

**Oregon Country Fair Board of Directors Meeting
October 6, 2008, 7pm, at the EWEB meeting room**

Present: Diane Albino, Danya Ariel, Katie Cousins, Paxton Hoag, Lara Howe, Jack Makarchek, Deane Morrow, Joseph Newton (alt), Palmer Parker (alt), Lawrence "LT" Taylor (served as chair)

Not: Carl Taylor, Bear Wilner-Nugent

Consider a motion to move new business to old business

Jack moved and Lara seconded that discussion of a policy requiring two signers on all Certificates of Deposit be moved from new to old business.

Board: Katie asked if this was necessary at this time. Jack indicated that this was important and timely. Deane objected to the practice of moving business from new to old.

The motion was approved 9 in favor, 1 opposed (Deane)

Announcements

norma shared the news and some memories about Marilyn O'Failon from Phoenix Rising who passed away last week. The service is October 11 in Ashland.

Lara reported that 21 tons of waste was moved to the landfill from the 2008 Fair. This is about the same as last year. LT remarked that the amount may be an improvement if viewed on a per-person-attending basis.

Jen-Lin (Community Village) announced that the annual Cider Party will be held on October 19 from 11am to 5pm at Alice's. Bring jars with interrupted screw top lids and there will be a potluck. "Chop, chop, pressing, pouring, making cider!"

Paxton announced that Vision Quest will hold a workshop to recruit new committee members, review work, set goals and generate ideas on October 19 from 1pm to 3pm at Alice's.

Steve announced that site crew and staff will hold a weekend work party on October 18 & 19 (the annual meeting weekend) to finish clean-up and decon in preparation for the winter rains.

Chris Browne (Elder) announced that the Path Planning Committee will meet on October 19 at noon at the Yurt.

Joseph mentioned that the Annual Meeting will be held on October 18th at 6:30pm at the Knights of Pythias, 420 West 12th Avenue in Eugene.

Approval of Minutes

Joseph moved and Deane seconded to approve the minutes of the September 8, 2008 meeting of the Board of Directors.

The motion passed: 9 in favor, 0 opposed (Palmer abstained)

Member Input

The members did not speak.

Staff and Officer Reports

Administrative Assistant: norma reported that the transition has started, there is less activity right now and things are getting caught up. The budget process has started and coordinators will be getting packets next week. New orders for commemorative items

have been sent. Shirts and posters are in still in stock. The basement remodel will start this week.

Site Manager: Steve said that clean-up is still underway in preparation for the rainy season. Various tools have been discovered (a Leatherman multi-tool and two sets of cordless tools) and the owners can call the site phone (541-036-7846) to identify and claim them. A new phenomenon discovered on the site this year is the use of coconut husk mats for floors in booths and camps. These are a pack-it-in, pack-it-out item and a guideline change will be made. September was a dry month with only 1/4" of rain as compared to a normal 1-1/2" but the fire season is past and the site is now saturated. The Elmira cross-country invitational will be held on October 15 with the first race starting about 3 or 3:30pm. The start and finish line is in Miss Piggy's. "Come on out, it is really fun to watch." The last three weddings of the season are done. The site is greening up and cleanup is about finished.

Assistant Manager: Charlie said that the last staff meeting and the last BUM retreat with Leslie are over and he will spend his last full working day with her tomorrow. The transition is underway and while things are slowing down preparations are already starting for next year. The wedding season ended with a bang with Robert and Laura and a fabulous ceremony. Charlie mentioned the Vision Quest meeting, Path Planning meeting and the Cider Party are coming up, that a lot of budget process work is underway and taking time and that the office basement archive construction is starting this week. The Eugene Celebration Parade came off great with lots of applause at the tail end of the parade. "A big thanks to everyone who came out and especially to Andyman who carries the weight." To close, he remarked that a big topic coming up in many conversations is preparation for our 40th anniversary.

Treasurers: Hilary reported that a budget meeting was held and that coordinator budgets are needed by October 31. Chris is organizing an envelope stuffing party at the office this Friday to get budget packets assembled and mailed. Each coordinator packet will have a liaison's name, e-mail and phone. If a coordinator has changes, they should contact their liaison to streamline the process. This budget is for one year so that the new Executive Director can be involved when a normal 2-year budget cycle resumes next year.

