

**Oregon Country Fair Board of Directors' Meeting
August 3, 2015, 7:06, NW Youth Corps, Columbia room**

Board members present: Diane Albino, John 'Chewie' Burgess (Alternate), Casey Marks Fife (Alternate), Paxton Hoag, Lucy Kingsley, Jack Makarchek (president), Kirk Shultz, Jon Silvermoon, Lawrence Taylor, Sue Theolass, Bear Wilner-Nugent. **Peach Gallery present:** Staff (Charlie, Tom, norma), Officers (Hilary and Randy), and 42 members and guests.

New Business

GM transition:

- Former GM advisory position
- Former GM committee positions
- Check signers
- Other

Personnel policy and procedure manual (PPPM):

- Assistant Manager job description
- Assistant Manager hiring committee

By-laws amendment regarding membership

Sue moved and Lucy seconded to move letters of interest for hiring committee from New Business to Old Business.

Motion passed 10-0

As a condition of entry on the OCF property, require people to agree to turn found items into OCF lost and found (Jon)

Conflict of Interest policy for board (Jon)

Financial disclosure for coordinators and others with purchasing authority (Jon)

Call out for letters of interest for the Administration Assistant hiring committee (Sue)

Craft review panel update (Sue)

Appoint at large members for the Assistant Manager hiring committee (Sue)

Affirm Northwest Community Credit Union account

Chewie moved and LT seconded to move Oregon Supported Living Program to be considered during August consent calendar items.

Motion passed 10-0

LT: Pursuant to the requirements to the amendments section of Article XI of the bylaws it requires us to give notice to membership prior to voting on a bylaws amendment. For purposes of notice I will read the proposal, as it will be offered next month:

I move that the bylaws of the Oregon Country Fair be amended so that the following section will provide as follows:

Article V, Section 2. Eligibility and Admission. Any individual who subscribes to the purposes and basic policies of the Fair, abides by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and acts in accordance with the decisions made by the Board of Directors, is eligible for membership if the individual meets the initial and annual registration requirements and has either received a wristband or other Fair camping pass in one of the two previous years, or is a verified elder. An individual meets the annual registration requirement by meeting the requirements of subsection (b) of this section and either receiving a wristband or other Fair camping pass, voting at the annual membership meeting in person or by absentee ballot, or by submitting an approved form to the Membership Secretary not later than August 1 of each year.

(a) There is no membership fee required for general members.

(b) It is the responsibility of each member to file an initial registration form with the Fair and to promptly notify the Secretary of any changes of address. The member's right to receive notices

pursuant to these bylaws or the Articles of Incorporation shall be deemed to be waived if the address on record with the Secretary is not the member's current address.

(c) Initial and annual registration forms may be submitted online if the Board of Directors so provides.

Bear: To be clear, we will be voting on this bylaws change at the September 14, 2015 meeting.

Jon: Do you know if the Membership Secretary intends to be present next month?

LT: As a liaison of the bylaws committee I will contact her.

Announcements

norma: The Teddy Bear Picnic is Sunday August 16, 2015. This is a participatory event and there is a signup sheet going around for tasks and times to help out. The next board meeting will be at Alice's fire pit onsite on September 14, 2015.

Anna: Peach Power Committee will start meetings in September and will have projects with renewable energy and sustainability. Please let us know if you want to take part.

Joseph: Next Tuesday and the 11th of any month at 7:00 pm at the First Christian Church there is an inter-faith prayer service.

Jen-Lin : Thank you to Robert for setting up the feedback link:

<http://www.oregoncountryfair.net/Pages/Feedback2015/Feedback2015.html>

The feedback report will be available at the annual meeting in October.

Lucy: Live, love, give some, study where we come from, Culture Jam tribe and we carry on the vibe. The kids are doing great!

Reports

Charlie: It is hard for me to put into words how I am feeling about things now that we are on the other side of the 2015 Fair. I am blown away by what we accomplished and did so in a year with a tremendous amount of change happening in almost every area of the event. I guess I will start with the numbers.

