

Board of Directors Meeting
January 7, 2019
7 pm, NW Youth Corps, Columbia Room
(subject to approval by the Board at the February 4, 2019, meeting)

Board Directors present: Aaron Kenton, Cynthia “Peaches” Peachey, Diane Albino, Jack Makarchek (President, alternate), Jon Silvermoon (alternate), Justin Honea, Laurel Blaser (Second VP), Lily Harmon-Gross, Lisa Parker, Paxton Hoag, Spirit Leatherwood.
Board Officers present: Hilary Anthony, Lynda Gingerich, Kimberly “Kimmo” Howard.
Staff present: Crystalyn Autuchovich, Mary Callaghan, Stephanie Talbott; plus 30 members and guests. Sam Rutledge facilitated the meeting. **Board Director absent:** George Braddock (First VP), 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

Personnel Policy Committee — Jon
Appoint Kate Gillespie as Co-Coordinator to White Bird Medical Crew — Laurel
Appoint Kelly Dunn as Co-Coordinator to Fair Central Crew — Spirit
Appoint Sue Theolass to the Food Committee — Lisa
OCF Guidelines — Peaches
Member input in all committee business — Jon
Time in meetings for conversations between membership and the Board — Aaron

Laurel moved and Lily seconded to move the appointment of Kate Gillespie from new to old business.

MEMBERS: Wren said he asked it to be moved to old business because he would not be able to attend the next two Board meetings. Palmer said it is never good to delay White Bird.

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

Jon S. moved and Aaron seconded to move the topic of time in meetings for conversations between membership and the Board from new to old business, if time allows.

BOARD: Aaron asked Jack if the Board could decide to make time at each Board Meeting for conversations with membership, and if a motion was required. Jack said a motion was not necessary but that it would need to be decided when it would take place in the agenda. Aaron suggested topic-driven conversations between membership and leadership for a specific amount of time. Jon S. said he had questions and suggested it be discussed more.

MEMBERS: Brad joked that a discussion about a discussion certainly feels like us. Jon P. said it was a substantive proposal in terms of the role of the members in the organization.

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

Announcements

Yah Mon Peter: He has been to Jamaica 25 times since 1975 and did benefit concerts for them after Hurricane Gilbert. He thanked OCF for welcoming him to hippie heaven and said the 50th will be his ninth year. He announced a birthday bash benefit for the Egan Warming Center for 9 pm, January 19, 2019, at Whirled Pies in Eugene.

Amy from Recycling Crew said a crew member in the Veneta and Elmira community, Patrick, passed away in November. She said while he was a red-headed trouble maker, he had a good personality and brought to the Fair a balance of reaching out to our community about trash and recycling. Even if he was a headache, he will be missed very much from Recycling Crew.

Firecat Tom said our musician friend T-Bone Weldon passed away. Our thoughts are with him and his family.

Sue sadly noted the passing of Arn Barr who had spent time with Recycling Crew and Elections Committee.

Jon P. announced the WOW Hall Annual Membership meeting will be Wednesday, April 3, 2019.

Sue said the Kareng Fund will have their seventh annual Art Bingo on Sunday, February 10, 2019, from 4 to 8 pm at Sam Bond's Brewing, 540 East Eighth Ave., Eugene. There will be lovely prizes from OCF and Saturday Market artists.

Staff Reports

Crystalyn: On December 9, 2018, we had a Coordinator Group meeting with more than 70 people who attended in person or via GoTo video and it was a good test of remote participation. We received a lot of good information and have had follow-up conversations with some coordinators. The meeting notes were sent to Coordinators and the Board and we hope to have a draft plan out soon. There will be more information at a Coordinators meeting on January 19.

Management met with Lane Transit District and are preparing for the 2019 event. They are excited about our 50th!

Crystalyn, Norma, and Jon P. went to Hawkins Heights Park, which is across from the original Fair location, and are working with the city about a plaque or park bench to commemorate our 50 years. She hoped everyone had a good holiday and new year, and asked for patience in getting caught up on emails.