Grumpy reported that there will be budget committee work sessions on November 5, 12, 19, December 3 and 10 at the office at 6pm and an all day meeting on December 13. The non-crew budgets are due on December 3. The Coordinator Potluck will be held January 17. The combined Board budget work session and Budget Committee meeting will be held January 26. Capital requests are due by January 30.

Grumpy reported that the Financial Planning meeting was held. It was decided to keep the booth fees stable next year but to increase daily ticket prices by \$1 and public parking by \$2. The subject of parking for "long vehicle's" raised some operational questions and further discussion is anticipated.

President: Jack reminded us that we are in transition now and the team is in place. The only big action thus far was bringing forward changes for CD and check signers. Budgeting and operations are going ahead. He noted that we are eagerly awaiting a hire and that this is the first Board meeting without Leslie. Jack said that he anticipates

a smooth and uneventful process and has full confidence in the coordinators, staff, and Board and thanks them for their responsibility.

Committee Reports

Path Planning Committee: Chris Browne (Elder) reported that the Path Planning Committee met on September 14th at noon at the Yurt. Fourteen people, including one from the site team, attended. The minutes from the June meeting were reviewed and approved.

Projects competed for this year's Fair were reviewed. Comments about the relocated Arts and Crafts booth were positive from both Fair Family and the public. Comments about the new temporary booths arrangement were also positive except for concerns about dust. Earlier set-ups in the future would allow the paths to recover before the Fair event.

Projects for the upcoming year were outlined. The committee plans to complete the sections review, prepare a budget, review capital projects, consider establishing better definition for emergency paths, establishing more hand washing stations and to continue efforts to improve Fair Family communications.

The current co-chairs and committee recording secretary were nominated, seconded and re-elected as officers for the next year. It was reported by the Assistant Manager that the Path Planning web page is almost ready and linked.

The Path Planning Committee will meet next at the Yurt on October 19th at noon for 1 hour just ahead of the Vision Quest meeting that starts at 1pm at Alice's.

Elders Committee: Chris Browne reported that the Elders Committee met at the OCF office on September 25th. Nine members and three guests were present.

Eighteen applications for Elders Status were reviewed. Twelve were approved and six were held for more information. There are now 357 approved Elders.

The committee made plans for the Elders Retreat scheduled for October 4-5. Retreat topics, timing and meals were worked out.

The committee made plans for the Fair site Spirit Walk scheduled for October 31, gathering at 5pm at the Yurt and commencing at 6pm. Flashlights, potluck dishes and costumes (optional) are suggested. Everyone is welcome.

The next Elders Committee will meet next at the OCF office on October 23rd at 7pm. The applications sub-committee will meet at 6pm.

The Elders Retreat was attended by thirty elders in person and two via internet along with several guests. A meeting was held on Saturday morning to discuss items of major concern. Elders and Youth Actions (developing projects of interest to both groups), Vision Quest Elders Proposal (status and implementation ideas), Elders camping (status and future plans), Elders budget (expenditures and projections), and Transition Jobs (status and direction) were all reviewed.

Some of the guests at the Retreat were Board member candidates. Both the Elders and the candidates used the weekend as an opportunity to discuss viewpoints and answer questions.

The Council of Elders met on Sunday to discuss the subject of amplification at the Fair and the related issues for Fair Family.

Chris reported on behalf of the Elders that the accommodations were excellent, the food was wonderful (the Elders include some fabulous cooks who prepared magnificent meals), and the music was live on Saturday night. The entertainment was

greatly appreciated and some Elders picked up their instruments and joined in for a set. It was a very productive retreat and the site crew is thanked.

Budget and Treasurer: Hilary pointed out that this month's Board meeting packets do not have a financial report but that the full report will be presented as usual at the annual meeting later this month. In addition, she pointed out that Leslie is on the payroll and insurance until the end of October but is not actually at work and is using up accumulated vacation time. Chris announced that the coordinator's budget packet work party will be held on October 10 at 10am at the OCF office.

