

## Board of Directors Meeting

March 4, 2019

7 pm, NW Youth Corps, Columbia Room

(subject to approval by the Board at the April 1, 2019, meeting)

**Board Directors present:** Aaron Kenton, Cynthia "Peaches" Peachey, Diane Albino, George Braddock (First VP), Jon Silvermoon (alternate), Justin Honea, Laurel Blaser (Second VP), Lily Harmon-Gross, Lisa Parker, Paxton Hoag, and Spirit Leatherwood. **Board Officers present:** Lynda Gingerich and Kimberly "Kimmo" Howard. **Staff present:** Crystalyn Autuchovich, Mary Callaghan, Robin Bernardi, Shane Harvey, and Stephanie Talbott; plus 100 members and guests. Sam Rutledge facilitated the meeting. **Board Directors absent:** Jack Makarchek (President, alternate).

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. To get links for this and all Board meetings, go to the Board section of [oregoncountryfair.net](http://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.

The meeting started with Sam reading words from one of the Fair founders, Bill Wooten: *This is a community of choice of reason rather than by the chance of birth. Reason is found more each day on the side of cooperation, conservation, and community. Reason stands with those who reduce their wants and simplify their needs, which lessens demands upon the world's resources. Reason stands with those who do not ask the world to do for them what they can do for themselves. Reason stands with those who treat neighbors as friends, friends as brothers and sisters, and this Earth, as our one and only home. Let us so stand together. It stands to reason, to endure is to prevail.*

### Consent Calendar / Donation Requests

The Board received the following donation requests: \$2,000 for Oregon Supported Living Program, \$1,000 for Community Supported Shelters, \$1,000 for Community Alliance of Lane County, \$500 for BrightSide Animal Shelter, and \$1,000 for Friends of Trees.

Jon S. asked to take all items off the consent calendar, except BrightSide Animal Shelter. To further explain, he did an analysis of Board donations over the past four years and shared some statistics. In 2015 we had 25 donations totaling \$20,700 at an average of \$828 per donation. In 2018 we had budgeted \$25,000 and gave \$35,708 which does not include \$2,000 given out of the Board budget change line item for an average of \$1,082. We have a pattern of increasing donations, going over budget. If we give all the donation amounts requested, we will have spent \$5,500 tonight of our \$25,000 budget for the entire year. He proposed we give 90 percent of the requested amounts.

**Jon moved and Diane seconded to approve 90 percent of this meeting donation request amounts of \$1,000 or more.**

MEMBERS: Jon P. said since the donation request guests are already in attendance at the meeting and are all deserving of the amounts, the Board should give what was asked for. He said it's a more expensive world.

Lynda said she did not advocate doing anything different at the meeting, but does think the Board needs to look at their overall giving and can be more strategic not only in

the amounts and the organizations, but also following up with how the money was used and if it was money well spent.

Chewie said the world has changed and is more expensive. He said there are good intentions with the amounts requested and that we have constantly made adjustments. The suggestion to lower the amounts can be addressed in the future but the folks tonight should not suffer for what they came to do.

BOARD: Justin appreciates the efforts of Jon S. to compile the donation stats and agrees with the sentiment to set parameters around the donation amounts, but does not think it should be done during the meeting. He would like the Board to have a future discussion about this.

Aaron agreed with Justin and said we should give what was requested for this meeting and can look at future requests more carefully. She said the Board will run out of donation money just like it did last year but should be dealt with sooner rather than later. She noted the Fair has a lot of expenses this year with the 50th and now repairs from the winter snowstorm.

Jon S. said the Board adopted a budget at the end of January that projected a fairly substantial loss, and chose to not change the donation line item amount. He is now hearing that we will just change the amount later in the year, but thinks it should be dealt with now. He is concerned that organizations will submit requests earlier than intended to try and get ahead of the Board setting donation amount guidelines. He knows if we have a financially successful year then it's not a problem to change the budgeted amount, but if we only break even then we will run out of money at the rate we are giving it away.

Aaron said there should be more discussion about any future donation amounts requests received and agrees there could be a budget problem, but does not like the 90 percent formula because it would still cause us to go over budget. She said the Board needs more conversation at a later date.

Diane noted we already have several thousand dollars in donation requests for next month. She said the Board historically has donated towards arts, education, and the environment and next month's requests include cancer research. She feels the donation requests are going astray and is in support of the motion.

**Motion passed: 7-3; Justin, Spirit and Aaron opposed.**

**The Board approved \$1,800 for Oregon Supported Living Program, \$900 for Community Supported Shelters, \$900 for Community Alliance of Lane County, \$500 for BrightSide Animal Shelter, and \$900 for Friends of Trees.**

In honor of deceased Veneta Mayor Larson, Crystalyn asked if the Board would donate funds to Mid Lane Cares, Applegate Regional Theatre and Fern Ridge Library Foundation.

**Jon S. moved and Paxton seconded to donate \$1,500 from the Board budget change line item in honor of Veneta Mayor Larson, with \$500 each to Mid Lane Cares, Applegate Regional Theatre and Fern Ridge Library Foundation.**

MEMBERS: Dean encouraged the Board to support the motion, as members of the Veneta community, and said Mayor Larson was a big supporter of the Fair and KOFC. Brad fully supports donating funds, but not from the budgeted change line item which is intended for bigger political agendas.

BOARD: After confirming the three agencies do have nonprofit status, Justin said he fully supports the donation coming from the Board's donation budget for philanthropic purposes and offered a friendly amendment to the motion. Jon S. and Paxton agreed to amend the motion to take the funds from the Board budget donation line item.

**Jon S. moved and Paxton seconded to donate \$1,500 from the Board budget donation line item in honor of Veneta Mayor Larson, with \$500 each to Mid Lane Cares, Applegate Regional Theatre and Fern Ridge Library Foundation.**

**Motion passed: 10-0.**

*The Board approved a total of \$6,500 in donation requests.*

### **New Business**

Appoint Jill Heiman Vision Fund Allocations Committee members: Aimee Fischer, Suzi Prozanski, Richie Weinman, norma sax, and Jeya Aerenzen – Laurel B.

Appoint Dave Villalobos to the Peach Power Committee – Peaches

Appoint Katy Parker as Booth Registration Coordinator – Justin

Motion to remove Reese Prouty and Tim Wolden as Coordinators – George

George said everyone that has been involved with discussion of removing coordinators over the past couple of years has agonized over coming to this decision. These are individuals who have contributed tremendously to this organization for 50 years that is not to be ignored nor taken lightly. In many ways the Board has lost confidence in these individuals, and are at a place for a broader discussion where we can replace opinion with fact. In that regard, we offer the following motion:

**In the matter of the dismissal of Coordinators Reese Prouty and Tim Wolden, this Board has sufficient cause under Article VII, Section 1 of the Bylaws to consider dismissal of both of these individuals from their Coordinator roles with the Fair. However, in the spirit of responsiveness to the concerns of some members, we are willing to offer both Coordinators an opportunity to engage in further process with the Board. We understand and acknowledge the need for transparency of process, and so it is moved that the Board of Directors will extend the following offer to Coordinators Reese Prouty and Tim Wolden:**

**In accordance with Article VIII, Section 9 of the Bylaws, the Board will meet in a Closed Session on Monday, March 18, from 5 to 7 pm and invites the Coordinator(s) to attend for 50 minutes each, either in person or remotely via Go-To-Meeting in order to discuss with them why it is reasonably necessary to further the interest of the Fair for the Board to consider dismissing them as Coordinator(s), and to allow the Coordinator(s) the opportunity to respond.**

**Immediately following the closed session on March 18 in an open Special Meeting hereby called for at 7:30 pm in accordance with Article VIII, Section 3 of the Bylaws, the Board will deliberate and take whatever action(s) it deems reasonably necessary.**

**The Coordinator(s) will abide by the outcome(s) of this process.**

**This offer is non-negotiable.**

**Jon S. moved and Paxton seconded to move the coordinator motion from new to old business.**

MEMBERS: Chewie said moving this from new to old business is dysfunctional in its merits and does not agree with it. He said Reese and Tim have no idea (*what they are being charged with*) and the letter signed by three Board members is dysfunctional. If this motion does not move, then we can't even have this discussion. Again, we are literally putting the cart before the horse.

Fire Weenie said he hopes the boil gets lanced as quickly as possible. Kicking this down the road to old business that could then be pushed on to the next meeting, then the next meeting ... as a 20-year volunteer, he wants to know what is going on and why these people are being crucified. Do it now and make it happen.

Fire Dic has concerns with the motion, the process and hesitates to not move it on so it can be talked about. He is also concerned about the precedence of the Board calling a special meeting and people not having time to find out about it with short notice.

STAFF: Crystalyn said in the past when the Board has called a special meeting, the Membership Secretary has sent out a notice via email.

**Motion Passed: 7-3; Peaches, Spirit and Aaron opposed.**

Sam asked where the above motion should be added to the list of old business. Spirit said she wanted her motion about Coordinator Policies and Procedures moved to the top of old business.

Aaron added these motions to New Business:

**Extend Board authority beyond the March 31, 2019, date suggested in the NAO (Nonprofit Association of Oregon) Part 1 recommendations.**

The Board shall maintain authority over all aspects of the Fair operations that were not already passed to the current Operations Manager who is acting temporary General Manager, until further notice. When a new Executive Director is hired, they will have authority to hire staff as needed without Board approval. All other powers deemed appropriate will be passed to the new Executive Director after a yet-to-be-determined period that will be agreed upon between the Board and the new Executive Director. This will allow the new ED time to become familiar with our organization.

**Transparent open meeting laws**

The Board shall abide by the most transparent of open meeting laws even if these laws are not legally required for our nonprofit status. The Board will discuss these laws with a nonprofit attorney to understand — what are the most transparent meeting laws, and apply them to our meetings by June 1, 2019.

**Closed Session recordings and minutes**

The Board will keep recordings and minutes of all closed sessions. These meetings are confidential; however, they should be recorded and available to our attorneys or others bound by confidentiality if they are ever needed. These recordings show the Board is willing to have our actions scrutinized if necessary and influences directors and invited attendees to act professionally.

Spirit said we are not a typical nonprofit, nor should we behave as one. She believes we need to maintain our core values and noted we no longer have Russell Poppe as a legal advisor. Spirit added the following motion to New Business:

**The Board will form a sub-group of four directors to search for a law firm that can provide a single attorney for more cogent and consistent representation for the Board, to represent the best interests of the OCF.** Furthermore, there shall be no bylaw changes until

said representation has been secured. The sub-group will contact various nonprofit attorneys for the Board to interview and ensure availability for all executive sessions and open Board meetings.

Aaron added the following motion to New Business:

**Create Task Force regarding Code of Conduct**

The Board will create a task force to discuss how the code of conduct will be applied. They will make recommendations to the Board and the membership regarding the following:

- 1) Who will decide what constitutes a violation of the code of conduct?
- 2) How are violations graded as to severity?
- 3) What are the consequences of violations?
- 4) Can claims of violations be retroactive and if so, within what time frame?
- 5) Determine if we need a separate group to act as judges in regard to claims.
- 6) If we create this body, then what is the demographic of this group; how long do they serve/
- 7) Other ideas and thoughts that arise from the discussion process.

The task force will be comprised of one Board director, one BUM and six other non-staff, BUM or Board directors from the membership at large. The Board hopes an attorney will volunteer for one of these positions. If an attorney does not volunteer, then we authorize the task force to request legal review of their findings and recommendations through the President of the Board of Directors. We also direct the President of the Board to allow this task force or its chosen representative to speak directly with our designated attorney.

The Board or the maker of this motion will provide a letter requesting membership volunteers. This letter will be published in the FFN and staff will send it via e-mail to all parties that are currently contacted regarding Fair business. At the next Board meeting this group will be appointed by the Board.

