

**THE FLORIDA BAR, BUSINESS LAW SECTION**  
**TWO AGENDAS:**

**ANNUAL MEETING OF THE SECTION & SUMMER EXECUTIVE COUNCIL MEETING**

Thursday, June 26, 2014  
3:30 p.m. - 6:30 p.m.  
Gaylord Resort & Convention Center  
Kissimmee, Florida  
Naples 1-3 Ballrooms

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**SHORT ANNUAL MEETING OF THE SECTION FOR ELECTION OF OFFICERS**

AGENDA:

- I. Call to Order – Steph Nagin, *Business Law Section Chair*
- II. Report of the Nominating Committee
- III. Election of the 2014-2015 Chair-Elect and Secretary/Treasurer
- IV. Announcement of new Officers effective as of July 1, 2014, and Call for Adjournment of the Annual Meeting

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**SUMMER MEETING OF THE SECTION'S EXECUTIVE COUNCIL**

AGENDA:

- I. **CALL TO ORDER**, Introductions by all Council Members; Recognition of Invited Guests; and distribution of gifts to the Executive Council Members for their service during the 2014-2015 Bar-Year by **Stephen Nagin**, BLS *Chair* with assistance by JoAnn Shearer, BLS Section Administrator.
- II. **APPROVAL OF MINUTES:**
  - A. Minutes from the Executive Council Meeting held on January 23, 2014 at the Wyndham Reunion Resort, in Kissimmee, Florida, by **Alan Howard**, BLS *Secretary*. **(EXHIBIT "A" – draft Minutes)**
  - B. Minutes from The Executive Council Meeting held on May 24, 2014 at the Aquarium in Vancouver, British Columbia, Canada, by **Alan Howard**, BLS *Secretary*. **(EXHIBIT "B" – draft Minutes)**
- III. **TREASURER'S REPORT:** by **Alan Howard**, *Treasurer*; Hon. Michael G. Williamson, *Judicial Chair* [Other Budget Committee Members: Jeanne Seewald, CPA, J.D.; Miriam Sowinski, LLM, J.D.] **(EXHIBIT "C" – the most current BLS financial statement)**

**IV. CHAIR'S AWARDS & APPOINTMENTS; FORCE REPORTS; OTHER SPECIAL REPORTS:**

- A. Announcement, Presentation of Plaques, and Recognition for Outstanding Business Law Section Lawyers Of The Year**
- B. Announcement of the BLS Nominees appointed as 2014-2015 Florida Bar Leadership Academy Fellows by *BLS Chair-Elect, William Van Nortwick, Jr.*<sup>i</sup>**

**Stephanie Lieb  
Kimra Major-Morris  
Jennifer Morando**

- C. Strategic Opportunities Task Force Status Report**  
**Prof. Joan Bullock, Co-Facilitator;**  
**Hon. Gill Freeman, Co-Facilitator**  
[*Select Members:* Russ Blain, Alan Howard, Steph Nagin, Hon. John Olson, Paul Singerman, Hon. William Van Nortwick, Hon. Michael Williamson, Greg Yadley]
- D. Executive Council By-Law Revisions Task Force Status Report**  
**Philip Schwartz, Chair** (and former *BLS Chair*)  
[*Select Members:* Greg Yadley (former *BLS Chair*) Diane Wells (former *BLS Chair*), Hon. William A. Van Nortwick (*BLS Chair-Elect*), Douglas Bates, Melanie Damian]
- E. Employee-Hacker Legislation Task Force Status Report**  
**Robert Kain, Chair**
- F. Marketing, Promotions, & Sponsorships Task Force Status Report**  
**Michael Chesal, Chair**  
[*Select Members:* Alan Aronson, Doug Bates, Jay Brown, Jason Burnett, Melanie Damian, Amir Isaiah, Steph Nagin, Joel Rothman, Jeanne Seewald, Brad Saxton, Steven Teppler, Peter Valori]
- G. Proceedings Supplementary Task Force Status Report**  
**Barbara Riesberg, Chair**  
[Donald Kirk, Ivan Reich, Michel Weisz, *Co-Chairs*]

**V. STANDING COMMITTEE REPORTS:**

- A. Bankruptcy / UCC Committee**  
**Robert P. Charbonneau, Chair/** Hon. Cathy McEwen, *Judicial Chair*  
Cori Lopez-Castro, *Vice Chair*;  
Stephanie Lieb & Andrew Roy, *Co-Social Media Vice Chairs*  
Professor Jeffrey Davis, *Academic Advisor*

- B. Bankruptcy Judicial Liaison Committee**  
**Jay Brown, Chair**; Hon. Paul Hyman, *Judicial Chair*
- C. Business Litigation Committee**  
**Russell Landy, Chair**; Jude Cooper, *Vice Chair*;  
Hon. Edward LaRose, *Judicial Chair*;  
Irwin Gilbert, *Antitrust & Trade Regulation Subcommittee Chair*;  
Ron Rosenwasser, *Franchise Law Subcommittee Chair*  
[with a verbal update by Hal Litchford on the status of ATTR Board Certification, and the Certification Committee's desire to further revise its Specifications to improve prospects for significantly increasing the number of Board Certified attorneys in this area of law]
- D. State/Federal Courts Liaison Committee**  
**Barbara Riesberg, Chair**; Hon. Gill Freeman, *Judicial Chair*
- E. Communications & BLS Website Committee**  
**Lynn Sherman, Chair**; Kacy Donlon, *Vice Chair*; Sam Lewis, *member of the Website Development team with Lynn and Kacy*  
[with a verbal report by Lynn Sherman with assistance of Kacy and Sam concerning the status of the ongoing BLS Website redesign process and the steps remaining until launch of our totally new, vastly improved, beautifully designed BLS Website, featuring: consistent navigation within the entire site structure; greatly expanded functionality; all pages automatically formatted for mobile device access; archival capability for every Committee, Subcommittee and Task Force; expansive links to many other sites; and full Shopping Cart capability for on-line registration and payments for annual dues, and for all Bar CLE and Section functions]
- Social Media Subcommittee**  
**Paige Greenlee, Chair** [all Social Media Vice-Chairs are listed in this Agenda by the Committees on which they serve]
- F. Computer & Technology Law Committee**  
**Larry Kunin, Chair**; Robert Kain, *Vice Chair*;  
Keith Kanouse, Jr., *Social Media Vice Chair*; Matthew Horowitz, *Editor*
- G. Continuing Legal Education Committee**  
**Ryon McCabe, Chair**; Mark Nichols, *Vice Chair*
- H. Corporations, Securities & Financial Services Committee**  
**Stefan Rubin, Chair**; Michael Robbins, *Vice Chair*;  
Miriam Sowinski, *Social Media Vice Chair*;  
Professor Stuart Cohn, *Academic Advisor*;  
Alan Aronson, *Chapter 607 Subcommittee Chair*;

