

## Board of Directors' Meeting Minutes

November 5, 2018

7 pm, NW Youth Corps, Columbia Room

*(Subject to approval by the Board at the December 3, 2018 meeting.)*

**Board of Directors present:** Ann Bennett Rogers, John "Chewie" Burgess, Diane Albino, George Braddock, Jack Makarchek (President), Jon Silvermoon (alternate), Justin Honea, Kenya Luvert, Laurel Blaser, Paxton Hoag, Sue Theolass. **Board Officers present:** Laurie "Heidi" Doscher, Hilary Anthony, Lynda Gingerich, Kimberly "Kimmo" Howard. **Staff present:** Crystalyn Autuchovich, Mary Callaghan, Shane Harvey, Stephanie Talbott; plus 45 members and guests. Sam Rutledge facilitated the meeting. **Absent:** Officer, Indigo Rønlov (Vice-President).

Board meetings are videotaped and available to the Fair family on the OCF YouTube channel for those wanting the entirety of the meetings. To get links for this and all Board meetings, go to the Board section of oregoncountryfair.net and click on "Sign up to receive videos of monthly Board meetings." Please note that Board meetings held at the OCF site are not live-streamed due to intermittent access to the internet.

*(Due to technical issues, the November 5, 2018, meeting was unable to be live-streamed.)*

### New Business

Appoint Philip Ross as Coordinator and Erin Pedigrew as Co-Coordinator for Cart Crew (Laurel)

Appoint Amy Handy as Sanitation Coordinator (Paxton)

Appoint Laura Lunn to Elections Committee (Sue)

Appoint Sue Theolass as Craft Committee Member (Justin)

Board processes (Jon)

Form Task Force to examine Election, Membership and Bylaws Procedures (Jon)

Event at winery by the end of calendar year (Aaron)

**During Staff Reports, Aaron moved and Lily seconded to move the winery event discussion from old to new business.**

MEMBERS: Member said she hoped it would move to old business for purpose of enough time to plan the event. Chewie agreed it was a good idea to move to old business and supports the event going forward. Lucy said she hopes there is more discussion. Auntie Em suggested New Year's as a date for the event. Theanna said she supports the motion so there is time to make it a fantastic event for the community.

**Motion passed: 9-0-1; Justin abstained.**

### Old Business

*(more old business after the Treasurers' Report)*

**Sue moved and Chewie seconded to approve the October 1, 2018, meeting minutes.**

MEMBERS: Peaches requested to clarify where the minutes stated, "Justin moved and Paxton seconded to accept the final proposal of the NAO recommendations," and

change to Justin moved and Paxton seconded to accept the draft of the NAO recommendations.

Spirit clarified spelling of member name, Somerfield.

**Chewie moved and Sue seconded to approve the October 1, 2018, meeting minutes with amendment on page 21 changing "Justin moved and Paxton seconded to accept the final proposal of the NAO recommendations" to: "Justin moved and Paxton seconded to accept the draft of the NAO recommendations."**

**Motion Passed: 9-0-1; Laurel abstained.**

**Chewie moved and Kenya seconded to accept the October 21, 2018, OCF Board Election results as listed by the Elections Committee.**

BOARD: Ann spoke to the recent elections of candidates and concerns with social media equability, email and phone contact confidentiality, and that telling others how to vote is not the way we should be doing business. She read an email from candidate Jon Steinhart that she received which included suggestions on how to vote.

Chewie clarified while his name is mentioned in the email, he did not know anything about it. Chewie said he believes there is nothing wrong with email communications between crews and crew leaders, that individuals are voting with anonymity, the elections were fair and reflected the memberships' desires. He said he does not condemn or condone the email, and that it is free speech and constitutional.

Jon elaborated that an email by a Board candidate, who is also in a position of authority as a crew leader, was sent to the crew with suggestions for how to vote. He acknowledged free speech, but was most upset by the unfairness of emails sent from people in a position of authority who are also in control of how their crew members get passes, and how not everyone has access to the same contact information. Said information is power and it would be unlikely for a crew person to reply to a blanket email and disagree with their crew leader upon whom they are dependent for their pass; there is an intrinsic power imbalance. Stated membership should have equal access to election information and hopes the Board can evaluate how elections are conducted and ensure that all candidates are on the same level playing field.

Justin spoke to the confidential status of the Coordinator Email List and inappropriate use of the information for election purposes. He thinks the use of social media, such as Facebook groups, is different and a more transparent narrative.