The Board directs this task force to meet twice monthly and to report upon their progress monthly in open session to the Board and the Membership. The Board also directs this group to request input from the membership through the e-mail systems we have in place to contact coordinators, their crews, crafters, vendors, entertainers and elders and via notice in the FFN. The Board directs staff to distribute the task forces request(s) for input via our email system to as many of the membership as is normally contacted for all Fair business upon request from the task force.

Aaron said it is important that members get involved.

During member input, Spirit added the following motion to New Business:

**Rights of the Board to potentially suspend a Board member under Bylaws Article VII, number three.**

### **Announcements**

Jon S. said the Eugene Women in the Blues benefit for Womenspace would be held March 8.

Jon P. said The WOW Hall annual membership meeting is April 3, where they will elect a new Board of Directors and approve the budget. There will be a candidate forum on March 27.

Yah Mon Pete announced a benefit for KOCF on April 20 at Whirled Pies in Eugene.

Dio said the Community Alliance of Lane County and Showing Up For Racial Justice are presenting a four-part film series on understanding and confronting white nationalism. The dates are March 11, April 1, April 15, and May 20, from 6-8:30pm. Register to attend at [www.universe.com](http://www.universe.com).

Crystalyn said, in sadness and heartache, that Pinky Clementi passed away today. Pinky was a long time QM volunteer. Crystalyn also noted Jesse Creighton of Security passed away. We send love to their families.

Jain announced Jim Page will perform at Tsunami Books in Eugene on March 30 at 8 pm.

DJ said to advise Archeology if you are doing any digging this year. You can email them at [ocfarcheology@gmail.com](mailto:ocfarcheology@gmail.com).

Sue T. said Eugene Saturday Market will open April 6 for its 50th handmade season.

Spirit said on another sad note, her dear friend Peter Nunn passed away.

Kirk announced Jar of Deconstruction and his wife, Vika, are having a baby boy.

Robin said Anita Engiles passed away last week. There will be a celebration of life on April 20 at the Eugene Garden Club at 1 pm.

We also lost Connie Bender who had been at booth L86 for years.

### Staff Reports

**Crystalyn:** We met with the City of Veneta recently and discussed partnerships for the 50th anniversary. We have already donated funds toward a kiddie pool and there are plans for dedicating a new park. We are also partnering with Eugene Saturday Market, which is also celebrating 50 years.

The Budget Committee has met several times to discuss capital project requests. Due to the need to assess damage on site due to the snowstorm, we will wait until April to present our recommendations.

Thanks to those volunteers who helped management with reviewing our OCF Guidelines for 2019. We look forward to making more improvements in the fall.

We've been meeting with Commemorative Sales and are excited for what we will have to offer this year.

Regarding the Coordinator Resource Group (CRG), currently there is not an appropriate place for groups that are not Board appointed committees or task forces to provide updates to the Board and membership. So, Amy H. is going to provide a CRG report.

**CRG Report:** First, we would like to announce the members of this first Coordinator Resource Group and thank everyone who contributed time, thoughts, ideas and words, for their heroic volunteerism, willingness to collaborate and be part of this next chapter. The elected members are: Wren Arrington, Steve Berkeson, John "Chewie" Burgess, Codi French, Glenn Gregorio, Amy Hand, Loretta McNally, Charise Prouty, Doug Richards and Kirk Shultz.

The election process for these initial coordinator positions took place using Survey Monkey and was administered by the Elder's Council. All 146 Board recognized

Coordinators received emails with the link to the Survey. Ninety-eight coordinators took part in the vote. A full report of this process will be available in the Fair Family News. We have collected feedback throughout this process. We are analyzing it and intend to share it with the wider audience on March 11.

The Coordinator Group met on February 24 for the first time. We have posted the notes from that first meeting on the forum at [ocfcoordinators.net](http://ocfcoordinators.net). The beginning of the meeting centered around getting to know each other's thoughts on the process and the issues we face. We resolved to record future meetings. Crystalyn joined us for the last half hour and shared some of her thoughts and concerns.

The members of the CRG, excluding Wren, met online March 3 with Crystalyn, and developed our report to the Board. This meeting was recorded and has been uploaded onto the forum at [ocfcoordinators.net](http://ocfcoordinators.net). We have set our first open meeting date which all coordinators are invited to attend for March 11. The agenda is being formed and will be at the Amazon Community Center from 6-9 pm, with Go To Meeting available.

As a newly formed group, the letters from the Board officers on Feb. 8 to Tim Wolden and Charise Prouty unexpectedly prioritized our agenda, as this team has been directed to work on issues related to discipline. We have had deep discussions about our need for clear and transparent processes and are excited to help develop and implement them.

With that said, we would like to share the following position with the Board regarding the pending actions being considered: The startup group of the CRG has discussed the possible Coordinator Dismissal motion that may be made at the March 4 BoD meeting. Based on the limited information the CRG has, we are concerned that the Coordinators in question have not had a reasonable chance to see or respond to the allegations that the dismissal is based on. We ask the Board to postpone action on these matters and allow the CRG to work out these issues with management in a collaborative and healing fashion.

The group of us share in the hope that these processes are a top priority for the Board at this time. We want to work with input from coordinators and management on refining processes and proposing policies toward a common goal that fulfills this part of the mandate set for us.

**Shane:** Regarding the SUP, the county commissioners upheld the Lane County ruling, and it will be reviewed by LUBA, Land Use Board of Appeals.

The Fair is currently closed due to the snowstorm. We will be having work parties in the near future. The storage barn on Andy's property collapsed in the middle, and we will be trying to salvage what we can as the walls are still standing. We lost many large trees and we will mill some of the lumber.

The road vacation documents we prepared were reviewed by the county surveyor and they were satisfied with the information. They will help shepherd it through the Lane County process.

Ichabod added all the phone lines on site are on the ground.

Tulsi spoke to the collapsed barn and said there is a "triangle of glory" where the wall is still standing, and mentioned purchasing tarps for wet weather. She said Andy headed right in and created a system with volunteers to move things to a new storage area, and will be having work parties on Fridays, Saturdays and Sundays until completed. For safety, they are limiting the volunteer crews to 10 people. They will provide vegetarian food.

For those wanting to help rescue OCF items from the barn or food preparation, a signup sheet has been posted online at [www.signupgenius.com/go/8050d4faaa72fa1fc1-come](http://www.signupgenius.com/go/8050d4faaa72fa1fc1-come).

Crystalyne said if you want to volunteer to help onsite, please contact her or Shane. Due to safety concerns, they will be limiting the number of people for the work parties and need volunteers to RSVP.

**Stephanie:** The Virtual Sticker Booth is now open for coordinators. Thank you to Jim Reed and Lucy Kingsley for their work on that.

Pre-sale tickets (went) on sale March 15. To promote ticket sales, we are working with the outreach and social media team.

**Mary:** It's been a busy month and we are churning the wheels. This past month we worked on the OCF Guidelines and they are almost ready for layout.

**Robin:** Other than the snow days, February was busy at the office. The phones were ringing and visitors visiting. Teen Crew applications are now available at [oregoncountryfair.net](http://oregoncountryfair.net), and the deadline is April 15. The deadline for Entertainment applications was Feb 15. Craft applications are still available until April 1.

To add on to what Stephanie said about pre-sale tickets on March 15: The pre-sale is online only at [TicketsWest.com](http://TicketsWest.com) and lasts through April 15. On April 15, tickets sales will go system-wide; they will be available through TicketsWest online, by phone and at their ticket outlets. The online pre-sale is cool because qualifying purchases will receive goodies like free posters or T-shirts with their purchase.

Culture Jam is making three scholarships available to an awesome program called Joy Now! It is a week-long circus arts day camp created by longtime Culture Jam staffer and Fair performer Robin Jackson. He took what he learned from CJ and combined it with his work with the March Fourth Marching Band. Youth get to learn music and circus from March Fourth members and then march with them through the streets of Portland! The scholarships are first come, first serve and the deadline is April 15.

### Committee Reports

**KOCF:** Dean said on Feb. 22 after months of back and forth with our FCC consultant, we filed a request for a minor modification to our FCC LPFM license. It was accepted by the FCC on Feb. 25. This work was performed by me and Mike Brown Broadcasting Services. They charged us \$789.75. This money will come from the KOCF account, not the revolving account where the Board pays our fixed expenses.

Today March 4, our Construction Permit was granted. That is the term the FCC uses for your request has been granted. We now have 18 months to change frequencies from 92.5-FM to 92.7-FM. If our testing goes as we expect, we will likely move to the new frequency sometime in April, likely April 20, the day of our fundraiser at Whirled Pies.

In keeping our current license up to date with the FCC we have to file a Form 316 to transfer the control of our old board of directors to the new board of directors — that's you folks. This change was triggered when the Board makeup changed by 50 percent.

I will be emailing you all with a question about your citizenship in the next day or two. Please get back to me as soon as you can as we can't file the form without this information. This work will cost \$127, also charged to the KOCF account.

The KOCF volunteers will be meeting over the next couple of weeks to plan in detail how we are going to be promoting the change of frequency and to release our new logo and perhaps a slogan to help everyone remember our new frequency — 92.7-FM.

**Peach Power:** Peaches said it's been a few years since the Peach Power Committee assembled so they are rebooting. They met Feb. 5 and discussed the history of the charter committee, elected officers with Paxton as Treasurer and Peaches as Secretary and are working on a new Chairperson. They discussed the solar array out in front of the Fair and different ideas on how to expand it. The Fair needs to find a use for some solar panels that have been donated. Now that we have new land and new buildings, the committee will be conducting a survey and coming up with some conservation plans. We'll be meeting each month on the Tuesday after the monthly Board meetings at the Fair Office upstairs at 6 pm.

Paxton said Anna Scott resigned from the committee, but she was the founding member of Peach Power and wrote the initial rules and worked through the budget process, which was a lot of work. We thank her!

**Bylaws/Elections Workgroup:** Due to a full meeting agenda, Merrill said the workgroup's meeting notes will be available at [oregoncountryfair.net](http://oregoncountryfair.net). Any feedback or suggestions can be emailed to [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org).

**Executive Director Search Committee:** Jon S. said the committee and sub-groups have been meeting every Tuesday. He thanked those who sent Lily suggestions of people who would be good ED candidates, or folks who might know of someone who would be a good fit for us. You can still send suggestions to [lilyclearwater@gmail.com](mailto:lilyclearwater@gmail.com) and they will be forwarded to the consultant. We are hoping to start interviews in late April or early May, and are working on ideas on how to involve the Board and Fair family in meeting the finalists and providing input in the process.

**LUMP Committee:** Paxton said they met February 12. They discussed stream surveys with fisheries biologists Ron Constable and Aimee Goglia, how to protect and improve habitat in Indian Creek, and plans to share information at the StewardShip this year.

They continued discussing drafts for the LUMP manual on the history of the wineries at Outer Limits, and descriptions of buildings, wetlands, and vegetation. They started discussing the possibility of long-term land conservancy plans for the Fair site.

The committee moved up its meeting time to 6-8 pm instead of from 7-9 pm, still the Tuesday a week after the Board meeting, and upstairs at the Fair office until the Executive Search Committee is finished using the downstairs.

**Path Planning Committee:** Paxton said they met on Feb. 17. The GIS team presented their work thus far on GPS mapping. The data collected last year was available and concluded that more specific mapping will be needed. The crew will rely on existing information and further work to recommend equipment to provide the precise mapping required for permitting needs, booth management and green space designation. The LUMP committee has drafted a flow process for collecting and communicating such information. Green zones in Energy Park will be used as a trial run for the application process.

Priorities still need to be established for the GIS team and they would like to know deadlines for specific crews, so they can coordinate their evolving efforts. This topic will be an ongoing agenda item for Path Planning and the info will be made available to CRG.

## Member Input

Paxton wanted to apologize to Fair and particularly Water Crew. He sent a letter to Water Crew Coordinators with an assumption that was not accurate. He is sorry and apologetic.