We had our best year at the box office in nearly two decades (our third best ever) welcoming 52,320 paying guests to the Fair. Broken down by day, we had 17,079 on Friday, 20,115 on Saturday and 15,126 on Sunday. Each day individually was the best since 96' and I could not be happier to see the Friday and Sunday numbers where they ended up. From a ticket revenue perspective, our gross was up \$162,683 from 2014 and in a year where the only price increase was a single dollar to the three-day tickets (from \$58-\$59). We also had a record number of 3-day ticket buyers, with 5,808 of them. Our total gross ticket revenue was up \$163,683 from the 2014 gross. For the sake of comparison we increased about \$12,000 from 2013 -2014. By all measures this was a stunning year for the gate.

I think one of the primary reasons, other than the lovely weather, was our New Area. I personally could not have been much happier or more fulfilled than I was when I first walked out to the New Area on Friday around 12:30. The gates had been open for only 90 minutes but the New Area was alive with movement, color, music, dance and so much more. It was almost overwhelming to see it for real after several years of planning, drawing, conceptualizing and mapping. As high as my hopes were for this first year there, they were completely exceeded with the reality that we were able to manifest and with how thoroughly it was embraced by our ticketed guests and Fair family alike. I can only continue to express my personal gratitude to the universe and to all of you for this wonderful expression of our collective hearts!

There are so many people I want to remember, thank and acknowledge that I almost hesitate to do so because I will almost surely overlook someone but do know that in my last turn as GM I saw it all and know just how much everyone gave to make this year happen and in such a special fashion.

I have to start with our BOD who bought into and helped develop the vision, and then supported our path expansion, even though some of the change was hard for the membership they represent.

To my fellow staff who have handled the most massive workload I can ever remember this year, with love and aplomb, this organization is truly blessed to have you, Norma, Shane, Jeff, Robin, Andyman, and our newest addition, Tom. It has been an honor to work so closely with you all. To the NAG team (the New Area Group formerly known as CLOG) charged with developing and implementing the final phases of our expansion. The NAG team has been meeting weekly for over two years to be able to organize and manage this project. Hilary Anthony and her staff, including Shawn Kahl on the dance program, did a tremendous job with the movement arts. Sallie Edmunds oversaw the Art program and art installations, as well as the lounges, with help from Josh Sarvis, Jay Hogan and many others. Kirk Schultz did so much design work over the last two years that could easily be overlooked because of the huge amount of on-the-ground management he did over every aspect of construction, throughout Main Camp and quite a bit before. He had great support from his co-coordinators and folks like Matthew McCune and Michael Talec on the awesome dance pavilion. Additional thanks on the dance pavilion have to go out to Tim Wolden and Corey Cliffe. Your contributions will never be fully appreciated by most but I know how important they were. Justin Honea put together the booth representation in the new area and drove the long selection processes to get there. Shane Harvey made sure that the site was prepared for every next step we took. I would also like to thank Tony Clementi, who was part of the team prior to his departure in January and was a big part of the development work with the operational crews that were affected by the expansion.

Huge gratitude also goes out to all the crews that gave so much to make this year work so well. To Construction: Drew, Joe, Heather, Jack, David T and rising star Bennett Rogers, who had a herculean task placed on them and their crew and handled the heavy lifting with style. The Camping Crew: Phillip Guyette, John Kassenbaum, Michael Connelly, Chewie Burgess and Corey Cliffe, from multiple work parties around the year to prepare good, safe, new camping, to managing the relocation of so many efficiently but with a ton of empathy and compassion. You were amazing. Shelly Devine and the Site crew, who while not as large in number as some of our other crews, they are pound for pound the hardest rockers on the playground and did an amazing job again this year with some of the dirtiest work in the Fair. Then there is our pre-fair everything crew, the Main Camp Quartermasters, Loretta, Rebecca, Tami and crew. Special QM thanks goes out to Red and the JYD team. Also Habeebi and Bee Cory also had a monster year and kept coming back for more. Last but definitely not least, the newest QM co-coordinator who is taking over for Tami, Jacob Blaser. Jacob did an absolutely remarkable job as he stepped into a coordinator role this year. His energy, vision and enthusiasm were inspiring and bodes well for an even tighter ship in years to come. To all three kitchen crews that kept us fueled up for all that work pre Fair. Crystalyn and Jimmy came in under budget for the second year in a row and the second time in many years. Anne Marie and staff were the epitome of Hospitality again this year, and Abby Auch had a fabulous first year as the new coordinator of the post-fair kitchen. Amy, Nick, Sleeve, Sarah & the Recycling crew handled the increased workload with a smile and huge heart, particularly under the duress they were under post Fair. Traffic crew rolled with more operational changes in a single year than I can ever remember, particularly the changes in SCOF lot, and made it look like they had been doing it that way for years. VegManEcs were always eager to help as we kept calling with more and more needs as the event drew closer. A special thank you to a VegManEc named Jason Barton, who did so much vegetation management (read really hot, dusty, back breaking and occasionally bloodletting work) for the Camping Crew this year. The Fire crew kept us safe and supported a new outpost. Internal and External Security crews and Oso, Brian & Drummer and Spirit, Harpreet & Timothy and their staff ran like clockwork, in spite of many new operational demands and some personal challenges. Pre-post Security, particularly Alexis Maddock, came on extra early and stayed late and had an enormous role in making our in/out and access control issues run so smoothly. Of course, I know we are collectively indebted to all of our working crews and even though I might not have mentioned you specifically, I am eternally grateful to you one and all for making this magical event come together.