Jack thanked Kenya, Sue, Ann and Chewie for their Board service, hard work and continued participation at the event and year-round. He also congratulated Justin for maintaining his Board status.

**Ann recused herself.**

**Motion passed: 7-1-1; Jon opposed; Sue abstained.**

### **Introduction to the new Board of Directors:**

**Aaron Kenton, Cynthia "Peaches" Peachey, Diane Albino, George Braddock, Jack Makarchek (alternate), Jon Silvermoon (alternate), Justin Honea, Laurel Blaser, Lily Harmon-Gross, Lisa Parker, Paxton Hoag, and Spirit Leatherwood.**

### **Selection of Officers**

**Justin moved Diane seconded to appoint Jack Makarchek as President.**

MEMBERS: Brad said it is a wise move during this transition. Lucy said Jack brings wisdom and experience, especially to new Board Directors. Codi questioned if there was a disadvantage to membership by Jack being President and alternate at the same time. Bryon likes Jack for one more year to help the transition but wants the Board to move forward in a new direction. Member asked if Jack would be President for one or two more years.

BOARD: Hilary hoped people didn't get ideas from meetings they were not part of. Jon stated the Board appoints officers annually. Justin concurred it is an important transitional time with a new Board, providing mentorship and seeking an Executive Director. Laurel said Jack has always been progressive in trying to move forward, encourages younger folks to get involved with the Fair and will do a good job in the coming year.

Spirit said there is some wisdom with continuity, but she is looking for change moving forward and will support Jack as President with specific delegation of specific duties. Aaron said she supports Jack as his wisdom is invaluable, but that she thought there were stated agreements at the Board retreat as to specific delegations.

Jack said he knows his role is transitional, and said the intention of the Board is for him to delegate and share his wisdom. In the process he will be doing less, but is a nice situation where he can still serve while moving away from the role. George supports Jack and said delegation will come from majority vote of the Board, and that Jack as President has discretion how to distribute those authorities. Diane supports Jack and his many years of service. She said we have a successful event with impact in our community and is not sure what some people want to change; she hopes things stay the same.

Justin said there was collective discussion at the Board retreat of delegating responsibilities but no agreements or mandates were made as more conversation was needed. He said future Board work sessions were planned to discuss officer job descriptions and appoint delegations from a project-based perspective.

**Spirit moved and Aaron seconded to table the motion to appoint Jack Makarchek as President.**

MEMBERS: Brad said moving forward without a President is a bad idea. Jon P. said he doesn't remember a bylaw clause about having to have a President, and that most organizations have a clause about current officers serving until their successors come in.

STAFF: Crystalyn said by law as a nonprofit, we must have a President. She also said the Bylaws state: "The officers are to be elected by the Board of Directors at its annual Board meeting or in the event that an office becomes vacant at any other time of year. There shall be no requirement that an officer be a director. Each officer shall serve until the next annual Board meeting or until their death or resignation" and "any vacancy in an office may be filled for the unexpired portion of the term by the Board."

BOARD: Spirit said she understood Jack would remain President and that they could work it out based on their previous conversation.

**Spirit withdrew her request to table the motion.**

Jon S. recommended interested parties look at Oregon Statutes Chapter 65 which governs nonprofits to find out what happens when there isn't an officer elected. Paxton supports Jack and expects he will have due diligence in his delegations. Paxton said they are all looking at ways to transition and a goal of the Board is to incorporate more people. Jack said it was his goal so not sure why there was a discussion.

Justin expressed concern if a majority could not agree on the appointment then it would lead to chaos, and commended Jack's service and integrity to the organization. Aaron said there was no disrespect, but that Jack had made assertions and she hoped he would vocalize those conversations. In supporting Jack, Aaron said there were a couple of caveats and she thinks it's important that people stand up to what they say. Aaron said she understood the delegations were not to be a Board majority decision, but that they were very important to her and others.

Jon S. was reminded of Zak's training and how people can have two different maps of the same event. Jon S. said he understood the only delegation made by Jack at the retreat was the Executive Director Search Committee president position would be filled by a vice president. Spirit commented on the challenges in a change of the size of Board Directors, said she trusted Jack to honor what was said, and that there was a lot of work to be done.

**Motion passed: 10-0.**

**Justin moved and Aaron seconded to appoint George Braddock as first position Vice President.**

CONTEXT: At the Board retreat a decision was made to diversify the officer selection process and have two vice presidents for the purpose of delegating the officer responsibilities.

