

Board of Directors Meeting
December 3, 2018
7 pm, NW Youth Corps, Columbia Room
(Subject to approval by the Board at the January 7, 2019, meeting.)

Board Directors present: Aaron Kenton, Cynthia “Peaches” Peachey, Diane Albino, George Braddock (First VP), Jack Makarchek (President, alternate), Jon Silvermoon (alternate), Laurel Blaser (Second VP), Lily Harmon-Gross, Lisa Parker, Paxton Hoag and Spirit Leatherwood. **Board Officers present:** Laurie “Heidi” Doscher, Hilary Anthony, Lynda Gingerich and Kimberly “Kimmo” Howard. **Staff present:** Crystalyn Autuchovich, Mary Callaghan, Shane Harvey, Stephanie Talbott, and 35 members and guests. Sam Rutledge facilitated the meeting. **Absent:** Board Director Justin Honea (alternate Jon S. to vote in his stead).

This Board of Directors meeting is being videotaped and will be available to the Fair family on the OCF YouTube channel for those wanting to watch the proceedings here tonight. 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, Board meetings held at the OCF site are not live-streamed due to intermittent access to the internet.

New Business

Coordinator Resource Groups — Spirit
Re-designate task force as a committee to examine Election, Membership and Bylaws Procedures - Jon
Fiftieth anniversary budget adjustment of \$4,000 — Jon
Appoint Sue Theolass to the Bill Wooten Endowment Fund Committee — Lisa

Donations / Secretary Report

\$1,000 — Skipping Stones
\$1,500 — S.M.A.R.T. Lane County
\$1,000 — Eugene Science Center
\$1,000 — Downtown Languages
\$1,000 — Eugene Peace Choir
Donation requests of \$5,500 approved.

Announcements

Sue was selling beeswax candles and catnip toys for the Culture Jam scholarship fund.

Sue said Holiday Market is in full swing at the Lane Events Center. For more info visit www.holidaymarket.org.

Sue is selling raffle tickets for the Kareng Fund, whose mission is to help low-income artisans in Oregon experiencing a career threatening crisis or event. The raffle is December 24, 2018.

Hilary said Jain Elliott was not at the meeting due to welcoming a second grandchild!

Jon P. said a memorial for Chez Ray Sewell was held on December 16, 2018, at 4:20 pm at the McDonald Theatre in Eugene.

Staff Reports

Crystalyn: Thanked everyone for their patience after the Thanksgiving holiday in catching up with emails.

We had a good meeting with Lane County Sheriff's Office debriefing the 2018 event. Their primary concerns are not us but some neighboring campgrounds. LSCO said our event is doing a good job, and we are grateful for their partnership.

Met with Entertainment coordinators and talked a lot about loading in and out and back lot; the changes we made this year to distribute resources evenly were successful and will grow farther in 2019. We instituted a no parking fee for day-only entertainers. Since we don't pay our entertainers much, they appreciate this.

We have been meeting often with our social media and advertising teams planning for the 50th anniversary and our 2019 event. The 50th logo can be found on our website oregoncountryfair.org, and thank you James Bateman for creating it.

We also met with TicketsWest and are addressing internet connectivity issues that caused down time at the 2018 event. We have a large IT crew and are doing our best to get reliable internet. We discussed the long will-call lines in hot weather for tickets, and the option for some to get their three-day wristbands in advance on Thursday at Valley River Center and possibly in Portland the weekend prior to the event. We are also working with the TicketsWest marketing team for online opportunities and are glad to get their professional help.

Staff evaluations were progressing with only two to complete.

A recent meeting with the City of Veneta went well. We have a strong partnership, and they are interested in helping us for the 50th. We plan to work with them next year to offer a drop-off box at the Fair office for collecting children's toys, games and books.

We recently met with Fire Show folks and there will be a slight change to the location of the stage in Miss Piggy's next year.

Information on the Fair's Special Use Permit and Nonconforming Use Permit can be found at oregoncountryfair.net.

Shane: Expressed gratitude to Staff and Board for a relaxing Thanksgiving week vacation. He said it was peaceful to turn off the phone and computer.

Onsite the grass is coming back and depending on winter weather, we hope to have green grass in the spring. We've been winterizing equipment, cleaning out water lines, and cleaning roof and gutters.