Additionally, I would like to thank the crafters & food booths that took the leap of faith and invested in the New Area. It seems like it paid off much sooner than any of us expected and your booths and presentations were wonderful. I also want to thank the artists and performers, not just in the New Area but all around the Fair who give so much to our celebration. A real testament to

that is even I got out and participated in the dance program, and they said (really I) it would never happen, and to all of you that saw it I apologize profusely!

I also want to say thanks to Tom Gannon for stepping up to take the next turn at the helm of the Fair. It has been great working with Tom and getting to know him and his family this last couple of months. Our transition is going well and will continue on for a while longer but I know when I am no longer on staff I will continue to support him and this organization I love in any way I can. I can see that Tom will bring a fresh energy and some fun new directions during his time as the GM. As I get to the end of my last BOD report I want you all to know how blessed I am to have been able to be a part of this thing in my capacity for the last dozen years. It has been my privilege as well as my great honor to serve this family and community. Thank you all for the ride of my life... Yes, Yes, Yes!

With All My Love & Gratitude,

Charlie Ruff
General Manager

Tom: Thanks for opportunity to contribute in such a profound way. I had my best Fair ever. Main Camp was something I'd never experienced before and to see what people can accomplish when they are able to get together is really astounding. I am so very proud and honored to be in the capacity I am. I look forward to giving my board report next month.

norma: thank you, everyone.

Kirk: Path Planning committee starts meetings on September 20. The New Area Group (NAG) had its first post-Fair meeting last Friday. There will be debriefing document coming soon.

Jen-Lin: Below is the 2015 OCF Elections timeline:

August 25 - Deadline to submit a candidate statement.

See *OCF BOARD CANDIDATE ELIGIBILITY & APPLICATION INFO*
at oregoncountryfair.net for details

September 13 - Candidate forum 2 PM at the HUB

The forum will be filmed and put on the internet. It can be viewed at
oregoncountryfairforum.org.

September 17 - Last day to register to vote in OCF 2015 elections.

Membership form is available at
<http://www.oregoncountryfair.net/Pages/memberform.pdf>

October 3 - Last day to request an absentee ballot for timely delivery. You may request one any time if you can return it in time for the meeting so that your vote will count.

Email: elections@oregoncountryfair.org
Absentee ballots are not available from OCF office staff.

October 17 - Annual Oregon Country Fair Membership Meeting

Whiteaker School, 21 N Grand St, Eugene, Oregon at 6:30 PM

Paxton: When is the deadline for putting an advisory question on the ballot? Is it the same as for candidates? What are the signature requirements?

Jen-Lin: It is the same as for candidates and the signature requirement is twenty-five.

Peggy: This is the first of the bi-annual reports from the radio station. KOCF has been on the air for three-and-a-half weeks. We were live on July 9, 2015. Listener feedback on programming has been positive. We have applied for and received FCC license on July 20, 2015. To date, we have spent \$7,500 of the \$11,000 that we have received in our capital campaign. The next big expense will be the rights licensing. We ran public service announcements during the Fair on tickets not

being available, neighbors to contact Fair Central if there were problems and about the traffic in the area.