MEMBERS: Chewie said the Board retreat is confidential, but understood there was going to be clear delegation and supported the idea of two vice presidents. Ann supports George as first VP and hopes he will make us proud. Lucy said the atmosphere in the room was pretty funky and it was hard for her to find her way through the election process. Lucy feels some people have private or personal agendas. She understands confidentiality and diverse opinions but is troubled by what she called an eating away at the heart of the peach. Lucy hopes the Board Directors finds a way to work together for the well-being of the organization. "Firecat" Tom said he thinks George is a great choice. A member questioned why the choice of two vice presidents and requested more transparency about the decision. Gwyneth echoed needing to feel more informed.

BOARD: Jon S. explained the Bylaws specify one function for the VP: assuming the presidency in the event the President becomes deceased or incapacitated. In the retreat discussions the Board decided on two VPs but there needed to be a way to make the distinction of which one would step into the role of President as needed. Aaron said the Bylaws indicate we don't have to only have one person in a position and the idea of a VP is that they know the President's job. She said with two VPs, we have different skill sets for delegation purposes.

Justin said the Board discussed this would be a better model for delegation opportunities, and announced his respect and support for George as a listener and giver of advice. Spirit said she has witnessed a level of integrity in George in controversial discussions and supports him. Peaches said when the retreat started, she was open minded about filling the officer roles, and supports George as first VP. Paxton said he appreciates George stepping up with his skills and history that will benefit the Fair. Jack said he has a long history with George and that they have always talked together.

**Motion passed: 10-0.**

**Justin moved and Jon S. seconded to appoint Laurel Blaser as second position Vice President.**

MEMBERS: Many thumbs up. Ann supports Laurel. Amy supports Laurel and George in ways of healing wounds and building trust. Amy was thankful for clarification of the choice for two VPs, spoke to accountability and trust in the Board, and said this is a good movement for the organization. Lucy felt compelled to say she trusts George, but feels he should recuse himself out for concerns of the best interest of the whole of the Fair versus Ritz Sauna.

Theanna supports Laurel for her open mindedness and clear headedness in difficult discussions. Jon P. said he appreciates Laurel is stepping up. Chewie said he is impressed by both Laurel for her listening skills and George for his fortitude in the face of controversial issues.

BOARD: Peaches said yes, Laurel. Justin thanked Laurel for stepping up into a leadership role and looks forward to tapping into her skill sets. Spirit agreed, and was thankful for the willingness of the three to serve. Spirit asked for patience as the new Board gets settled in their roles.

**Motion passed: 10-0.**

**Justin moved and Paxton seconded to appoint Hilary Anthony and Lynda Gingerich as Co-Treasurers.**

MEMBERS and BOARD: Thumbs up and applause. Hilary said it is an honor to serve the Fair and a joy working with Lynda. She said it is an exciting time with all the changes, and looks forward to getting more things documented, updating systems and having a strong relationship with the Board of Directors.

**Motion passed: 10-0.**

**Justin moved and Peaches seconded to appoint Kimberly "Kimmo" Howard as Recording Secretary.**

MEMBERS and BOARD: Applause and Kimmo said she was honored to be in the position. George said he was committed to make the recording secretary job easier.

**Motion passed: 10-0.**

**Justin moved and George seconded to appoint Laurie "Heidi" Doscher as Membership Secretary.**

MEMBERS and BOARD: Thumbs up and applause.

**Motion passed: 10-0.**

### **Consent Calendar / Secretary Report**

**Ridgeview Elementary requested \$1,000 for the Reflex Math program, a tool used from school or home, benefiting second- through fifth-graders with their math skills.**

**Consent calendar passed.**

### **Announcements**

Sue said Holiday Market opens November 17 at the Lane Events Center.

Sue said at the December 3 Board meeting, she will be taking donations for beeswax candles and catnip mice with all proceeds going to Culture Jam.

Jon P. said the Wow Hall Annual Membership Party is on December 8 and bands will include Strange Desserts, Cable Quintet, The Almond Butters Band, and Jar.

Heather said the First Annual Halloween Hullabaloo was a super fun time, more than 300 attended, there were amazing donations, and cakes in the form of huge pumpkin. If you couldn't come this year, plan on going next year!

Justin gave thanks and kudos to Pre-Fair Kitchen crew members Emma and Saskia for coming to the Board retreat and dishing up some delicious food!

Laurel said her cats love Sue's catnip mice, even a year later!

Jen Lin said feedback from the 2018 Fair is available on the .net site.

## Staff Reports

**Crystalyn:** Expressed concern with waiting until the December meeting to discuss an event at the winery by the end of the calendar year.

