

**Oregon Country Fair Board of Directors Meeting
December 1, 2008, 7pm, at the EWEB Community Room**

Present: Diane Albino, Danya Ariel, John "Chewie" Burgess, Katie Cousins, Paxton Hoag, Jack Makarchek, Deane Morrow, Joseph Newton (alternate), Indigo Ronlov, Anna Scott (facilitator), Jon Silvermoon (alternate), Lawrence "LT" Taylor

Agenda Review

Jack moved and LT seconded to move the agenda item "Negotiation and Execution of an Executive Director Contract" from new to old business.

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

Old business items "Goal One Diversity" and "Security Crew Proposal" were tabled; "By-Laws Changes" and Personnel Policies and Procedures Changes" were dropped.

Announcements

Indigo announced that she is forming a Eugene Time Bank (a service exchange) and interested parties can contact her to find out more.

norma announced that OCF holiday gifts will be available in the Holiday Hall at the Holiday Market. Gift items include posters, tee shirts and sarongs.

norma announced next year's monthly Board meetings will all be held in the EWEB Community Room.

Grumpy announced that a Budget / Board meeting is set for January 26 at Central Presbyterian in Eugene. Capital project submissions are due by the end of January and coordinators will meet to discuss budgets on January 17.

norma announced that the Craft Application Form for 2009 will be available the first week in January for those who wish to apply.

norma announced that Guidelines change suggestions need to be submitted by December 29 in order to be placed into the Board packet for January, for placement in the January Fair Family News and for voting at the February Board meeting.

Approval of Minutes

Katie moved and Chewie seconded that the minutes of the November 3, 2008 meeting of the Oregon Country Fair Board of Directors be approved.

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

Member Input

No comments were offered.

Staff and Officer Reports

Administrative Assistant: norma thanked everyone for a really great retreat. The changes for check signers are completed. The staff website updates will be ready by January. The Budget Committee has been meeting and will continue to meet in December. The Endowment Committee has updated the application guidelines; they have been sent to Fern Ridge area schools and are on the website. The 2009 Poster contest is underway; the deadline for applications to be in the contest is December 12. norma will be on vacation for the most of December except for committee meetings and Robin will be taking care of the office.

Site Manager: Steve thanked everyone who helped with the retreat and for the good discussions. On site, the normal November rainfall is 8-1/2" but we received less than 4" and there has been no deep freeze yet. Paxton is still finding raspberries at Alice's garden. The OCF will participate in the Veneta Parade of Lights this year using the big pink shuttle van towing the Solar Roller as the power source, all decorated with greenery, banners and lights. Assembly is at 5pm this Thursday near the tracks and it is a short parade. Wreath-making starts this Sunday at the Cow Palace, the barn at Alice's and Andy will be filling in for Kay's artistic abilities. The roofs and gutters of the many Fair buildings on site are all cleaned, the floodplain is cleared and secured and closed to vehicles, and the site is ready for the winter.

Assistant Manager: Charlie reported that the screenhouse is down and the slab is bare. The Archive Room project in the office basement is about done and looks great. The challenge of gathering and cataloging the disparate history of the OCF is coming next and the skills to restore and organize the various forms of materials and artifacts are needed. The LTD process is underway early due to LTD's budget challenges and to our desire to keep our 25 year working partnership in place. The Whiteaker Thanksgiving Dinner organizers have expressed their thanks for OCF support again this year. The Fern Ridge Action Network continues to express their thanks for the Territorial Highway Reader Board contribution and the OCF name will be on the reader board soon. The retreat was great this year and much was accomplished.

Treasurer: Grumpy reported that the first phase of the budget process is on schedule and should be completed at an all day meeting on December 13. Coordinators should be in touch with their liaisons.

Recording Secretary: Bill summarized the retreat feedback. The 2008 OCF Board retreat was held on November 8-9 and was fully attended by Board members, officers and staff. The first-time McKenzie River location was a change from the Pacific Coast location of past years. Comments included a couple of remarks about accommodation concerns but overall were very positive about the facility and the retreat. The meeting room fit the Country Fair style and the attendees felt the river's flowing energy behind the work of the group. The words "beautiful" and "serene" and "memorable" appeared in the feedback from Board members. Both days were well utilized for a full agenda of work sessions and discussions. Board members said it was an "amazing opportunity to connect" with "good discussions" and "camaraderie" and "triangulation" and "discovery".

