

Board of Directors Meeting
November 4, 2019
7 pm, NW Youth Corps, Columbia Room
(subject to approval by the Board at the December 2, 2019 meeting)

Board Directors present: Aaron Kenton, Cynthia “Peaches” Peachey, Diane Albino, George Braddock (Vice President), Jack Makarchek (President, alternate), Jon Silvermoon, Justin Honea, Lily Harmon-Gross, Lisa Parker, Paxton Hoag, and Spirit Leatherwood. **Board Officers present:** Hilary Anthony, Kimberly “Kimmo” Howard, and Lynda Gingerich. **Staff present:** Shane Harvey, Stephanie Talbott, and Wally Bomgaars; plus 30 members and guests. Sam Rutledge facilitated the meeting.

This Board of Directors meeting is being videotaped and will be available to the Fair family on the OCF YouTube channel for those wanting to watch the proceedings here tonight. To get links for this and all Board meetings, go to the Board section of oregoncountryfair.net and click on “Sign up to receive videos of monthly Board meetings.” Please note, Board meetings held at the OCF site are not live-streamed due to intermittent access to the internet. Thank you, Sean Bonsell, for recording the meeting.

The following items were removed from old business:

OCF Organizational Chart — Lily

Anti-harassment policy, directing Wally to work with HR — Spirit

Create new budget line item for carbon neutrality project — Peaches

Consideration of Commemorative Sales recommendations — Peaches

The following item was tabled from old business:

Closed session recording and minutes — Aaron

Jon S. suggested moving new business to before the Consent Calendar items so that the incoming Board members have an opportunity to put new business on the agenda.

Old Business

Lily moved and Spirit seconded to approve the September 9, 2019, Board meeting minutes.

BOARD: Jon S. said there was some discussion about the original motion that had Aaron’s name in it. The Recording Secretary, after looking at it, substituted the word “you.” Jon S. would like to add in parentheses after the word “you” substitute “(referring to Aaron)” because that is the individual he was referring to when he said “you.” Jon S. wants to make sure there is clarity as to the intent of what he said in the minutes. He offered a friendly amendment to the maker of the motion.

Facilitator Sam said he understood the process of the minutes is the responsibility of the Recording Secretary, and the Board then approves them. It would seem to make a change to the minutes you would need to ask the Recording Secretary, and then ask the maker of the motion.

Lily said she was OK checking with the Recording Secretary. Spirit was not OK because the minutes state what Jon S. said, with his intent being printed in the minutes. So, the friendly amendment failed.

Paxton pointed out that what is actually being asked for was printed as a correction in the September minutes. So, if the Board adopts that correction, the September minutes will be adopted as Jon asked in the October minutes.

Kimmo clarified the Board did not approve the September meeting minutes at the October meeting because she was asked to go back and review them by Aaron. Once reviewed, Kimmo changed the September minutes to exactly what was said. She understands what Jon is saying about what he meant, but at this point the minutes do read exactly what was said. This conversation right now will be reflected in the November meeting minutes as to what Jon's intention was, in the hope that will be enough for the Board to approve the September minutes.

Aaron thanked Kimmo, because she did make the request for her to review it and appreciated that Kimmo did that. There were several members of the audience and the Board that Aaron talked to about this, and what Jon's intentions may have been weren't clear. Many people felt it was a general "you" statement, as well. Aaron has no objection to putting this conversation in the minutes, but would object to retroactively changing it back to something that is not verbatim.

Jon S. said as long as the minutes reflect that was what the intent of what he was going to say, that is fine with him. He is just tired of people attributing intent to things that other people say.

Motion passed: 8-0-2. Jon S. and Justin abstained.

Paxton moved and Lily seconded to approve the October 7, 2019, Board meeting minutes.

Motion passed: 10-0.

Jack moved and Diane seconded to approve the October 2019 OCF Board Election results.

Membership Secretary Heidi said she has copies of the elections report, and suggested discussion be after the consent calendar. She noted the Board has already seen the report.

BOARD: Jon S. said it has been an honor to serve on the Board the last six years. He is not sure what he is going to do with the 500 hours that have been freed up for him now on an annual basis. He wanted to thank Justin and Diane for also serving. He wanted to particularly thank them for voting these last two years in the best interest of the Fair knowing that, especially given the results of last year's election, that this outcome might have been what they might have expected.

Jon S. expressed concerns about the election process last year, and he still has those concerns. He is saddened by the way that our body politic has become so personalized and that we are discussing not what the issues are, or how to move forward. He said we spend more time discussing and ascribing negative intent to people, and presenting narratives that support a particular viewpoint rather than trying to present a narrative that reflects the totality of what went on. There have been personal attacks on the integrity and honesty of individuals running for the Board. He hopes the Fair family looks at itself and changes its ways.