Stephanie: Happy New Year everyone! She said there have been some meetings with Elections and Teen Crew about the Fair's database needs and we are continuing to work on this project.

We've been working on typing up the notes from the Coordinator Resource Groups and getting feedback from Coordinators. A draft will be sent and we have a YouTube link that can be shared for those interested.

There have also been some meetings with stakeholders about the Little Wing expansion, Fire and Security Peninsula.

The deadline for Guideline change proposals has passed and they will be published in the FFN. The Board will vote on the proposals at the February 4 Board meeting.

Capital Project proposals are due at the end of January.

Elder applications are available online at oregoncountryfair.net and are due by February 1, 2019.

Mary: We have a new volunteer, Shawn, helping with the videos of the Board meetings. He is doing a test run tonight and we hope to go live with his professional equipment next month. Thank you, Shawn!

Mary has been working with Hilary on a draft for an accounting and bookkeeping handbook. She also has been working on year-end and bookkeeping chores, and helping to collect the information for the outside accountant to get it to them earlier this year.

Mary hopes everyone has a happy new year with lots of peace, love and harmony.

Committee Reports

Executive Director Search Committee/Jon S.: We met a couple of times and are slowly proceeding because of the holidays. We hope to have more to report on timelines at the next Board meeting.

Jill Heiman Vision Fund/Laurel: We are making plans to develop the allotted space at Jill's Crossing, naming it Jill's Joint with cool seating. We are excited about this and raising \$50,000 for the 50th!

Poster Committee/Crystalyn: We have selected the 2020 poster artist. We planned a year ahead for the 50th poster and we want to continue that. Planning ahead will help with marketing, branding and imaging.

Member Input

Kirk said it is a good time of year to reconnect and get back into the swing of things with OCF and check out the website oregoncountryfair.net where you can find information and applications.

Jon P. commented on the new summary format for the Board Minutes and realizes it was a Nonprofit Association of Oregon (NAO) recommendation. He has read many past Fair minutes in different formats and prefers a transcript format. His historical experience is that participation in these meetings and the governance process of the organization, in general, increased substantially when it was a transcript format. He thinks it's a better way for people to understand what is going on. When people speak at the Board meetings, they are trying to make every word count and chose their words specifically for their specific meaning. That meaning can sometimes get lost in someone else's effort to interpret it, and he would rather read what the person actually said. He acknowledged it was not a reflection on the work that goes into the meetings but about the format.

Firecat Tom agreed with Jon P. and said he enjoys reading the whole thing.

Jon S. read the following statement: A recent post on Facebook addressed the Board's decision last month to refer the advisory votes and related matters to the Elections and Bylaws Committee by asserting that I made the motion so that I could "confuse and subvert the original request" and that I wanted to "suppress" the membership's voice. The post's

author also asserted that this was evidence we have “Board remainders” that “sees the membership as a thorn in their ruling side. . .” and “enemies of their agenda.”

The post ignored the reasons I gave for making the motion. It ignored the fact that the motion passed unanimously including the five newly-elected Board members. It instead ascribed nefarious motive and intent. If someone wants to know my intent and motive in making any motion or casting any particular vote, all they have to do is ask me. If someone fears that the effects of a particular action will be negative, we can discuss and debate that and find ways to address those concerns.

During my tenure on the Board, I have had disagreements with many actions taken by the Board of Directors. But I have always believed that all Board members, whether I agreed with them or not, were acting with the intent of making the best decision for the overall health of the Oregon Country Fair. If we all accept the principle that each of us are acting in that manner, then we can move forward together in the “respectful and equitable” manner called for in our Code of Conduct. Let’s discuss and debate potential effects of actions, not intent and motive. That is how we can find common ground.

Sam said prior to Christmas, the NAACP called on Facebook folks to log out because of Facebook’s collusion with some anti-African American type groups during the 2016 elections. Sam heeded the call personally to log out of Facebook for a day but has not logged back in since and it’s the best thing he’s ever done. After reflecting on his three children, he clarified it was the fourth best thing he has ever done.