President: Jack said that the retreat was nice and that we have just made the biggest change in the make-up of the Board in a long time. There are a lot of voices coming out on the Board. He thinks there will be times when getting to 10-0 will be difficult even though we try to work on consensus but the discussions should be good with lots of insight. Jack thanked the Personnel Committee and the Hiring Committee for their recent hard work and leadership. He reminded that we've been working through a big change and our trust and faith in each other has brought us to where we are now.

Committee Reports

Personnel Committee: Sara Rich (BUM) reported that the committee is working on meeting with each staff member about the evaluation process. The committee is also gathering information for the Operations Manager job description.

Hiring Committee: Sara thanked the Board for their support during the Executive Director hiring process. She said that the process was conducted with the utmost professionalism, heart, compassion, thought and a lot of love. The need for transparency and the need to protect confidentiality required careful balance. The 10 member hiring committee received thirty-six applications for the Executive Director position but two missed the deadline so thirty-four applicants were considered. Nine candidates were invited to the first round of interviews at the office. Four were interviewed a second time at the house at Alice's. The final three candidates gave presentations on November 30 at Lane County Mental Health to the Board, officers and staff. After considering the final input from the presentations, the Hiring Committee agreed on their recommendation.

Elders Committee: Chris Browne (Elder) reported that the Elders Committee met at the OCF office on November 20. There were thirteen people present and one person on line for the meeting.

One new application for membership was reviewed and approved. There are still several apps pending due to additional information being required. The total number of approved Elders now stands at 361.

The Halloween Spirit Walk was reviewed. Everyone who attended really had a great time and the Events subcommittee will be involved for future planning and promotions to make the next year's event even better.

The Camping subcommittee met and reviewed this year's camping problem with the idea of getting a better handle on ways to resolve problems as they come up at next year's fair. Some concerns have been expressed about the actual camping sites as they are being developed. Again next year there will be

several work parties scheduled to aid in the further development of the camping area known as Elders Camp and these concerns will be addressed at that time.

A report was made concerning the Elders meeting with Path Planning and the submission of a request for a temporary location for the Elders to set up their Still Living Room for the 2009 fair. Several ideas and locations were presented and there is support for what the Elders want to do but there was not adequate time for detailed discussion. The proposal will come up under Old Business at the next Path Planning meeting.

A detailed report was presented to the committee concerning the Transition Jobs Process. After lengthy discussion it has been decided to submit this information, along with six attachments that support the report, to the Board of Directors in time for their December meeting.

The Elders Committee has set a date of March 28-29, 2009 for the next Elders Retreat. A request has been submitted to the Site Manager for the use of Alice's for this event.

The Elders Committee will be having a potluck dessert gathering at the OCF office in lieu of a regular meeting on December 18 at 6:30. Guests are welcome.

Path Planning Committee: Chris reported that the committee met at noon on November 16 at the Yurt. There were twenty three people in attendance, including one person from the site crew. The minutes from last month's meeting were reviewed with several amendments made and then approved.

The Path Planning Committee will be holding a workshop at noon on December 7 at Alice's, to work on safety and security issues.

A presentation was made concerning the condition of Stage Left. Its history and present conditions were outlined along with several possible solutions for its future development. Any new development concerning Stage Left needs to keep in mind and include its supporting infrastructures.

Lengthy discussion was held concerning possible projects to develop for the 40th Anniversary Fair. Several very good ideas were brought forth but no decisions have been made so far. More detailed information concerning designs, locations, costs, time frame and impact need to be made before any final decision is made.

Round 4 of the Path Segment Studies was conducted. The committee broke up into small groups and did a detailed examination of Entrances, Left Bank, River and East 13th to give everyone a better view and understanding of these areas and what problems need to be addressed in each area.

Members of the Elders gave a presentation on a revision of their original VQ proposal to the committee with the idea of obtaining a temporary location for them to establish their Still Living Room concept for the 2009 fair.