Land Use Planning Committee: Steve reports that, following a summer break, the committee resumed its work with a meeting in September. The agenda was set for the winter which includes a new addition of the LUMP manual. A field trip to inspect the Mauldin property was held while it was still dry and the committee had a good look at all the parts. Plans for the property will be included in the LUMP manual. Trees were planted to conclude the event and symbolize our new stewardship.

Peach Power Committee: Anna Scott (Energy Park) reported that the committee met in August. The committee is looking for volunteers to help with the site water and energy audit. Both the office and site will be audited. The work is not complex and is beneficial and the skills are good for a home audit. Renewable energy expansion was discussed as well as some past budget items. Anna appealed to the Board to please put more money into the Peach Power bank account and promised that the committee would use the money wisely for renewables, energy conservation and efficiency improvements. The next meeting is October 27 at 5:30pm at the OCF office. Conference phone call-in is available.

Feedback Committee: Jen-Lin reports that feedback from this year is condensed into about 10 pages. The full report should be online later this winter, will be discussed at the Annual Meeting, and a hardcopy can be mailed if requested with a self-addressed stamped envelope. The comments included no smoking, sanitation requests, women's urinals, kid sized facilities, hand soaps, dishwashing facilities, more water fountains, the wicker dragon and the tree fire response. Also of note were two comments with complaints about "R-rated nudity" that requested some notice be placed on our advertising. One other complaint had to do with LTD not running buses late on Sunday evening in town. Feedback reports will be sent out to the appropriate coordinators.

Executive Director Hiring Committee: Katie said that this newly appointed committee has met and is developing questions for the interviews. Lara added that the committee is taking question suggestions from the membership.

Questions for the committees: Palmer commented on the financial state of the country and asked how this was affecting the OCF investments. Hilary replied that we have one fund that is based on investments and that it does show some losses. Grumpy pointed out that the Federal legislation raised the FDIC limit up from \$100,000 to \$250,000 and that means that we have no exposure in our regular accounts and won't need to move funds as much. He also said that our investment fund is pretty conservative so we are not losing as much as others.

Deane asked if we have received any ED applications yet. Palmer replied that we now have more than one applicant.

Old Business

Consider donation to Ancient Ways

Lara moved and Palmer seconded that we donate \$500 from the Board donation budget to Ancient Ways.

Background: Andrea Olson was pleased to represent Zimbabwean music and culture on behalf of Ancient Ways, an organization from Lacombe, OR. The executive director and founder is Jaiaen Beck and she asked Andrea to represent her for this request. In 1993, Jaiaen started the organization with the help of Cosmas Magaya in order to help the people of Zimbabwe and bring Zimbabwean culture to our children in rural Oregon schools where funds have been cut. Ancient Ways asks for a donation to help continue this work.

Peach Gallery: Grumpy asked if Ancient Ways is a non-profit. The response was yes, since 1993. To a Board question on available funds, Grumpy replied that there is \$2800 remaining in the Board donation budget. To a question about specific activities, musicians teach music using marimba's and share culture.

Board: Palmer thinks that this is impressive work and worthwhile. Katie acknowledged that this is a worthy organization and a good cause but prefers we save our last remaining funds for organizations and purposes that more closely conform to the purposes of our organization as she understands them. LT feels that this activity is closely aligned with our purposes. Joseph recalled his own grade school cultural exposure and its value. Diane likes the fit of music and diversity. Jack values work that is out in the rural areas and thinks this is right up our alley. Deane recalled meeting the director and having good impressions. Danya thinks that this work will help young people appreciate our values. Lara said she agrees with everyone except Katie, who she loves.

The motion passed: 9 in favor, 1 opposed (Katie)

Consider donation to the Campaign to End Field Burning

Diane moved and Lawrence seconded that we donate \$500 from the Board donation budget to the Campaign to End Field Burning

Background: Charlie Tebbutt, Western Environmental Law Center, spoke on behalf of the organization stating that there is currently an Oregon legislative push to bring an end to the practice of grass seed field burning. This is a public health issue. The organization is a 501(c)3 and will use the funds for education, outreach and lobbying. He asked if the OCF would consider lending its name as an endorsement.