Shane, Crystalyn and Stephanie will be meeting with LTD to review the 2019 contract and processes. They also met with Lamar Advertising about wrapping some buses with some work from our sign painters.

We are still working with ODOT on the Far Side road and changing the point of entry from the middle of Territorial Road closer to Suttle Road. ODOT is giving road control to Lane County but will be a two-year process.

Shane has met with Recycling Crew about our current compost system and having it on the new property.

Staff and operations have been working on budgets for the coming year.

KOCF had a float at the Veneta Light Parade, which also represented OCF.

Stephanie: In regard to OCF having a float in the Veneta Light Parade, she encouraged those interested to volunteer to take on the float project next year. Laurel said she may have an old farm truck that could be used.

She expressed that Staff has been very busy with a month full of meetings including weekends. In working with Breathing Media on our promotional video, this year we will be doing extra clips highlighting Fair food, Elders and others that will roll out on social media channels.

We are deep in the budget season which is taking much of our time and resources.

A Coordinator Resource Group meeting was held December 9, 2018, to start brainstorming ideas for a coordinator council and developing coordinator processes and policies.

Entertainment applications are still up on the oregoncountryfair.org site, under 2019 Applications. Click on the link in the Entertainment section, then click on the specific venue name for further application details.

The Jill Heiman Vision Fund committee is working on their goal of \$50,000 for the 50th Anniversary. There is a reader board at Jill's Crossing, and we want to make it a more established space and have staff for the event.

We've been helping Archives relocate some things from the basement to an upstairs office due to the space constraints.

Late Night Trips discussions are underway for next year's event, but there are concerns about lack of ridership this past year. We need more participation to sustain it.

Mary: The Bill Wooten Endowment Fund requests for proposals has been posted and those applications are due January 18, 2019. The guidelines and application are available online at oregoncountryfair.org, and the application can be emailed to endowment@oregoncountryfair.org.

If you have received a reimbursement check and not yet cashed it, please note the last day those checks can be cashed is December 31, 2018.

The Fair Office will be closed December 21, 2018, through January 1, 2019.

Mary wished everyone a wonderful winter season!

Committee Reports

LUMP/Paxton: Brian Yorgev, Senior Researcher at OSU, gave us a lot of information about the potential of Outer Limits as a working vineyard. We discussed what we need to do to keep our SUP for that property. Paxton will organize a Board workshop sometime this winter.

We discussed possibilities for a gray water project and agreed to submit a capital project proposal to fund a preliminary engineering study. It was evident from past expenses to haul away gray water and import road water that we could save money by reusing our gray water. The next LUMP meeting is January 15, 2019.

Path Planning/Paxton: Dust control was a primary topic at the last meeting. George came as a guest and an overview of mitigation tactics were discussed in detail, including various watering methods and the use of calcium chloride as well as lignin.

The opening of Windgate Road for specific use may be effective in the reduction of dust through Chela Mela and a plan to create special passes for this use is being discussed.

Path Planning Committee recommends the Board approve conducting a gray water recycling study as recommended by LUMP.

The next Path Planning meeting was scheduled for December 16, 2018. A subcommittee roundup worked to fine tune discussions toward host areas for art demonstrations for the anniversary event, memorial location placements, smoking mitigation and the continued dust abatement strategy.

The January Path Planning meeting is Jan. 20, 2019, at the Fair Office in town from noon to 3 pm.

Jon S. wondered if approval of a gray water study should be added to new business. Paxton said the LUMP recommendations have not been made yet but hope to have something by spring.

Personnel Policy/Jon S.: Staff evaluations are being done and working toward completion.

As directed by the Board, the committee is working to split the Personnel Policies and Procedures Manual into policies vs. procedures and will be presenting the information to the Board next month.

Executive Director Search Committee/Jon S.: We are looking to secure the services of a consultant for the process and hoping something will be brought to the Board by April.

KOCF/Dean: KOCF provided live coverage for the Veneta Light Parade. The Fair was represented on the KOCF float.

KOCF and Falcon Radio have begun coverage of Falcon Girls Basketball. Thanks to Stephanie and Crystalyn for encouraging coverage of a girls' team, since we have covered the boy's football.

We are getting good underwriting with support of Café Mam in Eugene, Key Bank in Veneta, The Restore, and The Cascade Health Center.