A presentation was made concerning the development of the Indian Creek area from Cabal Gate to the Dragon Plaza. Improving the magic for Fair attendees as they come from the parking lot to the Fair proper as well as continuing to maintain the ecological integrity of the area are the objectives.

The committee as well as guests went for an extended walk-about of the fair grounds to get a better understanding of some of the ideas that were discussed at the meeting.

The next regular Path Planning meeting will be held at noon at Alice's on December 14, 2008

Old Business

Budget changes

Paxton moved and LT seconded to add \$1000 to the Board Orientation line item for 2008 to cover additional expenses at the Board retreat.

Board: Jack and Grumpy agreed that the money could be taken from the general fund. Joseph explained that this increase will cover the cost of Friday night lodging which has been paid in the past by the attendees. Katie said she appreciates this motion because it is important to arrive Friday night to be ready for the work session starting early Saturday and because the cost is a hardship for some. Deane said the Friday evening gathering is an important part of the retreat and room costs should not be an obstacle. Chewie said that the Friday evening gathering is an essential part of the retreat and should not be a hardship for the attendees. Danya agreed about the importance of arriving on Friday but did not agree about doing this in a retroactive fashion. LT said that nothing in this motion prevents individuals from making a payment for this year. Anna agreed and asked for a vote. Jack said that next year's budget should reflect this view.

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

Discussion: Rivka McCormack (security) asked if this means that Friday attendance would be expected. Anna acknowledged but deferred her question.

The next agenda item was to increasing the donation budget. Grumpy explained that the budget is \$13000 and that \$12,700 has been spent. Jack and Grumpy agreed that the budget can be adjusted for a small overage without a motion since this is the last month of the 2008 budget.

A donation to the Eugene Education Fund

Joseph moved and Danya seconded to donate \$500 to the Eugene Education Fund.

Background: David Meredith, director of the Eugene Education Fund, explained that the fund supports the 4j school district and makes grants to local school programs each fall in the \$500 to \$1000 range for arts needs.

Peach Gallery: Jen-Lin Hodgden (community village) said she supports this as a better way to donate to schools because it is more democratic than considering individual school requests. Palmer reminded us that education has helped us learn to spell the word "philanthropy". Rivka asked about the EEF annual budget. David replied that annual donations are in the \$150,000 to \$200,000 range of which about half is designated for a specific purpose. Brad Lerch (FFN) asked for confirmation that this is only for 4j. Jon Pincus (elder) supports helping teachers with their service and equipment needs. Grumpy asked why we should just give to Eugene schools rather than a wider area and suggested starting a program specifically for giving to schools. Bryan Hummel (security) wondered if the amount is pretty small relative to the EEF budget and that we might want to target a purpose for the funds. Sara said she supports investing in youth and education regardless of location. Alegria (performer) remarked that teacher's arts and music needs are desperate and \$500 would be helpful. Marlene reminded that we started our philanthropy by giving to an alternative school and we need to remember our roots. Michael MorningSun (performer) said the 4j district should be supported because the Fair is significantly supported by 4j district fair family members and fairgoers.

Board: LT pointed out that there are a lot of differences in school districts and their ability to provide services and that 4j should be supported because it serves our local area. Chewie asked for a friendly amendment to include language that the money be directed to arts and entertainment in order to reflect the stated goals achieved through the vision quest and to demonstrate a tie between Board actions and the overarching mission voiced by our membership. Joseph and Danya agreed to the amendment. The amended motion is **to donate \$500 to the Eugene Education Fund with the money directed to arts and entertainment.**

Katie supported the motion because it aligns with our purpose so well and because our overall budget is in good shape in case we run over on donations. Diane said she supports this as part of our past and ongoing support of schools. Joseph remarked that this is one of the ways we are able to expand the reach of Fair. Deane thanked the EEF for approaching the Fair with their request.

The motion passed: 10 in favor, 0 opposed

A donation for a stage curtain at Tsunami Books

Jon moved and Deane seconded to donate \$200 to Tsunami Books.