The First Annual Halloween Hullabaloo was a success with over \$2,500 donations raised. It was packed, it was fun, and huge thanks to KOCF, Dean and Andy for all the hard work! Since November 1 is the Fair's birthday and we are so good at dressing up, it will be fun to have a costume party every year to celebrate.

Archives are expanding into norma's old office.

The Budget Committee has met and has more meetings scheduled in November and December. A reminder this is the second year of a budget cycle and we won't be taking new budget requests from crews.

Robin started her sabbatical and thanks to Mary and Stephanie for their support in the office.

The Poster Committee is evaluating submissions for the 2020 event. She said the pre-planning will allow us better promotional opportunities. Staff has also been meeting with advertising and social media volunteers and have a Fiftieth Anniversary logo which is similar to the current logo, with special thanks to James Bateman.

**Shane:** Said he, Crystalyn and Stephanie have met with some Recycling folks about compost relocation, the stop of waste and reusable products.

Many of the path areas have been reseeded and the grass is coming back nicely.

After the Fair there was a 30-yard dumpster left on site that was partially full, from Recycling Crew's efforts. By the first of August the dumpster was full from the cleanup of items left behind, and was filled to overflowing a second time in August with items such as mattresses, chairs and broken tents. We need to do better as a family; it is sad and disgusting. Items left behind can get carried downstream during winter flooding and then someone else has to deal with our trash. We all need to be aware, and know if you pack it into the Fair, then you pack it out.

Jeff and the VegManECs put some dams in designated places for water diversion in case of winter flooding. There was no flooding last year, so effectiveness of their placement is still being analyzed.

Shane has been working with Kirk and the permitting team to finalize the Xavanadu drawings and data being submitted to Lane County. Staff also has meetings scheduled with Lane Transit District and Honey Bucket in planning for our anniversary event.

Shane agreed with Crystalyn about not waiting until the next Board meeting to decide if a winery event will take place in December 2018. He expressed the time needed to plan an event and other November meeting commitments.

**Stephanie:** Expressed Staff would need to know the budget for a winery event. Entertainment applications for the 2019 event will be available on the oregoncountryfair.org site on November 15, 2018.

Staff will also be finalizing agreements with TicketsWest, who we partnership with for advertising and media.

Huge thanks to the Elections Committee who counted a record number of ballots! Reviewing our election processes is a good idea. For the team who has been doing this for years, thank you for your integrity.

**Mary:** Robin is on sabbatical. It's incredibly busy at the office, and we are also cleaning and moving things.

Thanks to KOCF for the Halloween party and the contributions to the Jill Heiman Vision Fund.

Coordinator reports for budgets and transactions will be out soon.

### **Committee Reports**

*(Some full committee reports are available online at oregoncountryfair.net.)*

**Diversity Task Force:** Diane said discussions at the last meeting included turnover in participants, and if the task force title should be changed to committee which implies a long-term commitment. She reminded the Fair's first Vision Goal is to increase the diversity of all aspects of the OCF Community. Conversations included how all crews should have a diversity plan, how growth affects diversity, and policy development.

Diversity work plans include entertainment options, learning sessions, outreach in the local community and demographic surveys of the Fair populations. Two learning opportunities will be offered in the coming year focusing on transgender and white privilege issues. The next DTF meeting is November 26 at 6 pm at the Fair Office.

**Elders Committee:** Peggy said the Elders Committee will have a retreat in November. With Chris retiring from Geezer operations, AnneMarie will take on the role of camp host and continue volunteer outreach. Elder meeting minutes and a link to the Elder Committee website are posted on the oregoncountryfair.net site. The Elders thank Ann Bennett-Rogers for her service to the Board and as a committee liaison.

**Election Committee:** Heidi had copies of the 2018 Board Election Report for review, with a total of 1,579 ballots counted. She is anxious for further discussion about the Board candidacy timeline and voter registration topics as there wasn't a lot of information provided about them. She gave many thanks to volunteers who did pre-election work and counted ballots, treasurers who verified, Get Out the Vote and forum planners, Election Committee members and Head Start of Lane County for the annual meeting space. Thank you for voting!

**KOCF Radio:** Dean welcomed the new Board members. He said since his November 2017 report, KOCF has aired more than 2,000 public service announcements (eight different 60-second spots) that highlight the Fair's philanthropic philosophy and community involvement. Dean hopes the Fair will underwrite for the Falcon Girls Basketball starting in December.

