

# Report to the Board of Directors of the Oregon Country Fair

By Mary N. Miller

August, 2018

**Mission Statement:** *the Oregon Country Fair creates events and experiences that nourish the spirit, explore living artfully and authentically on Earth and transform culture in magical, joyous and healthy ways.*

The **PURPOSE** of this report.

In March of 2018, the Oregon Country Fair (OCF) contacted the Nonprofit Association of Oregon (NAO) and requested executive search, leadership development and restructuring services. The reason given for the request was:

*OCF has been without a GM for around 2 years. We have been unable to decide on the best upper management structure for our organization and would like assistance in figuring out the best way to move forward and how to get there. The Fair's current structure is the result of an evolutionary process from a purely volunteer-run event through initial hiring of staff to our current makeup which includes seven paid staff and thousands of volunteers. Over the last decade we unsuccessfully tried to shift from a General Manager to an Executive Director and returned to the GM model. Some of our membership have been inquiring as to when we will fully address our upper management structure. We would like to meet with someone to discuss how we might proceed and to gain some insight from an uninvolved observer.*

## **Overview:**

The Oregon Country Fair has grown from a tiny organization formed in 1969 and incorporated as a nonprofit in 1977, to the point where its assets are now 4 ½ million dollars and the gross revenue in 2016 was \$2,341,503 with a net revenue of \$195,750. The key question to be addressed is how can the organization restructure so it can move forward from the small, informal organization it was in the 1970s and 1980s to one, nearly 50 years later, that can survive and thrive in this century and beyond while staying rooted to the core values that sprouted the organization back in the 1970's.

## **Process:**

Brad Lerch (Personnel Committee/BUM), Jon Silvermoon (Personnel Committee/Board member) and Crystalyn Autuchovich (Operations Manager) were selected to meet with NAO Associate Consultant Mary Miller. After discussing a scope of work with her, OCF signed a contract with NAO. Mary Miller would work with key volunteers, Board members and staff in a two-phase process.

**Phase 1: Restructuring the OCF** in a way that will attract the optimum candidate for the General Manager, Executive Director or other lead professional position.

**Phase 2: Initiate a Search for the Optimal Candidate.** This phase has not yet begun. Whether we can move forward with this will depend on the outcome of Phase 1. Time is of the essence as, if the search is started in October, it might be complete with the professional in place by January or February.

**Phase 1 Method:**

Brad, Jon and Crystalyn worked with me to create a Stakeholder Map that identified the primary internal and external stakeholder groups of OCF. We developed questions for Listening Sessions with primary internal stakeholders. (It was decided that, for the purpose of this assignment, it would not be necessary to interview external stakeholders.) The intent was to ensure that everyone who is involved in the operations of the organization on a regular basis will have an opportunity to attend one of the listening groups.

**Action taken by Consultant.**

I conducted Listening Sessions during the month of June and July, with the following internal stakeholder groups: Food & Craft, PATH Planning, Elders, BUMS, Diversity Task Force, Community Village and Energy Park, Employees, Personnel Committee, the Board/Officers and three sessions with Coordinators. As there is an overlap between these groups and other stakeholder groups not interviewed, this afforded most of the membership the opportunity to be involved, should they have wished to contribute. In addition, a "Catch-All" Listening Session was held for anyone not a member of the above stakeholder groups or who could not attend their assigned Listening Session. Lastly, there was a note in the June issue of Fair Family News and a link to the questions so that any member could submit their responses. In all, I conducted 14 Stakeholder Group Listening Sessions listening to 137 people and additional 15 who submitted their response online. Other individuals were interviewed for approximately 166 people in all. These included individuals at all levels of the organization from founders through to past General Managers Leslie Scott and Charlie Ruff and several Board members. Lastly, I looked at a number of other nonprofits which are organized in non-traditional ways to assess whether we could utilize any of their approaches. I found that those applications were not transferable to OCF as these nonprofits were much smaller or had substantially different features.