Gary Teblum, Chapter 607 Subcommittee *Co-Vice Chair*;  
Philip Schwartz, Chapter 607 Subcommittee *Co-Vice Chair*

- I. eDiscovery Committee**  
Douglas Cherry, *Chair*; Steve Tepler, *Vice-Chair*
- J. Inclusion/Mentoring/Fellowships Committee**  
Leyza Blanco, *Chair*; Paul Orshan, *First Vice Chair*;  
Jim Moon, *Second Vice Chair*;  
Hon. John Olson/Hon. Gill Freeman, *Co-Judicial Chairs*
- K. Intellectual Property Committee**  
Ury Fischer, *Chair*; Dineen Wasylik, *First Vice Chair*;  
Woody Pollack, *Second Vice Chair*;  
Jamie Vining, *Social Media Vice Chair*;  
Kimra Major-Morris, *2014 I.P. Symposium Chair*
- L. Legislation Committee**  
Jon Polenberg, *Chair*; Melanie Damian, *Vice Chair*;  
[Contract Re-approval for Lobbyists]
- M. Long Range Planning Committee**  
Greg Yadley, *Chair*; Hon. Michael G. Williamson, *Judicial Chair*
- N. Membership & Law School Relations Committee**  
Philip Kabler, *Chair*; Peter Valori and Amir Isaiah, *Co-Vice Chairs*
- O. Opinion Standards Committee**  
Robert Barron, *Chair*; J.C. Ferrer, *Vice Chair*
- P. Pro Bono Committee**  
Mark Stein, *Chair*; Jennifer Morando, *Vice Chair*;  
Hon. Laurel Isicoff, *Judicial Chair*
- Q. 2014 Labor Day Weekend Retreat & Sponsorships Committee**  
Mark Stein, *Chair*; Jodi Cooke, *Vice Chair*

**VI. OTHER INFORMATIONAL UPDATES OR REPORTS:**

- A. Report by BLS Liaison to The Florida Bar Board of Governors:**  
*Michael Higer*
- B. Report by BLS Delegates to the Council of Sections:**  
*Bill Van Nortwick*
- C. Report by Co-Delegates to The Florida Bar CLE Committee:**  
*Manny Farach, Alan Aronson*

- D. Opportunity for Reports by all current Section Liaisons:**  
Out of State Practitioners Section Liaison: *Donald Workman*  
RPPTL Section Co-Liaisons: *Marsha Rydberg, Jamie Marx*  
Tax Section Liaison: *Dominic Lioce*  
Young lawyers Division Co-Liaisons: *Andrew Jenkins, Christian George*
- E. Historians / Parliamentarians Report:** *Russ Blain and Phil Schwartz*
- F. BLS Chair's Report:** *Steph Nagin*
- G. BLS Chair Elect's Report:** *Bill Van Nortwick*

**VII. FUTURE MEETING DATE/LOCATION in 2014:**

2014 **Labor Day Weekend Retreat:** Friday opening Reception on August 29<sup>th</sup> through the Executive Council meeting on Monday, September 1<sup>st</sup>, at the beautiful, and completely refurbished **Naples Ritz-Carlton Beach Resort**, at Vanderbilt Beach

**VIII. MOTION TO ADJOURN**

**PLEASE JOIN YOUR COLLEAGUES ON THE EXECUTIVE COUNCIL  
AT THE BLS COCKTAIL RECEPTION IMMEDIATELY FOLLOWING  
THE EXECUTIVE COUNCIL MEETING**

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In 2013, Bar President Gene Pettis announced that The Florida Bar would be creating a new Leadership Academy, providing intensive, multi-session training designed to assist a diverse and inclusive group of lawyers to develop strong leadership skills, with the hope that some would become better leaders within the legal profession and in their chosen career path. Each Bar-year a select group of participants are selected from among Section nominees and individual applications submitted to the Bar. Those selected by a Bar committee are named as Academy Fellows for the following Bar-year. In 2013 The BLS nominated four candidates and another seven BLS members applied on their own. All were accepted. The 2013-2014 inaugural Leadership Academy Fellows are: **Douglas Bates, Alvin Benton, Jodi Cooke, David Burns, A. Felipe Guerrero, Erum Kistemaker, Barbara Leach, Nikki Simon, Joshua Spector, Kelly Swartz, and Gregory Weiss.** As of this Bar-year's annual summer meeting, in Kissimmee, the Section has not been informed whether applications were received from BLS members aside from the above-named nominees who were accepted for the 2014-2015 Leadership Academy class.

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# **EXHIBIT A**

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# **EXHIBIT B**

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# EXHIBIT C



**MINUTES OF THE MEETING  
OF THE EXECUTIVE COUNCIL OF THE  
BUSINESS LAW SECTION OF THE FLORIDA BAR**

**JANUARY 23, 2014  
WYNDHAM REUNION RESORT**

The mid-year meeting of the Executive Council of the Business Law Section (“BLS” or “Section”) of The Florida Bar was called to order by Steph Nagin, Chair, at 1:30 p.m.

