

Minutes
Annual Meeting of the Executive Committee
Uniform Law Commission

July 19, 2018, 8:00 a.m. – 5:00 p.m.

Blue Room

Louisville, Kentucky

Carl H. Lisman, Chair of the Executive Committee, called the meeting to order on July 19, 2018, at 8:11 a.m. Eastern Time. The following members of the Committee were present in person or by conference phone: Diane Boyer-Vine; Thomas J. Buiteweg, Treasurer; Richard T. Cassidy, Immediate Past President; Gail Hagerty; Barry C. Hawkins; Ryan Leonard, Chair of the Legislative Committee; Daniel Robbins; Steve Wilborn, Vice President; and Nora Winkelman, Secretary.

Also present in person or by conference phone: Liza Karsai, Executive Director; Elizabeth Cotton-Murphy, Chief Administrative Officer; Katie Robinson, Legislative Program Director; and Ben Orzeske, Chief Counsel.

Action Items

1. Minutes

A motion was made and approved accepting the minutes of the Executive Committee meeting held June 7, 2018, and ballot minutes from June 15, 2018.

2. Privileges of the Floor

No additional requests were submitted for consideration beyond those considered during the Executive Committee's June 7, 2018 teleconference meeting.

3. Appointment of Advisory Members

A motion was made and approved granting advisory member status under Section 2.9 of the Constitution to Robert M. Carlson (American Bar Association), Michael Coffee (U.S. Department of State), Manon Dostie (Uniform Law Conference of Canada), Kay S. Farley (National Center for State Courts), Susan P. Frederick (National Conference of State Legislatures), Peter Lown (Uniform Law Conference of Canada), Elaine Marshall (National Association of Secretaries of State), Stephanie Martin (Federal Reserve Board), Stephanie Middleton (American Law Institute), Jason C. Moseley (Council of State Governments), Richard L. Revesz (American Law Institute), Leslie Reynolds (National Association of Secretaries of State), Jorge Sanchez Cordero (Mexican Uniform Law Center), and Christopher Toth (National Association of Attorneys General).

4. Appointment of Nominating Committee

A motion was made and approved authorizing the appointment of a nominating committee consisting of Commissioners Boris Auerbach (Ohio), Chair; Gail Hagerty (North Dakota); Dale Higer (Idaho); Lisa Jacobs (Pennsylvania); and Michele Timmons (Minnesota).

5. Name Changes

No requests for name changes were submitted for consideration during this meeting.

6. Requests for Uniform Designation

No requests for uniform designation of acts were submitted for consideration at this meeting.

7. Requests for Waiver of Line-by-Line Reading

No additional requests for waiver of line-by-line reading pursuant to ULC Bylaw 44A.4 were submitted for consideration beyond those considered during the Executive Committee's June 7, 2018 teleconference meeting.

8. Consideration of Excused Absences

A motion was made and approved excusing the absences of the following commissioners from the 2018 Annual Meeting in consideration of their written requests: Robert G. Bailey (MO); Diane F. Boyer-Vine (CA); Raul E. Burciaga (NM); Martin D. Carr (CA); William H. Clark (PA); Kenneth D. Dean (MO); Jennifer Dettloff (MI); Elena J. Duarte (CA); David M. English (MO); Becky Harris, (NV); Hannah-Beth Jackson (CA); Elizabeth Kent (HA); David C. McBride (DE); Fred A. Risser (WI); Raymond G. Sanchez (NM); and Ben Sones (MO).

9. Requests for Life Membership

A motion was made and approved nominating Joe Donegan (NJ) for election to life member of the Conference.

10. Request for Technical Amendments

a. Uniform Environmental Covenants Act—Proposed amendments to comments

Commissioner Lisman reported on the request to amend comments of the Uniform Environmental Covenants Act. After discussion, a motion was made and approved authorizing technical amendments of the commentary to Uniform Environmental Covenants Act under Section 4.3(b)(3) of the ULC Constitution.

11. Model Abandoned Property Act—Recommendation for approval

Commissioner Lisman reported on the request to carve out the abandoned property provisions of Article 6 of the Uniform Home Foreclosure Procedures act (UHFPA) and offer it as a free-standing model act that could be advanced for introduction and enactment on its own merits and not as part of the UHFPA. After discussion, a motion was made and approved under Section 4.3 of the ULC Constitution authorizing the creation of a free-standing Model Abandoned Property Act (MAPA) excerpted from UHFPA. The committee suggested that the JEB consider adding a commentary to make clear that the act should not be applied to take advantage of extraordinary natural disasters or other extraordinary circumstances, such as the recent catastrophic hurricane in Puerto Rico.