Background: Elaine Weiss, on behalf of Tsunami Books, explained that the purpose of the money is for the local arts support provided by the bookstore. The stage is backed by large windows and a theater curtain is needed to improve the venue. To the Board question about non-profit status, Elaine explained this request is from the Lane Arts Council who will use the money for the curtain. Jon and Deane amended the motion to read **to donate \$200 to Lane Arts Council with the intent that the money be used for a stage curtain at Tsunami Books.**

Peach Gallery: A member offered the comment that small book stores need our help. Palmer mentioned that bookstores help us know the meaning of "philanthropy". Robin said the Tsunami stage venue benefits local artists who participate in the Fair. Grumpy inquired about the store ownership. Elaine stated that the store is privately owned but supports local arts and the community. Rivka asked why the owners are not present and she acknowledged the importance of small performances in a bookstore setting. Jon Pincus said that Tsunami provides their facility for community meetings such as the Citizens for Public Accountability of which he is a member. He also said that literature is art and that the Lane Arts Council supports many small organizations such as this. Steve was concerned about directing donation money to a for-profit organization. Brad suggested that the donation be made contingent on verifying regulations and said that while he appreciates the need he has reservations about

Fair money going to a private business. Elaine said that Tsunami almost closed recently and today is supported through a collective style loan from the community.

Board: Chewie said he knows the owner and really appreciates their business but has concerns about making a donation to a private business. Jon agreed to amend the motion to include a regulatory review. Katie said she could support this motion if it was directed to the Lane Arts Council but not if it remains directed to a for-profit business. Joseph said the benefit is for the community and the Arts Council is doing the right thing. Anna wondered if the store will be changing into a community collective. She commented on the donation process and its benefits and recognized that the donation process needs to be evaluated. LT agreed with Anna regarding the donation process. He remains concerned about the health of local bookstores but notes that as a non-profit, our organization's policies are regulated and we are limited by certain rules. Paxton asked that the motion be restated and suggested that the motion might indicate that the money might be given to the Lane Arts Council to be used for a stage curtain without specifying the location. Jack feels that we've always been careful with our actions and that our precedents should be maintained.

Jack moved and Chewie seconded to table the motion.

The motion to table passed: 9 in favor, 1 opposed (Indigo)

Renew membership in the WOW Hall

Diane moved and Joseph seconded to continue our \$1000 membership in the WOW Hall.

Background: Bob Fennessy passed out the current WOW Hall newsletter. He said that the Community Center for the Performing Arts is a 501(c)3 and is dedicated to arts, education and historic preservation. The OCF has been a member for many years and is recognized in the WOW Hall and in their literature.

Peach Gallery: Lots of thumbs up.

Board: LT stated that there are several "community institutions", one of which is the WOW Hall and it is a precious resource. Grumpy agreed with LT's comments and remarked that the WOW Hall is renowned through the state. He recalled that the WOW Hall is tied at the hip with OCF, having supported us by providing a facility for many early OCF annual meetings. Chewie said the WOW Hall does amazing things on a shoestring budget.

The motion passed: 10 in favor, 0 opposed

Hiring an Executive Director

Hiring Committee: Katie observed that the process has been a long one and, at times, arduous. Beginning in February when Leslie announced her intention to resign, we have made the process of moving from a General Manager to an Executive Director as open as possible. The inclusiveness of this particular hiring process has been unprecedented.

Katie moved and Deane seconded that the Board accept the Hiring Committee's recommendation to hire David Pedroli for the Oregon Country Fair's first Executive Director.

Board: Jon moved and Deane seconded to table the motion.

Peach Gallery: Rivka asked for the grounds for the motion to table. Jon Pincus remarked that there has been a process and noted that there may be some unfamiliarity with the candidate. Brad spoke as a member of the hiring committee and reminded the board that the committee has done its best to meet the time constraints. Norma asked that the board trust the integrity and dedication of the hiring committee. Palmer, also as a member of the hiring committee and as someone who has worked with David in the past, recalled that this Board and the past Board established the timeline, approved the ED job description, then delayed the PPP Manual changes causing a month's delay and by tabling the hiring motion will cause a further delay. Grumpy said he knows the people involved on the personnel and hiring committees and understands the process that has been used. He asked Board members loosen their grip on the need for control and take on more trust in the people and the process.