**I. INTRODUCTIONS; QUORUM; PRO BONO RESOLUTION**

**A.** As the first order of business, as is the Section’s tradition and regular practice, the Chair requested that everyone present take a moment to introduce themselves. In addition, a sign-in “Attendance List” was distributed to confirm that a quorum was present for the transaction of business. Attendees are listed on Exhibit “A”, attached.

**B.** As the next order of business the Chair recited the following standing Resolution of the BLS to remind all in attendance of the Section’s continuing commitment to Pro Bono Service:

Be it resolved that the Business Law Section encourages pro bono service by its membership; and

Be it further resolved that as part of its efforts to further and support pro bono service, the Business Law Section supports the Pro Bono Committee partnering with the CLE Committee and other committees of the Business Law Section to include a brief (3 to 5 minutes) presentation re-affirming the Business Law Section’s support of an commitment to pro bono service

**II. APPROVAL OF MINUTES**

Mr. Howard presented the minutes of the September 2, 2013 annual meeting of the Section, which were attached as Exhibit A to the agenda. Upon motion by Jodi Cooke, seconded by Russell Landy, the minutes of the September 2, 2013 meeting of the Executive Council were unanimously approved.

**III. TABLED MOTION**

Mr. Howard, Secretary/Treasurer, raised as a point of order the tabled motion from the September 2, 2013 meeting of the Executive Council. Mr. Nagin recognized Jon Polenber, Chair of the Legislation Committee. Mr. Polenber moved the following tabled motion to the floor, seconded by Jay Brown:

Resolved, that the Section support with lobbying assistance legislation requiring Florida high school students to take one hour of personal finance education.

The Honorable Laurel Isicoff made the following motion to amend, seconded by Jay Brown:

Resolved, that the Section support with lobbying assistance legislation requiring Florida high school to take one hour of personal finance education and revising credit requirements for high school graduation and a standard diploma to require passing a separate course in financial literacy, as substantially set forth in HB367.

After discussion, the amendment was unanimously approved.

Thereupon, the question was called and the motion, as amended, was unanimously approved.

To accommodate travel constraints, Mr. Nagin recognized Mr. Polenberg to present the report of the Legislation Committee.

Mr. Polenberg reported that the Legislation Committee was expecting a relevantly quiet session in 2014. The only Section sponsored legislation is the benefit corporations bill. Mr. Polenberg reminded all substantive committee chairs to quickly respond to Legislation Committee requests for review of legislation of interest to the Section which the Legislation Committee will circulate as it is identified. Mr. Polenberg then yielded the floor to Mr. Landy.

Mr. Landy, Chair of the Business Litigation Committee, reported that the Business Litigation Committee and Computer Law Committee were reviewing proposed legislation that would amend Chapter 815, Florida Statutes, to add a civil remedy. Mr. Landy made the following triple motion, seconded by Larry Kunin:

Resolved, that the Section and its lobbyists provide technical assistance in connection with the drafting of proposed legislation to add a civil remedy to Chapter 815, Florida Statutes.

Discussion followed. Mr. Polenberg expressed concern regarding the breadth of the motion. Ms. Dineen Wasylik also expressed discussion regarding the proposed legislation. Mark Wolfson asked why a triple motion is necessary if the Section wasn't taking a legislative position. Mr. Polenberg replied that it was prudent to obtain Executive Council approval and authority to assist in drafting of the legislation, and that the Legislation Committee could come back to the Executive Council for further authority as the bill developed during the legislative session. Irwin Gilbert stated that there had been a lot of active opposition and concerns raised previously in relation to the proposed CADRA legislation: Mr. Gilbert pointedly stated that the legislation under consideration is not CADRA. Jim Murphy observed that he had a significant amount of information and research on surveillance considerations that could be contributed to a white paper on this subject.

After further discussion, the motion unanimously passed.

#### **IV. BUDGET COMMITTEE REPORT**

Mr. Howard, Secretary/Treasurer, presented the Treasurer's Report for the period ending December 31, 2013. Mr. Howard noted that the current fund balance was \$617,731.00, which was believed to be a record high balance for the Section. Mr. Howard then yielded the floor to the Honorable Mike Williamson.

Judge Williamson made the following motion, seconded by Mark Stein:

Resolved, that the Section contribute \$50,000 to The Florida Bar Foundation.

Discussion followed. Lou Conti asked if the funds were being designated for a specific purpose. Judge Williamson responded no. Michael Chesal stated that he agreed with the Section supporting the Foundation. Honorable Bill Van Nortwick observed that The Florida Bar Foundation had historically been supported by the Bar's IOTA Program. IOTA had, at its peak, provided \$70 million dollars per year in support for legal services to the poor in Florida. However, over the last several years that IOTA support has dipped to an average of \$5 million per year. Judge Van Nortwick stated that The Florida Bar Foundation is financially strapped. Mr. Wolfson stated that he believed the Section should do its part to support the Foundation. Phil Schwartz stated that he supported the donation to the Foundation, but believed the Section should undertake a more strategic thought and planning on how to spend its budget surplus.

Stefan Rubin noted that there was a material discrepancy between the amounts reported in the December 2013 Financial Statement year-to-date overview and the amounts reported in the Statement of Operations Report, both of which were attached to the agenda. Judge Williamson and Mr. Howard responded that the discrepancies in the reports were largely timing issues; the Florida Bar operates on a June 30 fiscal year.

After further discussion, the motion was passed, with abstentions.

Mr. Howard, as Treasurer, then presented the proposed budget for the 2014-2015 fiscal year. Upon motion by Mark Nichols, seconded by Mr. Wolfson, the budget as presented was unanimously approved.

Mr. Howard reminded all committee chairs to turn in records of committee actions, including agendas and minutes, to the Section Administrator.

Mr. Howard reported that Judge Van Nortwick had been recognized by Jacksonville Area Legal Aid as the 2014 recipient of the Robert J. Beckham Equal Justice Award and would be honored at a ceremony on January 29, 2014. The award honors Judge Van Nortwick for his lifetime of service promoting the cause of equal justice for low-income persons.