Amy Hand read a statement from Jar Smith: I'm sorry that I can't be here with you tonight, but my wife is supposed to be giving birth today and I need to stay close to home to be with her, because family is what's most important to me right now. I hope you understand... But that's also why I'm writing this, because family IS important, and you're my family, too. Over the years, you've helped make a better person of me, and I'm proud of you for that. Thank you. You are more important to me than you realize, and you all deserve to be aware of that.

Jar wrote: I know many of you here personally. We've been through a lot together as a family, and we've seen each other at our best and at our worst. We've stood with each other through so many challenging times, and we've helped each other in ways beyond description. We've mourned together, and celebrated together, and fought and grown and nurtured and healed and forgiven each other too, because that's what families do. It's what is so important about tonight. Each one of us is here because we care. We're all here with the best of intentions, but I believe that we've lost sight of that. The road to hell is paved with good intentions, and so here we are, with noses out of joint and pitchforks at the ready ... is this really what we want as a family?

Jar continued: I have a story I wish to share ... The other day I came across an injured animal that needed my help. All I wanted to do was protect it and take it someplace safe and care for it until it got better, but that injured animal didn't understand my intentions at all, it just felt cornered and in pain, and I knew damn well it was going to bite me, yet I helped it anyway. I guess it's Human Nature to want to help, for people to see what needs doing and do our best, even if it sometimes means getting bit. That's the Human part of our Nature... but that little animal reminded me of something else, that we are Human Animals after all, and sometimes it's us who feels hurt and cornered and ready to lash out.

Jar wrote: I look at our unappreciated managers and I know the heap of shit they've had to deal with over these last few years without an executive director. ... I see the BUMs and all they're doing to protect us and keep us together, and I see a Board of Directors that keeps getting stuck in the middle of something they didn't create. And I know there are coordinators and staff here who are feeling frustrated and threatened by what has been happening because I am one, too. We've lit the torches with accusations and sharpened the pitchforks with disrespect, we've been sowing distrust and hurting the feelings of those we care about, and we all have to own our part in that. It's on us. Every single one of us is acting like that little animal I found, lashing out because we think we're cornered, and hurting because we're feeling unappreciated. Here we all are just trying to help each other and our intentions keep getting misunderstood, and I know we are better than that.

Jar added: So, as I sit here in Portland with my wife, contemplating what family means and waiting to become parents for the first time, I would like to ask a favor of you all. Please take the time to make eye contact with the person next to you, and to recognize where that other person might be coming from. Are they feeling appreciated, or are they feeling cornered and hurt? Seriously, isn't it possible they might be feeling the same way you do? They're just trying to help and you're just trying to help; and sometimes we all feel like we have a damn good reason to bite. All I'm asking is that you give each other the benefit of the doubt and have some honest compassion for each other, even if it means getting bit sometimes. Let the Human part of your Nature lead again, and remember that family is what's most important...THANK YOU! -jar Decon co-coordinator and OCF volunteer for 33+ years.

Doug Richards said it's our anniversary and 50 years ago was a time of conflict, dissent and trouble. He shared a song to the tune of This Land Is Your Land with his own lyrics.

Christie of Water Crew acknowledged Paxton and offered that he should recuse himself from voting for Tim Wolden's dismissal because of his false allegations. She asked for mediation between Paxton and Water Crew and wanted the Board to respond. Christie said within our rights, she is asking the Board to take action against the violation of the code of conduct and wants a statement from the Board.

Ann Bennett-Rogers said the Fair, through its land stewardship, supported Standing Rock because water is life. She wants to make the Fair aware of the Jordon Cove Project in Coos Bay, and Save Our Siletz. It's about protecting our land, and stewardship of the land.

Uncle Joe reminded us we live in a very, very stressful world. We've been living in a stressful world for some time now. In our every day lives we have this pressure over the top of it, and that pressure filters down in all we do including how we get along with each other.

Spirit said she wanted to acknowledge Christie, knowing member input was not a time for dialogue, but wanted to exercise the rights of the Board to potentially suspend a Board member under Article VII, section three and asked it to be added to new business. She said the Code of Conduct cannot just be about who violates it or is accused of a violation, and said it applies to all members.

Jon P. said he had a letter from Cynthia Wooten, a founding member of the Fair who helped set the Fair values including fairness and equity. He said the Code of Conduct is being used without any sort of protocol or criteria and is very arbitrary. He said Cynthia's letter speaks to the need to have real systems, policies, criteria and processes to address things that may or may not be true. Prior to any dismissals or other actions regarding conduct, there should be a task force to address those issues. We just heard an example of a false accusation that has been entered in the proceedings, with no process for vetting such accusations or determining their accuracy. Cynthia Wooten wants you to press pause on any actions until there are processes and applications around the Code of Conduct.

Jon P. said in observing how the Board is adopting a new governance structure and with Staff having too much to do, he doesn't understand how the Board can contemplate transferring virtually all the authority of the Board to Operations at the end of this month with no processes, accountability, protocol, and no pathways for people to collaborate. The CRG is just beginning. This paradigm was made with the notion that we would hire an ED who was qualified to assume such responsibilities. You do not have that person on your staff or on your board. There is absolutely no way this organization is remotely prepared to make that transition of authority.

Robert said he heard some disagreement to Jon P.'s statement and asked for clarification about what that new structure might mean.

Crystalyn said there is a clear process laid out in the NAO (Nonprofit Association of Oregon) proposal that was passed by the Board for the appointment and removal of coordinators. Stephanie clarified the NAO proposal does not say it will be handed over to the ED. It specifically says it will be handed to Operations. The whole idea is that coordinators are part of putting on our event, which is Operations.

Fire Dic expressed concerns with a lot of disagreements about what is in the NAO proposal, if those processes match our values, and whether we are reducing the democracy in our organization. The NAO was supposed to be a starting point, but some are acting like

the NAO is a prescription and that it is how it's going to be. A lot of people are not agreeing with this, and that is a reason to postpone.

Katy asked everyone to stop and think about what they do on the ground every June. You don't convene the Board to get the resources you need to get the stuff done for your crews. You talk to a BUM who reports to one of the Operations Managers of this Fair. The process is already existing. Why are we fighting about whether or not we are going to convene the Board in June to do this? It already exists and is already in place. We are already doing it, and is the natural course of things. But we seem to have this fight in our head about whether or not it should be that way the rest of the time.

Crystalyn said there is a process laid out and is not saying it is perfect or can't be improved on, but to say there is no process is inaccurate.

Chewie said while he voted against the NAO, the Board unfortunately passed it. He respectfully disagrees that it is a clear process. He believes there is a discussion that needs to happen and that is what he said when he dissented against the vote, and that processes should have been laid out before it was passed. He said it is not functional and does not have a problem calling it out. He agrees that Management is in charge of the event, but does not feel that they are in charge the other 11 months of the year. He will fight this until the day after he is dead.

### **Treasurers' Report**

Lynda said we are tabling capital projects because of the snowstorm until we can assess the damage. As a heads up, so people know what to expect, if you submitted a capital project it most likely will not get recommended this year. We are focusing on health, safety, and what other issues may come up after the site assessment. We received over \$260,000 in capital project requests and have designated \$65,000. Obviously, there is a gap. We will bring something to the Board next month. If you submitted a great request, think about if it can be done next year.

### **Old Business**

Spirit said she believes volunteers should have the right to understand their expectations regarding discipline, roles and responsibilities. Regarding the Code of Conduct, it is not a process and clear policy as far as she has witnessed. She said the NAO proposals are recommendations, not policy and are not good enough as they stand. Just because they are not perfect does not mean we should not strive for better. We should not be settling.

**Spirit moved and Aaron seconded the following motion regarding coordinators:**

**In effort for a collaborative process in shaping policy and/or implementing bylaw changes, the Board directs the Management team, or members thereof, to work with the Coordinator Resource Group (CRG) to develop and recommend Coordinator Policies and Procedures (CPPs), including but not limited to:**

- 1. Define the basic roles, responsibilities, and scope of authority for Coordinators in managing their crews.**
- 2. Explore and refine the Coordinator appointment and dismissal process.**

**3. Recommend a protocol for dealing with issues, including the potential for progressive disciplinary action that may result in verbal/written warnings, probation, suspension and/or dismissal from the coordinator position.**

**4. Determine a mechanism to both present expectations to and conduct evaluations of Coordinators.**

**\* The Board of Directors will be consulted and maintain authority of appointment and dismissal in coordinator matters until policies and procedures are determined and in place. Neither the Board nor Management will take action to dismiss coordinators except in egregious cases until policy has been set. The Board encourages the management team and CRG to recommend these policies by May 6, 2019, which would enact this prior to our 50th anniversary.**

**\*\* The Board will appoint an ad hoc committee to conduct a review of these policies in 12 months' time from the date of implementation with a request for feedback and recommendation to either maintain or amend changes.**

MEMBERS: Fire Weenie said there is an amazing amount of secrecy and arbitrary things said behind closed doors. He supports the motion and wants more transparency with what the coordinators are being charged with.

Fire Dic said there has been a lot of talk about trust and paranoia, and he is concerned with reciprocation. There is a lot of discomfort with the process and changes we are speaking about. He asked for trust in making processes that the family can accept, will feel comfortable with, and allow operations to proceed without people feeling like they are being alienated from the community.

DJ said he views the current intent of dismissal of coordinators as an elitist effort to try and cut the Fair membership out. He does not think it is well structured and thinks we need to be talking more about the Fair family itself and how we bring them forward to be good coordinators. He agrees there is an overdue situation in that we do not have a program or system for bringing coordinators in and how to work. We have never really established a Board committee to have some sort of control of coordinators. We are an invincible bunch, until it gets shifted to management. Think about Craig Patterson and how he got ramrodded out.

Tom from Recycling agreed with DJ. He said this sounds redundant because we already have a CRG which is working toward getting coordinators involved and actually making decisions about what coordinators do, including procedures and discipline. He thinks this is a roadblock to keep membership from pushing forward to actually reach solutions and avoid the elitist kind of decisions that DJ spoke of.

Chewie said this is a membership-driven organization where volunteers matter. He is supportive of a lot of the language and intent of Spirit's motion. He has issues with the "us and them" mentality. His understanding is that coordinators are the conduit with volunteers and that is what we need to remember, and that all of us should calm down. His point is that nobody should feel attacked, disenfranchised, or marginalized and we should all work together to make this go forward. The NAO proposal is a framework and is not the bible.

Somerfield said a lot of this is focused on personalities and specific events. We need to remember this should be focused about process. This is about creating something that protects us. When hard decisions are made, you are tasked with impossible decisions, and when you take the people out of that and add a clear process, that is what we are here to support. As long as we structure that correctly, this does not need to happen.

Judy from Water Crew wanted to talk about process and how it relates to the letters Reese and Tim received. Jon S. said as a point of order, it does not relate to the current motion. Judy said the letter talks about repeated violations but there were no specifics and a glaring lack of process afforded to Tim in this action to remove him. The removal from a position should be the last step in an involved process after performance coaching. No feedback was given to Tim and the "repeated violations" are not named. The goal of giving and receiving feedback is to help the person so they can improve and succeed. Is that not what we do, is help one another? Judy asked the Board to revisit this action, and incorporate a comprehensive and thoughtful process to include participation of all parties. In this process Tim would be given the opportunity for acknowledgement of specific information that he does not have now, and given the chance to be part of a solution. This change of focus and procedure would lead to restoration of trust within our family, and we need that.

"T," a member of Water Crew, told the Board that going ahead with dismissal of coordinators was fracturing the family in a severe way. He said: We want a process, and a piece of that is to have conversation because part of the allegations against Tim were completely false. Some were not clear, there were no conversations about them, and straight-up rumors. There needs to be some transparency of some truth, being able to stand up for ourselves and not just be set aside like we are not part of the family. That is not how family works. We need to figure out how to get along.