Diane thanked everybody she has ever served with on the Board, longer than she will admit. She especially wanted to thank Jack and Hilary for being such solid people to keep this Board on track and grounded.

Justin joked he did not think it would be hard for him to figure out what to do with his extra 500 hours. It has been an honor for him to serve on this Board. He also leaves with concern for the organization and the Board as a body. He wishes the Board luck but does not know if the collection as a Board ultimately will bring us closer, but may be potentially more divisive. But he thinks that is the path we are on, and we need to find a way to get off that.

As we look forward to the future, Justin hopes we can put those things aside and find where our common ground lies. Right now, we still seem to be in the throes of divisiveness and political action groups to the detriment of this organization. Hopefully, we can get that figured out and this Board can work together. Justin knows there is a very strong work plan ahead and a lot of things on the Board's agenda this year and he wishes them the best. We all have other things we do within the organization, and he intends to continue his focus on those.

Spirit wanted to shift the energy and expressed she is committed to healing the divide and bridging the gap. She is very hopeful moving forward and wanted to welcome the new Board members with open arms. Spirit is very excited about the next chapter in our organization.

Lisa P. thanked Diane, Justin and Jon S. for their service on the Board.

Paxton also appreciates working with the outgoing Board members, said they have been great and thanked them.

Motion passed: 10-0.

Introduction to the new Board of Directors:

Aaron Kenton, Cynthia "Peaches" Peachey, George Braddock, Jack Makarchek (alternate), Lily Harmon-Gross, Lisa Cooley, Lisa Parker, Palmer Parker (alternate) Paxton Hoag, Sandra Bauer, Spirit Leatherwood, and Sue Theolass.

Consent Calendar / Donations

The Board members reviewed the following donation requests: \$2,000 for Friends of Buford Park and Mt. Pisgah, \$1,000 for Mid Lane Care SANTA Project, \$2,000 for Whitaker Community Dinners, and \$900 for Indian Cultural Organization and Winnemem Wintu Tribe.

BOARD: Lisa P. noted Whiteaker Community Dinners is a recurring donation each year. Those funds are used to distribute socks and blankets at the annual Thanksgiving dinner.

Sue suggested reducing the requested amounts for Friends of Buford Park and Mt. Pisgah and Mid Lane Care SANTA Project by 10 percent.

Peaches said the Board has \$745 left in its 2019 budget for donations. She suggested all requests over \$1,000 be reduced by 10 percent, which would result in the Board budget going over by \$4,655.

Sue said she thought recurring donations were treated differently, such as Whiteaker Community Dinners and Stepping Stones Magazine.

Hilary clarified that was the intent, but that budget has already been spent. The combination of recurring and other donations was a budget total of \$25,000 and we have currently spent \$24,255. She said the Board has the authority to go over or change the budget.

Sue said she does not want to reduce the amount for Whiteaker Community Dinners because we have had a long history with them, and there are people who rely on that. She does not want us to let them down.

The Board members approved the following donation amounts: \$1,800 for Friends of Buford Park and Mt. Pisgah, \$900 for Mid Lane Care SANTA Project, \$2,000 for Whiteaker Community Dinners, and \$900 for Indian Cultural Organization and Winnemem Wintu Tribe.

Old Business – Selection of Officers

Spirit moved and Aaron seconded to appoint Jack Makarchek as President One and Lily Harmon-Gross as President Two.

MEMBERS: Arna asked what that means.

BOARD: Spirit said she supports this while Jack is on the Board, as we don't know if he will run for the Board again. She thinks Jack's institutional knowledge is valuable and would love to see Lily in the position of president. Spirit thinks it would behoove Lily to be under the guidance of Jack while he is an elected Board member, that it is wise, and exciting to consider this option.

MEMBERS: Arna asked if that meant they were co-presidents working together as president, or is Jack the president mentoring Lily.

BOARD: Aaron said they would both be presidents, and the final buck-stopper would be Jack. Lily would have presidential duties, as well.

MEMBERS: Jen-Lin said Lily has a lot of skill, however this is only her second year on the Board. She believes the office of the president requires someone with great depth and breadth of knowledge, and there is nothing to preclude anyone from picking Jack's brain or learning what he does and how things are done. Jen-Lin thinks it's best to keep a president and vice president, and is not sure how a co-president would serve us well.

Chewie said Jack serving in an advisory position as vice president and Lily taking over the reigns as president is better, especially since Jack said last year that he was not going to do this again. He told the entire Board and therefore the membership that because the Board represents the membership. Chewie has a very hard time with this, that Jack is even going to be considered for president after he told the Board he wouldn't do this again.

Judy asked what the point of a co-president would be, since we have a president and vice president. She thinks Jack has done an exceptional job for years as president and she'd like to see him remain.

Martha thinks this is a wonderful nomination. Jack has years of institutional knowledge, but Lily is a true leader with her many skills and abilities. The combination of older and younger, new and old cross-working together will serve the Board very well.