## **V. CHAIR APPOINTMENTS; TASK FORCE REPORTS; SPECIAL REPORTS**

### **A. APPOINTMENTS**

**Steph Nagin, *Chair***

Mr. Nagin announced the nomination of four Section members for the 2014 – 2015 Florida Bar Leadership Academy: Paige Greenlee, Kimra Denise Major-Morris, Jennifer Morando, and Stephanie Lieb.

Mr. Nagin gave a status report on the strategic planning process. Mr. Nagin singled out Professor Joan Bullock for her service as moderator of the strategic planning session. Mr. Nagin also thanked all the participants for their insights and suggestions. The goal is to develop and present a strategic plan by the June meeting.

Mr. Nagin recognized Mr. Schwartz for his leadership of the Bylaws Revision Task Force and noted that it dovetails with the strategic planning process.

Mr. Nagin then introduced Miriam Sowinski as a new member of the Budget Committee.

### **B. EMPLOYEE HACKER TASK FORCE**

**Robert Kain, *Chair***

In Mr. Kain's absence, Mr. Kunin reported that the Task Force is revising the draft CADRA legislation based on comments received from Business Litigation Committee.

### **C. PROCEEDINGS SUPPLEMENTARY TASK FORCE**

**Barbara Riesberg, *Chair***

Ms. Riesberg reported that the Task Force had a very productive meeting with approximately 25 persons in attendance. Ms. Riesberg provided a quick summary of the Proceedings Supplementary statute, specifically Sections 56.16 and 56.17, Florida Statutes. Ms. Riesberg noted that the existing statute is a very old statute, lacks modern nomenclature and does not relate well to other Florida statutes. Ms. Riesberg reported that it was time to start vetting the issues presented with other stakeholders, including other Sections of the Bar, and the Florida Bankers Association, for example. A discussion followed regarding the substantive issues presented, including issues of venue, jurisdiction, and due process, interaction with the Bankruptcy Code, and the need to be cautious of venturing into rule drafting. Ms. Riesberg reported that the Task Force is developing an expanded issues list and has a goal of presenting written materials by the annual meeting. Judge Williamson inquired as to the proposed process for advancing changes to the proceedings supplementary statutes. Ms. Riesberg reported that the goal was to generate proposed legislation from the Task Force, submit it for review to the Business Litigation and Bankruptcy/UCC Committees, and hopefully have it ready for filing in the 2015 legislative session.

**D. BANKRUPTCY/UCC REPORT**  
**Robert Charbonneau, Chair**

Mr. Charbonneau reported that the Committee meeting was well attended. The Committee received a CLE presentation on Hot Intellectual Property Issues in Bankruptcy. Mr. Charbonneau has stated that the Committee had no legislative initiatives and was unaware of any relevant legislative issues proposed for the upcoming session. Tom Messina and Mr. Brown reported that the Committee would be sponsoring a CLE: "Professional Fiduciary: Responsibilities and Duties" on May 1-2, 2014 in Miami. The seminar will be co-sponsored by 26 voluntary Bar associations.

Judge Williamson gave a report to the Committee on the View From the Bench seminar. Greg Black reported to the Committee on a legislative update. Judge Isicoff led a discussion regarding the financial literacy legislation and the Committee voted to support a triple motion to the Executive Council in support of same.

**E. BANKRUPTCY JUDICIAL LIASION**  
**Jay Brown, Chair**  
**Honorable Paul Hyman, Judicial Chair**

Mr. Brown reported that the Committee enjoyed great dialogue and participation from the bench and clerks from all three districts. Judge Jenneman reported on an effort to promote uniformity across the districts, particularly as it relates to differences in mortgage modification mediation programs. The Committee also received reports from the clerks of the three bankruptcy courts. Mr. Brown and Judge Hyman both emphasized the value of having clerk participation in the meetings.

Mr. Brown made the following motion, seconded by Ms. Wasylik:

Resolved, that the Section amend its judicial reimbursement policy to include clerks of the three bankruptcy courts or their designee.

During discussion, it was noted that there had originally been a budget line item of \$7500 to cover reimbursement of clerk participation in Section meetings.

After further discussion, the motion was unanimously approved, with the abstention of the bankruptcy judges present.

**F. BUSINESS LITIGATION COMMITTEE**  
**Russell Landy, Chair**

Mr. Landy reported that the Committee enjoyed excellence attendance. The Committee received reports from its various subcommittees.

The former E-Discovery Task Force has been constituted as a subcommittee and was scheduled to meet immediately following the Business Litigation Committee. The meeting will

focus on certification of e-discovery lawyers, growing membership, educational initiatives and reprising the e-discovery seminar that was presented at the June 2013 Annual Meeting.

The Antitrust Subcommittee, newly constituted from the former Antitrust Franchise and Trade Regulation Committee, reported that it is focusing on a series of changes for Antitrust Certification. A synopsis of the changes was presented. There was also discussion regarding folding the Antitrust Certification into business litigation and phasing out the certification. There was also a discussion regarding the small number of practitioners in the field. It was noted that the Bar rules and standards for certification are difficult to meet. Amendments to the Antitrust Certification were presented. Upon motion, the Committee approved the proposed amendments.

Mr. Gilbert and Hal Litchford then led a discussion among the Executive Council regarding the history of the Antitrust Certification, current standards and changes in the law. Mr. Litchford noted that because of changes in the law, the number of lawyers eligible for certification has dwindled. They also reported that the certification Committee has been working for two years to rewrite the standards to make it easier for practitioners to qualify, by deemphasizing litigation and adding counseling. The process for amending the certification standards was described as follows:

Amendments were drafted and vetted by the Certification Committee, then approved by the Business Litigation Committee, and are now being submitted for approval by the Executive Council. If approved by the Executive Council, they would be submitted to the Board of Legal Specialization and Education (BLSE). Mr. Litchford stated that the Certification Committee was also investigating amendments to bring trade regulation back into the certification process. He also stated that the Committee has secured the cooperation of the Attorney General on consumer trade regulation. Mr. Gilbert noted that there is a risk certification will be eliminated in its entirety. The Bar has articulated a concern with the cost of administering a certification for so few practitioners; there are only 15 practitioners certified and the Bar minimum is 75 attorneys.