Codi of Traffic Crew urged the Board to think about Spirit's motion and listen to what the emotion of the body of members is saying because it is relevant to all of us healing. Please think about it and don't just be pre-decided. Please think through your emotion.

Jon P. said Spirit's motion is about process. Process is about something we can all understand together and agree to abide by. Process had not been here, as Cynthia pointed out, and in her letter, she said if you do this without process you jeopardize and put in danger the OCF because that can lead to legal action in certain cases.

Fire Dic said the benefit of going this direction for family is there is more input, it's a broader base for what our policies are, and it gets family involved in how these things are adjudicated. As a result of that, neither the Board nor Management is out on their own. If something really bad happens and someone really needs corrective action, you can do what you need to do, but it will come up to a process that we made — so how much can you complain about that when it is done collaboratively. Members are going to have our hands on that knife, too, and that makes it a family decision, not a power-over decision.

Christie supported the motion and said maybe Management and the Board is aware of some of the issues Water Crew has had over the years. It's been tough, and in creating processes we could avoid a lot of problems and help BUMs not be blind-sided, because we would all be following the processes equally. There is no longer an "us and them," it's "we" and we need that or we won't be.

Brad wanted to clarify that Management had been directed to work with the CRG.

Arna said she was involved in another contentious time at the Fair where there was a lack of process and communication. She hates to see the Fair doing this again. She supports the motion because it would really help the situation and avoid what happened last time which was a Board recall and it became very divisive.

Kirk said Spirit's motion has a lot of detail and thinks it's important to work through the CRG process that is in the NAO proposal. He said it won't be easy and is going to take a lot time, but will be incredibly worth it. He believes it is one of the most important things we

are doing right now. He is frustrated that the CRG has not had time or chance to do that before the current claims against the coordinators.

Mr. T. said this is a win-win motion for everybody including Operations Management. It will improve communication and take the onus off these individuals who feel like they are being targeted and attacked. He encouraged the Board to think carefully about this and not be stuck on old thoughts, and to think clearly about what has been put into the motion.

Mambo said he wanted to make sure the membership knew that Arna had been a previous GM for the Fair and that her advice carries a lot of weight.

STAFF: Crystalyn questioned who would decide what is "egregious" in this motion? Are threats of physical violence egregious? Who decides if an adequate process has been developed?

BOARD: Jon S. spoke to the motion, and the unclear date in the future of moving authority from the Board to Operations in the appointment and removal coordinators. What he has been told, and what he believes, is that in order to attract the best candidates for an ED we need to have an ED job description that gives that person the authority over Operations. That is why moving from an operational Board to a governance Board, moving the authority to appoint coordinators and hire staff, is an operational decision. This motion mixes policy and procedures. Yes, there should be a policy that says we have a collaborative decision-making process. But the appointment of coordinators is an operation process, not a Board process. If we don't move that authority, we will lose candidates from applying for the job. This is what the hired consultant is telling us. He thinks the motion is trying to turn back that movement.

Jon S. supports Operations working with coordinators, craft booths, food booths and entertainers to develop processes. But it is Operations responsibility to develop those processes, not the Board. He cannot support the motion and feels if it passes it will jeopardize hiring the kind of ED we are looking for in the job description that the Board has adopted.

Spirit felt things were getting convoluted and wanted to speak to another motion in New Business about extending Board authority. Her motion states, the Board of Directors will be consulted and maintain authority of appointment and dismissal in coordinator matters until policy is in place. To address Crystalyn's question about what is egregious, she is hoping the CRG and Management can determine that. Her motion is not trying to set policy in this moment, it is directing it be formed and those recommendations be brought back to the Board to shape the policy. Some of the points in the motion may not be turned into policy, but rather procedures that we follow. She does not want it said to the Board that good policy is going to affect us in getting a good ED. Us having good policy is going to entice and encourage an ED.

Peaches said the new Board members are in a shitty position, getting this handed to them. She was glad DJ brought up a past coordinator issue and how the dissenting votes were about process. This is not new, we have been hearing about process for a long time and obviously we need a mandate. She supports the motion in that it will protect all of us, is excited about the CRG and thanked Spirit for putting mechanisms in place and doing the work.

Aaron supports the motion and wanted to address Jon S.'s concerns of the potential feelings and attitudes of a new ED. She intentionally put wording in her own motion about extending the Board authority past the March 31 deadline that includes the ability for the ED

to hire staff as they feel necessary and for them to be involved with the Board in the choice for when they want the rest of their powers to come to them. Someone just walking into this organization is going to have a hard time knowing what's what, and they are going to want the support of the Board. The idea of passing our operational aspects away from the Board is a conversation we are still having. We are passing operations and just doing it in a slow way, and hopefully defining it better than in the past. She does not believe it has anything to do with stopping passing on operations to the proper areas that they should eventually get to. But at this point we need to define the processes that are necessary for us to make decisions that reflect and protect everybody in the organization.

Paxton said he likes the first part of Spirit's motion down to number four and assumes that is what the CRG is going to be doing, working as a collaborative process over the next year. He does not expect the CRG to be fully functional until next year because it will take a lot of time to work through this. He does not agree with "except in egregious cases" as it limits Board process because there are a lot of reasons that could cause a coordinator to lose their job. He cannot support the current motion.

George said it is absurd to think there have no been no processes in place. If there were no processes, it would be complete chaos and we would not be here for 50 years. There are changing processes, and there have been significant changes at various times. There was change when we owned the land; suddenly there was a lot to lose. When the flashlight of the law got on us, we had to think about our behavior, we had to change and think about our image in the community. We have moved through these processes in time under strong leadership and we have had some powerful people in GM positions like Robert DeSpain, Leslie Scott, and Arna Shaw and they were able to hold the line, kind of disciplinarians.

George continued: We get away with being edgy, but sometimes we get out there too far and people are injured or put at risk. In the past it has mostly been strong individual characters who can make that happen, but it always comes back to the Board. The vast majority of the time a person resigned and it did not have to come to the Board. At the end of the day, it is not the members who are legally responsible for the organization. The Board is responsible to the law and fiduciary matters, and you elect us to represent you in that way. He believes the Board is at a place where this is the best action to take, even if it is not popular. He is hearing from members that they want to take that authority away from the Board. He said it is easy enough to elect new Board members, but right now the authority lies with the existing Board. He thinks the current motion needs more detail, and will not support a motion that diffuses the authority of the Board and takes away what is ultimately their responsibility.

Diane said when the NAO report came out the CRG was proposed, not all coordinator groups were represented. She said Community Village was removed and disenfranchised and wants to know how the groups that are not part of the CRG are represented. There are a lot of people not being represented because they have not been included. She cannot support the motion until the CRG can figure out how to let all coordinator groups participate.

Spirit said the conversation has gone way off what the intent of the motion is, of setting good policy and clear expectations specifically for coordinators. She said there is a big problem with what is going on with Reese and Tim, and while it may seem clear to the Board and Management it is not clear to membership and the coordinators. If there was good policy then we would not be conflicted and there would be expectations followed by all. Without good process and policy, the integrity of decisions are totally jeopardized. If this

goes through, we are really going to be taking the heat for what happens to them without clear policy. We do have legal responsibilities here and we should be following our Bylaws and setting good policy that we have not had for years.

Spirit spoke to Paxton and said if he did not like part of the motion then he could make a friendly amendment. She said the Board already has authority. This culture of fear that is running rampant in OCF right now is keeping us away from setting good policy. We will set a flippin' policy about the Code of Conduct without any details. We will set policy around the NAO without defining any of it, and then just go back and clean it up later. She really wants a collaborative effort between the factions that this motion will be affecting — management, coordinators and the Board. She urges some Board members to change their mind and not be hung up on those little reasons. This motion is not stating policy, it's asking for the factions to come recommend it. Let's use some good critical thinking here and set this motion forward. It is more elitist to go forward without good policy.

Aaron addressed Diane's concerns and said the CRG was a recommendation from the NAO consultant and understands some groups are not represented. She said the CRG is inviting everyone to come to the meetings. The CRG process is going to try and define policy that can be represented and what processes need to be there to represent them. So, everybody who wants to be involved can go to those meetings and be part of that process. Those recommendations will come to us. It's not excluding people, it is including people and this is an inclusionary process.

Paxton offered a friendly amendment to keep the motion verbiage up through number four, and remove the other paragraphs because he did not like the deadline dates. He thinks it will take most of the year for the CRG to work on this. Spirit and Aaron agreed to the friendly amendment.

Jon S. said he could also support the amended motion because it addresses his concerns. Notwithstanding other actions the Board may take, come April 1 the Board by previous motion has delegated the authority for removal of coordinators to Operations. So that is where that authority will lie unless the Board takes other action.

Diane questioned Aaron if Community Village coordinators have equal standing at the CRG meetings because she was encouraged to join the group but was told she could not vote because she was not a real coordinator. She was also removed from the Coordinator group emails that go out every month.

**Amended motion: In effort for a collaborative process in shaping policy and/or implementing bylaw changes, the Board directs the Management team, or members thereof, to work with the Coordinator Resource Group (CRG) to develop and recommend Coordinator Policies and Procedures (CPPs), including but not limited to:**

- 1. Define the basic roles, responsibilities, and scope of authority for Coordinators in managing their crews.**
- 2. Explore and refine the Coordinator appointment and dismissal process.**
- 3. Recommend a protocol for dealing with issues, including the potential for progressive disciplinary action that may result in verbal/written warnings, probation, suspension and/or dismissal from the coordinator position.**
- 4. Determine a mechanism to both present expectations to and conduct evaluations of Coordinators.**

**Motion passed as amended: 8-0-2; George and Lisa abstained.**

Lily acknowledged the members being vocal to support each other, and wanted the membership to know that she changed her vote. The Board worked together to overcome

some tension, and she wanted the members to recognize how difficult the process has been for them as a group.

**Jon S. moved and Peaches seconded to approve the February 4, 2019, Board meeting minutes.**

MEMBERS: Mambo said in the interest of inaccuracy in the minutes, he wanted to talk about email that was referenced in argument for the Code of Conduct. He said the Board was misinformed to a huge degree with the comment about Stalin and comparing it to the management structure. The video compared to the printed minutes show most of it got excised. So, two things happened: one, was that the Board was misinformed and two, if you codify the minutes as they are basically moralizing a mistake. He says it is wrong and he would prefer the entire conversation that took place or excise it completely.

Jon P. said he agrees with Mambo. He said: If you read the email that was referenced, in no way does it compare someone to Stalin but instead was a quote about government structure and elections. He noted that the Budget meeting minutes state that he asked whether extending kitchen hours would accommodate serving breakfast, but he actually asked if the extension would enable Hospitality or the kitchen to provide breakfast for the Recycling Crew, which has been an issue for years because they eat breakfast at a time when no food booths are open.

Heather also wanted to weigh in on Mambo's email issue and that it needs to all be there or not be there. Somehow it needs to be clear. You need to watch the video and read what Mambo wrote to understand, and he was in no way comparing any individual person to Stalin. It is not the kind of thing that is going to happen. We are on an unbelievably slippery slope.

Shelly said she has read the email referenced in last month's meeting and was at the meeting, and said it is a fine example of what we call victim playing, as well as manipulation.

Ann B. said in 2015 she spoke two sentences at a Board meeting where she thanked a group of people and basically called the entire Board racist. It was left out of the minutes and she was told by someone that it was OK because it was on video and the minutes should be the way that they are. She has never spoken about it until now because she thinks the Recording Secretary has a lot to do and there is no way we can put everything in there. There are things that we have to say, and it's best to go back and look at the video.

STAFF: Stephanie corrected that instead of Oregon Cultural Trust, the minutes should state the Oregon Heritage Commission honored OCF.

Crystalyn said she stands by what she said at the last meeting, but she was also forwarded an email that Mambo sent to the Board about it going out in the minutes. So, to smooth it over she asked the Recording Secretary to remove that line.