Wren feels supportive of both Jack and Lily, and likes the leadership qualities of both. He wants to understand how president two is different than being a vice president. If there are two presidents will there also be a vice president? How will their roles be different?

Jon S. said he thinks most know his opinion on this already. But for the record, if Jack is going to be the buck stopper, basically Jack is going to decide what duties, if any, Lily is going to carry out. In essence, that is the set up of what the vice president is. The president assigns to the vice president, delegates authority and duties as the president sees fit.

Jon S. thinks this is a semantic game that's being played here, and situations change. Whatever was said or whatever was thought to be understood a year ago, situations change and circumstances change. He has no qualms with Jack continuing in the president role, irrespective of whatever was said last year. He does not think a previous Board can dictate to a new Board how it's going to select its officers. If this new Board wants to select Jack as the president, then it is perfectly within the new Board's rights to do so.

Bryon said Jack's institutional knowledge of the presidency and the Board is invaluable. He would rather see Lily as the buckstopper and Jack giving her advice on what to do, guiding her and being her mentor. If we are going to change the presidency over, with all due respect to Jack and appreciation, Bryon believes Jack said last year he was going to step down. Bryon doesn't think it matters what the Board has to say, and thinks it's a personal decision that Jack made and wants Jack to stick to what he said.

Arna said she trusts that this would be a collaborative presidency with the two of them. Even though Jack may be the buckstopper, she hopes that won't be necessary very often and that they would work together on decisions. A collaborative presidency can be very valuable for the organization, and would give Lily great training for the future. That is different than being president and vice president.

FireDIC said it also makes sense to train someone new while Jack is still here, with Jack saying he wasn't going to do it again and while there is still time. We have heard good arguments for doing whatever the heck the Board is going to do, and whatever arrangement is chosen, FireDIC hopes the most important thing is that it be positive.

Brad likes the organizational symmetry, and remembers when Daniel Dillon and Jack were co-presidents. He thought it was a good transition from Daniel to Jack. With Daniel's recent passing, the transition from Jack to Lily sounds sweet and rings of collaboration. It's the Board's job to lead with collaboration, and this is a good way to start it.

BOARD: Spirit said they have not fully defined president one and two, except for some discussion. She sees president one as the buckstopper in the case of a serious emergency. Spirit believes in the collaborative nature of Lily so much that she thinks it would be different than what she has heard about some heads knocking when there was a co-presidency in the past. She does not see this as a competitive pairing.

Spirit thinks Lily as a president, along with Jack, gets that very close-up and personal idea of "this is what a president does," and is not sure how much the vice president the past couple years has been groomed to be president. She is hoping this is something where there is actually some serious grooming going on. As we have seen, Lily is dedicated to learning, absorbing, and processing and she thinks things through. Spirit believes in Lily's leadership.

The reason Spirit does not want to see Lily in the vice president role is because the bylaws do not define what the vice president does, where the president's role is defined as the principal executive officer of the Fair. Spirit said it states for vice president: in the event of the death of the president, the vice president shall become President for the unexpired production of the annual Fair event.

Secretary note - the OCF Bylaws Article IX, sections five and six read as follows:

5. President. The President shall be the principal executive officer of the Fair, subject to the control of the directors. (S)He shall, when present, preside at meetings of the members, or make

provision for a facilitator to preside at said meetings. The President may sign, with the Secretary or Treasurer, or any other person so authorized by the Board of Directors, certificates for memberships, deeds, mortgages, contracts or other instruments which the Directors have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President. In the event of the death of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall have all the authority and powers of the President during any period of time that the Board determines the President is incapacitated.

Spirit said it doesn't define what the vice president's role could be, and we have never fully done that. Last year there was some delineation of roles. Spirit is not comfortable with just Jack as president this year because she is ready to see some succession. She wants some one-on-one, up-close, personal grooming and that is why she is supporting this pairing. It would be a great thing for this organization, and she knows both of them can do it.

George does not support this motion and does not understand how a president one and president two would be structured. It is not something that has been explored, and there is a lack of definition as to how those responsibilities would be sorted out. It adds complexity to the immediate point of contact between our new Executive Director and the Board. Traditionally, that arrangement between the Chair and ED are the primary points of contact and the way communication takes place. You add another player in there, and that can get confusing.

George also has trouble with this new Board deciding about what the next Board would do in selecting a president. He does not know if they are in a position of naming their apparent heir to the presidency in the future year. He also does not understand why the active role of vice president doesn't satisfy all of the issues at hand. The VP is certainly in close proximity to the president, can learn from them, and the president can assign duties and responsibilities to the VP.