Mr. Gilbert made the following motion, seconded by Mr. Landy:

Resolved, that the proposed amendments to certification standards be approved and recommended to BLSE.

There being no further discussion, the motion was unanimously approved. Mr. Litchford and the Honorable Edward LaRose abstained as members of the Certification Committee.

**G. STATE/FEDERAL COURTS JUDICIAL LIAISON COMMITTEE**  
**Barbara Riesberg, *Chair***  
**Honorable Gill Freeman, *Judicial Chair***

Ms. Riesberg reported that the Committee hosted a successful and well attended dinner the previous evening, in conjunction with the Bankruptcy Judicial Liaison Committee. Ms. Riesberg noted that there was some confusion on the reimbursement policy and the Section Administrator, Mary Ann Obos, agreed to provide Ms. Riesberg and members of the Judiciary a copy of the Section's reimbursement policy.

## **H. COMMUNICATIONS COMMITTEE**

**Lynn Sherman**, *Chair*

**Paige Greenlee**, *Social Media Chair*

Ms. Sherman reported that the Committee meeting was well attended. The Committee had a brainstorming session with newer members discussing the proposed “refresh” of the Section’s website, specifications, and bells and whistles. Ms. Sherman also reported that the Section has entered into a contract with PaperStreet Web Design. The Committee is now completing a survey of information requested by PaperStreet to assist in their design. The Committee also discussed content, site structure and presentation; specifically, the Committee discussed what was desirable to retain from the current website and what was not working. Ms. Sherman noted that the Committee places great importance on the need for a fully engaged web administrator to keep content fresh.

Mr. Nagin interjected that he believed the website needed to be fully mobile compatible and to accommodate Google Analytics to assist in the evaluation of the website’s relevance and success.

Ms. Greenlee, as social media chair, reported on the Committee’s discussions regarding various social media platforms and the mission of the Section’s Social Media Committee. Ms. Greenlee stated that the Section had secured the services of an outside consultant, Tammy Gordon, to assist on a pro bono basis. Ms. Greenlee also noted that the Section has significantly increased its participation levels on all major platforms: LinkedIn, Facebook and Twitter. She also stated that the Section was continually seeking content for its social media outlets and asked members to direct content to Tracy Eller or herself.

Kacy Donlon reported that the Committee is developing a posting policy regarding events, both Section sponsored and non-sponsored, on the website and other social media platforms.

## **I. COMPUTER LAW COMMITTEE**

**Larry Kunin**, *Chair*

Mr. Kunin reported that the Committee had excellent attendance. The Committee discussed proposed legislation, specifically the CADRA legislation. Mr. Kain is working with the Business Litigation Committee to refine the draft legislation. Mr. Kain also noted the proposed amendments to the Computer Crimes Act (Ch.815). The Committee also discussed potential legislation regarding business identity theft. It was noted that the Florida Statute covers individuals, but not business entities. The Committee will research this topic further. The Committee also discussed CLE possibilities, including on the possible topic of data breach.

**J. CLE COMMITTEE**  
**Ryon McCabe, Chair**  
**Mark Nichols, Vice-Chair**

Mr. Nichols reported on the success of various 2013 CLE initiatives. Manny Farach, as liaison to The Florida Bar CLE Committee, reported that CLE attendance and revenue is in steep decline throughout The Florida Bar.

Mr. Nichols then led a discussion on publications and distribution of Section generated content in either print or digital format. Diane Wells stated that one reason this Section had previously decided to retain the Journal in print format was because of pushback from members on receiving all content in electronic form. Mr. Schwartz indicated that he thought the Section should revisit the need for printed content. He also observed that the Section should seek to re-purpose content in digital form. The Honorable Cathy McEwen noted that she received some content in both print and digital form, for example, the ABA Bankruptcy Journal. Ms. Riesberg asked why anyone would object to the re-publication of content produced by law firms or third parties, assuming reprint rights could be obtained. Ms. Greenlee observed that a system could be devised to allow Section members to “opt-out” of receiving paper copies. Mr. Farach stated that the Attorney’s Title Fund had previously converted from print to all digital format, but recently returned to print in response to member complaints. Marsha Rydberg, Section liaison to the RPPTL Section, stated that all RPPTL Section publications are in print. Ms. Wells stated that she is in favor of print.

Mr. Nichols stated that his committee would take the feedback received from the Executive Council, consider it and come back with a proposed recommendation. Mr. Nichols also stated that no journal was published in 2013 because of a lack of content.

**K. CORPORATIONS, SECURITIES, AND FINANCIAL SERVICES COMMITTEE**  
**Stefan Rubin, Chair**

Mr. Rubin reported that the Committee had an attendance of 20 persons, including several new members. The Committee discussed the Benefit Corporations bill, which had previously been approved by the Committee and the Executive Council.

The Committee also discussed the 607 Task Force, newly re-constituted under the leadership of Gary Teblum and Phil Schwartz. The Committee also discussed a future review of state securities laws and a potential LLC glitch bill. Michael Robbins reported that the 32<sup>nd</sup> Annual Federal Securities Law Institute was scheduled for February 6-7, 2014 in Miami.

**L. REPORT OF THE OPINION STANDARDS COMMITTEE**  
**Phil Schwartz, Chair**

Mr. Schwartz reported that the Committee is working on a series of supplements to the 2011 report. The supplements would address issuances of preferred shares and clean up



provisions regarding limited liability companies, which are required in light of the recently enacted Chapter 605. Also under consideration is a supplement regarding margin securities.