BOARD: Lisa said in the minutes where it stated "...asking for more of a clarification to the 2017 guidelines...", that she said was "asking for more of a clarification to the existing guidelines." **Jon S. said he was willing to accept a friendly amendment to make this change.**

**Motion passed as amended: 9-1; Spirit opposed.**

**George moved and Jon S. seconded the following motion: In the matter of the dismissal of Coordinators Reese Prouty and Tim Wolden, this Board has sufficient cause under Article VII, Section 1 of the Bylaws to consider dismissal of both of these**

**individuals from their Coordinator roles with the Fair. However, in the spirit of responsiveness to the concerns of some members, we are willing to offer both Coordinators an opportunity to engage in further process with the Board. We understand and acknowledge the need for transparency of process, and so it is moved that the Board of Directors will extend the following offer to Coordinators Reese Prouty and Tim Wolden:**

**In accordance with Article VIII, Section 9 of the Bylaws, the Board will meet in a Closed Session on Monday, March 18, from 5-7 pm and invites the Coordinator(s) to attend for 50 minutes each, either in person or remotely via Go-To-Meeting in order to discuss with them why it is reasonably necessary to further the interest of the Fair for the Board to consider dismissing them as Coordinator(s), and to allow the Coordinator(s) the opportunity to respond.**

**Immediately following the closed session on March 18 in an open Special Meeting hereby called for at 7:30 pm in accordance with Article VIII, Section 3 of the Bylaws, the Board will deliberate and take whatever action(s) it deems reasonably necessary.**

**The Coordinator(s) will abide by the outcome(s) of this process.**

**This offer is non-negotiable.**

MEMBERS: Jay said he wants the Board to treat members better than this, and stood because he hoped they would look him in the eyes while saying it. What you are undertaking is one huge violation of our Code of Conduct. This is not how you treat a brother or sister. He wondered if at any time during the meeting they would hear what the problem is. He urged the Board to stop doing down this course, and said it seemed and felt like they had already made up their mind. He hoped they would hear the members and Fair family about how they wanted to be treated.

Fire Cat Tom said he had written a statement, and with the pressure in the room invited his friend Jean to read it for him.

Board member Jon S. said as a point of process, the motion is not to remove Tim and Reese as coordinators but to set a special meeting of the Board in two weeks to discuss that. Jon S. said he did not want to hear pros or cons of removing someone as a coordinator, but whether the Board should be calling this special meeting to discuss those issues.

Fire Dic said whether or not it is true, whether or not there should be a trial or special meeting at all, whether or not these proceedings are appropriate to have is relevant to the motion to have an actual meeting. So, issues related to whether or not the process is wrong and can't be fixed this way are relevant to this motion.

Fire Jean read the letter Fire Cat Tom wrote: Many of the people here tonight have come to see a positive resolution to the disrespectful letters the officers of the Board sent to Tim and Reese. The letters imply that if they did not resign by tonight, the Board would remove them as coordinators. I implore you to make your intentions known and receive member input on the matter. I would like to offer the Board the opportunity to regain my trust after so many things have been done wrong. Secret sessions, secret actions, secret tribunal. I recommend the Board refer this matter to a group the family can have faith in to conduct themselves in a transparent fashion. I suggest the BUMs and the CRG cooperate to resolve the matter. I will start a recall petition for each Board member who voted to remove any coordinator under the current circumstances. Last year I did not support the recall of Justin. One, it was singling out one person of a committee where the committee was

accountable. Two, I think the need for any recall is disruptive to our community. Sincerely, I hope to avoid a recall.

Ed said he was here to support a good friend of his, somebody who has helped him through some of the hardest times of his life, the death of his mom, and said he has been through worse than this in Board meetings before. That friend he is here to support is the OCF; it is his life. There are a few people in this organization who had they not been involved, there would not be an organization. You are about to deal with two of them. This process, so far — if you can call it that, is plagued by inuendo, slander and complete lack of facts. Decisions are made in a secret star chamber and strict no-talk rules are put in place to gag anybody from letting anybody know what's going on. However, we have Board members who have no problem with sending out emails that were slanderous, libelous and apologized for having done so. There is real work to be done out at the Fair. We have the 50th anniversary coming and it is a big deal. We have trees down all over the place. We have a barn knocked down to the ground and nobody even knows how big this job is. We used to turn to each other, to fix these kinds of problems. If we can't do that, there isn't a Fair.

Chewie said in terms of the motion to have a closed meeting followed by an open meeting in two weeks, there are people who came here from across the country because they were told in a letter that you better show up tonight or we are going to remove you. They showed up here. Chewie said: We're here — we, all of us, including you guys are here to deal with it. Don't kick this down the road. It's not fair to the people you are attempting to eviscerate, and it's not fair to everybody out in the world and in this room, to not do this. We've already done this once with Reese and he is really angry about this. Chewie said he did not want to come to the meeting but was asked to show up. He said this compromise is not compromising anything. It's screwing people's lives up. He hopes it can be dealt with, get it over with so be it, we'll see what happens. He completely agrees with Ed. Chewie has put his life into this, cried himself to sleep and said the Fair is over if this is how we treat ourselves.

Fire Dic commended the Board for recognizing they need to tell Tim and Reese what they did and allow them an opportunity to respond to it. He appreciates trying to find a resolution to this. At the same time, he wanted to go back to the quote Sam read at the beginning of the meeting, about our need to rely on reason. Fire Dic said he's read a lot of material about this issue for quite some time here and there are a lot of places where that could help fill in. Part of that reason needs to be about equal responsibility. You can't rob a store and then arrest someone else for robbery. I'm not accusing you of anything, but we have to all have to take responsibility for each of these things. So, in talking with Tim and Reese and looking back on the past to just try and say well, we don't know what they are accusing you of but there had been this thing and that thing and this thing. But what you find is, we know some of them were misinterpreted, we've seen emails that say Board members don't have a reason to just decide, and we've talked about some of these things and found that they were dealt with. They had a meeting with a BUM, they talked about a resolution and it was supposed to be concluded. They have a right to expect some closure on it. Then we also see that nothing has happened for a long time and this all of a sudden comes up.

Fire Dic also said: A lot of things have been done wrong. If you step back and look at this like you are watching it from CNN, Fox News or PBS in the unfair world were people are convicted without having had an opportunity to defend themselves, you would be moved to go out to the street and protest. That is why a lot of people are here. While he

appreciates the intent to compromise, you have to look back and see that the well has been poisoned. You can't convict someone and then turn around and say now I'm going to give you a fair trial. You need to hand this off to someone else. The Board is no longer a credible player in this issue, or whatever the issue is which we still don't even know. He said he didn't think Tim, Reese and much of the family is going to stand for more secret processes around it. He begged for the sake and healing of the family that the Board pass it off and recommend a collaborative effort between the CRG and BUMs to resolve any outstanding issues and ensure good handling in the absence of process. We have to be dedicated to equal treatment.

Rainbow said he has been at Fair for at least 30 years and has been saying constantly, the Fair treats their employees and volunteers poorly, and the Fair family treats each other well. He would like us to still be a family, and a family sometimes has people who are not the most appropriate. But we have become so PC (*politically correct*) that we cannot say anything. What can we say? You cannot kick them out of being coordinators, and he does not like these processes.

Shannon said she got a letter from her own crew, and is not a coordinator. It really hurts to be told that you are not good enough anymore. She said it shouldn't be this way. The letter was received in November 2017 and she was told she needed to have things done by the end of the calendar year. She did what she was supposed to do, and knowing what she had done said her apologies. But the problem is, it's a report about her and she's the first responder and if there's an answer report, and the person who has the answer report done on them has to sign off. Shannon said she felt what happened to her was not right. She does not agree with the closed letters, and she found out what was happening to Tim from a complete stranger and does not think it should be happening that way with her own coordinator. She does not agree to any more closed meetings by the Board. She also does not believe that any Board member or Staff should have their computer open or their phone on during meetings. She said it is belligerent, like what her kids do. Turn off your computer and phone, take out a piece of paper and actually acknowledge us.

Sue T. said she sat on Board for six years, and this is not the only Board she has served on. Being a Board member for a nonprofit organization is one of the hardest jobs there is. You are part of that organization, you participate and do your part. When you are sitting on the Board, confidentiality is really important for reasons of legality, not wanting to unduly embarrass people, and at times to make sure you are not outbid for a piece of property. Confidentiality is important, but it is not being secret. Closed meetings are important so the Board can get together and talk about what they want to do, possibly refine some motions, and filter input from other parts of the Fair so that they can come here prepared, ready, with new ideas sort out ways to figure things out.

Sue T. said when she served on the Board, she did not know Tim and Reese but read reports about safety, respect and behavior issues. When you make a decision as a Board member, you are doing it in the best interest of the organization as a whole. You are not there to protect your friends or make excuses for them. You are there to do the work you are legally responsible to do. The Board deserves our understanding and thanks because they find themselves in situations no one wants to be in and they are the ones who have to deal with it. Sue supports what the Board is trying to do and wants them to have the space to do it in, and does not want people to blindly assume they are in it for their own power. She thanked the Board for their hard work and being in this gnarly situation. Based on what she knows, she thinks removal is the right thing to do.

Katy said she has heard people say that these people don't know they did anything wrong, and she disagrees because we were doing the exact same thing with Reese last year. There clearly has been information presented to her before, and it's not actually all that new. Her point is, this has been an ongoing thing, there has been a process and trying to say that there hasn't been is not entirely factual. The reason the Board is asking to have this meeting is to give more opportunity for discussion so that Reese and Tim can present their defense, and the Board can gain more information and have those facts in place. That is, in fact, a process. Katy also said she knows people who would rather walk more than a mile on a hot, dusty day in July through thousands of people to let another crew know the resources they need rather than use a radio because of the radio culture that has been developed, and they are fearful of having any interaction with Fair Central at all.

Smurf said we elected the Board not to just say yes, but to also say no. There is a lot of turmoil and pain, and she begged the Board that they can say no. You can say no to hurtful, harmful, unfounded things and that it's not appropriate. She begged to let the family heal, and to keep people in our family whether they do what you like or not. They are an intricate part of making it work. Sometimes you don't always like what your mom says, but she does it for your own good. She begged us to remember these things. It's not always what you want, but sometimes it's what you need. Remember, all of us are supposed to be here out of love. We are supposed to be spreading love, not spreading contention, and coming together to heal the world, not tearing each other apart.

Jon P. wanted to read what Cynthia Wooten said, the fact that this is even on table at all. "The Board has no foundation to stand on in the matter of Tim Wolden and Reese Prouty. You can't fire them with no policy. It would be wise to drop or postpone the charges now. The Board can't make the Code of Conduct consequences sentences with no specific basis for those actions. That is the same as just making it up for what someone, or people, consider appropriate circumstances. That is just wrong."

Jon P. said: The compromise being proposed is just to have another secret meeting. We all know that when you have the executive session, it won't matter what the members have to say in the open session. That position won't matter at all because you're going to make it a done deal during the executive session. We know this from your own pattern of behavior which we have seen occur time after time. It's just smoke and mirrors. Please don't do that. Our justice system in the real world has a lot of injustice, but one of the things that moves towards justice is the right of people who are accused to have an open hearing and be judged by their peers. It's a bottom-line, basic justice concept, and the OCF should at least come up to the unfair world. We should be better than that. Having served on Boards, including the OCF, the standard in most organizations for having closed meetings is for personnel and employees, not volunteers. They are about litigation in process or something like real estate acquisition, and beyond that there is no reason to be having closed meetings.