I also read the book Fruit of the Sixties, by Suzie Prozanski on the origins of OCF and found it very valuable in increasing my understanding of the evolution of OCF.

## **Report Presentation and Board Decision Making:**

I am grateful for the feedback I have received from you and have reviewed it all. The information has helped me to delve deeply into the OCF and to better understand your culture and values.

My recommendations in this report, though, are mine alone, and are based on my assessment of OCF and my experience and knowledge working for over 35 years in, and for, nonprofits and as a nonprofit consultant.

Because of the need to move forward quickly with the selection of a paid professional, I am presenting a two-part report. Part 1's recommendations are outlined below. If adopted by the OCF Board, this will allow the search for the lead professional to begin in October and hopefully culminate in a hire by February of next year.

Part 2 of my report will be presented in November and that will allow the incoming Board members to be involved in the study and implementation of those recommendations. Part 2 proposals will cover a wide variety of suggestions, none of which need to be implemented immediately. They will be presented with a suggested timeline for implementation and will involve such topics (that arose time and again in the Listening Sessions,) as election of OCF Board members, Board development, Board committees, and a variety of other matters that came to my attention, including the need for some deep work of the heart.

### **Process for Part 1 Recommendations:**

The Part 1 report was placed on the Board agenda as new business at the August, 2018 Board meeting. It will be old business at the September Board meeting. It is hoped that the Board will vote on my final recommendations by the October, 2018 Board meeting and if those recommendations pass, a professional search can begin immediately. Members will have the opportunity to have input before the Board makes its final decision.

### **Member Input**

I very much appreciate all the input I received from those with whom I spoke - your bright ideas, your intelligence, your passion, your commitment and all that you want to do for the good of OCF. I met many wonderful, dedicated and inspiring members. In some sessions, there were people for and against a particular course of action and each of you were passionate about your varied opinions. I want to be clear though, that although I heard many opinions about current and recent situations, I do not know full details of any of those situations, nor was I brought into the OCF to make any suggestions about those situations.

My purpose here is to recommend a management structure that will clearly define the role, authority and responsibilities for the OCF lead professional so that the search for that professional can begin and a successful hire can result. This will involve structural changes that are compatible with the size and growth of OCF now, given the geographical dispersion of members and the dependence on a massive once-a-year event.

### **Background Summary:**

The Oregon Country Fair originated in 1969 as a fundraiser for a local school. It was such a success and so much fun that the organizers decided that they wanted to continue to hold a fair on a regular basis - so the fair started off with a group of young idealistic hippies who believed in their ability to change the world and to have an impact on the way communities in society developed and how people treated each other. Amongst those values was a reverence for the earth and stewardship of the **land**. Members are still very conscious of those values including the humanistic, core values of compassion, kindness and peacemaking and these were raised frequently during the Listening Sessions.

It was not until the 1990s that the first paid staff member was hired. It became clear that the organization had become too big for part-time volunteers to manage both the land and the enormous logistics and mechanics of putting on a successful three-day event. The first employee was a caretaker who reported to the Board. A General Manager(GM) position had already been established but until the 1990's it was a volunteer position. The first paid GM was hired in 1991.

Over the last 20 years, the organization grew, expanded and stabilized as more systems and procedures were put in place and policies established. More paid staff were hired. In terms of achievements you have much to relish. The three-day event you create each year with only seven paid staff and thousands of volunteers is an achievement of which you can be immensely proud. I am humbled and awed by your accomplishments.

### **Evolution of Nonprofits from an Operational Board to a Governance Board.**

Nearly all nonprofits start off as an all-volunteer organization. Usually there is no staff so the first board of directors also implements or delivers the program. Their small size allows them to be both an operational and governance board making governance and operational decisions. As the organization grows and develops then, in most nonprofits, the first Executive Director or other lead professional is hired. The board starts to move towards releasing the operational decisions and developing their expertise in making policy, understanding the finances, strategic planning and overseeing the work of the

Executive Director. In short, nonprofits that grow in size must evolve to the point where the board governs from a 10,000 ft perspective and delegates the on-the-ground, day to day operations and delivery of programs to paid staff and program volunteers.