12. Uniform Protected Series Act—Request to correct a footnote to the prefatory note

Commissioner Lisman reported on the request to amend footnote 3 to the Prefatory Notes to the Uniform Protected Series Act to correct an erroneous reference to a series in the Delaware statutory trust act that does not exist and correct a typographical error. After discussion, a motion was made and approved under Section 4.3 of the ULC Constitution authorizing the proposed technical amendments to the Uniform Protected Series Act.

13. Resolution Granting Approval to Signatories for ULC Recurring Expenses

A motion was made and adopted approving the signatories' resolution as amended to include the Legislative Program Director.

14. Discharge of Standby Committees

A motion was made and approved to discharge, with thanks and appreciation, the Standby Committee on Uniform Manufactured Housing Act, the Standby Committee on Uniform Faithful Presidential Electors Act, and the Standby Committee on Uniform Electronic Legal Materials Act.

Discussion Items

15. Report of the Legislative Committee

Ryan Leonard, Chair of Legislative Council, summarized his written report. To date, there have been 159 introductions and 56 enactments, with more likely by the end of the year.

The Executive Committee discussed potentially beneficial changes to the legislative program, including: appointing active state legislators to the legislative committee; expanding the committee interest survey to invite input into the enactment potential of a potential act; systemizing the distribution of knowledge and resource education to enactment committees; continued support for strong relationships with state legislatures, state agencies, and other

organizations and interest groups; outreach to organizations such as NCSL and CSG; reinforcing to drafting committee members throughout the drafting process the importance of commissioner involvement in the enactment process; and broader or targeted dissemination of Enactment Kits. The Committee on Innovation and Growth is developing recommendations addressing improvements to the legislative program for the Executive Committee.

The Committee also discussed how to better engage new members in the enactment process.

Commissioner Ramasastry suggested developing a Legislative Council mentoring or training program. Commissioner Winkelman recommended distributing a legislative interest survey to identify commissioners interested in supporting enactment efforts.

Commissioner Leonard asked whether the ULC is underutilizing staff resources in the enactment process. Historically, Commissioners have had the primary responsibility for securing enactments in their States; however, not all Commissioners have the contacts, skills or inclination to do so. Our Legislative Counsel could reach out directly to legislators, legislative staff and others interested to directly promote our Acts. Legislative staff will ask individual commissioners at legislative breakfasts whether they would welcome direct contact from ULC legislative staff to support the enactment effort, and to explore why certain commissioners prefer a Commissioner-only approach to the enactment effort.

16. Report on ULC Archives at the University of Texas and Related Matters

Katie Robinson, Legislative Program Director, summarized the written report submitted by the University of Texas. The University offers a finding aid on its website and will email documents on request but does not provide online access to the archive. The ULC will consider whether to support online access to the archived material.

Director of Information Technology, Greg Young, reported that multiple web hosting options are available; he was asked to develop and present to the Committee the pros and cons of the various hosting platforms.

Ms. Cotton Murphy reported on the ongoing grant-funded project to scan a backlog of hard copy drafting committee records stored in the ULC offices. A temporary employee is currently scanning individual documents organized by Act. Additional funding may be needed to complete the project.

The History Committee will be asked to consider how to preserve hard-copy drafting records. A subset of the committee will visit the Chicago office to review files and develop a protocol. Commissioner Buiteweg and Mr. Young will assist the History Committee and provide technical expertise necessary when considering issues of document organization and retention.

17. Monitoring Committees

The Committee discussed the value of the monitoring committees and the importance of engaging research directors to support committee activities. Monitoring committees are trying to

replicate the work of JEBs but without the kind of resources that JEBs have for research directors. These committees are responsible for review and recommendations concerning entire areas of law. As currently structured, the monitoring committees can't function as JEBs.

Ms. Karsai reported that remaining funding in the ULF grant is available to support research director honoraria in the short term.