This last year George was the VP and worked on Jack's behalf on the ED search, and also as part of the onboarding committee with the ED. He feels he learned a lot in that position and does not understand why it is any different. In fact, during this recent retreat, Lily didn't actually understand the difference either. She was willing to accept either role, and was willing to be president two or act as VP to meet a desired end, which is learning, growing within the organization, and preparing herself potentially for a run for president in the next year or so. George agrees with Jon S. that there is a semantics thing going on here that he does not completely understand. So, he is not in favor of this and will not vote for it.

Aaron said we are supposed to be a collaborative organization, and we are trying to move toward being that, being more open to people's ideas, their ideals and their concepts, from the membership as well as among the Board. To Aaron, Lily and Jack could do a good job together. She also believes that more than one person's ideas are always good. They are going to learn while they are working together. Jack is going to learn from his relationship with Lily, and Lily is going to learn from her relationship with Jack.

Aaron said the VP position is important to maintain. It is very limited in its scope in the bylaws. Our bylaws intentionally allowed for co-officers in all positions, so someone at some point felt that maybe collaboration was a good idea, besides just us. She does not think the idea that Lily is going to be learning a lot does not mean that she may be the only person for president next year. We are not trying to set something up for future years and we are

still going to appoint officers next year from among the Board just like we have in the past. Even if Lily decides she does not want to be president, she will have this fountain of knowledge she did not have before from working with Jack that will be great for her in her life, whether she stays on the Board or goes on to do other things. Aaron sees nothing but positive potential out of this and will support this motion.

To Spirit, this is a compromise because she believes in the honor of our word and she agreed with what she heard last year. She feels she is compromising here. In hearing what others have said, Spirit feels she was told what she wanted to hear last year in order to vote for Jack as president. We are trying to move on, but we seem to want to also hold on to the same old guard, for lack of a better term, as we make this evolution forward.

Spirit thinks we need to have courage, and if we talk about change, it's time to make the change. To her, this is actually a baby step toward that change, where she was ready for a bigger change, and was ready for Lily to take the reigns here, on her own. For Spirit, this is a compromise. She thinks it can be very difficult to delineate if there isn't collaboration, but she believes in the ability of both of them to collaborate, and that Jack is not going to be holding back information knowing that Lily is so eager for that learning. This is reflective of our organization moving forward in a positive direction and reflective of the succession that we all keep talking about which we don't seem to be putting any energy toward. The Board has an opportunity here to model that succession and Spirit thinks this is a great way to do it. It is such an awesome opportunity for mentorship and dual partnership.

Lily thanked the Board and officers for her nomination in this position. She thinks it speaks to the trust they have in her, and her ability to learn a new role she has not had before. Lily is excited to accept this nomination, excited to go forward in collaboration with Jack and to be mentored by him while he is still on the Board. But to be clear, this is not a co-presidency. It would be a president one and president two, and that is something that we haven't worked out because we were not able to decide until right here tonight.

Lily does not know how it will look, and it will probably be difficult. She thinks the tried and true way to do this is a president and VP, but also thinks there is something a little bit more elegant. There are things the president does where the VP is not included. Even though the president/VP relationship exists in organizations, universities and governments around the world and is well established, and still fits this organization, going forward Lily thinks we will need to create something new. She is committed to figuring out a way to do that with Jack. If it is not completely equal collaboration, we can still find a way that it is fair.

Lily is excited to learn from this vast depth of knowledge that Jack has. If this does not work out, there are other things we can figure out that will work. She is willing to be VP and also willing to be co-president and be more equal. Lily wants to be clear that we have a lot of leg work to do about what president one and president two mean if this is approved tonight. She is willing to commit to coming back with a plan. Regardless, she is willing to serve as asked by the Board, willing to work with Jack, and excited about what this may mean.

Sandra thinks this is in the best interest of the organization at this time, and with this configuration. We did a lot of talking about it and it was a big step to take. We went around, and around and we finally decided this was a good pairing that could happen. We got buy-in, not complete for sure. Sandra knows going forward that Lily will have to earn her place, whatever that happens to be in the future, and that she can do it. Everybody is committed to make it work. Sandra is in support of this motion.

Paxton was on the Board when Daniel and Jack worked together as president, and is not sure that it worked well. It was a rather messy transition in reality. As a result of that, he thinks we need one single president, and does not like the concept of co-sharing it. VP is the path to the presidency in the long run, and he does not think this structure of two presidents is actually good for the Fair.

Motion failed: 6-4; Sue, George, Paxton and Lisa P. opposed.

Spirit moved and Aaron seconded for the Board to have a closed session.

BOARD: Aaron said there were a lot of conversations the past weekend that were somewhat personal and confidential. She thinks the Board needs to go into a closed session to get back to what we are doing here. Aaron does not know what else to do.

Spirit said she would prefer to do this as a new Board, and thinks that it is fair to the new Board members as well. Spirit thinks it is fair to her, to be selfish.