Completely and fully making that transition can be painful for some nonprofits but eventually most get there. Volunteers decide whether they want to be a governance volunteer, which is what the board and the board committees members are, or whether they want to be operational volunteers who deliver the program.

## **Development of the Oregon Country Fair**

OCF has been enormously successful. Over the past half century, you have acquired land to steward, raised children and now grandchildren in the Fair, maintained and developed a strong volunteer base, have warded off major threats to the organization and annually produced an internationally known fair famous for its handcrafted goods, emphasis on health, environment and energy conservation and it's variety, festivity, creativity and world class entertainment. It attracts over 45,000 people a year and is fun!

There is, however, one crucial area of the OCF organization that did not evolve along with OCF's enormous growth in size and responsibilities - and it is costing you. The Board has not evolved from an operating board to a governance board. Nearly 50 years later, OCF is still trying to manage the operations of the organization at Board meetings and through committees and that is way behind where it should be in its 50 year lifetime. A structure that was established nearly 50 years ago when there were ten, 50, 150 or even 500 people involved and no employees, is not a structure that can sustain an organization that now has over four and a half million dollars in assets (including an enormous amount of land to steward) and has a gross income of over two and a quarter million, thousands of volunteers and annually puts on an amazing, but high liability, three-day, arts and entertainment fair.

Although some changes in the Bylaws have taken place over the years, the legal structure of OCF has not been significantly updated to reflect the changes in the organization since 1979 when the Bylaws were created. At that time you were a small organization with an operational Board, and it was appropriate to state that employees and other personnel and Coordinators would be appointed by the Board and to state that Coordinators need not be directors. BUMS are not mentioned. It is time to update that section of the Bylaws to keep pace with a well established, successful organization.

Delegation is the key to your successful transition into the future.

To clarify, broadly speaking, there are **Six Major Functions of a Governance Board**

1. **Purpose:** Establish the purpose of the corporation, addressing why it exists and ensure this is stated in the Bylaws. Review this purpose from time to time to make sure the organization is still on track and congruent with its mission.

2. **Funding:** Ensure the organization is adequately funded and make contingency plans for when funding goals are not met in both the long term and the immediate futures.
3. **Financial Oversight:** Understand and track how money is being spent and oversee the lead professional's management of operational expenditures. This is usually achieved by each board member receiving a monthly financial statement of expenditures and income totaled by line item and a monthly balance sheet. In addition, the board members have a responsibility to keep current with any and all of the organization's investments, endowment funds, restricted funds and the result of any audit. An essential component of financial oversight is ensuring that the organization has a good internal financial control policy in place.
4. **Community Relations:** Be individually and collectively responsible for projecting a positive image of the nonprofit to the wider community and ensure the organization maintains a good reputation.
5. **Policy:** Establish personnel, financial and other policies that are implemented by management. Management establishes the procedures for these policies and makes decisions within the parameters of those policies.
6. **Management Oversight.** Oversee operations by receiving regular reports from the lead professional to whom the board delegates the responsibility and the authority for the day to day operations, management of staff and the functioning of the organization. This includes hiring that lead professional, evaluating his/her performance, deciding on any salary increases and, when necessary, terminating the lead professional.

A governance board takes care of the big picture, makes long range and contingency plans and identifies major issues potentially facing the organization. A governance board needs to sit at the top of the mountain, scanning the horizon for danger and opportunities to the organization and does not dig into the weeds at the bottom and on the sides of the mountain.

### **Key Recommendations:**

I am recommending an organizational structure that establishes clear lines of accountability, authority, communication and feedback loops – one that would attract and retain a lead professional who will help you move forward successfully into the future.