The Halloween Hullabaloo was quite a party with more than 300 in attendance and raised more than \$2,500 for KOCF and the Jill Heiman Vision Fund. We are behind in our forecasted fundraising revenues by about half. Underwriting and supporter gifts are also below forecasts. However, grant revenues have exceeded our projections. If we continue on

our current path, we will increase our income by about 60 percent over 2017, while our expenses have remained fairly flat. We do anticipate a jump in expenses this coming year with the upcoming transmitter and frequency move costing between \$12,000 and \$15,000. With a broadcast coverage area expansion our potential listenership will change from 7,000-200,000, which will have a positive impact on our income potential.

Dean said he hopes we can keep the Fair organization on the side of love during divisive times in the world, because that is why we are different. KOCF is making plans for the Fern Ridge Light Parade. All are welcome.

**Path Planning:** Paxton said in October they brainstormed ideas for craft demonstration areas in conjunction with the Fiftieth. They also discussed Wally's Way and making changes to the security peninsula, dust control and long-term water needs.

### Member Input

Jen Lin expressed concerns about the 2018 election cycle and maintaining a clear and clean process. She said the candidate forums and town halls should be run by Get Out the Vote and/or an impartial group such as the League of OCF Voters. She doesn't think Facebook is a good tool for election information but would support an election forum on the .net site operated by a neutral party.

Chewie thanked the Fair membership for the opportunity to serve us all. He is going to take a sabbatical from this process, but says he is not going away and hopes the Fair can heal. He appreciates everyone involved with the Fair and really has faith in the new and old Board members. He loves us all.

Brad is troubled where we have gone as a community in terms of how we talk to each other, especially online. He loves the organization immensely but is losing heart because of the way we are treating each other. He challenged members that if you would not say something directly to someone in person, then don't post it online. As a member of the management team, Brad appreciates hearing feedback directly.

Bryon congratulated the new and old Board. He was very disappointed in how staff and some exiting Board members have chosen to go out, saying it wasn't peaceful and respectful to the new Board members by bashing and questioning them. He is excited and supportive of the new Board members and hopes people can take the high road and embraces the changes.

Auntie Em asked if the Board got her letter and had time to read it. She gave congratulations to the new Board. She said she is not divisive and hopes her letter gets published in its entirety, that we get a sense of healing from it and a way forward.

Heather said she is continually confused by references to terrible things being said. She said dissent is not attacking and not dissing individuals, and that people should be able to express differing opinions. She said the OCF Election forum and OCF Elections Discuss Forum Facebook page were ethical and were needed to fill a void.

Jon S. (BoD) addressed a letter in FFN to amend the Bylaws that asserted the Board did not follow process, with his name specifically mentioned and inferring he acted underhanded. He had previously stated the proposed changes had gone by the Bylaw Committee and restated it again. He said the proposed changes were reviewed by the committee and an attorney who recommended the word Lead Professional be replaced with something more specific. He was advised by a committee liaison that ED or GM was proposed. He responded that while using a word other than professional was all right, he thought it

should be something generic so that if the title changed, another bylaws revision would not be required.

He said his feedback was discussed at another Bylaws Committee meeting at which two attorneys were present and that the committee decided use of language of Lead Professional was OK. That was the motion he proposed at the Board meeting. He said process was followed and he hopes when people have concerns about process, they should ask questions instead of immediately assuming the worst. He said there was no attempt for deceit or for not following established process.

Paxton thanked Northwest Youth Corps as he lost a camera a year ago and it was recently returned. He is appreciative as the camera has many of his Fair videos.

Spirit said thanks to all the candidates, and how impressed and inspired she is by the new Board members. She is willing to take on challenges and acknowledged Jack for his wisdom and viewing it as an opportunity. She also thanked Somerfield for organizing the opportunity for more informed voting members.

Crystalyn responded to a comment that there have been no attacks. She said she has been personally attacked on social media by the same people who tell her directly they appreciate her. She gets up every day and is still dedicated to doing her job. While she understands those who tell her to ignore the attacks, she said: Don't claim that the attacks are not real.

Jon P. appreciated the second candidates' forum with a town hall format and thinks it serves the members better instead of pre-scripted questions.

### **Treasurers' Report and Budget Items**

Lynda spoke to revenue projections for 2019 with comparison data from 2017 and 2018. With additional data, there were slight changes to account for better projections. Volunteer vehicle stickers will go up from \$15 to \$20, which will match the vendor sticker price, and everything else remains the same. There are no changes to event ticket prices.

BOARD: Peaches clarified the past-year revenue amounts on Lynda's sheet were projected figures and not actuals. She also asked the Budget Committee to publish budget meeting dates on the .net site. Justin clarified the \$90 registration fee for one-year booths is half the normal cost because they are mandated to share half a booth.