On a side note station underwriting continues to do well. We recently picked up an account in Chico, giving the station supporters in Junction City, Veneta, Eugene, Salt Lake City and Chico, plus we get regular donations from a friend in Italy who loves Jumpin' In and Out of the Blues.

Diversity Task Force/Diane: We reached out to Entertainment Coordinators for feedback on diversity in our acts. We want to do a survey at the 50th event for Fair family, and can also survey crews prior to the event.

The DTF wants to have two learning opportunities and are in the planning stages.

The DTF is looking for new members. The next committee meeting date was to be determined.

Member Input

Joe M. of Community Village presented an idea for an assistive listening option for hearing impaired. Hearing loops involve copper wire with an audio amplifier placed in a specific area allowing an electromagnetic field to connect to some types of hearing devices. Joe thinks this topic belongs under diversity and is a 4A issue. He would love to get some hearing loops at venues such as Spoken Word stages, the Dragon area, and informational booths.

Palmer, as part of the Office Relocation Task Force, hopes the Board has reviewed the report provided to them and that it is at the forefront of their minds.

He hopes the Staff gets a holiday bonus. He said we have a great crew, have saved money by not having a General Manager, and that staff has really stepped forward in extra responsibilities. Crystalyn and Hilary confirmed it had already been budgeted.

Michael James Long read a statement from Jon Steinhart expressing Jon's disappointment in the comments made by three board members at the last meeting about Jon's election-related email to his crew. Jon said the critical comments were unsubstantiated and that he did nothing improper.

Coyote gave thanks to serve on Executive Director Search Committee and appreciates the trust in him. Part of his master's degree relates to institutional change, and he agrees with the Nonprofit Association of Oregon consultant that how we are within a structure is equally or more important than the structure itself. How we treat each other and how we are as human beings, no matter what structure we follow, that is the energy and juice that makes the structure functional.

Coyote reminded us of another NAO recommendation that includes deep work of the heart. He thinks it was good insight by the consultant, Mary Miller, and wants it to be seriously considered and not forgotten.

Mambo said he closely follows the minutes and meeting videos and wanted to address some things said at recent meetings. Regarding the bylaws process, Mambo said Jon (Silvermoon) inferred that Mambo said he was underhanded, as opposed to not following accepted practices of the Bylaws Committee. He said he wanted to clarify his letter was speaking to the latter.

Mambo said the emails sent out by election candidates reached about 60 people, but when Jon (Silvermoon) forwarded the emails they went to more people, continuing a false narrative. Mambo thinks that was incredibly damaging, didn't like the wording by the Board Director as coming from a position of authority, didn't like the references to corrupt influence on the election, or abuse of power. Words are powerful, but where are the facts?

Mambo said a coordinator list was not used when the election candidate email went out. He said the Bylaws' reference to membership lists was archaic, and while postal mail is slow and involves cost, any voting member can contact the secretary to send out information. His biggest concern is false narratives, where good people are given bad information and repeating it. Mambo said there was nothing personal against a Board member, he just wants true and accurate information. Information is powerful, but so is misinformation.

[Note: a correction to Mambo's statement about contacting the secretary to send out information to membership, as stated in the OCF Bylaws Article VI. Membership Meetings, 6. Membership Lists.

Members who desire to send written communications to other members concerning any special or annual membership meeting, may request the Fair to send such communication to all members entitled to vote at the meeting. The request shall be in writing and shall be delivered to the principal offices of the Fair not earlier than two business days after the first notice of the meeting, and not less than, five business days before the scheduled date of the meeting. The request must be accompanied by payment, in cash or certified check, of the anticipated costs of mailing the communication, as determined by the General Manager of the Fair. Costs may include postage, copying costs, envelopes and the actual anticipated cost of staff time to mail the notice.]

Brad expressed disappointment that Fair members who did not like the NAO recommendations from Mary Miller had contacted the Executive Director of NAO directly

to make complaints about her and the process. Any disagreement should have been communicated to her directly and should not have been a reflection of her job performance. Mary Miller worked very hard for us for months, and it was offensive that people chose to voice their personal opinions about her to her employer. Brad said we can do better, and learn how to disagree with each other.