MEMBERS: Martha so opposes this. In Sandra's comment, she used the phrase "we decided." No decisions should be made by this Board except in an open meeting. Why in the world would you go into a closed session? You talked about it for hours. Having the discussion here in front of us is how transparency works. Martha is appalled at the idea that the Board would go into a closed session.

Jon S. said were the Board to go into a closed session with less than seven days' notice requires by the bylaws a unanimous decision of the Board.

Arna knows the things being discussed are hard personally, but this is transparency and she has been arguing for the Board to be more transparent in what they do. She understands it is difficult for the Board and anybody being talked about, but it is what you sign on for when you sign on to the Board. Arna prefers the Board do this publicly.

Brad asked if the Board has ever gone into a closed session during an open session.

Jack said it happened in the Kesey Wild West, during the co-presidency.

Kirk said he was surprised by this, especially since the Board just came from a retreat. It charges him with the idea that according to the bylaws, in order to be a director, you have to be 18 years old, and accept our bylaws and our guidelines. When Kirk became a Board member, it was very sobering for him to realize that his vote was not actually about him, his constituency, or who voted him in, it is to the organization. The bottom line, by law, is we have to have bylaws and order. That means you have a job to do. Whether you like the answer, or don't like the answer and wishes it was different, you have got to come to an answer or it will happen on its own because we have to have officers. Kirk is shocked, and expressed each Board member's job is for the organization.

Wren asked what happens if this does not get agreed to tonight.

BOARD: Lily suggested the motion be called to a vote, since the Board would have to decide unanimously to go into a closed session.

Motion failed: 0-6-4; Sue, George, Paxton, Lisa P., Peaches and Lily opposed; Lisa C., Sandra, Spirit and Aaron abstained.

George moved and Paxton seconded to appoint Jack Makarchek as President.

MEMBERS: FireDIC said he empathizes with the desire to try and go back to a private conversation held at the retreat, but there was a long conversation and you couldn't come to an agreement. Now is the time to try and build some bridges to get to seven. He thinks going from trying to do a compromise solution to going to just one camp and running that motion through is not responsible, and it's not going to bring the Board together.

FireDIC thinks if most of the Board wants to pick new leadership and trusting there will be cooperation to mentor that person from the experienced individual who is still going to be here, then pick Lily as President One and Jack can guide her and teach her how to do her new job. If it's time for change, then choose the change. One way or another, in an open session, the Board is going to have to come to an agreement to get to seven. Going into corners and picking positions at polar ends is not going to get you there.

Jon S. suspects that there is general agreement among all 10 Board members, plus the alternates, that Lily ought to be an officer. He thinks the disagreement here is which officer. He suspects the four who voted against the dual position with Lily in position two probably would be fine with voting for Lily to be the VP. Again, it's all semantics and he thinks it would accomplish the same thing. Jon S. is in support of Jack continuing and he suspects that if the Board can't agree then Jack continues as President since he was the one that was appointed previously. He is not sure, and is not an attorney to interpret the bylaws.

Jon P. recalled Jack saying he was not going to run again, and he thinks it was discussed in the motion of that meeting. So, he took it as something that was said to the membership as well as the Board. Be that as it may, he thinks the organization needs to make some change and move forward. To that end, if we are not going to have a Co-President, which he thought was a stellar idea, then he would prefer Lily to be the President and Jack be the VP where Jack can help Lily and mentor her.

Bryon was disappointed the Co-President vote was six to four, and yet the crowd here is urging the six people to change their mind instead of the four. He would like to hear what Jack has to say about all of this.

Dean said he heard Lily accept the nomination but has not heard yet from Jack.

BOARD: Jack said he came up with the idea for Co-Presidents at the Board retreat session.

MEMBERS: Lucy said she walked out of the Board meeting last March because she was so angry and did not think she could speak in a rational way. She has not been back to a Board meeting until now. She does not think this is a bad choice. Lucy said it feels like there is a lot left being unsaid in this room. There's a lot of politicking going on, and a lot of division within the community. In that kind of situation, it is not prudent to put someone inexperienced in the role of President. She understands part of the difficulty is having to do with people who are unhappy with some ways in which the program is going. But Lucy does not think it is the time and place for someone with not a great deal of experience with oversight of the entire event be put into the role of President.

Judy reflected back on our years at the Fair and all we've been through, including the land, the sheriff, and a lot of things that Jack has pulled us through in a respectful way. Judy adores Lily, thinks she is great and would like to see her as VP. She also wanted to say how successful the Fair has been for the last couple years, in spite of a lot of animosity and things that are being said. In a very calm way, Jack always seems to be able to pull people together. Lily would be very successful as VP, and does not think Jack is holding back his cards. When the President is called on to do something, very often it is something that needs to get done right now.