Peach Gallery: To the question of legality for funding for lobbying, Hilary stated that the OCF can donate for this type of purpose up to a limit of 20% of funds based on a 4 or 5 year average income. We cannot endorse a candidate but we can endorse things like measures and organizations. Lawrence offered a friendly amendment to add the OCF's endorsement to the motion. Diane accepted the change. Anna asked if the Campaign offered alternative tools for farmers. The response was that the campaign does not include that in their work.

Board: Joseph suggested that 5% may be the legal "grassroots" lobbying limit (no pun intended). He asked for a friendly amendment that will draw the donation from the Board budget "change" line item. Jack offered that agriculture has many problems and that reducing field burning can lead to the use of herbicides. Diane said that grass seed

is not a food crop and that when fields are burned the smoke usually drifts away from the population centers due to careful planning by the farmers. She said this practice has been in a phase out mode since Black Tuesday in 1966 when traffic lights were used to help see through the smoke.

Grumpy indicated there is sufficient money in the "change" budget. LT restated the motion as amended **to donate \$500 from the Board change budget to the Campaign to End Field Burning and that the OCF endorse the campaign.**

Deane has experienced farm situations in the past where failure to burn led to a second crop without the cost of replanting. He agreed that the smoke used to be terrible. LT recalled the long history of this problem. LT yielded to Mamba who said that switching from smoke to chemicals is a hard choice and wondered if this is the right thing. Charlie Tebbutt suggested that it is important to take one step at a time if that is what is available. The alternative of mulching really does work.

Grumpy suggested rethinking taking the money out of the change budget because the purpose for that line is different than donations. A "change" item is for our use while "donations" go to others. LT and Diane reconsidered and refused the friendly amendment to use the "change" budget line.

Jon Pincus (Elder) remarked that it is about us because this is about the air that we, the Fair Family, all breathe. Chris is worried that we may be taking away the smoke, which is natural, and taking on chemicals which are not natural. Jack said that we are dealing with a step process and we need to deal with the battles at hand. Joseph agreed, saying that the chemical alternative is focused but the air affects all of us. There should be a better way. Danya said he believes that it is not likely to see a campaign to ban both burning and chemicals at the same time so we need to start somewhere.

LT called for a vote on the motion that reads **to donate \$500 from the Board donation budget to the Campaign to End Field Burning and that the OCF endorse the campaign.**

The motion passed: 9 in favor, 1 opposed (Katie)

Consider donation to Groundwaters

Joseph moved and Palmer seconded that we donate \$500 from the Board donation budget to Groundwaters.

Background: Jennifer Chambers, one of the editors of the magazine spoke. Groundwaters is a small grassroots community oriented magazine based in the West Lane area (Creswell to Cottage Grove to Veneta and Loraine). The content is fiction, non-fiction, recipes, children's stories and history. 500 free copies are given out as a free gift to the communities each quarter and the work is entirely by volunteers. The organization is an LLC but there is no profit.

Board: LT stated that we are precluded from donating to organizations that are not non-profits. An application on file is required as a minimum. Joseph withdrew the motion. The applicant was thanked and encouraged to either apply for non-profit status or ally with another organization.

Consider donation to the Multi-cultural Storytelling Festival

Joseph moved and Deane seconded that we donate \$500 from the Board donation budget to the Multi-cultural Storytelling Festival.

Background: Robert Rubenstein was not in attendance due to the birth of a grandchild so Joseph offered to explain the application. Jack asked if we should table

the motion since the event is not scheduled until May. Joseph agreed and withdrew the motion.

Budget Issues

Jack moved and Katie seconded that all Oregon Country Fair Certificates of Deposit require two signatures from a list of four signatories being Hilary Anthony, norma sax, Charlie Ruff and Jack Makarchak.

Peach Gallery: Hilary explained that some of our CD's have two signers and some only one. It is good accounting policy to have two signers so we should make the corrections. Grumpy pointed out that this is not a trust issue but is an accounting principle that protects everyone.

Board: Deane opposed the motion because it moves new to old business. Palmer said that this is important financial oversight. Lawrence agreed that the Board needs to respond. Jack stated that most of the less immediate business remains on new business. Palmer understands that this action relieves Leslie's responsibility at this time of transition.

The motion passed: 9 in favor, 1 opposed (Deane)

Appoint members to the Path Planning Committee

Deane moved and Katie seconded to add dahinda meda (VegmanECs) and Justin Honea (Registration) to the Path Planning Committee.