Aaron asked about crew budget requests. Lynda stated we are in the second year of a two-year budget cycle and crews affected by the winery purchase will be given considerations. Hilary said there are also crews identified for anniversary budget considerations. Jon discussed if a formal Board vote was needed for the projections if the new Board members agreed. Lynda said unless there were changes, then no vote was needed.

STAFF: Crystalyn said a formal Board motion was needed to remove norma from some bank accounts, but wanted to leave her on the Columbia Bank MM and Banner Bank MM (Operational) accounts for continued help with reimbursements.

BOARD: Hilary suggested the full list of accounts not be read to save time. Jon S. objected and said the financial aspects of the organization are one of the most important duties of the Board.

**Paxton moved Spirit seconded to remove norma sax from the following bank accounts: OCCU Membership Savings, Key Savings MM, Key Gold Savings MM, Beneficial Bank MM, Urban Partner MM, Banner Bank Community Center, NWCCU**

**Share, Beneficial State Bank CD, Urban Partner CD, Columbia Bank MM, Columbia Bank CD, OCCU MM, and NWCCU MM.**

BOARD: Jon asked if the Fair ever had a volunteer as a check signer. Jack and Hilary said yes. Jon suggested the Fair have a formal Check Signer Policy, saying it was the function of a governance board to set policy, but would approve the motion.

STAFF: Crystalyn agreed with Jon about policy, and said they have been using good practices and the current check signers have operational needs.

**Motion passed: 9-0-1; Laurel abstained.**

**Paxton moved and Diane seconded to approve an additional \$9,000 for the temporary employee budget to hire a temp agency employee for onsite work.**

MEMBERS: Heather asked if we were getting a random person from the temp agency or a person who we want? Byron said he was not comfortable with someone from a temp agency working on the Fair property and feels it should be someone from Fair family. Gwyneth said she has used temps in her construction business and as a payroll conduit, and likes the convenient option that you don't have to hire anyone if you don't want to.

Jon P. agreed with Bryon and is not comfortable with a temp for help on Fair site due to increased liability. Lucy said given the political climate and atmosphere on Fair property, that it would be good to have someone neutral. Kirk said temp agencies work great and are a good option. Perrin said she likes a temp agency employee because they will be qualified for our needs and probably not cause conflict. Brad said the temp agency fills the time before a new ED is hired who can then choose their own staff.

STAFF: Shane said a temp agency is being used instead of a hiring process from within. Due to the recent controversy and turmoil, Staff does not think it is fair to get membership into the role of caretaker. While temps have a higher pay per hour, their service includes insurance coverage and Workers' Compensation. Shane said the temp employee will have power tool experience to support he and Jeff.

Crystalyn said Staff will get an opportunity to interview the temp agency candidate, and Staff has not encouraged anyone with Fair to apply with the temp agency. Crystalyn also said if they pay a Fair member to do something onsite, then that person cannot volunteer in the same year.

BOARD: Diane agreed with Brad in that the Fair lead professional will be more involved in the hiring of paid staff. Spirit supports the motion because she thinks we desperately need it. Jon clarified that we are not hiring an employee, the temp agency is providing us someone to work for us. Lily said hiring a temp is a good way to get through seasonal needs onsite, and supports more people so we are better prepared in the spring. Peaches clarified the \$9,000 is for a temp employee through the end of the calendar year.

**Motion passed: 10-0.**

**Paxton moved and Diane seconded to add an additional \$10,000 to the legal line item.**

MEMBERS: Palmer said the full amount should be approved and if it not needed it won't be spent.

STAFF: Crystalyn is not sure if the total amount requested is needed, but doesn't want to underestimate. She said we talked to Davis Wright Tremain in Portland about our Bylaws and nonprofit law and to Marc Friedman about Bylaws and recall processes. Confidentiality and Board orientation training came from Hershner Hunter. Land use

attorney Bill Kloos spoke to the Fair SUP and road vacations at the retreat, and Michael Gelardi spoke to the winery land purchase at the retreat.

BOARD: Paxton said he did not think it was necessary to list the attorney names in the motion.

**Motion passed: 10-0.**

**Justin moved and Laurel seconded to add an additional \$3,000 to the property tax line item.**

STAFF: Crystalyn said the property taxes were higher than expected.

BOARD: Jon S. clarified the additional amount needed included property tax for the winery.