Theanna said after coming to the Board meetings the past several months, one thing that has never waivered has been her respect for Lily through so many of things that we have had a difficult time discussing as an organization and as a family. She has the utmost faith that Lily is going to do her best for this organization, regardless of what position we give her. Theanna can only ask that we share that basic respect for each other in this

discussion because regardless of who takes that office tonight, this is going to be a collaborative effort between the Board and the membership going forward. That is not something to lose sight of right now.

Arna sees a funny split on the Board, describing it as old guard and new guard. Some of the argument is that this is different, and not the way to do things, to have two presidents. But we are the Fair and we do things differently. We don't do things the way other people do, and that is what we are about. It is a challenge of trying to work in a collaborative manner and is hard, but that is what makes it good. If the Board wants to model that kind of collaborative behavior for the rest of the Fair, then do it to have this co-presidency, or President One and President Two. She hopes those who voted against this will reconsider their decision because they are showing the rest of the Fair an example of how they can lead.

Jen-Lin agreed with Lucy's comments. Jen Lin respects Lily and appreciates what she does, and expects Lily to grow in whatever position she takes. She also believes the President is the one who steers the ship and that requires knowledge of all parts of the ship. She does not believe that someone who is still so new to this role should be President Two. She can see that as a VP, but she still wants a President who has the experience, breadth and depth, and knowledge of the organization as a whole and how it all functions together. Jen-Lin does not see that in our new Board. The piece of "change for changes sake" is not a good enough reason for her, and there is a very split Board. So, the Board is either going to make change in the future or keep it stalled, so she would like them to move forward.

Martha said the motion right now is Jack for President, so nobody else's name should be in this discussion. The question is, do you support Jack as President? He has been President of this organization for years and has done a wonderful job. Martha can't imagine not supporting him for another term.

BOARD: Spirit won't be supporting Jack for another term. She said leadership is walking your talk, and it is taking part in the succession that she has heard Jack talk about all year. It is also being courageous. It is also passing the baton when she feels it might be time, or when one has even said it was his time, even though she understands that minds change. Spirit understands the comments about Lily's inexperience, but will still be supporting her. The reason why now is the perfect time to do it, speaking to the four who did not vote, because Jack is still sitting on this Board. Next year we have a chance to potentially go forward with a new President without Jack on this Board.

Spirit agreed with Jen-Lin that she does not like change just for the sake of change, and said she has felt that way a lot this past year. She feels now is an awesome opportunity while we have the mentor here and he is privy to these executive sessions and confidential information. Spirit did not want to call a closed session so they could decide behind closed doors, but that it was so maybe they could gather their thoughts again. The Board members are the ones who have to conduct the business and make the decision, and they do need to think about this. We had six votes. Jon S. spoke to not making assumptions yet, and turned around and made an assumption that maybe the Board wanted Jack and not Lily, or something to that affect. Maybe there was one that didn't want a co-presidency but wanted to support Lily as President. So, Spirit does not want to make that assumption, and that it was the other way around.

Spirit said it doesn't sound like the co-presidency is going to work. She knows some people are ready for the Board to move on and is sorry for it being inconvenient, but they do have work to do. We are a new Board and it is going to take some patience and this is OK

for us to be trying to figure things out. Our process for selecting officers frankly sucks, and we need to look at that moving forward because this is so unfair to people who don't even know who they are electing. You can read minutes if you have not been to the meetings, but this is such an unfair process that we are in. Spirit hopes we all understand it took the Board time to get to this place where we are, so she is not going to rush it for the convenience of anybody else. She hopes the four can think about this because we are just one vote away from change and we have the leadership on the Board to help a new president.

Spirit hopes Jack understands. She hears comments about Jack pulling people together, but this Board has been split all year and she does not feel Jack's leadership because they never did pull together. That leadership style is OK but it just did not work for us. Spirit has seen the effort of Lily working and not holding grudges to see how we can all come together, still moving and trudging forward. It is an awesome display of the new generation taking a step forward, and Spirit hopes this Board can consider that, and understand why she is voting that way.

Sue said she has been thinking of nothing but this since the retreat ended. The voices in her head are screaming. When Sue was first elected to the Board in 2012, she had decades of experience with other boards and committees all through Eugene and back East. For her, the learning curve the first year on the Fair Board was close to vertical. In thinking about that, in looking at the new Board we now have, she knows Sandra has experience but we are kind of different now. We are a much larger organization involved in a lot more things and a lot more property. Paxton has been on the Board for a long, long time. George is in his second term. Palmer has been on the Board before but it's been quite a while. Sue is back on the Board after a year away, and Jack has been here the whole time.

Sue is very thankful that Jack is still here. He has worked so hard for this organization, and he is not here for his own agenda. So, Sue is quite comfortable with having Jack serve as President. She thinks he is good for the organization, and his knowledge of the responsibilities of the President and all that entails will help get us through. Sue thinks Lily is incredible, but also thinks putting Lily in the role of President or a Co-President would be akin to throwing her in the deep end of the pool without water wings. That is not a good move to put Lily in that situation. Sue has no doubt that Lily can learn, that her heart is in the right place and that she can build the skill set it would take to do this, but not now. She would love to see Lily as one of the VPs; that would be such an asset for us. Lily would do well in that role and have a chance to learn so much more, and not have that somewhat crushing pressure to be in the role of President now.