Diane: The Diversity task force meets on the even numbered months on the first Saturday and on the odd numbered months we meet on the first Tuesday. Discussion has been around diversity training.

LT: The Bylaws committee has been working on amendments to the membership criteria, which will permit essentially anyone who receives a camping pass to become a member. This will expand to at the very least the Significant Others (SOs.) Presuming that we pass the bylaws change next month, on September 14, 2015, there is a 3-day window for new members to register. There is one other issue as to whether the amendments will require/not require Elders to attend or if they will be able to maintain membership in perpetuity by virtue of their Elder status. Also, because of the narrow timetable, I would suggest that we provisionally accept members that may become eligible. The point is to allow people that want to vote to be able to.

Member Input

Cathy: I spoke with many people about the new area and they were so excited. Our booth is at the other end of the Fair. We found that the crowds had a lack of intensity throughout all three days. There was no crowding at any time. I want to thank and congratulate all the hard work that went into the new area. Also, we've been listening to KOCF and enjoying it. The information on the fire danger is also a great public service.

Sherri: Culture Jam is going on now and is a great program.

Kirk: Please provide feedback on the Fair and the new area at the feedback link that Jen-Lin referred to.

Colleen: The September 20 Path Planning meeting will provide a debrief time for the new area as well.

Chris: I am from front gate security and we need passes for staff who do the parking on Monday. I had a horrible time getting out of the Fair. It took an hour and a half to get from out of site to the road.

Lisa: There seemed to be a change in the service animals allowed at the Fair. There was someone that had a service bird that has been at the Fair for eight years and it was denied.

Donations/Secretary's Report

After our traditional hiatus of the consent calendar during the months of June and July, we are back at donating money to other non-profits.

The Trauma Healing Project thanked us for a Jill Heiman Vision Fund grant. Looking Glass Youth and Family Services also sent a thank for the consent calendar item from November of last year. Also, to date, the OCF has donated over \$7,000 from the consent calendar line item.

This month's donation requests include:

Eugene Sunday Streets: \$500	(Bear)
Music Education and Performing Arts Association \$1,000	(Jon)
March of Dimes \$ = Gift Certificate	(Casey)
Stove Team International \$1,000	(Paxton)
Northwest Dog Project \$500	(Sue)
Oregon Supported Living Program \$1,000	(Chewie)

Emily: I am with the City of Eugene, Transportation Options. This is our fifth year doing Sunday Streets. These are free, fun, family friendly events where we close down miles of street traffic for people to walk, roll, cycle, or run in a car-free environment. Along the route are activity centers that include fitness, yoga, Pilates, music, dancing, circus arts and face painting. The goal is to get people outside, engage and look at active transportation.

Paxton: Stove team international is a group that builds and works with the design of an energy efficient stove. Their work provides for the poorest people in the world. It is an extremely worthwhile project that helps the third world countries.

norma: The March of Dimes is included and I will send them a gift certificate for a couple of tickets.

Chewie: The donation request for the Oregon Supported Living Program (OSLP) is for their special needs music program. It is an amazing program including their concerts in this interactive community of outreach.