Peach Gallery: Jon asked if Marty Chilla should be added. Katie said that he was asked to submit a letter but it has not arrived yet. Chris indicated that both dahinda and Justin are very helpful. Anna asked about the committee structure and methods. Deane said that the committee has about 15 or 16 members with two leaders and a secretary. It is a Board committee with crafters, registration and others. The meetings are open. Steve agreed about the value of adding these two as members.

Board Input: Paxton added that the group process is consensus and as a large group they work well and get the work done. Joseph wondered if a subset executive committee would be a good idea and he supports both candidates. Jack indicated the size is ok for the long term outlook and the Board can act in an emergency. Lara said that both bring good things to the table. Deane said he appreciates the regular reports from this committee.

The motion passed: 10 in favor, 0 opposed.

Establish a Survey Executive Committee

Paxton moved and Joseph seconded to establish a Survey Executive Committee that will work directly with the Board of Directors, OCF management and the Survey Team. The committee will collect input for what to survey, determine the direction and substance of any survey, be the final arbiter in the language of the survey, resolve technical issues in collection and recording, implement systems for accurate and timely analysis and oversee the distribution of the results by the Annual Meeting.

The committee is charged with developing and publishing a yearly calendar with deadlines to accomplish these tasks. The committee will consist of 5-9 people, preferably with experience in data collection and analysis.

Background: Establishment of a Survey Executive Committee is proposed by the Vision Quest Task Force to take over the survey process. A call for committee members is issued. Apply by sending a letter of interest addressed to the Board of Directors at

the OCF office. Include a description of related experience and skills related to survey work.

Peach Gallery: Hilary was on VQ and said the survey function came about out of VQ and gradually became somewhat freestanding. This committee should be composed of technical people and would liaison with the Board but would not be the group that does the survey. It would provide the focus and steering. A member agreed and indicated that the research and evaluation should drive the strategic plan and goals.

Board: Katie wondered why we need two committee groups. Paxton said that the survey committee would work toward more than just the VQ goals and could work with other groups of the fair to gather information. Hilary said one group would gather and compile the information and another would determine what the surveys would be about and how they would be structured. Joseph said that the survey guidance is gone but the working team remains and that one VQ outcome was to recognize the value of survey information. Katie suggested that a single committee could do it all and that the word "executive" be removed. Paxton agreed to remove "executive" from the name and motion. Danya thought there might be some confusion and questioned Katie. Joseph said that the committee can't do the actual survey work that requires 40 or so people each year and the committee would be doing the decision making. Jack said he sees a vacuum from the sunsetting of Vision Quest. He said he understands that this is a planning and decision making committee. He is concerned about how many new and piecemeal committees may come out of the VQ retirement but sees the merits of a survey committee. Diane said this is like the census where some decide the questions and a bunch of others do the work. Paxton pointed out that the survey team has asked for more timeline and structure. Joseph said that as the VQ is retiring the responsibilities need to be taken up in other ways. Katie stated that the survey team was implemented to carry out the functions and requests of the VQ task force and, with the retirement of VQ, the survey team is dissolved and that to establish some sort of group to conduct the surveys, to which passes are attached, would require a separate motion at a later time.

The motion is **to establish a Survey Committee (as written but with "Executive" deleted)**

The motion passed: 10 in favor, 0 opposed.

Consider changes to the Personnel Policy Procedures Manual

Katie moved and Palmer seconded to make the following changes to the Personal Policies and Procedures Manual:

Section III, Part B, 1st paragraph, 1st sentence: delete "General Manager", insert "Executive Director"

Section III, Part B, 3rd paragraph, 2nd and 3rd sentences (two places): delete "General Manager" or "Site Manager", insert "PC or Executive Director"

Section IV, Part A, 1st sentence: delete "General Manager", insert "Executive Director"

Section IV, Part C, sub-part 3: after "consist of the PC", insert "Executive Director for all positions other than Executive Director"

Section IV, Part C, sub-part 5, 1st paragraph: delete "at least one week"

Section IV, Part C, sub-part 5, 3rd paragraph: insert to start the paragraph "Executive Director hiring:"

Section IV, Part C, sub-part 5: insert a paragraph at end "All Regular and Contract positions other than Executive Director: Once the candidates have been ranked, the

Hiring committee will make its recommendations to the Executive Director in executive session. The Executive Director will make the final hiring decision."