Coyote read the following statement: Our organization has chosen to focus on recommendations from Mary Miller's NAO report which address organizational and structural issues. However, there are two areas which Mary Miller's report mentioned which I feel also require attention and implementation. (1) Mary Miller recommended that our organization (The Oregon Country Fair) needs "deep work of the heart." and (2) she stated that "how we are within the structure is equally or perhaps more important than the structure itself." She is talking to the spirit of how we interact with one another, for it is the spirit which fuels the machine. Until we address the "deep work of the heart," we will continue to have meetings as we're having this evening: We just don't seem to be "In Love"

with one another anymore. I'm still an idealist — I still believe in The Dream of Loving one another. We need to do that “deep work of the heart” if we are to get us back in a loving and healthy direction.

Coyote continued: There is talk of “Legal, or Lawful Responsibility” — I believe there are at least three types of law: there is the letter of the law, the nature of the law, and the spirit of the law. For many of us, we lived much of the past 50 years as law-breakers, living outside of “The Law.” Only recently, when the laws changed and we were allowed to legally smoke the herb, were we no longer outlaws. We've never been completely a law-abiding culture. To use The Law as the reason we act as we do or make the decisions, we make is just not who we are. When we speak of “responsibilities” — where are our moral responsibilities? Where are our ethical responsibilities to “do the right thing”?

Coyote added: Process has been mentioned — and some say that a process has been followed. I know that Reese engaged in a mediation process last spring with representatives of the OCF. This process was facilitated by the Center for Dialogue and Resolution, a nonprofit agency which specializes in mediation. As with any agency involved with assisting people, this agency will have records of the mediation process. These records will include the problems being addressed, the process provided, whatever community agreements were generated and agreed upon by both parties, a timeline for follow-ups, a designation of individuals who will perform these follow-ups, and a clear agreement as to how to make this a successful plan: a clear plan to help all parties succeed. I encourage those involved in the determination of a fair, just and equitable outcome to gain copies of those records in order to ensure that whatever process was mutually agreed upon has been followed by all parties. For those in the field of health care and social services, we understand that “if it hasn't been recorded (charted), it never occurred.”

Jennifer said she wanted to speak directly to the motion and the special Board meeting, and said it pissed her off. She asked why wasn't it thought of before the letters were written and sent out? Why is that not the first step? Why is it last, only after 150 people show up pissed off? The emails have been blowing up all week, and the emails and Facebook are ugly. Why is it just now, at the end of this process, after all these people are here that this special Board council meeting could have happened? If this was ever an option in the first place, it should have happened well before any letter went out to these people or got put on the agenda for people to be removed. She is really upset and thinks it's absolute crap in process to do things backwards, and expects better of the Board. She said she has her own deal to work through and is terrified it's going to get dealt with the same way.

Kirk said he wanted to speak directly to the motion, and said the passion is wonderful and agrees with most of it. He said we just passed a motion that affects this motion. That motion is calling for the creation of the process and working with the stakeholders involved — Management, BUMs and the CRG. That process has already been agreed to, and part of that will be how to bring a complaint to the process. If somebody says you did something, then that starts a process. Voting no on this motion does not mean that Tim and Reese are off the hook. The process will be created, the claims and allegations are stuck into the process, and then the process is engaged. We check it out and we talk to each other. For those who have heard things they feel need to be addressed, it's important to respect and deal with it. The motion that just got passed will deal with that. You might not like the outcome, but it will be a process that we can all agree on, and you could just not move on this current motion right now. It may take a few months, so those that want an

outcome in two weeks may be disappointed, but there will be a process and recommendations.

Mr. T. thanked the Board, Management, and everyone in the room for their heart and soul, and the tremendous amount of work the Board and paid Staff do. He spoke directly to Paxton and said the chastisement was appropriate and told Paxton he should be careful what he says in the future. He thought what Paxton had in a memo was information and innuendo that the Board had made their previous decision on, which is not necessarily factual.

Mr. T. read the following statement: First, I'd like to acknowledge and thank all of you for your years of dedicated service to our Fair family. However, I must strongly disagree with your recent termination letters to two longtime dedicated fair volunteers from their critical coordinator positions. Both coordinators received their letters without any warning of this impending action nor were they aware of any issues resulting from their leadership during last year's event. No aspects of the Fair are more critical that providing a safe, accessible water system and a centralized communication command center. Tim and Reese have provided their leadership to make these operations efficient and responsive to daily needs and they have provided professional direction during crises. They have been invaluable for decades, and have given their hearts and souls to the Fair.

Mr. T. continued: Both Tim and Reese have strong personalities, as do all of us who have stepped forward over the years to lead crews, etc. None of us have been immune to criticism, nor have we been without disagreements within our ranks or with management. Usually these have been resolved to the benefit of our event. Unfortunately, some issues have been taken personally and you, as a Board, have heard only part of the story and based your action on that limited perspective. Since the 2018 Fair, neither Tim nor Reese have had the opportunity to address potential issues with the Board.

Mr. T. added: Your recent action has promoted dissension, fear, and anger within both crews and throughout the Fair volunteer ranks. If you follow through on this, the consequences can be significant. Celebration of our 50th anniversary does not need this upheaval at this late date. Without repeating comments you've heard from others I encourage you to: rescind the February termination letters, let Tim and Reese lead Water Crew and Fair Central through the 50th Anniversary, and apologize to Tim and Reese for taking premature action at this late date without a proper, transparent hearing. If you still feel action is warranted after this year's event, then initiate an open, comprehensive review of issues related to their leadership in a timely manner shortly after the 50th.

Tim of Water Crew spoke to the letter he received that said the Board will take action to remove him. He did not understand why the decision was already made to remove him, and said he travelled 2,500 miles and did not understand the intent to push the decision out and wanted to deal with it now. He tried to find out what it is they have about him and sent an email to everyone, and all he got back was an email from Paxton that said they have lost all confidence and don't need to provide that information. Tim asked how they can lose confidence in him when every year he works to make sure everyone gets water, but a decision was already made that he did something egregious. He said he has only talked to two persons about his side of what happened, so how do any of the others know what happened? He asked, how far does the radius of the Code of Conduct extend and is it only during the Fair or all over Earth?

Tim said what he did was wrong and he admitted that. He agreed with George that there is a process, that he went through the process, and the process was that an individual

had a complaint, his co-coordinators spoke with some BUMs and he agreed that what he did was wrong. He said he went through the process and it was resolved, and that his BUMs talked with him so as far as he knew the process was done. Now it's a double jeopardy situation and the same for Reese. You don't know your own process and you don't even know what you are doing, unless the BUMs don't have authority. Tim said as far as he knows, the Board does not have all the facts, and you need to get all the facts before you act on them. He hopes his BUM, Brad, will tell the truth.

Tim added that if anyone talks to a BUM, the Board or Management, to make sure that you have somebody else with you because he does not trust them. He said everything about his story can be corroborated by his co-coordinators and crew and said people have probably heard lies. All he has to base it on was a rant from one of his crew members, and the slanderous things from Paxton, with multiple allegations that Tim put the Fair at liability. But every year Tim said he saves the Fair from liability by providing clean water. He agrees with George that the Board is responsible, but if at Thursday before Fair the waters tests don't come up clean, then George is not going to take the heat. Tim said he starts two months early to get his crew rallied up, to ensure things get set up, and that is not George's responsibility. What he is hearing is not making any sense to him.

Reese said she has already been through this once and is having a hard time being here again. She had Management show up at her house last year with a contract in hand. When she asked them why they came, they said they wanted to talk about things going forward. What she got was a manager telling her we could not have the "shit-show" she put on last year happening again. Reese does not think that is how we should be conducting ourselves. We went forward through mediation, she was given some tasks, and Charlie Z. said they don't have to look exactly like these things in the contract, which she did not sign but she did the tasks. Now, all of a sudden, she gets a letter signed by Board members saying that she is out. She called some of them up, said nobody answered their phones except George who said he did not need to tell her anything. She said she did not know what it was about, and said George's response was "oh, you know what this is about."

Reese restated she did not know what it was about and had not talked with anyone since Monday after the Fair. Here it is eight months later and she is about to be fired as though nothing she had done or attempted to do last year counted for anything. She said she was tired, running Fair Central is not an easy job, and there are a ton of you who want some piece of the action and need to be informed. All of that runs through her center, with four people answering seven different channels, five different telephones, sheriffs on the line, all those pagers. She dared anyone to remain calm through all of that and said if she yells it's only to get over the din inside Fair Central. So, she is sorry if she has upset a few and has also apologized to many in the times when she is losing her cookies over stuff. If you want somebody else to do it, go ahead. Any of you want that job? It is not easy. She finished with, "I just yelled at you!"

Theanna said that if she had no trust or respect for the effort the Board of Directors puts into this event, then she would not be here standing with these people and asking them to hear us. That is a gesture of faith on many of our parts. She lacks much of the content for this certain event but does not think much is needed to see the opinions and the voices of the Fair members whom you represent. Members could not make it more clear cut. Spirit's motion was an excellent first start toward establishing the policies and procedures that we need to go through as an organization when it comes to our coordinators. Theanna asked to give members, the CRG, Management and BUMs time to work with what the Board has

given them. Do not rush into this decision. You (the Board) asked us (members) to acknowledge the effort and asked us to trust you. She asked the Board to show that we can.

Mambo said while he is hearing some speak about Tim and Reese, what he is really hearing is the lack of due process. We don't even know if there is a process for progressive discipline because there has been a lack of process and he has not heard anybody go really far from that. He has not heard anybody targeting the Board members saying they are bad, and they are not thinking right. He is hearing impassioned pleas. Accusations get thrown out and become convictions. Nobody is targeting the Board, and if you feel that way then he feels for you. He is just not hearing that from his side.

Ichabod said he has been Reese's co-coordinator for 25 years and no one at the Fair has been yelled at more than him. For him, it has never been personal. It has always been about process or procedure or something else we disagree with. It's just Reese being Reese, and he can understand that and deal with it. It's not a big deal to him.

Arna said she wanted to speak to process. The Board has the opportunity to deal with this through the CRG and BUM community and do it in a better way. At this point there is no trust and you can see that. Let's do this in a different way that will develop more trust and not divide the Fair. You don't have to rush into this tonight, in two weeks or next month. Give yourself time to let the process work and develop. Kirk had it right; the motion you passed before can help you lead to this whole thing. Give yourselves time to figure it out.

Shelly spoke to the five newly elected Board members: We elected you to stop this from happening. She implored them to rescind the letters. Having general membership disagree with you is not harassing you, not bullying you and not attacking you. Disagreeing with you does not make this space unsafe. Shelly then said to the room: For people who are currently experiencing, or have experienced in the past discrimination, harassment and/or retaliation specifically related to your involvement with the OCF, we invite you to share your stories. You may simply want to be heard or you may be seeking help to remedy the situation. We are here, and we are actively collecting your stories. Please reach us at [toendureistoprevail@outlook.com](mailto:toendureistoprevail@outlook.com).

[Although this was not stated at the meeting, OCF staff believe it is important to state we have no knowledge or access to the email address that Shelly provided. We also cannot speak to information that is provided to that email staying confidential, nor is it an avenue to report misconduct to OCF. If you would like to report harassment, assault, retaliation and/or other misconduct related to the Fair, please call the office at (541) 343-4298 or email Crystalyn: [crystalyn@oregoncountryfair.org](mailto:crystalyn@oregoncountryfair.org).]

Renee read part of a written response regarding the letter Tim received from the Board: As Coordinators, we value, respect and understand the need for our Code of Conduct and Community Agreements, but where is the due process? Where are the protocols to be followed fairly, transparently and across the board, and not one-sided? It is appalling that a volunteer coordinator, especially one of a crew that is crucial to infrastructure and our event can be given an ultimatum by the President and Co-Vice Presidents to resign or be removed at the next BoD meeting (four months before our 50th Anniversary event) without any discussion with that person regarding the alleged repeated incidents that were undefined but referred to in the letter received. Where is the opportunity for mediation, restorative justice, or even a basic understanding of the situation at hand, not even a call from their BUM? In actuality, when we reached out to our BUM to discuss this, he was unaware of this letter to Tim. Who is making these decisions, without following our

grievance protocols? Who can say that without a vote of the active Board and membership input that someone would be removed as a Coordinator? It begs the question, what kind of community are we really? One without due process? One that discusses and decides votes and outcomes without care of membership input or consequence to our organization and event?