**Bear moved and Jon seconded to pass the Consent calendar
Motion passed 10-0**

Treasurers' Report and Budget Items

Hilary: After that great Fair, I dove into the 2014 financial statements. Charlie, norma, and our outside accountant from Jones and Roth all contribute to the draft financial statements for the work that I do. We move the QuickBooks generated statements and look at year-end adjustments, including the Oregon Community Foundation. Our board-designated endowment is in two pieces. \$240,000 is in CDs noted as the endowment earnings. The Oregon Community Foundation pulls and invests that money to socially responsible funds. The Fair has not added to the endowment principle in several years. This year the Oregon Community Foundation grew and we hit \$500,000. I also keep a separate sheet with all the restricted funds. Our restricted funds are not only money that donors have given to the Fair that is dedicated to projects like the Community Center, but board designated money like the Green Ticket and Peach Power funds. We try hard to keep those designations on the balance sheet. The fallback is when we prepare the financial statements to assure everything is marked correctly so everything is reconciled correctly. We will print out of QuickBooks what is going to Jones and Roth to present to the board. Charlie goes over the payroll to determine how the employees are spending their time, so that we can say, for instance, forty-six percent of the payroll is spent on putting on the event and ten percent is spent on fund raising. This allows us to allocate the overhead expenses. We track in extreme detail. All non-profits track their expenses broken out into program and admin. We are as good as any other non-profit that I work with. We are well on the way toward 2014 financials. For the 2015 Fair, we are still collecting invoices that norma will pay, and we encourage people to get their expenses to norma by September 30, 2015 for this year's financial statement. The Green Ticket money will show up on the interim report. The board has not acted on the last three years of Green Ticket money. There is about \$135,000 from it that has not been allocated, which could be used on capital projects, or operating expenses related to green purposes. There is about \$30,000 in the Peach Power Green ticket and about \$9,000 that is dedicated to the Community Center. We have not dedicated any money to the Community Center in a few years. By September 30, with the expenses in, the board retreat would be a good time to determine how much cash we have, what our future projected needs are, what capital projects we have coming up, increases in our operating expenses, and do some long term planning. We are in a really great position financially.

Bear: We have not set a date for the financial planning meeting, have we?

Hilary: We have not. There is a call out for those interested in serving on the budget committee. We are asking those interested to submit letters of interest to budgetcommittee@oregoncountryfair.org by August 31, 2015. We will set a date for September after we get those letters.

norma: I will send another balance sheet to the board that shows the TicketsWest money allocation.

Charlie: One budget adjustment I want to talk about is for Culture Jam in the amount of \$1,400 for the Culture Jam budget (\$900 for the kitchen, \$500 for travel expenses).

**Chewie moved and LT seconded to add \$1,400 to the Culture Jam kitchen budget.
Motion passed 10-0**

Charlie: The second budget adjustment is for the General Manager taxes and licenses line item. Broadcast Media Inc. (BMI) contacted us around copyrighted music. The percentage of gross they are asking for is \$3,400. This is the first time that they have been in our pockets for a variety of reasons. This is for any music performed during the event that is covered by a BMI licensing.

Russell, the Fair lawyer, has advised us to pay the money. You will also be getting a request from Dean for additional BMI licensing for KOCF.

Jon: I did get one royalty check from BMI for \$7.52, so I have an official conflict of interest that I am declaring. Also, I'm curious if our Fair entertainers get any royalties from any of these organizations.

Joseph: The \$3,400 is the cost of doing business.

Mambo: My question is if we knuckle under this time will they up the number next year.

Charlie: If Federal regulations allow BMI to up their rate they could increase our percentage of gross next year.

Chewie: I would like to see how BMI is enforcing the cover tunes lyrics or music. They have to prove that you are actually playing the cover tune. Playing a song over ten years old is not covered by BMI licensing.

Jon: We are paying for a license to BMI to cover any and all songs for which they are the representative of the publishing rights for those songs. It is a lot cheaper to pay the amount and move on. If they keep bumping it up, we can have the discussion if we want to go another route with this. My fear is if ASCAP finds we are paying BMI \$3,400, will we get away with \$700 with them next time.

Hilary: I don't think they are vultures. They are representing the songwriters. The whole reason they have that system is so we don't have to count up every single song that everybody plays. BMI is redistributing that money to the artists. I think it is important. I hear plenty of cover songs. It is part of the system that supports our musicians and the singers and songwriters everywhere.

Casey: This gives our artist and entertainers a security blanket so they don't have to stress about what they are going to come share with our community. They get to know that we as an organization have created that space for them. Is the \$3,400 for what we did this year?

Charlie: The Fair is what is referred to as a blanket concert recital that is calculated by a percentage of our gross ticket revenue, excluding parking, based on the size of our event and nothing else. It could change next year if we sell less tickets and our gross ticket revenue is less.

Jon is right that this is in lieu of us tracking every song on every stage.

Kirk: We need to just pass it and move on. It is an operational thing.

**Bear moved and Paxton seconded to pay the \$3,400 to BMI.
Motion passes 9-0-1 Chewie abstained**

Charlie: I do not have a final dollar amount on this next adjustment, but I do have a bit of bad news. On Thursday the heating and cooling system at Alice's died. We had repair person try to fix it and found it needed to be replaced. The final bill is around \$6,500 to \$7,500. It is a good investment. We need to keep that house heated and cooled.