Section IV, Part C, sub-part 6, 2nd paragraph: delete "BOD"

Section IV, Part F, 1st sentence and 2nd sentence (two places): delete "General Manager", insert "Executive Director"

Section IV, Part F: add 2nd paragraph "The probationary period is a trial period for employment. Successful completion of the probationary period does not alter the 'at-will' nature of the employment relationship, which may always be terminated at any time by either party, with or without cause."

Jack asked if this can be tabled? Katie replied yes. Jack asked if this is the only undocumented change? Katie replied that there are a couple more.

Section IV, Part G, 1st sentence: delete "General Manager", insert "Executive Director"

Section IV, Part G, 2nd and 3rd sentences: delete both sentences

Diane raised concerns about missing information and being able to following the changes. Katie clarified the questions.

Section V, Part C: insert to start the Part "For Executive Director Evaluation:"

Section V, Part C, 1st paragraph, 2nd sentence: after "copy of", delete "each", insert "the"

Section V, Part C, 1st paragraph, 4th sentence: delete "employee", insert "Executive Director"

Section V, Part C, 2nd, 3rd and 4th paragraphs: delete all three paragraphs

Section V, Part C: insert paragraph at end "For all other paid employees: Executive Director will develop and administer appropriate evaluations conforming to the Policy and Objectives for evaluations as specified above."

Section V, Part C: add a sentence at the end of the last paragraph "The Executive Director will report the results of their evaluations to the BOD in executive session."

Section V, Part D: delete entire section

The reading of the motion was interrupted at this point. Jack noted that this is a not a complete document with all the latest changes and he recommended to either ask the Board for comment as we go in order to add the recommended content or to suspend the meeting and move into open committee. Lawrence made a point of procedure, commenting that this seems like committee work.

Lawrence moved and Deane seconded to table the motion.

Board: Lara asked that the Board do their homework. Palmer commented that the committee is bringing this work forward with questions for the Board. Jack suggested suspending the motion and the meeting to go into committee and then coming back into session for the motion. LT objected due to the late hour and asked for response to the motion. Diane asked to be sent a hard copy and that changes be formatted in a way to make them more obvious. Paxton said he has a color print-out but still has substantive concerns and wants time to work with the Personnel Committee on them. Joseph said there are some differences in the various copies and we should not rush. Deane said he has a good copy but some things being read in are missing from his copy. LT was concerned that there are several types of changes in the motion that should be separated. He also said that even though it is late we should recognize that both meeting preparation and motion preparation is lacking and that we move on. Lara said she feels some frustration with questions that are being repeated after already being answered. Danya asked if we could go through the items that are marked and leave out the unmarked and thus accept most of the changes. Palmer asked for a friendly amendment for an Exec session to go over this work. Jack did not agree that this is

executive session material. Grumpy said that this is not executive session material and a process to do all this work needs to be figured out. Katie recognized Jen-Lin who was concerned that new Board members at the next meeting will be overwhelmed.

The motion failed: 5 in favor, 5 opposed (Lara, Danya, Palmer, Katie, Jack)

Palmer stated that since the Executive Director search is underway, we need this done now.

Jack moved and Katie seconded to suspend the Board meeting and move into Board committee in open session.

Peach Gallery: Anna said that some pc committee members are here and this is a good move. Greg Rikoff (Admissions) reminded the board that there are people waiting for other business tonight.

Board: Paxton said he wants some time to review the changes so is opposed to the motion. Danya suggested we put the Executive Director name changes in now and do the remainder of the document changes later. LT said that sounds like a motion to amend the main motion so is not in order.

The motion failed: 5 in favor, 5 opposed (LT, Deane Joseph, Paxton, Diane)

Katie resumed reading the motion:

Section VI, Part A, below Step Table: delete "General Manager: Range 3-1 to 4-7"

Section VI, Part A, below Step Table and job title list: add a sentence "Any changes to the Step Increase Table will be discussed with the Budget Committee for feasibility before presentation to the BOD."