**M. E-DISCOVERY COMMITTEE**  
**Douglas Cherry, Chair**

Mr. Farach gave the report of the Committee. Mr. Farach stated that the Committee had approximately 15 persons in attendance and discussed various housekeeping issues, including a mission statement for the Committee. Mr. Farach indicated that the discussion focused on e-discovery issues and information management, but the Committee was continuing to examine and define its role. The Committee is also working on a CLE program. Mr. Farach stated that the Committee is working with Honorable Gill Freeman regarding a presentation at judicial conferences and colleges. The Committee is also developing a form protocol on the exchange of electronically stored information and form orders, with the goal of posting the same on the Section website and possibly having them ultimately adopted by the Florida Supreme Court and Rules Committee.

Judge Freeman noted that there are issues with the judiciary, many of whom are not used to e-discovery issues. Judge Freeman noted that most e-discovery issues arise in large commercial cases and that members of the judiciary are not receiving the necessary education on these issues, even in Advanced Judicial School.

Steve Tepler suggested a chapter on e-discovery be added to the Business Litigation Manual.

Honorable Tom Smith observed that attorneys are “way ahead of the courts” on e-discovery issues.

**N. INCLUSION/MENTORING/FELLOWSHIP COMMITTEE**  
**Leyza Blanco, Chair**

Ms. Blanco reported that the Committee meeting had approximately 13 persons in attendance and received reports from several subcommittees. Ms. Blanco reported on the success of the Family Law Diversity & Mentoring Picnic, which the Committee supported. Ms. Blanco also reported that the Committee had secured a grant from The Florida Bar Foundation to produce a trial skills seminar with the Cuban American Bar Association (CABA) and Caribbean Bar Association in Miami. Ms. Blanco reported that the Committee and Section had co-hosted a Business Judges Roundtable with CABA in Miami. The Committee also had a number of volunteers at the Kozyak Minority Mentoring Picnic.

Ms. Blanco noted that there is a diversity networking social being held on February 22, 2014 at the Chester Ferguson Center in Tampa in conjunction with the Hillsborough Bar Association and invited members of the Section in Tampa to attend and support the event.

Judge Isicoff made the following motion, seconded by Mark Stein:

Resolved, that the Section donate \$500 for raffle prizes to law students in support of mentoring initiatives on law school campuses.

Following discussion, the motion was unanimously approved.

Ms. Blanco reported that new mentoring initiatives include a study group on needs and recommendations for building on existing initiatives. The Committee is also developing a list of mentors for new members, with guidelines.

**O. PRO BONO COMMITTEE**

**Mark Stein, Chair**

Mr. Stein reported that the Committee is investigating the development of videos to be used by courts around the state in support of the “One Campaign.” The Committee is also looking to develop “tear pads” listing available legal resources on a county-by-county basis for distribution around the state.

Mr. Stein reported the Committee has developed a “Best Pro Bono Practices” guide. It is in the process of posting examples of firm pro bono policies on the Section website. The Committee is also developing a model pro bono policy for adoption by law firms. The Committee is also expanding its transactional pro bono clinics around the state. Past pro bono clinics were held in Jacksonville, Miami and Tampa. The goal is to host clinics in 2014 in Orlando, Ft. Lauderdale and Tallahassee.

**P. RETREAT COMMITTEE**

**Mark Stein, Chair**

Mr. Stein reported that sponsorship packages are being transmitted next week. The Committee is soliciting suggestions for new sponsors and CLE ideas. The Labor Day Retreat will return to Naples in 2014.

**Q. MEMBERSHIP COMMITTEE**

**Phil Kabler, Chair**

Mr. Kabler reported that the Committee is developing a working draft of a plan to grow and retain membership in the Section. Action items include development of a timeline, budget, delegation of responsibilities, and development of targeted demographics. The goals are to attract new members, retain existing members and increase participation in Section activities.

**R. INTELLECTUAL PROPERTY COMMITTEE**

**Ury Fischer, Chair**

**Dineen Wasylik, Vice-Chair**

Ms. Wasylik reported that the IP Committee meeting was well attended. The IP Symposium will be held March 20-21, 2014. The Committee is seeking sponsors. Kimra Major-Morris is the 2014 IP Symposium Chair.

**S. LONG RANGE PLANNING COMMITTEE**  
**Honorable Michael Williamson, *Chair***

No report.

**T. YOUNG LAWYERS DIVISION**  
**Paige Greenlee, *Chair***

Ms. Greenlee reported that the Young Lawyers Division has identified a number of young attorneys who are looking to get involved with the Section. She invited the chairs of substantive committees to reach out to young lawyers and encourage their participation.

**U. REPORT BY OUT OF STATE PRACTITIONERS**  
**Donald Workman, *Section Liaison***

No report, other than to thank Judge McEwen for her support.

**V. CHAIR'S REPORT**  
**Steph Nagin, *Chair***

Mr. Nagin reported that the Section is purchasing teleconferencing equipment after determining the cost of renting such equipment at the various venues where the Section holds meetings will quickly exceed the cost of the capital purchase. Mr. Nagin also reported that the recent survey of Section members generated a poor response and that he was working with the appropriate persons at the Bar to conduct a follow-up survey. Mr. Nagin announced that he is organizing a new task force to evaluate year-round sponsorship opportunities for the Section.

Mr. Nagin then led a discussion of the format of the mid-year meetings. This year's meeting was located at a venue removed from the Bar's mid-year's meetings. He also sought input on the two day format for the mid-year meetings. Approximately half of the Executive Council members present supported the two day format, but expressed a preference that the meetings be held on a Thursday-Friday, rather than a Wednesday-Thursday. Almost all members present supported hosting the Section's mid-year meetings in conjunction with and at the same venue as The Florida Bar. Mr. Nagin reported that the reason the Section had to conduct its meeting at a separate venue from The Florida Bar was a lack of meeting room space. Ms. Rydberg suggested that the meeting room issue should be raised at the Council of Sections meeting. Judge Freeman expressed her opinion that the Section should be meeting at the same time and at the same venue as The Florida Bar. Mr. Nichols noted that those members of the Section who wish to attend other Bar meetings faced scheduling conflicts and logistical challenges when the Section met at a different venue.