Aaron spoke to the Board minutes and also likes the transcript format, acknowledging that it can be hard to reproduce it all in the FFN each month. A transcript should be available and maybe we can have someone else to help do a straight transcription that is available on the .net site. Then a less lengthy version for the FFN so there is more room for people to write letters of further interest to the Fair. The audio version should always be available on the .net site and members shouldn’t have to sign up for it. There is more work to do two different versions but doesn’t know what the solution is. Anyone can send a letter to the Board if they have a suggestion.

Jen Lin said having been a former Recording Secretary, she would not want the job of doing a transcript knowing the time spent reviewing the meetings and making an objective summary. Some people are very verbose. A recording should suffice rather than a transcript of it all as the secretary is already putting in a lot of time.

Hilary noted that what people have to say is interesting but a year or two later when meeting minutes are reviewed to clarify what decisions the Board made, we need to be able to search the documents quickly to find the motions, votes and when policies are made.

Treasurers’ Report and Budget Items

Hilary has been working with Mary on the accounting policy and bookkeeping manual for internal controls, about how the transactions are input and documenting those processes. Separate from that, Hilary is writing up the internal controls embodied in all of our systems, as well as a master document of our actual financial policies, which are taking time to research. There are some existing documents such as the Personnel manual and the Gift Acceptance Policy, some prior motions will be included and she noted some things are done differently than motioned in the past. These things will be in the document for review along with suggestions for updates, such as a whistleblower policy and making sure our

conflict of interest policy is up to par. At some point there will be further discussion about how to roll out the draft, such as a work session, before it goes to the Board.

Lynda thanked Hilary for her hard work. The Budget Committee is working on completing the recommendations for crew budgets which will be confirmed during the week prior to the Coordinator Meeting on January 19.

The Board of Directors Budget Meeting will be at 7 pm on Monday, January 28, at the NW Youth Corps, Columbia Room, 2621 Augusta Street, Eugene. The Board will vote on the operating budgets for crews, staff and the board budget. Lynda will provide additional information at this meeting about revenue projections.

Capital projects are due by January 31, 2019. Vehicle stickers will be issued the same way as last year: the standard allocation is 50 percent of the crew size. We are also taking the additional parking we have from the winery and will be dividing it equitably based on a percentage.

Old Business

Laurel moved and Lily seconded to approve the December 3, 2018, meeting minutes.

BOARD: Spirit requested a correction to member input from Michael James-Long. The minutes are summarized as: '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.

Spirit asked to remove the verbiage "to his crew" as Jon doesn't lead a crew, but is a volunteer on a small crew. For clarity, his email was only sent to a few individuals who requested his input.

The recording secretary agreed to amend the December 3, 2018, meeting minutes.

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

Lisa moved and Jon S. seconded to appoint Sue Theolass to the Bill Wooten Endowment Fund Committee.

BOARD: Justin is amazed by Sue's continued enthusiasm for our organization. Spirit is also inspired by the amount of time Sue contributes, but does have concerns about everybody's time and how much they put in. Spirit trusts Sue knows how much time she has to give, and supports Sue and the good work she does.

Motion passed: 10-0.

Jon moved and Paxton seconded a 50th anniversary budget adjustment of \$2,000 for purpose of the Spoken Word and bringing the Flying Karamazov Brothers, to include six wristbands and food vouchers.

BOARD: Spirit asked why the amount changed from \$4,000 to \$2,000 and Jon S. said there was another entertainer being considered that could not be confirmed.

Motion passed: 10-0.

Jon moved and Lisa seconded Motion Number 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.

MEMBERS: Hilary said this was a hard election and there are some best practices we could have done better. Announcement from OCF Elections should be on the .net site or a Facebook page that is controlled by them, not a group that is being administered by one of the candidates and has limited membership. No one is being accused of doing anything wrong, but saying everyone should have equal access. It's important to examine what best practices are and make some goals moving forward.

Jon P. doesn't think content of the proposals are in this motion. The motion is just directing the committee to identify the points that are in the motion. The discussion and potential content lie with that proposal. It's important the proposal becomes available with significant lead time for people to review, and not just on Facebook but also the .net site. There should be a work session as the right to vote and engage in discussion is an intrinsic, basic right of all members and needs to be protected in this process. It is such a significant question that really broad notification is called for.

