Corporate Law Section of the  
Idaho State Bar**

**August 08, 2018**

**Call to Order; Attendance**

The Governing Council meeting of the Business and Corporate Law Section (the “Section”) of the Idaho State Bar was called to order at approximately 12:00 p.m. at the Offices of The Idaho State Bar Association in Boise, Idaho. Section Governing Council (“Council”) members in attendance were Louis Spiker and Wendy Gerwick Couture and Michelle Gustavson, Keri Campos and Nathan Ohler participated by phone. Ricky Bower served as chair of the meeting.

**New Open Meeting Laws**

As the first order of business, Cody Earl presented on the new Open Meeting Laws and how they will affect the section.

**Financials**

Cody Earl presented the current financial state of the section.

**Advocate Sponsorship**

Wendy Couture will supervise the section’s sponsorship of *The Advocate*. Wendy solicited input on valuable presentations the Council members had attended and will reach out to those presenters for possible Advocate articles.

**Update to the Idaho Business Corporation Act**

David Jensen is chairing the committee tasked with revising the current IBCA to bring it up to current corporate code standards. The committee has made great progress in identifying differences in the current IBCA and the updated Model Business Corporation Act. The committee hopes to propose their revisions during the 2019 legislative session. The Council discussed the steps necessary to gain approval from the Idaho State Bar membership through the resolution process. The Idaho State Bar Resolution deadline for submission is September 25, 2018.

**Monthly CLE and Annual Meeting Topics**

The Council reviewed the 2018 membership survey. The Council reviewed section membership numbers, practice areas of members, and topics of interest to the members. Discussion occurred about what potential topics should be focused on in future meetings based on the survey. The Council decided to continue the three-part series focused on Unique Issues Related to Advising Family Businesses.

**Committee Assignments**

Ricky Bower took volunteers from the Council members for committees. Those committees are:

1. Annual CLE Committee:
  - Chair: Matt Christensen
  - Cody Earl
  - Michelle Gustavson
  - Sarah Reed
  - Dru Nakaya
  
2. Three Part Series:
  - Louis Spiker
  - Gabe Hamilton
  - Claire Rosston

3. Monthly CLE Committee:

- N/A

**Section Social/CLE Activities**

The Council members discussed various ways to increase the Section's membership and the said membership's participation. The chair will continue the practice of inviting local law students to attend the monthly meetings. The Section may join the Professionalism & Ethics Section for an Ethical Happy Hour event. The Section discussed expanding its practice of firms outside of Boise hosting Section members for the monthly meetings where lunch is provided.

**Adjournment**

There being no further business, the meeting was adjourned at approximately 1:00 p.m.

Ricky Bower

Chair