18. Budget and Finance

a. Write-off of Uncollectible Dues

Commissioner Buiteweg summarized the written report on the write-off of uncollectible items. After discussion, a motion was made and approved authorizing the write-off of uncollectible state dues in the total amount of \$387,463.00.

b. Recommendation Concerning State Dues for 2019-2020

Commissioner Buiteweg reported on a recommended dues schedule for fiscal year 2019-2020. The recommendation is for a three percent increase for states "caught up" to the tiered dues model implemented in 2007 and a five percent increase for the few states that have not yet "caught up." Although the ULC would prefer not to raise dues, the ULC faces increased costs and expenses despite all efforts to do more with less. The current recommendation for the reserve for uncollected dues in the proposed FY 2018-19 budget is \$425,000. Commissioner Buiteweg also noted that by 2020 nearly all states would be caught up with their peers in tier status based on current projections.

After discussion, a motion was made and approved authorizing an increase in state dues for 2018-2019 of 3 percent for "caught up" states and five percent for those not yet "caught up" to the previously approved dues schedule.

c. Health Care Renewal

Elizabeth Cotton-Murphy, Chief Administrative Officer, reported on the health care renewal options available to ULC. After discussion a motion was made and approved authorizing transition to the Affordable Health Care Blue Cross Blue Shield Platinum plan effective September 1, 2018.

d. Employment Practices Liability Insurance/Directors and Officers Insurance

Ms. Cotton-Murphy reported on Employment Practice Liability/Directors & Officers insurance coverage proposals received from Traveler's and Navigators. The coverage offered is nearly identical. The issue was tabled for further discussion during the executive session.

e. Possible ULF Funding for Grant Writing Position

Commissioner Lisman led discussion of the potential value of having a grant writer on staff and will continue the discussion with Trustees at their upcoming meeting.

f. Consideration and Approval of FY2019 Budget

Commissioner Buiteweg summarized the memorandum and proposed budget submitted to the Committee and led a discussion of the proposed fiscal year 2019 budget. A motion was made and approved adopting the budget as proposed.

g. FY 2018-2019 Programmatic Budget

A written report was submitted to the Executive Committee. The report was received by the committee.

h. Budget Projections for FY 2019-20, 2020-21 and 2021-22

A written report was submitted to the Executive Committee. The report was received by the committee.

19. Meeting Locations

Executive Director Karsai reported on states that prohibit state-funded and state-sponsored travel to states with discriminatory laws. The ULC will continue to monitor developments.

20. Government Relations Contract

Commissioner Lisman reported that the ULC currently does not have an ongoing written contract with Nelson Mullins, Riley & Scarborough LLP (“Nelson Mullins”) which has assisted the ULC with government relations and state-federal relations work. Instead, Nelson Mullins has been paid an ongoing monthly retainer since the written contract expired in 2016.

A proposed draft request for engagement for government liaison services was considered. The Committee will review the proposed draft and give comments to Katie Robinson. It was decided that Nelson Mullins should continue to do proactive work on several acts and that ULC will continue to pay the monthly retainer. The relationship will be considered at midyear meeting.

21. Presidential Priorities

a. ULC Video Pilot Project Proposal

Commissioner Ramasastry reported on the June video shoot and production of a series of five short videos. The first video -- on the Uniform Guardianship Act -- will be unveiled tomorrow at the opening session.

a. Report of the Dues Committee

Commissioner Wilborn reported on committee activities. Hiring lobbyists to assist with dues collection has been helpful.

b. Sexual Harassment Policy

Commissioner Ramasastry reported on the formation of a task force to expand the sexual harassment policy beyond staff to address commissioners and outside parties. The task force will also consider the implementation process.

c. Report of the Diversity and Inclusion Committee

This report will be taken up on Monday, July 23, 2018.

d. Report of the Committee on Innovation and Growth

This report will be taken up on Monday, July 23, 2018.

e. Report of the Ethics Working Group

1. Proposal for Review of Conflict of Interest Policy

This report will be taken up on Monday, July 23, 2018.

22. Annual Meeting Subsidy

Commissioner Ramasastry reported on annual meeting expenses and the need to increase the commitment by the Executive Committee from reserve funds for use toward the 2019 annual meeting from \$100,000 to \$150,000. Leadership will continue to explore ways of reducing annual meeting costs for commissioners while providing high-quality annual meetings.

23. Website Design Progress Report

Mr. Young reported on website development and plans for a technology session during the annual meeting.