For Part 1 of this report, my key recommendation is ***that the OCF Board delegate operational decisions to its lead professional and that the OCF Board focus on its governance responsibilities.***

This is how I envision that happening.

1. **The OCF Board delegates to your lead professional full authority to manage the day to day affairs of the OCF and to choose and manage his/her own team.** There will be some gray areas where you will have to decide whether an issue is an operational matter to be resolved by management, an issue that falls into the category of one of a board's six major areas of responsibility or an issue that crosses over both areas of responsibilities. That is normal in all nonprofits but you can have a discussion around this if you are clear about your differing roles.
2. This professional will be called an **Executive Director who would have an outward looking role within the organization.**

Under the proposed model, the three current senior staff employees will report to the Executive Director. These positions are the Operations Manager who would be responsible for the Fair event, the Site and Facilities Manager, to whom the caretaker and groundskeeper report - and the Assistant Manager. The Executive Director will have the authority and responsibility to hire, coach, evaluate, decide on staff merit salary increases within the salary budget line item and, if necessary, terminate the employment of any of his or her paid staff. See the Executive Director Job Description for more detail on this.

The Executive Director will be hired by the OCF Board and will work closely with the President of the Board and other Board directors. To ensure the Executive Director has an annual performance evaluation, the Board will appoint a sub-committee (Executive Director Eval Committee) of three-four persons including at least two Board members to conduct an annual evaluation of the Executive Director. The sub-committee will be appointed annually at the November Board meeting and the performance evaluation will be presented to the Board at the following October Board meeting. Any merit increases will be based on this performance evaluation. The sub-committee may change each year. If necessary, the Board may terminate the employment contract with the Executive Director.

3. **The Personnel Committee will be renamed the Personnel Policy Committee.** It will no longer be involved in employee hiring, firing, evaluations, salary raises or anything operational. It will be responsible for developing policies relating to paid personnel and ensuring that there is a sound, updated and Board-approved grievance policy in place for paid employees. Examples of some tasks of the **Personnel Policy Committee** are developing an Employee Handbook, researching and developing employee salary ranges for each position,

developing policies around employee work/life balance, reviewing and updating employee benefits, developing a merit/COLA salary increase policy, and ensuring these and other employee policies are updated on a regular basis and brought to the Board's attention for action.

4. There will be an outside **Human Resources consultant** under contract and available to the Executive Director, Personnel Policies Committee and the Board to advise and assist as necessary in personnel matters including hiring of employees and to advise on employment law. This HR professional will always be consulted when there are serious employment issues and when the Executive Director is considering terminating the employment of a regular employee.
5. The search for an Executive Director will be delegated to an ad hoc committee of the Board – called the **Executive Director Search Committee**. The Committee will have no more than ten members and will dissolve once the Executive Director is hired and is in position.

Because the hire of this person is one of the six major responsibilities of a governance board, I am recommending that the Search Committee include four Board members. In addition, on the committee I am suggesting two BUMS, two non-Board Coordinators and two other people who have experience in a similar Executive Director position. Employees will not be members of the Search Committee but will meet alone, as a staff team, with the three or four final candidates.

The search may be led by an outside consultant from an organization such as NAO or be conducted internally by the Board. If an outside consultant is hired he/she will guide and manage the process, help the Search Committee develop job related interview assignments for the candidates and I am recommending that an executive assessment be part of the process.

6. **Hiring of other Staff Members.** The Executive Director will develop a hiring or selection taskforce, usually not more than four-eight people, to interview and select a qualified individual for any open, paid staff position. For senior staff positions, two Board members with knowledge and expertise in that area, will be on the hiring task force so that there is Board input. The Executive Director will ensure that there are people on the hiring committee, whether other employees or volunteers, who have expertise and knowledge in the area for which the staff member is being hired.