**Motion passed: 10-0.**

**Paxton moved and Lily seconded to add an additional \$3,500 to the Honey Buckets line item.**

MEMBERS: Jon P. said we need to double the requested amount. Brad said, as a BUM working with Honey Buckets, he was blown away by the service they provide to our continued growing needs.

STAFF: Crystalyn said they went over budget due to needs for more accessible toilets for longer time frames. Shane said there were also additional toilets at the winery and Valley River Center. He said they are working on the next five-year Honey Bucket contract and where the most needs are, which will be factored into the next budget requests.

BOARD: Justin asked about the services for food booths in Xavanadu and confirmed it will be included in the budget. Jon hopes as the Board moves toward governance and strategic planning and comes up with plan for this important public service need.

**Motion passed: 10-0.**

### **More Old Business**

**Jon S. moved and Peaches seconded to appoint the following to the Executive Director Search Committee: President designee – George Braddock; Board of Directors – Aaron Kenton, Diane Albino, Jon Silvermoon, and Lily Harmon-Gross; Management – Sallie Edmunds; Coordinators – Cindy Peterson and Michael Spatzek; OCF Members – Craig Smith and Michael Connelly; Alternate – Justin Honea as alternate for any position.**

MEMBERS: Palmer said historically when a hiring committee is formed, there are timelines and schedules, and it is paramount the committee members are in attendance at every interview process.

STAFF: Crystalyn is in support of Charlie Z. as alternate to Sallie and wanted it included in the motion to prevent an interruption in the processes that the Board would have to vote on.

BOARD: Jon said any alternates are expected to attend all the meetings up until the individual interviews. Aaron said she thought Charlie Z. was willing to be an alternate but thought him having to attend all the meetings would be too much. Diane said the first ED Search Committee meeting will set the scheduling dates for the committee and then the people can decide if they can participate. Justin said he has the same thought process and that the initial meeting will be very important. Jon was willing to accept Charlie Z. and the management alternate as long as he attends all the meetings.

**Jon moved and Peaches seconded to amend the motion to add Charlie Zennache as the alternate to the management seat on the ED Search Committee.**

STAFF: Crystalyn said Sallie will know after the first meeting if she is able to attend the scheduled meetings. She also expressed the need for an ED and does not want the process slowed down.

BOARD: Aaron expressed concern about Charlie having to attend all the meetings. Lily said the committee dates are not set yet and her understanding was the initial meetings could be attended via online communications, but that committee members would need to attend the interviews in person. Jon said the reason the alternate needs to attend all the meetings is so they are fully informed and ensure consistency.

**Motion passed: 10-0.**

**Jon moved and Paxton seconded to authorize the ED Search Committee, in consultation with the Fair Treasurers, to contract with a third party to assist and advise in the ED search.**

MEMBERS: Brad said it is a great idea to enlist help to find good candidates and should have been used in previous hires. Kirk asked for clarification if it would be an HR specialist. Ann said an outside specialist would help immensely due to the many variations in interested candidates.

STAFF: Stephanie also asked if it would be a head hunter or an HR specialist.

BOARD: Jon said he expected the third party would have HR skills and knowledge but not necessarily as their primary qualification. He thinks their primary qualifications should be their ability to conduct the search and fill management positions. Peaches clarified this would not be our permanent HR consultant for other personnel issues. Aaron agreed the third party would be predominantly for the ED search. Paxton said he has been through every GM hire and that we need help.

**Motion passed: 10-0.**

**Aaron moved and Spirit seconded to have a party at the winery before the end of the year and will direct staff to work with volunteers.**

MEMBERS: Jon P. thinks it's a great idea but not sure it's a good motion to throw a party. Kirk understands there are underlying issues with the winery and concerns with losing land use benefits, and suggested a small event with minimal costs. Lucy reminded us at heart we are a philanthropic organization and should be considered a fund-raising event and how we are of service to the bigger community. Codi said with the existing winery structures it would not be hard to plan a winery event. She suggested an auction, working closely with Staff about what was needed, and using volunteers.

Heather echoed what Lucy said and questioned if a private event qualified to meet the land use permit guidelines. Ann said a wedding held at the winery in June counted towards the required number of winery events, and that the Fair needs to show good faith effort. She expressed concerns with the timeline and busy staff schedules.

Mouseman feels unclear about the intent of the winery purchase and its land use requirements considering the OCF event is drug and alcohol free. Mouseman asked if the Fair was now in the wine business and wants more understanding about what the Fair can do with the property. Amy expressed concerns with the liability of serving alcohol, event security and emergency response. Dean said he has had an event where wine was served

and likes the idea of fund-raising, but said it took them a year to plan for the Halloween party.