Section VI, Part D, 5th sentence: delete "General Manager and Site Manager", insert "by the Executive Director"

Section VI, Part H, 2nd paragraph: after "contributions", insert "except as required by law."

Section VII, Part B, 1st and 2nd sentence: delete "General Manager", insert "Executive Director"

Section VII, Part C, 1st and 2nd paragraphs: delete both paragraphs, insert two new paragraphs:

"Regular employees may be terminated by the Executive Director following consultation with the BOD and PC in executive session. Such action shall incorporate the opinion of the supervisor(s), BOD, and PC and will include a description of any remedial measures which the supervisor(s) has instituted with the employee and the results of these efforts. The Executive Director will notify the employee of this decision in writing."

"The Executive Director may be terminated by BOD action following consultation with the PC in executive session. Such action shall incorporate the opinion of the BOC and PC and will include a description of any remedial measures which the BOD and PC have instituted with the Executive Director and the results of these efforts. The PC will notify the Executive Director of the BOD's decision in writing."

Section VII, Part C, last paragraph: delete "General Manager or Site Manager", insert "Executive Director"

Employee Acknowledgement section, first sentence: delete "Manual", insert "and Procedures Manual and all updates through the date of this acknowledgement."

Board: Jack asked for a friendly amendment to pass what is in the packet and revisit the new changes at the next meeting. The friendly amendment was accepted by Katie and Palmer. LT clarified that the motion is amended **to contain only those changes that are written in the document that was distributed in the Board packet.**

Peach Gallery: Hilary was concerned about the new ability for one employee to fire another and suggests that some specific structure be written to define the appropriate conditions. Lois Morford (Elder) was concerned about the usefulness of a probationary period. Jon was concerned about the apparent confidentiality of the document and the shift of power to a single person. Anna pointed out that the Executive Director job description was passed and has brought on this cascade of changes in the PPPM. She said the Board members, as stewards, need to take on the work and finish it.

Board: Joseph noted that there are a lot of substantial changes beyond the editorial changes, and likes the collaborative nature of the staff with the existing authority structure. Paxton appreciated the work so far but sees many changes and wants time for review. Paxton is concerned that some of the proposals are not in the best interest of the Fair as they make substantial changes to the BOD authority for hiring and firing. Palmer agreed that there are big changes but the changes are instituted to agree with the approved Executive Director job description. Palmer reminded that the ED search is on and a PPPM that still reflects General Manager terminology is a problem. Jack said he believes, from BOD experience, that we can solve this and he recalled all the prior work done on the Executive Directorship position noting that there are very effective checks and balances regarding the firing question. He yielded to Grumpy who stated that this document is a work in progress, there are employment law checks, the board can fire the Executive Director for abuse of the firing responsibility, and since this document enacts already agreed upon fundamental changes it should be passed. Katie remarked that this is the termination language that was approved last month and has our legal counsel's full support. Joseph felt that rushing is a disservice to the process and the editorial changes are fine but further discussion is appropriate. Diane was concerned about the importance to review the legal counsel's recommended changes. Danya pointed out that the motion excludes those changes and that this is not being rushed based on all the past work. Deane said he remains opposed to this, noting that he still likes General Manager rather than Executive Director, and does not agree that things are easy to change later. Paxton said he is not willing to approve this until he can resolve his concerns. Jack proposed withdrawing his friendly amendment and that the motion be withdrawn and that the hiring proceed without the PPP manual. Katie wondered how the hiring committee would react to that suggestion. Grumpy suggested that the original motion be tabled and that the PPPM be amended to do the GM / ED name changes only. Katie agreed to the idea to table the motion until next month. Palmer remained concerned about the problematic impact of this document in an incomplete on the hiring process. LT reminded the Board that this is the way we operate and any candidate who walks away because of the way we operate probably shouldn't be joining our organization.

Jack moved and Lawrence seconded to call the question.