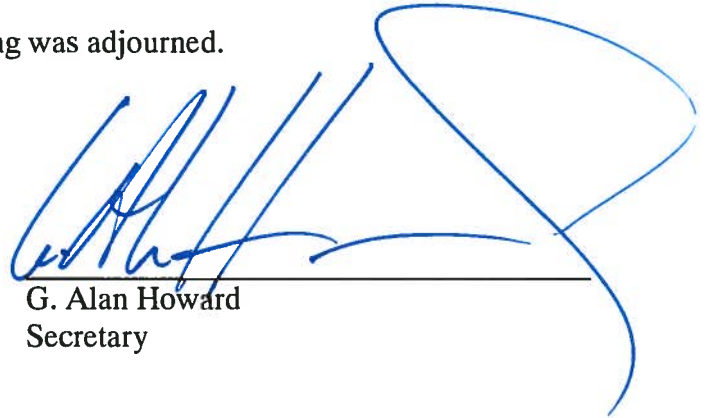
Mr. Nagin then announced that registration was open for the Spring Retreat in Vancouver. Registration can be accessed through the Spring Retreat website hosted by the destination management company E=MC<sup>2</sup>.

Mr. Nagin then yielded the floor to Judge Van Nortwick.

Judge Van Nortwick announced that The Florida Bar President Eugene Pettis was launching the Bar's Vision 2016 Project and invited all members of the Executive Council to review the materials available on The Florida Bar website. Judge Van Nortwick also announced that the 2015 Spring Retreat will be held in Venice, Italy in the last week of March, 2015.

**VI. ADJOURNMENT**

There being no further business, the meeting was adjourned.



G. Alan Howard  
Secretary

**EXHIBIT A**

**LIST OF ATTENDEES**

Philip Alan Bates	Mindy Mora
Russell Merrin Blain	Jennifer L. Morando
Leyza Florin Blanco	James Burton Murphy, Jr.
Jacob Aaron Brown	Stephen E. Nagin
Joan R. Bullock	Mark David Nichols
Jason Burnett	Mary Ann Obos
Robert Paul Charbonneau	John K. Olson
Michael Bruce Chesal	Paul L. Orshan
Louis T.M. Conti	Jon Polenberg
Jodi Cooke	Barbara Joy Riesberg
Melanie Emmons Damian	Michael Howard Robbins
Katherine C. Donlon	Christopher Andrew Roy
Manuel Farach	Stefan A. Rubin
Gill S. Freeman	Marsha G. Rydberg
Irwin Robert Gilbert	Bradley Mitchell Saxton
Paige Adonna Greenlee	Zana Scarlett
Jeffrey Hirsch	Philip Barry Schwartz
Glen Alan Howard	Lynn Welter Sherman
Amir Abraham Moses Isaiah	Thomas Benton Smith
Laurel Myerson Isicoff	Miriam Rose Sowinski
Philip Noble Kabler	Mark Evan Stein
Lawrence Hugh Kunin	Gary Ira Teblum
Russell Marc Landy	Cherine Smith Valbrun
Edward Camille LaRose	Peter Francis Valori
Stephanie Crane Lieb	William Alva Van Nortwick, Jr.
Xinning Shirley Liu	Lori Virginia Vaughan
Hal Kemp Litchford	Dineen Pashoukos Wasylik
Stephen Mahle	Diane Noller Wells
Kimra Denise Major-Morris	Michael G. Williamson
James Marx	Mark Joseph Wolfson
Catherine Peek McEwen	Donald Alan Workman
Thomas M. Messana	

**MINUTES OF THE MEETING  
OF THE EXECUTIVE COUNCIL OF THE  
BUSINESS LAW SECTION OF THE FLORIDA BAR**

**MAY 25, 2014  
VANCOUVER, BRITISH COLUMBIA, CANADA**

A meeting of the Executive Council of the Business Law Section (“BLS”) of The Florida Bar – called to order by **BLS Chair, Stephen Nagin** – was held in Vancouver, British Columbia, on a transport bus traveling between the Vancouver Aquarium and the Fairmont Pacific Rim Hotel.

**I. CALL TO ORDER; QUORUM** The Chair determined that a quorum was present of all members of the Executive Council who had traveled to Vancouver.

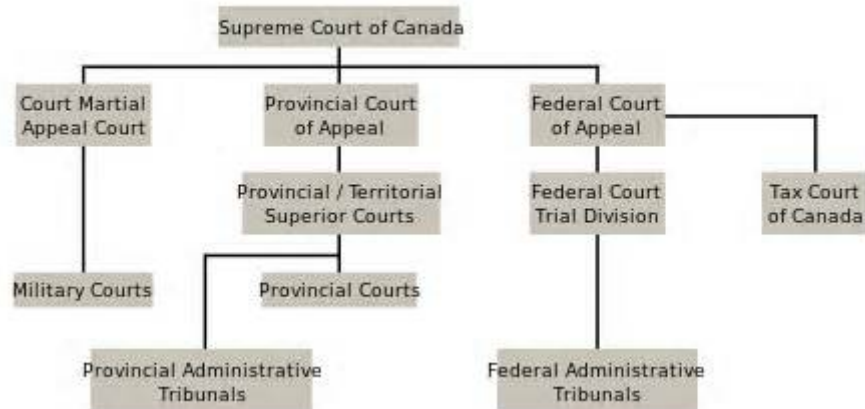
**II. CLE** Mr. Nagin explained that the limited purpose of the meeting was to discuss continuing legal education (“CLE”) activities held over the previous three days, specifically to determine which of the CLE programs were worthy of seeking CLE credits from The Florida Bar for participants who attended the CLE functions.

**A. BC COURT OF APPEAL**

The first matter discussed was the Executive Council visit to the Court of Appeal of British Columbia; the highest Court in the Province of British Columbia. It had taken place on Thursday, May 23<sup>rd</sup>, at The Law Courts, 400-800 Hornby Street, in Vancouver. **Chair-Elect, Judge William Van Nortwick, Jr.** had arranged the meeting through the **Court Registrar, William McCallum**, who participated in the meeting with **Chief Justice Robert James Bauman** and **Madam Justice Mary V. Newbury**.