STAFF: Crystalyn asked to be flexible with the date due to the planning needs and busy holiday season. She thinks we will get better participation in early December and does not want to compete with a neighboring Solstice Party. She noted they did not have a Board motion for the Halloween party, and said Staff would do their best to get help from volunteers. Shane also said he would help.

BOARD: Aaron said it does not need to be a big event like the Halloween party and suggested a low-key event with small expenses like a potluck, bonfire and open mic and does not want to overload Staff. She expressed meeting the needs stated in the land use permits and stated a winery was needed to sell wine at the event and should be by the end of the calendar year. Jack suggested directing Staff in the motion; Aaron said she knew some Staff already had some scheduling commitments in December and hopes volunteers will help as much as possible.

Aaron said the Board has to make a motion on a winery event because of the land use permits and Fair money, and that it is a short-term plan and must include winery sponsorship. She suggested only full bottles be sold, and that the winery would give up some of their proceeds. She said members will have an opportunity to provide feedback about the future use of the property as it relates to the permits.

Hilary recommended using the Board's \$2,000 other event line item that has not yet been spent. She said it would be great if some key volunteers stepped up and thinks it's a wonderful idea.

Spirit recommended the Board provide a document with expectations learned from a lawyer's perspective of the land use permits. She said an OLCC permit would not be required for a small event, and suggested if not a fund-raising event then a needed celebration with healing music and art.

Jack said only the President and Staff should be speaking to attorneys, and that he would engage George to talk to an attorney with Staff about the requirements. Jon S. said that when the winery was purchased, the immediate need was to accommodate parking but knew discussions were needed for long-term plans. He questioned if the Fair should be involved with alcohol in long-term planning, but said with the current permits it could be seen as non-conforming use. He said the conservative advice given was to have a winery event by the end of the year and selling wine at the event is a requirement. Jon is concerned with making incremental decisions about the use of the property and wants the Board, in the next year, to address the long-term plans.

Jon S. asked for an amendment stating that by December 31, 2018, OCF will hold a winery event consistent with the terms of the property permits. He said it should also be clear who is leading the plans, thinks Staff should be involved and that it is optimistic to be done by the end of the year.

Aaron reiterated she hopes volunteers can staff the event and she thinks there are many in our organization willing to help. Peaches said she is willing to help and hope everyone pitches in to do this. Diane likes the idea of a take-away bottle of wine, and said we need to get an idea of how many people will attend in order to know what services to provide. Diane said we need a place to have events and maybe we could have a different crop instead of wine grapes.

Jack said if we are opposed to serving wine at an event, we could create a wine club amongst membership. There will be further discussions about the purpose the land will

have moving forward. He said we need to get in this one event and there will be further discussions about the purpose the land will have moving forward. Jack said the winery land is a potential gift to our community and space for our secondary events, and that we can come up with creative solutions as to how this will help us.

Lily was concerned with the amount of responsibility it would add for Staff, as the motion was stated. Paxton agreed with Lily and said he did not think we had to have the event by the end of the calendar year but by sometime in spring. He said we should fund-raise for KOFC, advocates running the property as a separate business and said there will be a membership discussion workshop in the winter. Aaron said the lawyers who spoke at the Board retreat recommended this was the most conservative way to approach it and she recommended the motion be passed.

**Motion failed 5-5-0; Aaron, Diane, Laurel, Peaches and Spirit favored. George, Justin, Lily, Lisa and Paxton opposed.**

### **President's Peace**

Jack said he has been positive this past year and through the elections, and has said to some people that it is time for somebody to get organized and take over. The healing starts now. The attacks on Staff stops now. We have to move forward and we can do that. We are in a good position and I was hoping to unite around the winery decision but it did not happen. We will have other Board motions that do pass, and that is important. Please get home and vote, if you haven't already. Jack thanked everybody.

**The Board Meeting adjourned at 10:50 pm.**

**Draft Agenda for December 3, 2018 Board Meeting, 7 pm at NW Youth Corps, Columbia Room**

Approve November 5, 2018, Board meeting minutes

Appoint Co-Coordinator for Cart Crew (Laurel)

Appoint Sanitation Coordinator (Paxton)

Appoint Laura Lunn to Elections Committee (Sue)

Appoint Craft Committee Coordinator (Justin)

Appoint Ambiance Entertainment (tba, info was in the October Board packet)

Board processes (Jon)

Form Task Force to examine Election, Membership and Bylaws Procedures (Jon)