Board: LT remarked that the Board's grip is not loosened due to the hiring process, a probationary period, the Board's process oversight and by various sources of information. As a result he is quite comfortable with the recommendation. Deane said allowing time for the membership to weigh in is the reason he seconded the motion to table. Chewie said it is time to move forward and the feelings of uncertainty behind the motion to table need to be accepted and we need to vote. Joseph disagreed that the Board delayed the process. He said the process has taken time, there are strong views, there are people on the Personnel Committee who have planted their feet and there are people on the Board who

have planted their feet. He said that's all right because this is a big decision. He said decisions have been made during the process and that his choice was made yesterday after seeing the three candidates. Joseph said this is a matter of personal chosen faith, something experienced internally in an interaction and not something that can or ever should be demanded. Indigo said the hiring motion should not be tabled and that a decision is necessary in order to keep moving forward. Jack remarked that risk and risk management is part of our work and that we take risks in many areas and we move glacially at times to help reduce the risk. He said that many people tell him that they appreciate that the OCF leadership is able to manage and accept risk and that it is done by a smart bunch of people. This decision does entail risk but no more so than many other choices and our risk has been managed every way possible. Jon said his motion is not a reflection on the candidate. The Board was given the recommendation earlier in the evening and there has not been adequate time for discussion. He said he has questions that did not get answered and has requested information that has not been provided. He said he felt that the Board was not practicing due diligence in making this decision. He said his motion should be seen as a comment on the process and even though he expects the motion to table to fail, he wants to be on record concerning this matter. Paxton said he has some feelings of regret for the speed of the process and feels that he has not gotten sufficient information. Even with that he will not support the motion to table because he feels that the Board is ready to vote.

The motion to table failed: 1 in favor, 9 opposed (Diane, Danya, Chewie, Katie, Paxton, Jack, Indigo, Anna, and LT)

Discussion resumed on the motion ***that the Board accept the Hiring Committee's recommendation to hire David Pedrol for the Oregon Country Fair's first Executive Director.***

Board: Chewie said he had issues with recent steps of the process but he feels that this candidate is worthy, based on positive interactions he has experienced with David, on the way others involved have gained his trust and support for the process and recommendation, and on the way David demonstrated an ability to react to an unexpected circumstance and roll right through it. LT felt that this is some of the heaviest lifting that the Board undertakes and that we all know we can experience good results from well placed trust. Joseph responded that misplaced trust can lead to bad results. Paxton said he respects the Hiring Committee's work but he feels that there is a better alternative. He recognized that, by process, the Board can only weigh in on the committee recommendation before an alternative can be considered. Anna pointed out, as a hiring committee member; there has been a tremendous amount of work undertaken in the hiring and some significant changes in process guidance. She said it is solid to go forward and she supports the recommendation. Katie expressed her resounding thanks to all the applicants and remarked that the interviews were rigorous, demanding and probably intimidating. Deane said he feels rushed and excluded by the recent process but appreciates all the work and will support the candidate based on his views that David is hands-down the best candidate and that David is already Fair Family. Indigo liked the qualifications of all the final three applicants and she is confident in the recommendation. Joseph said he was won him over when David did his presentation. He said he mostly despises powerpoint but could see that David understood that to present to the OCF you have to use color and art which demonstrates familiarity and resonance with the Fair and its culture. He said that this alone would not have been sufficient without his experience in networking with other agencies and organizations and without his history of resolving conflicts within large and complex organizations. Jack recalled that this process has taken 10 months and it started with an open meeting of 65 or 70 people. He remains most concerned by the people in the membership who pay attention. They understood that the Fair would use the 17 year old hiring process and the PPP manual guidelines. At the annual meeting Jack asked to be re-elected to the Board based on his support for this process. He believes that the people, the ones who pay attention, even though the process was rushed at times, knew exactly what was going on. Danya said he liked David's presentation and has seen all the support for David from the people involved in the process and will support this recommendation. Diane remarked that it is time to move David from the frying pan and into the fire. Jack moved to call the question.

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

Negotiation and Execution of an Executive Director Contract

Anna moved and Deane seconded that a team consisting of one of our Treasurers, Jack and Katie be appointed to negotiate and execute an Executive Director Contract with our new hire.