Jen Lin said the Elections Committee process has always been to put up information on the .net site as soon as it is available.

Somerfield was fortunate to be part of engaging our membership this past year, and helped with two events that were both sponsored by OCF and Get Out the Vote. The existing Board and election candidates were informed far ahead of the event dates. The year prior we had increased voting by 25 percent, and this year by another 25 percent. If there is anything better, we can do for our body as a whole is to engage all of those people, and we did a great job.

This last year was pivotal and will continue to be so in positive ways. It is challenging to get more people involved and get them up to speed, but engagement from our community is the only way we can be better at being us. Somerfield said he was disappointed by the misrepresentation of his input to the events because they were sponsored by OCF and Get Out the Vote, but also thankful and looking forward to helping this next year and confirmed there will be two events sponsored by Get Out the Vote in 2019.

BOARD: With regard to best practices, Jon S. asked if the candidate forum dates could be set well in advance for candidates to have planning time. He also suggested updating the membership list procedures in the Bylaws with regards to use of email technology that was not used when the bylaw was written. These are two examples of things that can be worked on by the groups involved in making our processes better and updating things.

Lisa said the current process of the membership electing the Board of Directors was codified in the Articles of Incorporation in 1989, prior to the internet. A lot has changed since then, with 90 percent of the population using the internet as a form of communication. It behooves us to examine our procedures within this context of technology that did not exist 25 years ago.

Aaron asked for clarification about the bylaw Jon S. referred to regarding members who desire to send written communication to other members and said it seems to be non-specific. Also, in running for the Board for the first time, it was hard to find out what you can do because there is no book and varied opinions. She is very interested in having a more clearly defined process and that everyone has chance to get information out to all members. The idea of creating a group to work on this is critical, but does not agree with the wording.

Part of Aaron's concerns regarded the Membership Secretary expressing not wanting to be a part of the campaign guideline sessions. It makes sense to involve Get Out the Vote and also membership as a resource to decide how to hear about the candidates. Membership should be included in this group because they are the most important voice. Aaron asked for a friendly amendment to change the motion header to "The Board of Directors requests Get Out the Vote to work with membership to do the following ..." and change Item No. 3 to "set guidance on how to create processes that seem fair to all ..."

Jon S. explained why he did not want to amend the motion. In order to change the process of how members send written communication to other members, you have to change the Bylaws. Changes may also include the process for counting the votes, and there are aspects in each of the motion items that relates to the Elections Committee and Get Out the Vote. The motion doesn't state a specific committee should do all of the work, but there are aspects that affect all of them. Jon S. hopes someone on one of the committees takes leadership on how to move this forward.

Paxton agrees the three committees are appropriate to continue the needed discussions. We have grown considerably since this was set up in 1989. The Bylaws Committee has been directed by the Board over time to address specific topics there weren't a mission to do a full review. Now is an immanently appropriate time for a greater review.

Justin spoke to the processes of a committee and getting directive from the Board. This is an opportunity to review and look at the inadequacies in our Bylaws. In regard to membership there will be a process to give them the ability to provide input. It is appropriate for the three committees stated in this motion to review this. Our bylaws are great until they get tested, and they were tested this past year. This is a time to review and evaluate our best practices based on the demands of our organization.

Spirit is not in support of the motion in entirety. The second item will be addressed in the Nonprofit Association of Oregon (NAO) recommendations and we just charged the Elections Committee with six directives last month. Items No. 3 and No. 4 are redundant and fit into last month's motion that already passed and covers Bylaws, too. Developing best practices for the Elections Committee covers that, but the rest seems to be micromanaging. Spirit is concerned about the appearance of limiting the ability for members during campaigns to engage and get informed.

Lisa noted, in regard to access to the membership list by members, in 1992 the right of members to access the membership list was abolished by a vote of the membership. It was replaced by the process we have now as described in the Bylaws. Access to membership lists is a concern in this motion and it is fair to examine that.