LT said from time to time irony is overwhelming, citing the discussions of false accusations and working on how we are treating each other. Relations with each other has been rough the past couple months, and no one deserves to be personally attacked. We owe it to each other to respect individual characteristics and trust intentions, but it's vital that we check one another's thought processes and be willing to evaluate the quality of the reasoning we engage in.

LT said reasoning is his special art and what he enjoys doing, and thinks there have been some dreadful excuses for reasoning upon reflection of recent election events and recall attempt. He wants to encourage those who engage in poor reasoning to develop the skill or find guidance and help from others. He urges us to engage actively and respectfully in our discourse but with clarity and insight.

Somerfield loves what many members have said on topics of diversity and equality, including Coyote's guidance and keeping it close to our heart, and but wanted to address our power structures, those dynamics, and leading by example. He feels anyone with challenging words, thoughts or ideas or asking for explanations is treated like an outsider or that they are attacking someone else.

He said without a voice, that is when a group may take action on their own so they feel like they are heard, and it is their right to speak out. While being mindful of respect, he hopes those in power positions will lead by example, work toward mending relationships, and that all our hearts prevails.

Treasurers' Report and Budget Items

Lynda said we in the middle of the budget season and a little bit behind schedule, reviewing staff budgets and crew-specific budget adjustment requests.

Hilary said our annual reporting requirements for 2017 are completed and the Fair Office has received copies of the financial review. She and Crystalyn are working with the Fair CPA for earlier scheduling of informational deadlines, and cost comparison of an audit versus a review.

Hilary is working with Mary (Office Staff) on the bookkeeping practices and creating a manual, and is also working on a Financial Policy per a NAO recommendation. There are discussions of the timing of endowment funds and scheduling of our earnings, as we earned more than we gave out in grants so will recommend keeping the balance in an account and adjust grants amounts instead of a predetermined amount.

Hilary clarified holiday bonuses for staff has been included in the budget for years, and currently \$750 per employee is allocated.

Crystalyn said Staff needs to renew their health insurance and recommends staying with the existing health plan, noting the plan carrier will have a new dental provider. She asked for approval of \$79,500, which includes eligibility for employee plus spouse in June, and employee plus spouse in July.

Jon moved and Paxton seconded to approve \$79,500 for 2019 OCF Staff health insurance.

MEMBERS: Ann said the plan we provide for our employees is excellent.

BOARD: Jon S. clarified the Fair uses a benefits consultant and they take a census of staff and shops for plans for us. We looked at nine possibilities and chose what made sense. The cost of health insurance went up 6.6 percent, which is a moderate increase. We did examine alternatives.

Spirit was thrilled to support the motion stating the importance and priority of insurance coverage.

Motion passed: 10-0.

Old Business

Jon S. tabled his discussion of Board processes.

Board voted to approve the November 5, 2018, meeting minutes.

MEMBERS: With regards to the motion about accepting the election results, Mambo said it should read that Ann abstained instead of recused herself. Brad said it would need to be decided if recuse meant the person had to leave the room. Michael S. asked what the difference in meanings was.

BOARD: Lily confirmed Ann had recused. Spirit appreciated the attention to detail, but agreed Ann recused. Jon S. said abstaining is a vote, and recusal is removing yourself from voting. The recording secretary confirmed Ann recused.

Motion passed: 9-0-1; Spirit abstained.

Laurel moved and Lily seconded to appoint Philip Ross and Erin Pedigrew as Co- Coordinators for Cart Crew.

STAFF: Stephanie clarified Cart Central Crew.

BOARD: Laurel said David Labore wrote a nice letter about Philip and Erin and said they are fully supported by the other coordinators and their Back-Up Manager. Lily said she is sad to see David stepping down, but knows Philip and Erin have some great ideas for new processes and David will continue to assist during the transition.

Motion passed: 10-0.

Paxton moved and Peaches seconded to appoint Amy Hardy as Sanitation Coordinator.

MEMBERS: LT said he is staying on to help, but will be stepping down after 35 years as the coordinator. He joked it was a blessing to do something with no suspicion of abuse of power. Amy and her husband, Shawn, have been on Sanitation Crew for about 18 years, and together have been taking on the coordinator responsibilities the past couple years and the crew is solidly behind them. They came from Cave Junction to be at the meeting.