The motion failed: 5 in favor, 5 opposed (Diane, Joseph, Lara, Danya, Palmer)

Paxton moved and Deane seconded to table the motion until next meeting

The motion failed: 6 in favor, 4 opposed (Lara, Danya, Palmer)

Danya said he thinks that as we try to find the perfect candidate we have some risk if we look like we are not fully functioning and that a simple GM / ED editorial change is not really sufficient. Katie said she prefers that a full complement of clearly identified changes be made to get this finalized and voted on in its entirety next month. Jack agreed with that route as long as the fundamental changes, specifically regarding hiring and firing with Board oversight, are not in question at this point. Jack continued by

agreeing with the concern about abdicating too much power to the ED and that some oversight language needs to be crafted by the PC with Board direction.

Jack moved and Paxton seconded to have the PC re-craft the oversight language for the Board regarding hiring and firing in the PPPM.

Peach gallery: Anna asked that the Board give clear direction. Hilary would like to see specific language about the kinds of actions that merit probation or termination. Grumpy was concerned that changes in responsibility for ED authority could mean making changes to the job description.

Board: Lara disagreed with the motion, saying that if the language changes then the job description needs to be changed and it is already in use for the hiring process. Joseph recalled that this is the second time that changes are being pushed by time demands and that the PPPM should direct the job description and not the other way around. Palmer said he doesn't understand the meaning of the motion and doesn't understand what the PC should do. Paxton agreed that the job description should not direct the PPPM and remained concerned about substantial changes. Danya said that common ideas direct both the job description and the PPPM and that it is the same information in different formats. LT yielded to Grumpy who remarked that the vote needs to be on the ED's authority to hire and fire and if there are second thoughts then put votes on the line and be clear. LT said that the hiring and firing question has already been decided. Katie indicated a willingness to table the motion but Palmer, who seconded, did not agree. Diane said that Board oversight is adequate but only doesn't like having to vote on material that is incomplete. Lara reminded that we are only considering the document as distributed. Jack pointed out that the motion at question is about asking the PC to make some language changes. Palmer restated that he is not clear on the instructions to the PC. **Jack and Paxton withdrew their motion about re-crafted language.**

Lara moved and LT seconded to call the question.

The motion passed: 10 in favor, 0 opposed.

The motion is **to make the following changes, but only those changes that are written in the document that was distributed in the Board packet, to the Personal Policies and Procedures Manual: (and as enumerated above).**

The motion failed: 6 in favor, 4 opposed (LT, Joseph, Deane, Paxton)

Danya moved to extend the meeting.

Board: Palmer thinks that this is an excellent idea.

The motion passed: 8 in favor, 2 opposed (Deane, Lawrence)

Consider an Operations Manager job description

Lara moved and Jack seconded that once the PC has recommended and the Board has approved and hired the candidate for the Executive Director position, that the PC create an Operations Manager job description as a promotion for our current Assistant Manager.

Peach Gallery: Anna said that the PC has been looking at all the job descriptions and the committee feels that this is a great idea.

Board: Lara said this is needed for our housekeeping because Charlie was hired as Assistant Manager and has done that job but has taken on far more and is doing the work of an Operations Manager. Palmer was concerned that this is hiring a new position without a job description. Joseph offered a friendly amendment to drop the last clause thinking that a deserved promotion can be accomplished after directing the creation of the position. Lara said the reason the word promotion is in the motion is

because this is not to be an open hire but is a reflection of reality in the work of the Assistant Manager.

The motion passed: 10 in favor, 0 opposed.

The meeting was adjourned. The next Board meeting will be held on November 3rd at 7pm in the EWEB meeting room. The tentative agenda items: Appoint members to the Goal One: Diversity Working Group, Establish a Vision Action Committee, Change the PPPM, Suspend Executive Director Hiring Process and Direct Personnel Committee to Proceed on Creating an Operations Manager job description as a promotion for our current Assistant Manager, Amend Executive Director job description, Update Check signers and policy, Consider Security Proposal, Ratify election, Appoint officers, Revenue Projections, Skipping Stones donation, Strings of Compassion donation, Whiteaker Thanksgiving donation, Multi-cultural Storytelling Festival donation, A Family for Every Child donation, Eugene Education Fund / Friends of 4J donation.

-- John Sebastian, with The Lovin' Spoonful, sang: "Did you ever have to finally decide?, Say yes to one and let the other one ride, There's so many changes and tears you must hide, Did you ever have to finally decide?" (it's election time, there's so many changes, get out and vote!)