Sandra said this is probably one of the most dysfunctional ways to choose officers that she has ever seen in any organization. She would love to see us go to a direct election of officers and bypass this kind of stuff. The trust that we were supposed to be building is pretty much gone. Sandra is disappointed in this outcome greatly, and won't be supporting Jack as President. We need to rethink how we come together because right now it's a mess.

Paxton worked with Jack for a number of years and has come to respect his work. He agrees that Jack does not have an agenda, and his main interest is the Fair. Jack keeps a good eye out for the Fair, and the Fair's best interests. Paxton believes a single President is essential and it would not be good to share it. He thinks Jack's experience is extremely important, that Lily would make a wonderful VP and should be the successor. He respects Lily and thinks she has done a good job in what he has seen in working with her on the Vision Action Committee and other committees. Paxton thinks Jack is the best candidate to represent the Fair.

Aaron wanted to direct her comments to Jack, because as he stated, she feels he is in a position to work with Lily in a position of President One and President Two. In order for that vote to happen, the way that he had worked with all of us over the weekend to come up with a solution that made sense for the future of the Fair, she wondered if Jack would speak to what he said. Jack said he came up with the idea. Aaron asked why some were digging their heels in and not supporting the opportunity for Jack to work with Lily all through this next year. She does not understand.

Peaches said she supported the idea of Jack as President One and Lily as President Two, and both Jack and Lily also supported the idea but the motion did not pass. She supports Jack being President, and if that does not pass and Lily comes up for nomination, then she will support that. At this point, the person's name who is on that officer position is so much less important than her entrenched ideas about who she thinks it should be. We need to form the relationships, no matter who is in those positions. If Lily is too inexperienced to be President, then we will all have to help her along and Jack would have to help her. This is going to take all of us, and this is not just about whose name is on the presidency. There are important duties, and we will have to gather around that person no matter who it is. The worst thing for this organization right now is this stuck, immobile, my way not your way, something to prove, poke you in the eye mindset. She does not know what else to say.

Spirit disagreed with Peaches about the title of the officer and thinks it does matter. She hears some of the Board members saying they would support Lily as VP. The reality is that we do have Jack right now and we can utilize him. If we trust Lily as VP, and if Jack cannot fulfill his seat, we are going to have trust Lily as President so why aren't we giving her the chance while Jack is right here and privy to all of this information. Spirit thinks it's important that we think about this.

To Spirit, it is not entrenched because she adores Jack. She does not feel she has been supported as fully the way she needs with him as the single President, although he has supported her in many other ways. She feels this is such an awesome opportunity and is sorry the co-presidency idea was passed up. Spirit hopes Lily has the courage to hang in there through this because she believes Lily can do this. She believes the right way to do this is with Jack sitting on this Board, and it is the time to make this change.

Lily also supports Jack as President. Like Arna said, we are a unique organization and we can have a better path to succession than we have. But, given that, she is going to vote for Jack.

As a point of order, Aaron asked if they can vote on a similar motion twice in one night, if this motion fails to put Jack on as President. We can put a motion up again. Aaron doesn't want to go there, but if this meeting goes to 10 pm, does this continue the next day? She was curious, because of our bylaws, how would the Board continue if they are not able to agree.

Jack said there is always procedure and process. There would have to be some kind of interim situation that they would have to agree on. We can certainly raise the intensity as high as we want to, but at the end of the day we can look at this and reason out how we want to proceed forward in the best manner for the organization.

Aaron thanked Jack for his historical knowledge to guide us.

Lisa P. fully supports Jack in the role of President. Jack has answered the phone every time she has called him, or has returned her calls. She said Jack has listened to her and

she has never felt pressured or rushed. He has shared his wisdom and expertise with her freely. Lisa P. appreciates that so much and has a lot of respect for him.

Palmer said since he is an alternate and not voting, he is weary of taking the collective time to speak. If we truly want to be collaborative, there should be a motion for all 12 Board members to be Co-Presidents. But he does not think that would work well either. This is Palmer's eighth term over the course of decades, and sees a learning curve ahead of him this year. He believes it takes at least one year on the Board to understand what you are doing and how you are doing it. He does not know Lily well, but has gotten to know her in a short period of time and thinks she is pretty darn terrific.

Palmer would like to see Lily as Vice President. He is old school enough to believe that generally speaking, the path to succession logically is Vice President to President. More will be revealed over the course of the next year and the next 50 years. When you look at where we are sitting, it says some stuff. Palmer has been upfront about what he thinks about M.A.G.I.C., and he finds it ironic that he is on the other side of many of the old guard and old school folks that he has known for decades. It's based in old guard that we have had a change in the Board. "There are very strong different opinions, and the 12 of us will learn to work together as well as we can."