7. **Staff Salary Raises and Performance Evaluation.** The Executive Director will conduct an annual performance evaluation process for each employee. Where the employee has an immediate supervisor other than the Executive Director, the performance evaluation will be conducted jointly with the immediate supervisor.

The Executive Director will consult with the Human Resources consultant in developing a performance evaluation model that includes feedback from those interacting most closely with that employee.

8. **Management Team.** The management team will consist of those staff who have management responsibilities as well as the volunteer BUMs. Backup managers who support the Fair operations by facilitating management of the 65 crews are called BUMs. This is a clarification of terms already in use.
9. **BUMS.** Under this model, BUMs will report to the Operations Manager. Some BUMs may liaise with the Site and Facilities Manager, Assistant Manager or other manager but are ultimately accountable to the Operations Manager. In consultation with the management team, the Operations Manager may appoint prospective BUMS as “Swimmers” for a minimum two year period. After completion of the Swimmer period, Swimmers may graduate to, and be appointed as a BUM, by the Operations Manager, after consultation and full discussion with the management team.

BUMs may also be removed by the Operations Manager after full consultation and discussion with the management team.

BUMs may not also be current members of the Board of Directors or Officers appointed by the Board.

Each crew is assigned a primary and a secondary BUM as well as a staff liaison.

Coordinators who feel “unheard” by a BUM or have a complaint about a BUM may appeal to their assigned staff liaison and, ultimately, to the Operations Manager.

10. **COORDINATORS.** I am recommending that crews continue to evolve new Coordinators in the way they historically have but that the traditional Board approval of new Coordinators as presented to the Board be moved to the management team (BUMs and senior staff.) The Coordinators would also have to agree to abide by the OCF Guidelines.

Coordinators would therefore be part of the operational structure and report to the Operations Manager with the assigned BUM liaison interacting with the Coordinator to resolve any problems. Most Coordinators already see themselves as part of operations and working for the BUMs and the paid staff so this would not be a major transition for them. The management team may also remove a Coordinator , if necessary.

Two other factors support this move. Although the Bylaws currently state that the Board appoints Coordinators this, in fact, has never been the case. Each crew has developed its own method for putting forth the name of a Coordinator which is then approved or rubber stamped by the OCF Board. The word “appointment” suggests a selection and interviewing process and choosing the best candidate for the position. In practice, the Board has historically never appointed a Coordinator, only approved names presented to them.

In the October, 2015 membership meeting, the membership passed an advisory vote that volunteer crew Coordinators should report to the General Manager rather than the Board of Directors. The vote passed by a significant margin – 599 agreeing to 326 disagreeing. This is indicative that most crews see themselves as part of the operational arm of the organization and working with, and reporting to, the BUMs and key Fair manager – either the GM or the Operations Manager. I am recommending that this be codified in a Bylaw change that clarifies that the Board approval of Coordinators is no longer a Board responsibility.

## **CONCLUSION**

These ten recommendations illustrate in detail how the OCF Board can delegate operational decisions to the Executive Director, allowing the OCF Board to focus on its governance responsibilities.

An Executive Director job description consistent with these recommendations, has been developed and attached to this report. This job description reflects the delegation of authority for all operations, including the hiring and oversight of all employees, to the Executive Director and the approval and oversight of all Fair event volunteers to the Operations Manager.

Implementation of these recommendations is essential if you are to attract a nonprofit professional Executive Director. No experienced Executive Director would take on the lead professional position at OCF without the authority to select and manage his or her own team. Responsibility without authority simply does not work!

Many of you have been managers and have experience in working in the non-Fair world. Although not everyone will agree with all aspects of the recommendations, the

majority across the many Listening Sessions were asking for many of these changes. These core recommendations have the support of a substantial number of you.

Once again, it has been an honor to be with you. Thank you for the opportunity to know you and to work with you. You are an amazing Family!

Mary N. Miller  
Nonprofit Consultant  
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