The database implementation is complete and content management system implementation is underway. The new website is on schedule to go live within the next four to six weeks. Mr. Young will return on Monday, July 23, 2018, to provide the Committee with a preview of the new website.

24. Review of Proposed Revised Policy Statement on Transparency and Open Records

This report will be taken up on Monday, July 23, 2018.

25. Report of the Public Information Committee

This report will be taken up on Monday, July 23, 2018.

26. Report of the Committee and State and Federal Relations

This report will be taken up on Monday, July 23, 2018.

27. Discussion with Division Chairs

This report will be taken up on Monday, July 23, 2018.

28. Pipeline Review

Commissioner Lisman led a discussion of the proposed possible reading schedule for the 2019 annual meeting distributed for the Committee's consideration.

29. Federal Mortgage Note Registry Project

Commissioner Lisman reported on recent developments impacting the federal note mortgage note registry project. The ALI approved the amendments to the Uniform Commercial Code Articles 1,3,8 and 9 in May. The act is scheduled for a final reading at this meeting. The federal statute is substantially complete. The Federal Reserve Bank of New York no longer wishes to lead the push for enactment of the federal statute. If registry proposal embodied in the New York Fed's statute does not go forward as collectively imagined, there is a possibility all commercial law rules could be left to alternative federal regulation which would diminish the UCC.

30. Report of the Committee on Scope and Program

This report will be taken up on Monday, July 23, 2018.

Executive Session

The Committee went into executive session beginning at 2:49 p.m. Eastern Time and returned at 3:29.

The meeting was adjourned at 3:31 p.m. eastern.

APPENDIX A

A. Officer Reports

1. Report of the Vice President

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Report of the Secretary

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

3. Report of the Treasurer

a. State Dues Report

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

b. Report on ULC Investments

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

4. Report of the Chair of Legislative Committee

Written reports were submitted for the Executive Committee's consideration. Those reports were received by the Committee.

B. Committee Reports

1. Committee on State and Federal Relations and Liaisons with Other Organizations

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Criminal Justice Reform Committee

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

3. Committee to Monitor Developments in Civil Litigation and Dispute Resolution

A written report was submitted for the Executive Committee's consideration. That

report was received by the Committee.

4. Committee to Monitor Health Care Law

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

5. Committee on Diversity and Inclusion

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

6. Committee on Innovation and Growth

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

7. Committee on Liaison with American Bar Association

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

8. ULC History Committee

No report was received.

9. Public Information Committee

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

10. Committee on Technology

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

11. International Initiatives

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

12. Tribal Law Activities

Commissioner Berg is scheduled to present a report to the Conference during the Third Session of annual meeting.

13. Ethics Working Group

No report was received.

14. Foundation Relations

No report was received.

15. Committee on Academic Partnerships

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

16. Joint Editorial Board for Uniform Trust and Estate Acts

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

17. Joint Editorial Board for Uniform Real Property Acts

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

18. Joint Editorial Board on Uniform Unincorporated Organization Acts

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

19. Joint Editorial Board for Uniform Family Law Acts

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

C. Meeting Reports

1. Annual Meeting Schedule and Events

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Report on Committee Meetings

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

3. Report on Annual Meeting and Midyear Meeting Dates and Locations

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee. The ULC will meet in Anchorage, AK, Friday, July 12 – Thursday, July 18, 2019. The ULC will meet in Madison, WI, Friday, July 10 – Thursday, July 16, 2020. The ULC will meet in New York, NY, Friday, July 2 – Thursday, July 8, 2021. The Executive Committee will meet in Tucson, AZ, January 17 – 20, 2019.

D. Office Reports

1. Grants Report

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Activity Report of the Executive Director

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

3. Activity Report of the Chief Administrative Officer

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

4. ULC May 31, 2017 Financial Report

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

E. Reports of the Uniform Law Foundation

1. Financials

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Fundraising

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

3. Trustee Minutes

Minutes from the recent Trustee meeting were received by the Committee.

F. Miscellaneous Reports

1. Report on ULC Archive at University of Texas at Austin

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.

2. Report on the Work of ULC's Federal Government Relations Representatives, Nelson Mullins Public Strategies, and other Federal Relations Matters

A written report was submitted for the Executive Committee's consideration. That report was received by the Committee.