Diane said since the Bylaws and Elections Committees are charged with reviewing the Bylaws, membership and elections will be topics covered. The Bylaws currently state mailing written communications, but members could let us know if they prefer snail mail or email. With committee meetings starting soon, we'll be working on the Board charges and NAO recommendations. This motion addresses the concerns of providing fair and accurate elections and equal access to the membership by all parties.

Peaches supports the motion and the three committees being involved. Like last month's motion, there needs to be some language for a means for member input as they go through this process and while they are being formed and not just member input at Board meetings. Peaches agrees with Spirit that some items will be addressed during NAO recommendation discussions and it's a lot for the committees to take on, but it has to be timely so we should at least start the work.

Aaron said she understood why Jon S. included the three committees in the second motion, but that it was redundant to the first motion already passed. Some of the committees have already been given tasks, but we need to say the committees will include the membership. Jon S. was willing to amend the motion to include verbiage about member input.

Jack said adding the qualification part is not the appropriate way to address that. It is separate and is not the election. The qualifications are to be a Board member of the OCF. That itself is not any indication as part of the election process.

Spirit agreed with Jack about the qualifications and said the group of candidates who ran last year were more qualified and informed than past years. These are things that will be covered in the NAO recommendations phase two. There is no need for the words "minimize potential conflicts of interest and coercive situations" because we have anonymous voting.

Paxton said the Bylaws Committee has been sent stuff to consider and will say when something does not fit the Fair. Some of the qualification things are coming from the NAO recommendations, but the committees can review that and decide what to recommend. It is well worth looking at, and we are tasked with looking at all options.

Jon S. said this motion's intent is not to have these groups set the qualifications for candidates, but how can you have a more robust discussion of those qualifications, and the positions of those candidates. For example, the questions that get asked at a candidate forum, can they be phrased in a way that gets candidates to specifically talk about their qualifications. He hopes things like that get considered and that the NAO recommendations will address setting candidate qualifications. The motion is not to have the committees determine what the qualifications should be, but simply how to have more discussion about the qualifications they do have.

Spirit said at one of the 2018 candidate forums, a question was asked about specific qualifications.

Peaches suggested to amend Item No. 2 to read: "Consider ways to support more robust discussion of individual qualifications, positions, and ideas."

Aaron suggested to amend Item No. 3 to read: "Set guidance on how to create processes that seem fair to all." The language about conflicts of interest and coercive situations seems punitive and bringing up negative stuff from the past. We can make it fair to all, going forward with a good attitude and open-mindedness.

Spirit asked the word "individual" in Item No. 2 be changed to the word "candidate."

Jon S. and Lisa accepted the friendly amendments:

Motion Number 2: The BOD requests the Elections and Bylaws Committees and Get Out the Vote, in a manner ensuring member input, 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 each candidate's qualifications, positions, and ideas.**

3. **Set guidance on how to create processes that seem fair to all.**
4. **Consider what type of committee support is needed to implement resulting recommendations.**

Motion passed: 10-0.

Jon S. moved and Paxton seconded to re-designate the Diversity Task Force as a standing committee.

MEMBERS: There were many thumbs up in support.

BOARD: Peaches supports this as ongoing and continuing to explore the broad topics of what diversity means to the Fair. Spirit is happy to support anything having to do with more diversity within our organization.

Diane said the name might change too, such as Diversity, Equity and Inclusion Committee and catching up to what is happening in our larger community and other local organizations. The next Diversity meeting met January 16; the committee is looking for new members.

Justin asked as a point of process, knowing the task force had a charge appointed and took on many subjects, will the committee have a mission statement? He likes the other terms of equity and inclusion, and wants to understand the directive of the committee rather than broad-based terms. Justin questioned if the cart was before the horse and if we were premature in forming a committee before we knew what its purpose would be.

Jon S. would expect the committee to come back with a mission statement and request to change the committee name. He would expect the committee we keep doing what the task force had been charged with doing: to develop a diversity plan and to advise the Board on diversity issues in the interim. It is apparent that developing a plan does not have an ending and is an ongoing process. It has been six or seven years since the task force has been formed and in effect functioning as a committee. Committees having mission statements is a good thing.