Renee continued: Regardless of what we are becoming, that letter [to Tim from the Board] comes with serious consequence. While we cannot speak to the specific allegations of this letter, as they are withheld and left undefined, we can speak to how they are handled. The ultimatum of resignation or the threat of removal of Tim Wolden as a Water Crew Coordinator violates the trust we place in our Board to have integrity and support for the volunteers. This action by the Board would completely undermine the responsibilities of Water Crew and ultimately the Fair event without enough time to prepare. It is beyond concerning. It essentially robs Water Crew of the opportunity to have Tim train someone to fill the giant void of information that would be created if Tim is removed before our 2019 event. There are many intricacies that he personally handles for multiple users of our water system at varying times of pre-Fair, as well as during the event. These have been only his responsibility for the past 30 years!

Renee concluded: He alone has these relationships and details, as they have organically grown over the years along with our system and our consumption of water. What is innate to him is unknown to any of us. We need a transition period. We cannot go into our 50th Fair ignorant of these details. We would be setting us up for failure. In decades past, we may have been able to struggle through it, but our consumption has outgrown that luxury. Any one of a number of potentially disastrous situations occur yearly, and it is Tim who is prepared to triage the situation and provide on-demand solutions any time of day or night. Without a training and transition period, it would be like severing an artery of OCF right before it tries to run a marathon!

Shannon said the Reese and Tim situations should be separated and not grouped. She does not think it is fair because they are two different situations. Smooshing them together is snowballing the blindness of how you deal with things anymore.

BOARD: George said he has listened to everything that has been said, he hears what is troubling to members, and can understand it to a large degree. He said nobody is being convicted here tonight and the final action to remove Tim and Reese has to happen by a majority of the vote of the Board in an open session. At that point you can say someone has been convicted, or someone has been acquitted. Most of what he has heard is that the Board is no longer credible because they don't have all the facts. Do you have all the facts? The decisions we have come to, asking for resignation and an open meeting, did not come easily. The Board members are just like you. We run booths, are volunteers, your coordinators and are your peers. If your peers get to a point where there is enough question about Reese and Tim continuing in their leadership roles as coordinators, then it should at least give you cause to stop and take a breath.

George said: We are not strangers, and coming to this decision is painful. We absolutely appreciate what Tim has done for clean water, and Reese for Fair Central. But we are saying at this juncture in history is these two folks have taken up a lot of bandwidth. From the time George has been on the Board, there have been conversations about dealing with both of them, coming up again and again. There are several page reports that came up at the Board retreat. There is no benefit to bring these things out in public and create shame towards these people, but to ignore it asks where is the consequence? We are asking they step

down from a leadership role for a while, for the best interest of the Fair. They are not being banned from Fair or their crew, or being told they cannot vote. Is this so bad and impossible to imagine? We responded and we want to hear their facts and move forward.

Spirit, addressing Reese and Tim said: She wanted to be clear that we don't want you to step down. You are integral to our community and it is crucial we have experience at Fair Central conducting emergency response and the experience necessary to handle our water system to keep us going and keep us save. Thank you for all you have done because it has been underestimated in this whole thing. One sentence in the letter the Board wrote says, "You have contributed a great deal to OCF over the years. The organization thanks you for your contributions." Both of you got the same two sentences. Spirit felt this is what lack of process and policy looks like. She believes the Board has lost their chance for credibility dealing with this situation because our duty of care to this organization is not just to one side of the story. Our duty is to the entire organization and to be an impartial Board taking information from both sides. That has not been done here and clearly, time and time again, George has mentioned that we are asking you to step down but we are not.

Spirit continued: Confidentiality becomes a secret when the Board makes decisions about volunteers without telling them what they did. We know there have been some past issues, and we know these two have not been talked to since Fair so they would have no other reason than to assume it had been resolved. Moving forward, maybe there would be more expectations. She said she presented an option for expectations to be clear moving forward. Spirit said Sue was right when she said we are not here to protect our friends. She acknowledged Reese was her friend and she needs to get to know Tim but knew that he put a wristband on last year and commended him for doing so. She has concerns with how the Board is conducting business for OCF through emotional situations. She does not think the Board is able to make necessary critical decisions because they are talking in circles at the executive sessions, and just hearing themselves talk is not OK. So, she will be supporting the motion for open meetings.

Spirit spoke to Katy and said with all due respect, you do not get to speak for the Board and let us know why this motion is being made. Somebody may have told you this motion was being made, but please don't speak for the Board.

Spirit said that information was requested by the two coordinators and was denied. False accusations were made. She appreciated what Jennifer said. The Board are the checks and balances and we need to be that. Spirit asked the Board to do something courageous and listen to the Fair family talking to them. Speaking directly to Board members, she said: This is really hard and you might piss off some Board members because that was not what was discussed. She said she did not know because she did not go to it, but that Board members have not done their homework and can't fix what was already done in closed sessions and then pretend to hear somebody out in two weeks. We've already been told the decision is made, so please have the courage to say "no" to this. Let the motion that just passed and process take hold. They [the two coordinators] are not a detriment to the Fair. They will save us if the stuff hits the fan. Please have the courage to say no and end this, and go through the proper process.

Spirit said she trusts the people in the CRG and Management to work together and make good policy. There are expectations that need to be adhered to. This [motion] needs to be dropped and we need to discuss what those expectations are with members. We need to have follow-up right after Fair, and if an incident happens, then the person should be spoken to at that time, not seven months later. She said it's hard for them all to be sitting up

front and apologizing to the coordinators for lack of process and policy and said that is why we are in this mess. Stop the insanity and have the courage to say no to this.

Aaron said she does not agree with George that “we” made a decision because she does not agree with him and there has not been an open session. She said there was a discussion but no decision was made. She said George’s implication that there was wrongdoing, while keeping the wrongdoing secret, is a manipulation of everybody involved. We can’t imply there is secretive information and use that to manipulate public opinion or the opinion of the rest of the Board. The idea that this next special meeting is where all the facts will be made public to everybody — why were the facts not made before? She is confused and does not understand it. She will vote against the motion and hopes the other Board members do, too. Give us an opportunity to go forward in a reasonable way with a process and policy that makes sense.

Paxton said we are following process that we have followed for at least 25 years in removing coordinators. As in the past, no coordinator has supported the Board’s actions. The decisions are not made in secret, they are made in open meetings. In general, we are extending this process to an open invitation to talk to the two coordinators. It’s a discussion and it may come up with a whole new plan. He supports the motion.

Diane said it is an opportunity for the Board to speak to Tim and Reese and hear them out to develop a process to move forward.

Lily said she absolutely needed more information to make her decision. At this time, she supports a meeting with Tim and Reese to explain the information the Board has and get a full picture. By allowing us to have more conversation and not ending this here tonight, we have the ability to make this a collaborative process. She said she presented the Board recently with five options, three of which were not termination. She would love to be able to work with the Board on some of those options and see if the coordinators could agree. The coordinators can help to make a working agreement to see how we can go forward. We need more time and the whole process has been unfortunate. The timeline has been crunched, it’s been unpalatable, and she has had sleepless nights. She wants more time to work with the coordinators so we can get to a collaborative place. The reason she can’t feel as impassioned as Spirit is because of some of the narrative she has heard about power differentials and the use of power. She wants the chance to talk to the coordinators about that and how it can be incorporated into an agreement. Coming together in two weeks could be really fruitful.

Peaches said she knew for a long time that we needed to talk to Tim and Reese, but having not sent the letter, did not feel she should contact them on her own to present what the complaints were, and she apologized for that. She thought it would be appropriate for the two coordinators to come and speak to all of them so questions could be asked and there could be a big conversation. Without that, she knew she could not make a decision. She did not support the letters going out and said there was a lot of discussion about different avenues they could take. She did not think a decision had been made and thought there would be some sort of inclusive process. Now that Spirit’s motion has passed and we have this opportunity where Management and the CRG are willing to work together to get this right, then there is no rush. She is grateful to the CRG and those willing to take the time to do this in an equitable way and be treated with respect. Obviously, things came to the Board that needed a response. It is so important to get this right and we should take more time to do this in a fair way. Maybe not everybody will be happy in the end, and it will be rough, but it is that important.

Spirit said it has been hard on all of them on both sides. We don't get to pretend to be transparent after not being transparent. We really don't need a motion to have a discussion and learn more about this. The two letters the coordinators received are identical, except for the names. She said since the Board did not follow what was said in the letter, it was already rescinded and tore her copy. She asked for a friendly amendment to sit together in two weeks and communicate the issues back and forth and get some clear expectations with the BUMs, the Operation Manger, and the Board. We set these expectations and moving forward we have a process that we will be following. The motion almost implied that a decision had already been made. She wants the motion taken away or a friendly amendment to have more discussion in two weeks about clear expectations and get us through the 50th. Let's try to make this a healing opportunity more than a damaging opportunity. We have our land and our hearts we need to be caring for. One way or another we are all grieving, whether it is the loss of our friends or family, or the loss of what we feel are our core values. We stand together or we fall apart. We have an opportunity to make this right. We can do some restorative justice with the coordinators and move forward.

Jon S. responded to a comment that Tim made, and said it would be his expectation that if the Board passes any motion for further discussion with the coordinators that we would pay for Tim's airfare and hopes the rest of the Board would also be supportive of that.

Jon S. said he has heard there is a continuing lack of trust with the Board. Some of that lack of trust had its origin into a decision the Board made last May that he personally would not have voted for concerning the removal of an employee. At the time the Board said that we couldn't talk about aspects of that decision. Now that it is public record, he wants to say that the complaint that was filed with the Bureau of Labor and Industries concerning termination was dismissed for lack of evidence. Anybody in this room can ask to see the record with the Bureau of Labor and Industries that contains the written record of that complaint and of the Fair's response to that complaint. It contains the information the Board was unable to share with members. He would hope that people take advantage of that, review it, and re-evaluate the issue of mistrust that arose because of the Board's inability to share that information.

Spirit offered a friendly amendment: Where the motion states "In the matter of the dismissal of coordinators Reese Prouty and Tim Wolden, the Board has sufficient cause under Article VII, section one of the Bylaws to consider dismissal of both of these individuals," she would like to take that out and replace it with "In the spirit of responsiveness to the concerns of some members, we are willing to offer both coordinators the opportunity to engage in a process with the Board. We understand and acknowledge the need for transparency of process. So, it is moved that the Board of Directors will extend the following offer to coordinators Reese Prouty and Tim Wolden in accordance with Article VIII, section nine of the Bylaws: The Board will meet in a closed session March 18, 2019, from 5-7 pm and invites the coordinators to attend for 50 minutes each in order to discuss with them the expectations for the 2019 Fair which will also include a date for follow-up to discuss the future of our volunteer relationship with the Board."

George did not accept the friendly amendment.

**Spirit moved and Aaron seconded to amend the motion, as previously stated by Spirit.**

MEMBERS: Theanna strongly encouraged all of the Board members to consider the effort that Spirit and other members of this organization are trying to put into clarifying the

process. This is not us trying to force any action on the Board regarding whether or not these coordinators will be dismissed or their future relationship. This is trying to provide you with the opportunity, without committing to one course of action, to discuss the facts openly. We are not saying you have to make one decision on one way or another regarding their futures. We are simply asking that you give them the opportunity to speak and you do not force yourselves into a corner which suggests one course of action over the other. Allow us the time to make this work, please.