The other two budget adjustments coming down the pike and that I do not have a number for is the traffic engineer and sound engineer on the SUP. I'm looking for a spec bid from both of those. It is likely that we'll do some work with the traffic engineer sooner than later. I will authorize that work and come back to the board. We are not talking huge amounts of money here and I will consult with the treasurers.

Old Business

**Bear moved and LT seconded to approve minutes from the June 28, 2015 board meeting.
Motion passed 9-0-1 Bear abstained**

Sue: I come to you about the Craft review process report from a group formed at the behest of Charlie to find a way to deal with craft guideline violations. There has been a group meeting since last August with members comprised of Craft committee, Craft Inventory, board members, and other juried crafters. This is a large body of work. The document on dealing with crafts guideline violations will be put on the .net site soon.

Jon: So, this is an ad hoc group that Charlie's put together to work in the issue, and at some point you will be coming to the board to finalize the guidelines?

Sue: Yes

Sue: Personnel committee is looking for letters of interest for the hiring committees. The first hire is for the Assistant Manager. If interested, submit your letter of interest to pc@oregoncountryfair.org by September 8, 2015. Please let us know of the skillset that you have for this task. Members of the hiring committee must attend all meetings.

Jon moved and Bear seconded to have at large letters of interest for the Assistant Manager (AM) hiring committee.

Jen-Lin: Are we calling out for one hiring committee or two?

Sue: I was calling out for one.

Bear: At the September 14, 2015 board meeting we will appoint a hiring committee for the Assistant Manager position. The target date for that hire is the December board meeting. At the October board meeting, we will be appointing the hiring committee for the Administrative Assistant position. The target date for that hire is the February board meeting. So, there will be another committee starting up a month after the first.

Jen-Lin: My question is are we putting a call out for the AM this month and the next month for the AA?

Bear: Yes

Jon: We've not put a motion together to form the hiring committee itself. Based on past practices, we appoint two at-large people. Given that we don't have a motion yet to form the committee itself, it could be more than two at-large people on the committee. Thus, we are asking for interest without knowing how many we will have on the committee.

Jen-Lin: The advantage for appointing the hiring committee earlier is you can determine the meeting schedule.

Motion passes: 10-0

President's Peace

Jack: I want to thank Charlie for his service. It has been a great relationship, which leads on to our relevancy in the local and wider community. If we are to have a discussion surrounding capacities, we are relevant; we are successful; we are financially stable; the community is relying on us to make sure we keep the struggle alive and moving forward. The celebration itself is extremely important, but the values we offer the community in this event and the hard work – which is obvious to the immediate and larger communities, as well as the world – adds an importance to our hard work and our strengths. The year-round participation in coming up with our movement forward, the strength of all our opinions is probably one of our most precious things. People speak their heart and mind. We have been given a system of the super majority, so that it is a full discussion of relevance and what we need to maintain to be relevant. Our communities around us have clearly spoken that we are relevant even at this point in time. As far as I can tell the trajectory is going to be this way for quite a while. Therein lies the notion of capacities and much strength and a very, very ardent discussion is going to be around that. The growth coming on us from within and from the communities around us makes it very important that we embrace the discussion that is going to evolve around this growth and how we stay relevant for the next twenty-five to fifty years. We really have to be looking out that far to maintain this relevance. It is forward looking. It is what the community appreciates the most about the Oregon Country Fair and what the Oregon Country Fair has to contribute to the struggles of the world.

Draft Agenda for September 14, 2015 Board of Directors meeting

GM transition:

- Former GM advisory position
- Former GM committee positions
- Check signers
- Other

Personnel policy and procedure manual (PPPM):

- Assistant Manager job description

Assistant Manager hiring committee
By-laws amendment regarding membership
Conflict of Interest policy for board (Jon)
Financial disclosure for coordinators and others with purchasing authority (Jon)
Call out for letters of interest for the Administration Assistant hiring committee (Sue)
Craft review panel update (Sue)
Appoint at large members for the Assistant Manager hiring committee (Sue)
Finder responsibility policy, relating to the disposition of found items (Jon)
Affirm Northwest Community Credit Union account