STAFF: Stephanie reminded any new coordinator appointments need to provide their contact information to the Fair Staff. Crystalyn gave thanks to LT for all of his years of service and is glad he will be helping with the transition.

BOARD: Hilary said it's been fun to acknowledge the Fair Sanitation Coordinator is also a graduate of Harvard Law School. Diane thanked him for his years of thankless tasks. Paxton commended LT for his many years and also thanked Amy for stepping up. Spirit

appreciated Amy's letter of intent and willingness, and also thanked LT for being a coordinator for so long. Jack wanted LT to know that Jack and his family love him.

Motion passed: 10-0.

Laurel moved and Spirit seconded to appoint Laura Lunn to the Elections Committee.

BOARD: Heidi said Laura helped at the elections annual meeting and joked it is nice to have someone younger on the committee. With anticipation of more work for the Elections Committee in the coming year, Spirit thanked Laura for taking on the extra job in addition to her other crew.

Motion passed: 10-0.

Jon moved and Paxton seconded to appoint Sue Theolass as Craft Committee Member.

Motion passed: 10-0.

Paxton moved and Aaron seconded to appoint Kara Smith and Lisa Shanahan as Co-Coordiators for Ambiance Entertainment.

MEMBERS: Palmer said it's a real changing of the guard, and the transitions and changes are good.

STAFF: Stephanie said Kara and Lisa have been attending the coordinator meetings and already active in their roles. Ruth Pomplin is retiring to another position and has stated they have full crew support.

Motion passed: 10-0.

Jon moved and Lisa seconded to approve \$1,000 for WOW Hall (the Community Center for the Performing Arts) membership.

MEMBERS: Jon P. encouraged an increase in the amount to \$2,000 citing increased community activities and their support of OCF. Bennett said bands that come to the WOW Hall are impressed by the community support and that many people actively volunteer for both organizations. Bob from the WOW Hall said they are thankful for whatever amount the support is renewed for, and said OCF is recognized as a major supporter in entrance recognition displays and back page of the monthly newsletter.

Somerfield said the WOW Hall is a nonprofit hosting events for the whole community. The more we can think of it as our own and engage people to volunteer there the better because it's a good presence in our struggling downtown community.

STAFF: Stephanie said typically the Office Staff will submit a check for the same amount each year, and noted a letter from the WOW Hall was received asking for consideration of a larger contribution amount. The WOW Hall is dedicated to arts in our community and the Fair has had a close relationship with them over the years. Stephanie suggested the change line item as an option.

Aaron moved and Spirit seconded to amend the motion and approve \$3,000 for WOW Hall membership.

BOARD: Jon S. did not accept the amendment and said he would be OK with \$1,500. He also said they can look into what we budget next year but had concerns about our current budget. Jon S. recently served on the WOW Hall Board and supports them, but thinks if OCF gives more money, he'd want to direct the funds to specific purposes such as

community outreach so that it is more than just a concert hall. He said a venue for music is important, but for substantial more money is willing to work with the WOW Hall for support with continued efforts to diversify and emphasize it as a Community Center for the Performing Arts.

Jack reminded we are in a budget process and suggested a decision to change the amount can be done within those processes.

Paxton would prefer a lesser amount of \$2,000 and offered a friendly amendment.

Aaron withdrew the motion to amend.

Jon moved and Lisa seconded to approve \$2,000 for WOW Hall (the Community Center for the Performing Arts) membership.

BOARD: Diane said she wanted clarification on the budget showing \$1,300 for memberships and what that amount represented. Staff said some of the other memberships are NAO and City Club, and offered to provide a list to the Board. Jack said it is still a Board budget issue and thinks it's appropriate to increase the budget.

Jon S. still wants a process by which we know what memberships will be approved when the budget is determined in January, and getting a transaction report quarterly so the Board can see when things are being paid out of a line item. Paxton suggested another friendly amendment to add \$2,000 to the membership line item. Jon S. said he would agree if it would move the motion.

Jon moved and Lisa seconded to add \$2,000 to the 2018 membership line item and approve \$2,000 for the WOW Hall.

Motion passed: 10-0.

Jon moved and George seconded Motion No. 1 concerning review of bylaws and election procedures.