Somerfield said a big part of the miscommunication about a lot of this is you saying we don't have all of the information and we feel rushed. He said we all think it feels rushed and hasn't been brought through a process. We need more time to deal with this situation properly. We are all on the same team and we don't need to fight about that. If we start out with the letter and that is the foundation of this, it doesn't seem like the intention is to resolve it. He's not saying the resolution ends with them keeping their jobs, the resolution ends with us establishing a process that can guide us in the future and hopefully we can do that. If that is what you are saying by let's meet in two weeks, that's great. But if it starts with the letter, that is not where we are at. A letter was sent representing all of you as the Board of Directors, saying they would be fired if they did not resign, and you did not even discuss that. He appreciates what is being done and hope the letter is not a foundation for moving forward.

Super Dave said good leaders finds themselves in trouble often. The people that need volunteers like this, they are going to find themselves in trouble. They have to do what they've got to do. They are not putting anybody at risk and are not putting anybody's safety second. They are good leaders. This is our 50th and it would be really challenging to start fresh this close to the game, actually have a good time and ensure that our customers have a good time and not feel this energy.

Fire Dic said the issue at hand is that the well is still poisoned. You can't get away from the first letter that came out. You have to take into account, with all that has gone on, their position that you are asking them to take the next two weeks of their life to try and prepare a defense when we don't even know the accusations. In a volunteer position, a lot of people would just give up. Nobody said they never did anything wrong. They have been around too long to not have done something wrong, and it has been addressed with people talking to people. You can't wait this long for timeliness to handle something. The normal process is to turn it over to a supervisory role where the BUMs and CRG work with them to have clear expectations and an agreement.

A member wanted to point out that we just had a snowstorm and our site is a mess. Who knows what has happened to our water system during the storm. It's going to be Tim and his crew to fix that. If you make him leave before the 50th, it's going to take all hands on deck to clean up site and get us ready. You just can't do this.

Jon P. has concerns about the closed session aspect of it whether you are talking about the amendment or motion itself for the reasons he mentioned earlier because we have seen it so often that closed sessions move done deals. He thinks the motion or amendment should be crafted to say you will utilize any private time to work together with the people involved and not take any action of any kind, or that you won't take action in closed sessions. He encourages working on the restorative part of Spirit's motion and carry it out that way.

Chewie urged the Board to back off and let this go. The 50th anniversary is coming up. He's known Tim Wolden and Reese Prouty for years and doesn't think they could be

anything less than any of us. We all have our mis-steps. Doing this is wrong and he is absolutely not going to be OK with it. He said it was disgusting, and even more disgusting that we are here at 11:30 pm.

Fire Cat Tom said as a volunteer firefighter, things happen and people die, firefighters get sued, but he knows Lane Fire authority has his back, will cover him, provide lawyers and do what it takes to care of him. He does not feel OCF is taking care of Tim and Reese. He feels afraid to do his job the way he has done his job at the Fair for 20 years in this environment. He is really upset with the way Reese and Tim are being treated and thinks we need a better process. We are on a path to that process with Spirit's motion.

Arna thinks the meeting in two weeks should be skipped and totally forget it. Move on with the process with the BUMs and CRG, and work with it that way. You don't have to have a meeting in two weeks.

Thomas said obviously there are members on the Board who are trying to be pragmatic in what they are thinking about, even down to the amount of donations. It's going to be hard to have a fiscally sound Fair when you are taxing people right before Fair and giving everybody else time to prepare. He does not know what his own crew will do without leadership and doesn't know if it has been thought about who will fill that void. If you are worried about the amount of donations, why are you offering a plane ticket and jeopardizing the actual event which is where everyone earns their money?

Ryan said many of us spend a lot of money as volunteers to come to this event every summer. That is a different level of dedication. Can somebody who makes a lot of money at the Fair truly understand what it takes to be a volunteer, who gives up their job and their money, possibly mortgage payments, to come be with the family they love?

Reese said she has done this before and it is hard. She does not want to come back in two weeks and kick the can around some more. She was prepared to give off a lot of work to Kelly, because that is what was asked of her. Reese has not even begun to prep Kelly for what she needs to do. At this point, you just voted Kelly in to do this job and she is sitting in Bali questioning if she wants to do this if Reese is not there. Reese is tired and her head hurts over this. She has done as best she can, and if it's not good enough she does not know what to tell us. She has been put through the ringer and can't imagine going through it again. She wants membership to be with her, saying she does not feel comfortable or safe with the Board.

Tim said wants the letter rescinded since the Board was not dismissing him as the letter stated, and said he has other plans in two weeks. He is happy to work with the CRG and hopes the Board will accept the CRG being a moderator. In regard to saying he has multiple violations of the Code of Conduct, he never received any notice of such and wants the Board to know he cannot be back on March 18.

BOARD: Spirit reiterated her motion was for the coordinators to attend for 50 minutes each to discuss expectations for the 2019 Fair and include a date for follow-up. Maybe it doesn't have to be that date, and we could work that out. It would be that we are not discussing dismissal anymore, that we will get through this Fair and focus on healing of the heart and our peach. This is a vocal minority, but there is a vocal majority out there if given the chance, and she does not want to see it come to that. She wants everyone to see this as an opportunity to bring in the coordinators, hear the issues, and set expectations. This is opportunity instead of creating more damage. We can go through process with the CRG if necessary, and Management working with them. Let's do this right.

Lily mentioned before that she had made five different proposals to the Board that were shades along the spectrum of how this decision could end up. She said she thinks Spirit's proposal speaks to option number five which reads: "We could choose not to remove the coordinators, but allow them to work in their roles as coordinators for 2019. For this to be successful, it would need to include a crystal-clear, iron clad contract guiding behavior, expectations and deliverables related to the issues that were presented to the Board as ground for embarking on this journey together. This would be a collaborative yet binding agreement and not up for negotiation." Lily said she was trying for an agreement where we can move forward together and collaborate to create a set of expectations in both directions. Every one of these entities needs to acknowledge that we did not get the process right, we all have something to add, and we all have something to repair. This has the potential to help us make a collaborative process going forward. Even if it doesn't end up being the thing that is codified in the CRG process for all future coordinators, it can speak to Tim, Reese and this Board how we can get through this and move on through the 50th.

Lisa said the original motion as written is consistent with our Bylaws. We can take no action in a closed session. So how would we come to some sort of agreement about what the course of action is if we don't have an open session?

Lily suggested coming together in a task force that includes the Board, members, certain coordinators and BUMs, and the outcome of that task force meeting would be what is moved forward.

Spirit said her motion would not be to take action for dismissal, it would be a discussion with expectations moving forward. Crystalyn asked if the expectations would be decided by the Board.

Diane asked if Spirit's motion allowed for addressing the issues that brought us to this point. Spirit said she hoped so, because that would be clarifying the expectations and the closed session would be for discussion. Spirit said the last closed session resulted in the letters and is more of an action that what her motion intended.

George said the letters clearly stated that an action would be taken and is moving in that direction. His concern is Spirit's motion is that it indicates there is no cause for action, but he said there needs to be action.

Lisa said the original motion did not specify what the outcome would be. It does leave it open, and the way it is written is consistent with our Bylaws following a codified process which is what everyone has been asking for. The motion does not specify there will be action or dismissal. The intent is to offer the opportunity for Reese and Tim to meet with the Board.

Jon S. said the original motion that is trying to be amended does not say what the actual action is the Board might take. A possible action the Board could take could be the exact thing Spirit is advocating, and her motion is saying that is the only action the Board could take. There are some Board members who feel that removal is the proper action. He does not want to have the meeting in a way with only one possible outcome. With Spirit's motion to amend, the only possible outcome is the one she is presenting. There could be other possible outcomes of which removal could be one, but there could be other outcomes besides removal. The motion as originally written does not preclude the outcome Spirit is seeking.

Paxton said he will vote against the amendment because he agrees with Jon S. and think it limits us. He likes the ability to sit and talk and try to figure out what we can do, and the original motion gives us that opportunity.

Aaron said the amended motion is not predisposing us to terminate and would like to work something out to allow the coordinators keeping their jobs and make clear expectations that are agreed on by everyone for the future. If those things are not adhered to, then we discuss termination. Right now, we are discussing having a conversation that is open and clear with everybody understanding the expectations. We are not discussing termination in this amendment, and that is the way to go forward.

Justin said he agrees the amendment puts the Board in a decision to move forward with a potential agreement. What he liked about the feedback since the letters went out was that they did create an opportunity to listen and hopefully find the ability to take in some more information. He thought that was a pivot from when the letters were sent, and to have more discussion to get questions answered. Going back to other Board member's conversations, we wouldn't be here if we didn't think it was a concern of the majority of this Board. He could see from the member feedback that most of the members are not in agreement. His hope of the Board meeting was to go deeper into conversation and not be predisposed, and that is what was talked about. He thinks there is an open opportunity with the original motion to have a conversation that might lead to a different result. That is based on the information received and the direct question that this Board and BUMs would have chance to do a deeper dive into a direct conversation with the individuals. There has been no conversation with Tim, but there was a conversation with Reese last year. Justin hopes there are some questions that can really be asked of Reese about prior agreements and if she fulfilled those agreements. Those are questions he wants to ask and clarify. By having this closed discussion opportunity and then an open meeting was a forum so members could see what came out of it, he is still a proponent of that process. He feels the amendment strips the Board of having that conversation in a real format and supports the original motion.

Spirit said if she believed that a decision had not already been made by the majority of this Board then she would not have made the amendment. When she says they will sit and talk about expectations without having the threat of dismissal over their heads, she said what happened last year with Reese led to a very contentious Fair. With that hanging over your head, you can in no way have a safe discussion and kind of agreement. Her motion changes it so that the threat is not over their heads, with expectations and a follow-up date. She said to be real, Management did not do their end of it, but we are not having that discussion. She hopes we can have an agreement on both sides so we are making a well-rounded decision with some critical thinking going on without a cloud of darkness over our heads.

Peaches is still in favor of a process with CRG and BUMs, with expectations laid out where it can be worked out together. It would be on ongoing task force where we can follow up if the expectations are not met. There would be benchmarks that all have agreed on and we will live up to. She wants to see how the work on this would be evaluated.

**Motion to amend the original motion did not pass: 4-5-1; Diane, George, Justin, Paxton, and Lisa opposed. Laurel abstained.**

In regard to the original motion, Jon S. asked George if the date and time of the meeting could be negotiable. Jon S. said since Tim would not be able to attend on the specific date and the motion states it is non-negotiable, could that be taken out if Tim is willing to meet another time.

George said he thought it was critical to move expeditiously, and the date was chosen because of the significant change coming with the Board moving from operations to governance in April. He said this seems to meet the requirements of that notice.

Jon S. asked if George would accept a friendly amendment that the date is negotiable within the month of March. George agreed.

**Motion failed as amended: 6-4; Peaches, Spirit, Aaron and Lily opposed.**

**Aaron moved and Spirit seconded to table the rest of the agenda until the next Board meeting.**

**Motion passed: 10-0.**

**Draft Agenda for April 1, 2019, Board Meeting  
7 pm at NW Youth Corps, Columbia Room:**

Approve March 4, 2019, Board meeting minutes

Personnel Policy Committee — Jon S.

Membership Input in Committee Business — Jon S.

Board Committee Best Practices — Peaches

Membership Involvement — Aaron

Appoint Breeze Powell Spivey as Co-coordinator to Xavanadu Movement Team —

Lily

Appoint Jill Heiman Vision Fund Allocations Committee members: Aimee Fischer, Suzi Prozanski, Richie Weinman, norma sax, and Jeya Aerenzen — Laurel B.

Appoint Dave Villalobos to the Peach Power Committee — Peaches

Appoint Katy Parker as Booth Registration Coordinator — Justin

Extend Board authority past April 1, 2019 — Aaron

Transparent open meeting laws — Aaron

Closed session recordings and minutes — Aaron

Board legal representation — Spirit

Create Task Force regarding Code of Conduct — Aaron

Rights of the Board to potentially suspend a Board member — Spirit

Logo Jury (Board to vote on logo items from crafters) — Justin