Peaches asked to amend the motion to read: "re-designate the Diversity Tasks Force as a standing committee with a mission statement."

Paxton said this started as a project and is now an ongoing operation. What Paxton appreciates about being on committees is the enabling motion that is referenced many times, and is OK with Peaches' request to amend the motion.

Diane added the Diversity Task Force had a clear mission when established, which was to carry out OCF's No. 1 Vision Quest Goal and that will continue with the committee.

Jon S. and Paxton accepted the friendly amendments: re-designate the Diversity Task Force as a standing committee with a mission statement.

Motion passed: 10-0.

Laurel moved and Paxton seconded to appoint Kate Gillespie as Co-Coordinator to White Bird Medical Crew.

MEMBERS: Kate has been involved with OCF for nine years. Wren said Kate has been doing the work of a coordinator for several years, is super-valuable to their process and it's time to give her the official title. Kate is involved with White Bird coordination in Eugene and within a year of being part of Rock Medicine she was also helping with coordinators.

BOARD: Peaches said she was willing to recuse herself from the vote if there was a conflict of interest and fully supports Kate and what a great resource she is.

MEMBERS: Brad agreed with a general consensus that Peaches did not need to recuse herself. Jessica said she has worked with Kate during some incidents and said she is an amazing resource to our organization and thanked her for being willing to take it on. Tina said she also love working with Kate and feels comfortable with her.

BOARD: Aaron supports Kate and said she is a good worker, does a good job and is wonderful. Aaron asked to clarify if the Board had given up their ability to appoint coordinators in October 2018.

STAFF: Crystalyn clarified that the Bylaws removed anything about coordinator appointments or dismissal, and the motion to hand operations over to management does not go into effect until March 31, 2019.

BOARD: Lisa said the motion in October specified when an Executive Director is hired or March 31, 2019, whichever comes first. Lisa has worked with Kate for several years on the medical crew and said Kate displays personal integrity, dependability, humility and experience.

Spirit said she fully supports Kate as co-coordinator, but as a point of principle and believing in consistency of process will recuse herself and offer her vote to Jack or she will abstain.

Jon S. said removing authority in the Bylaws does not remove the authority from the Board. The Board has open-ended authority under Oregon law to manage the affairs of the corporation. The motion that we passed says that on March 31, 2019, we will delegate that authority to operations so until that time the Board has the authority.

Jack said this is an interim discussion and Article VII in our Bylaws gives the Board such authority.

Aaron read the last paragraph of section five in Article VII regarding Committees and Coordinators, as it reads in both the November 7, 2016, and October 1, 2018, OCF Amended Bylaws and said the Board gave up authority to a lead professional.

Jack and Crystalyn clarified section one in Article VII regarding Powers states: The activities, affairs and property of the Fair shall be managed and directed, and its powers exercised by and vested in, the Board of Directors.

Motion passed: 10-0; Spirit recused and Jack voted as alternate.

Spirit asked to table a motion about Coordinator Resource Groups.

Spirit has received a lot of positive feedback and affirmations, along with some concerns that have been expressed. In tabling the motion, she wants time to make amendments based on the great feedback and seeing how the CRG's process goes with the planned goals. The OCF is going through a major shift in its organizational structure. While the BoD will be delegating authority of operations to Management, it still has a responsibility to ensure success as we navigate these changes.

Further discussion about the topic of allowing time in meetings for conversations between membership and the Board:

BOARD: Aaron suggested establishing a short period of time at the end of the meetings for topic-driven comments, and not conversation about everything going on. It could be the same topic for months if continuing conversation is going on. It could be a specific designated amount of time, such as 15 minutes, or limiting each person's talking time to two minutes. The Board can set the topics and the members have a way to request a topic be discussed by submitting a request to the secretary.

Jack spoke to how the agenda might change or need something removed to accommodate more time for dialogue between members and the Board. At one time when there was a lot of business to be done, some things like staff reports were optional. He did not mean in any way to marginalize the question and said if something is important, then time can be made like it has been done in the past. Jack agreed making time for conversations with members is something the Board should do.