Motion No. 1: The BoD requests the Elections and Bylaws Committees to meet to review procedures and bylaws provisions relating to membership and elections and to prepare bylaws, policy, and procedural recommendations for the Board's consideration. In addition to incorporating consideration of the advisory measures passed by the membership in October, the review should also include consideration of the following:

1. The advisory measures recently approved by the membership.
2. Identification of issues pertaining to the bylaws and Oregon law that arose in relation to the recent recall measure.
3. Deadlines for Board candidate statements and for having a candidate's name placed on the ballot and whether these should be specified in the bylaws.
4. A review of the procedures by which the membership may advance measures for consideration including the number of signatures required, whether that number should be the same or different for advisory measures and recall measures, and whether the deadline for submittal of measures should be the same or different than the deadline for candidates and/or candidate statements.
5. Means by which one can register as a member and by which continuing eligibility for membership is assessed.
6. Any other matters that arise during the review that the Elections and Bylaws Committees deem appropriate and relevant.

MEMBERS: Michael S. said he found the motions difficult to understand and confusing with so many parts, and wanted to clarify if it was new or old business. He stated issues should be made aware to membership and exposed to them before it's voted on.

Jon P. said having such an expansive motion without being publicized seems inappropriate, and would like to see the Board change their practices around motions. He would like the information published in advance on the .net site or Fair Family News, especially with a motion with so many parts and qualifications.

Heidi (Membership Secretary) said the motion is meant to have a task force or committee look at these questions, but no decisions are being made. These are topics near and dear to her heart and need to be talked about. This group would bring committee and membership ideas forth and then there would be a motion for change.

As a member of the Bylaws Committee, Palmer said he appreciates Jon specificity and that these motions are going to the Bylaws and Elections Committees with more advance notice than usual. Tom echoed what Palmer said.

Dean said the formation of a task force, a process that makes our business most transparent, is one of our better methods of doing business. Brad said giving direction to a task force is essential. Somerfield wanted clarification on how the task force would form and how member input would be included.

BOARD: Hilary agreed with Heidi and Jon S., and reiterated the motion is to study the ballot measures and this will bring it to conversation.

Jon S. said the Bylaws and Elections Committees would be working together to address these motions but was not yet sure of the timeline for reporting. He hopes changes to the bylaws would happen before next year's elections, and to address those difficult questions about what our bylaws state and what is Oregon law. He expects whatever processes are used that there be ways for membership input.

Jon stressed that next fall will be here before we know it. We need to do the work now before we get busy with the event. He hopes the motion is passed because we are not adopting policy, just asking to review. He did not want to have the advisory measures considered by themselves because when you change one thing in a system, it has consequences for other things in the system. He said we want to seriously consider the two advisory measures and that they need to be considered in the context of the entire way we do elections, so that unanticipated consequences can be anticipated.

Paxton said it has been done in the past, where Bylaws and Elections have worked together as a group and will be taking into consideration the advisory motions that were passed. We are listening and trying to do something about it.

Peaches said it is important work should start sooner than later, and forming a separate task force takes time. However, she would like to have language added addressing a mechanism for membership involvement and reporting of committee minutes.

Lily asked if a date should be set for the Bylaw and Elections committees to report back to the Board, and said she agreed with Peaches in needing to increase member involvement. Lisa favors the motion and said it is essential to the health of every organization to periodically examine its processes. She said a comprehensive assessment is going to take time and should do it soon rather than later.

Spirit was conflicted having a short time to review the motions and feels there is some redundancy. She asked to have language added about membership input. Aaron also wants an item added to the first motion that the committees would be tasked to work sessions with membership. Aaron suggested a friendly amendment to the motion.

Jon proposed other language to address the concerns about membership and George agreed. The following was added to the first motion: "The review should include means for member input and consideration of the following." Jon said the committees can decide what the process will be for member input.

MEMBERS: Dean said neither committee had accessible information on the .net site.

STAFF: Crystalyn said those committees don't have current meetings scheduled, but when they are planned, they can be posted on the .net site.

BOARD: George said this brings up a larger question about how committees are organized and how they report meeting information. Some committees have good processes and if more did so. then maybe membership would have more access to those details. He said is it important to move the motion forward, and knows refining of the larger process will take time.