The meeting with the Justices took place between approximately 4:00 PM and 5:10 PM in the main courtroom of the Court of Appeal. Chief Justice Bauman greeted the BLS Executive Council members and guests, verbally presented an overview of the entire court system in Canada, explained in great detail the jurisdiction of the Provincial Court of Appeal, its average caseload, the number of Justices on the Court, the retirement system for judges, jurisdiction for insolvency matters, and discussed the similarities and differences between the court systems in the U.S. and Canada:

## Outline of Canada's Court System



Justice Bowman then responded to a number of questions by numerous members of the Executive Council. At the conclusion of the educational meeting Mr. Nagin presented a plaque to the Chief Justice, which read:

**With great appreciation to**

**CHIEF JUSTICE BOWMAN  
MADAM JUSTICE STROMBERG-STEIN  
MR. JUSTICE WILLCOCK, MR. JUSTICE GOEPEL,  
MADAM JUSTICE PROWSE,  
AND  
MADAM JUSTICE RYAN OF THE  
BRITISH COLUMBIA COURT OF APPEAL  
For welcoming Florida and Federal Judges, Law  
Professors and practitioners of The Florida Bar, Business  
Law Section, during its 2014 Executive Council Spring  
Retreat in Vancouver.**

**Presented by the Business Law Section Executive Committee:  
Stephen Nagin, Chair,  
Judge William Van Nortwick, Jr., Chair-Elect,  
Alan Howard, Secretary/Treasurer.**

Chief Justice Bowman accepted the plaque with gratitude and stated it would be placed in a prominent location in the lunchroom so that all the Court could appreciate it.

After reminding everyone about the wonderful CLE program at the Court of Appeals, Mr. Nagin inquired whether there was a **motion in favor of seeking CLE credit for one hour of time in connection with the educational meeting at the Court. A motion was made and duly seconded, which passed unanimously**, and without abstention. The Chair announced that one hour of CLE credit would be sought for the presentation by Chief Justice Bowman.

## B. GOWLINGS

As the next order of business, Mr. Nagin discussed the meeting and CLE presentation held at the Gowlings law office, at 550 Burrard Street, Suite 2300, in Vancouver, immediately following the meeting at the Court of Appeal. Based on a prior request by Mr. Nagin, during the meeting at Gowlings, **Paul Armitage**, a partner in the Vancouver office made a CLE presentation on Canada's new **Anti-Spam Legislation** ("CASL") and its effect on commercial electronic messages when the law comes into force on July 1, 2014. Using a projector and presentation software, Mr. Armitage compared CASL with U.S. law and then discussed which commercial electronic messages are subject to CASL and what would be exempt, how "consent" could be express or implied, the content and format requirements necessary to avoid a violation of the law, special considerations for using third-party marketing lists, what penalties would apply, and the transition period for compliance. Several of the BLS Executive Committee members posed questions and Mr. Armitage responded. After the conclusion, Mr. Nagin presented a plaque to **Shayne Strukoff**, Gowlings' Managing Partner in Vancouver for arranging the reception for the BLS Executive Council.

Mr. Nagin inquired whether there was a **motion in favor of seeking CLE credit for one-half an hour of time in connection with the educational meeting at Gowlings on CASL. A motion was made and duly seconded, which passed unanimously**, and without abstention. The Chair announced that one-half hour of CLE credit would be sought for Mr. Armitage's presentation.

## C. BC PARLIAMENT

The Chair then inquired if anyone had any further suggestions or comments. The Chair-Elect was recognized. Judge Van Nortwick recommended that, in addition to the two above-mentioned CLE programs, there had been an escorted visit to the British Columbian Parliament during the afternoon on Friday, May 23<sup>rd</sup> which also should be awarded CLE credit.

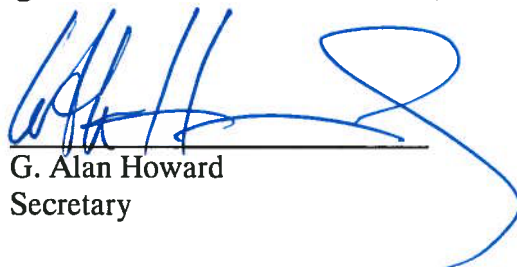
Mr. Nagin thanked Judge Van Nortwick for his excellent suggestion and concurred that the tour was a valuable CLE experience because the group had learned from a legislative aide during the 45 minutes at the Parliament (at 501 Belleville St, in Victoria) about the growing economic, social and political status of the Province that led to establishing the seat of government in Victoria, about the politics of British Columbia, about the relationship of the Queen of England to the federal government in Canada, and an explanation about how the meetings are held in the Chamber that we visited. Also, a presentation about the importance of women in the history of Canada was made. Throughout the tour, the legislative aide answered numerous questions by the BLS Executive Council members concerning many subjects, including the powers of the Legislature in Canada, which the members compared to the powers of the Florida Legislature.

Mr. Nagin inquired whether there was a **motion in favor of seeking CLE credit for the three-quarters of an hour of time in connection with the escorted educational tour of the British Columbia Parliament. A motion was made and duly seconded, which passed**



**unanimously**, and without abstention. The Chair announced that three-quarters of an hour of CLE credit would be sought for the Parliamentary visit.

**III. ADJOURNMENT** No further matters having brought to the attention of the Chair, the meeting adjourned without vote or protest.



G. Alan Howard  
Secretary



# THE FLORIDA BAR

BUSINESS LAW SECTION

MAY 2014 FINANCIAL STATEMENT

## YEAR TO DATE OVERVIEW

REVENUE:	\$573,671
EXPENSES:	\$578,648
NET:	-\$4,977
BEGINNING FUND BALANCE:	\$492,094
TOTAL CURRENT FUND BALANCE:	\$487,117

TOTAL CURRENT MEMBERSHIP: 5451