Jon S. has advocated in the past for having discussions without a motion first, and does not have a problem with the principle with what is being proposed. In looking at what work sessions are being planned, the Board can identify other topics for discussion at a Board meeting rather than a work session. Once the topics are identified, then it can be decided how much time to allow as some topics will take more than 15 minutes. It will be a challenge with our current agendas, but let's look at identifying those topics before we schedule them.

MEMBERS: Jon P. appreciates the intent of this discussion, and said with the current Board process when member input is given, the Board then interjects new information the members cannot respond to. In addition to creating member forums for discussions, he would like a mechanism to exchange, correct or respond to new information.

Sam said his formal training in meeting facilitation came from groups that use various forms of consensus process and this sounds like consensus seeking. There is a process that arrives at consensus that has to do with back-and-forth discussions and he has been thinking a lot about how to bring more of that to the Board meetings. He would like to see a working group that talks about meeting process in a broader and more holistic way in terms of efficiency and getting everyone on the same page.

Kirk said the communications are important and when he was a Board member, it felt weird to him to feel you couldn't speak to something unless there was a motion on the table. It's an exploration and opportunity to get more ideas on important matters.

Jen Lin said determining a timeframe member input may lead some to feel they are not being heard. She is challenging the idea of back-and-forth dialogue and would like educational materials sent out a month in advance for topic-driven discussions.

Aaron said it would be give-and-take with membership, a learning process for everybody and not a place where the Board would be making motions. Topics of discussion can be carried over to the next meeting knowing some things, like the winery, will take longer.

MEMBERS: Brad noted a common theme is the need for better communication in general and would like to see us put more energy into a universal communication system besides Facebook.

Somerfield said Board meetings are such a formal structure for a lot of people involved in the organization and we can derail serious business by bringing in all those discussions. He has considered hosting events, calling them Bored meetings and have them precede the Board meetings with an event-driven topic. We could have a more open discussion with the Board members and help involve more people.

Firecat Tom agreed with Somerfield's idea and wanted to add when motions are being made, he would like Board members to yield more time for member input and back-and-forth conversation.

BOARD: Lily loves the idea of using some of the pieces of consensus meetings. She had some consensus-style training and thinks there is huge utility for it at monthly or other Board meetings. She said it has been a struggle to adapt to making a vote on a motion

without more discussion by the Board members and would like to be part of a working group if there are more suggestions.

MEMBERS: Wren said White Bird has a community meeting that is consensus based and they have a designated spot every week for community discussion and there are no motions during that time. There was a Nonprofit Association of Oregon recommendation to have separate operational meetings from the Board meetings.

BOARD: Paxton said we used to have Board workshops the third Monday of the month for major topics. The meetings were two hours where anybody could come, and the meetings were interactive and productive.

STAFF: Crystalyn reiterated the NAO recommendation and intent after an ED is hired to have more operational meetings.

BOARD: Aaron said she is talking to policy and not operations, and thinks the Board could spend more time chatting with the membership.

President's Peace

Jack said we have turned away from a lot of traditions but wanted to thank Crystalyn and Staff for their interim work in this transition because it is important to acknowledge. He said it was nice to be leaving this Board meeting with a whole different feeling. Dealing with transition and change tends to be difficult and it takes time to sort through the work that needs to be done, and to understand each other's intonation, demeanor, and thought process. It is important that we have turned a corner and he is thankful to the Board and Staff for moving forward because we have a 50-year anniversary event to put on.

January 28, 2019, Board of Directors Budget Meeting 7 pm at NW Youth Corps, Columbia Room

Draft Agenda for February 4, 2019, Board Meeting 7 pm at NW Youth Corps, Columbia Room:

Approve January 7, 2019, meeting minutes

Personnel Policy Committee — Jon

Appoint Kelly Dunn as Co-Coordinator to Fair Central Crew — Spirit

Appoint Sue Theolass to the Food Committee — Lisa

OCF Guidelines — Peaches

Member input in all committee business — Jon

Time in meeting for conversation between membership and the Board — Aaron