Spirit was thankful for the consideration of member input, and will support the amended motion because of the time needed. Aaron reiterated that committees should be directed to include input from members, stating many people have felt disenfranchised for a long time. She appreciates Jon's willingness to amend the motion, and said more is needed to inform members beyond meeting minutes.

Heidi said these are big questions and there are no easy answers. The Elections Committee has discussed that we need more input, but she worries it could get to be too much. Paxton said as a general practice, most committee meetings are open to members.

Motion No. 1 passed: 10-0.

Jon moved and Lisa seconded Motion No. 2 concerning review of bylaws and election procedures.

Motion Number 2: The BOD requests the Elections and Bylaws Committees and Get Out the Vote to:

1. Develop draft best practices for OCF elections that can support all candidates being able to reach all interested voting members.
2. Consider ways to support more robust discussion of qualifications, positions, and ideas.
3. Set guidance on how to create processes that seem fair to all and minimize potential conflicts of interest and coercive situations.
4. Consider what type of committee support is needed to implement resulting recommendations.

Jon asked to table discussion on Motion No. 2 until the next Board meeting.

President's Peace

Jack reflected on listening to Lawrence and Coyote, and said our strength has always been about what we contribute not only to Fair but to our community and the world. A new year is coming and it's that time of year to think about reason and heart, and think of our impact. Jack knows he contributes for the impact on the world. It seems like we are looking in right now and that is probably good for us, but a new year is coming and we need to straighten out our heart and our reasoning of why we are doing this. Happy New Year!

**Draft Agenda for January 7, 2019, Board Meeting,
7 pm at NW Youth Corps, Columbia Room:**

Approve December 3, 2018, meeting minutes
Appoint Sue Theolass to the Bill Wooten Endowment Fund Committee — Lisa
Fiftieth anniversary budget adjustment of \$4,000 — Jon
Continue discussion of Motion No. 2 concerning review of bylaws and election procedures — Jon
Re-designate task force as a committee to examine Election, Membership and Bylaws Procedures — Jon
Coordinator Resource Groups — Spirit

Spirit provided the following regarding Coordinator Resource Groups (CRG).

It is my intention to ensure the formation of ONE initial CRG, prior to January 31, 2019. As a starting point, navigating this transition should be a collaborative effort between the Coordinators, the Board and Management — I so will be presenting the following motions:

Motion No. 1 (refines the development and formation of an initial CRG):

The Board requests an initial CRG of no more than 10 Coordinators to be formed and confirmed with the Board no later than January 15, 2019. Ideally this group would be comprised of wide-ranging representation, which preferably includes Coordinators from pre- and post-Fair, during Fair, and emergency response crews. The Board recommends the CRG to operate as a functioning council with the group determining a chair, scribe, meeting dates, and work plan. Flexibility: Coordinators can determine if others without the Coordinator title, but with experience, may serve on the CRG.

Motion No. 2 (intends to develop and refine policy):

In effort for a collaborative process in shaping policy regarding Coordinators, the Board directs the initial CRG to garner input from fellow Coordinators and work with the Management team, or members thereof, to achieve the following goals and report back to the Board, prior to a transfer of appointment and dismissal authority of Coordinators from the Board to Operations:

1. Define the basic roles, responsibilities, and scope of authority of Coordinators.
2. Explore and refine the Coordinator appointment and dismissal protocol as noted in number 10 of the NAO Consultant's recommendations.
3. Identify issues and explore solutions/processes for addressing both the known and unknown issues. As an example, a process could potentially include the following: 1) verbal notice, 2) written notice with agreement/boundaries, 3) probation period, 4) suspension pending review, and 5) dismissal.
4. Determine the primary purposes of the CRG(s), after meeting the above directives, and evaluate if more than one group is preferred and/or needed. The NAO recommendations regarding primary purposes of CRGs should serve as a resource and be given due consideration.

To allow time for member input, the recommendations for new policy from the CRG and Management will be made public by the April 1, 2019, Board meeting. Policy for 1, 2, and 3 will be voted on at the May 6, 2019, meeting.

There will be a review of these policies at the May 4, 2020, Board meeting, with a request for recommendation by the CRG and Management team to either maintain or

amend, which will give enough time for the Executive Director and stakeholders to weigh in as well.

These motions may be amended at the January 7, 2019, based on input from the Board, Management and Membership.