Peach Gallery: Thumbs up.

Board: Indigo wondered if there should be a timeline. A friendly amendment was offered and accepted to add David's name. The amended motion is ***that a team consisting of one of our Treasurers, Jack and Katie be appointed to negotiate and execute an Executive Director Contract with David, our new hire.***

The motion passed: 10 in favor, 0 opposed

Holiday bonuses for the staff

Jack moved and LT seconded that each staff member receive \$500 net as a holiday bonus.

Peach Gallery: Palmer reminded the Board that the step tables were instituted in the PPPM in order to eliminate the use of bonuses. Steve thanked the BOD and said that the concept of "right livelihood" applies here and his support and belief in the Fair since 1985 along with the opportunity to work full time to support the purposes of this organization provides a tremendous personal reward. Jack clarified that the intent of the motion is to give the bonus to each of the staff (Robin Bernardi, Jeff Johnson, Charles Ruff, Norma Sax, Leslie Scott, Andy Strickland and Steve Wisnovsky). Marlene remembered the discussion about step tables removing the need for bonuses but said that a bonus is the least we can do to show our appreciation. Jon Pincus said the money could be called a gift as opposed to a bonus.

Board: Chewie said that while he fully supports the PPP manual he makes an exception to support this motion. Joseph pointed out that the staff has done some special work during the transition period. Anna said the PPP manual content is well considered and we should follow it or change it. Paxton mentioned, in this year when many are cutting back, we are lucky our situation is special so we can afford to do this. Deane agreed with Joseph about the extra work this year.

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

Form a Vision Action Committee

Paxton moved and Deane seconded to form a Vision Action Committee to guide the Oregon Country Fair toward our 50th anniversary and beyond. This committee will facilitate the annual review of the Oregon Country Fair Goals adopted by the BOD and give a report on the State of the Vision. It will also track and assist in the implementation of these goals and will coordinate, facilitate and recruit help as needed. The formation of the new Vision Action Committee will be facilitated by the outgoing Vision Quest Task Force. The Vision Action Committee will be comprised of an initial membership of no more than 12 people immediately tasked with determining the working structure and leadership of the committee.

Background: As one of the last steps the VQ Task Force held a VQ workshop to encourage implementation of the goals and to recruit members for this new committee. The workshop reviewed the goals, the expected process for the committee and encouraged fair family to get involved with either the new vision Action Committee and/or projects supporting the Goals of the Oregon Country Fair.

If you are interested in supporting a goal or are interested in joining this committee please send a letter of interest to the OCF office, addressed to the Vision Action Committee, or by e-mail to vac@oregoncountryfair.org. Please mention your skills, experience with the OCF and why you are interested in helping with the Vision Action Committee. If it is one of the goals that excites you, please mention what you would like to work on.

Peach Gallery: Thumbs up.

Board: Katie said she appreciates the revised motion language. Chewie said that his initial concerns are fully addressed by the changes to the language. Paxton said this is the third refinement of the motion. He said this committee is necessary to move forward on the goals from the Vision Quest. Anna appreciates the refinements and looks forward to getting information about working formats and the report process and how existing committees, such as budget, can be folded into the process. Joseph said that this committee won't do projects but will route and report and track. The committee provides guidance to help projects move forward and support the goals.

The motion passed: 10 in favor, 0 opposed

The meeting was adjourned. The next Board meeting will be held on January 5, 7pm in the EWEB Community Room. Tentative agenda: Neighborhood Response Team co-coordinator appointment-Dean Middleton (Joseph or Paxton); Path Planning Committee appointment-Wally Jones (Joseph); Fern Ridge Library Donation (Deane); Goal One Diversity (Diane); Operations Manager Promotion; Elders

Transitional Passes (Deane); The Humanure Project (Paxton); Regulation of Amplified Music (Jon); BOD Liaison Announcements

"There must be some way out of here," said the joker to the thief, "There's too much confusion, I can't get no relief. Businessmen, they drink my wine, plowmen dig my earth. None of them along the line know what any of its worth." -Bob Dylan, 1968