Palmer honestly believes that everyone sitting on the Board and all the members are working for the best for the Fair that they believe and they know how. He has absolutely no doubt about that. But he also absolutely has no doubt that each one of us is an individual and we are not always going to agree. It's going to take a bunch of talking. Palmer honors and respects Jack a whole lot, and thinks Jack as President and George and Lily as Vice presidents would be an excellent solution. He knows it is not a qualifier, but Jack is the only guy he knows that can take the variable reach lift and pick up a piece of toilet paper on a dirt road at the Fair.

Although she said she would vote for either person because she wants to move forward, and is not going to get stuck in what she feels and wants, Peaches wanted to clarify she does support Jack and she does care.

A vote was called, resulting in 6-3-1; Aaron, Spirit, and Sandra opposed; Lisa C. abstained.

Facilitator Sam mistakenly announced that the motion failed. A new motion was made by Spirit and seconded by Sandra to appoint Lily as President, and membership discussion started. Jack then asked Sam to read the bylaws section about voting. OCF Bylaws Article VIII, Section Seven reads as follows:

"A two-thirds majority of all the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors. No action shall be taken by the Board of Directors without a meeting. For purposes of this section, abstentions shall not be counted as votes."

After review of the bylaws, it was determined that the motion to appoint Jack as President passed, after all.

Motion passed: 6-3-1; Aaron, Spirit and Sandra opposed; Lisa C. abstained.

BOARD: Lisa C. said she did not know that was one of the rules. She spoke to the Board and said they worked on this for many hours and thought they have come to a consensus, as she understood it. She is disappointed, feels she was lied to and cannot trust some Board members.

Jack said, as President, he needed to bring the bylaws to our attention. It was an awkward situation, and while he was willing to do a re-vote, he did not think it could be

done, according to our bylaws. George suggested suspending the bylaws, but it was not clear if that could be done either.

Spirit knows this is upsetting to Lisa C., reiterated she does not like this process and clarified at the retreat they don't get to actually vote. While nominations can be discussed, when it comes down to it, anybody can change their mind about who they might see in the selection of officers. Sue clarified with Lisa C. that it was not consensus at the retreat discussions.

There was discussion among the Board if there should be a revote. Lily felt the decision was made. Spirit said Jack is President by default.

Aaron objected to confirming Jack and felt they should go back and vote again for both Jack and Lily because they both want to do it. She said many people are in support of a collaborative model, including our President of 22 years. Aaron said she does not understand why they are still not following the wishes of many, many people — including the people involved.

Facilitator Sam said we are bound by our bylaws. Aaron said she wanted to make a motion to re-vote, and Jack agreed that she could do that. Lisa C. said if there is a revote then she would still abstain.

Paxton moved and Sue seconded to appoint George Braddock and Lily Harmon-Gross as Co-Vice Presidents.

BOARD: Lily suggested naming a VP One and a VP Two, so it is less ambiguous, should something happen to the President.

Paxton offered a friendly amendment to name George as VP One and Lily as VP Two. Sue agreed.

Paxton moved and Sue seconded to appoint George Braddock as Vice President One and Lily Harmon-Gross as Vice President Two.

BOARD: Lisa said she is thrilled and excited to support Lily in this role, and thinks Lily is one of the most capable and articulate people she knows.

Spirit wanted to point out a conundrum, and read Article IX, Section Six of the bylaws: "In the event of the death of the President, the Vice President shall become President for the unexpired portion of the President's term. The Vice President shall have all the authority and powers of the President during any period of time that the Board determines the President is incapacitated." So, we are saying that we will trust Lily in the role of President? Spirit wanted to point that out, and expressed many have confidence in Lily.

Spirit agrees these roles of dual vice presidents have not been defined whatsoever, as, for example, who would be the chief executive officer of the OCF in the instance that Jack is no longer President. She is not comfortable voting on this at this time.

Sue said last year, when George was elected as first Vice President and Laurel was second Vice President, her understanding was that if anything happened to Jack then George would be the one to step in. Peaches said that was her understanding also, the reasoning behind first Vice President and second Vice President, instead of Co-Vice Presidents. Paxton also agreed.

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

Peaches moved and Palmer seconded to appoint Heidi Doscher as Membership Secretary.

BOARD: Palmer thanked Heidi for her years of service.

Motion passed: 10-0; Jack voted in Spirit's absence.

Sue moved and Paxton seconded to appoint Kimberly Howard as Recording Secretary.

BOARD: Sue said Kimmo does much more beyond Recording Secretary and we are so blessed by her. Lisa P. also gave thanks.

MEMBERS: Jen-Lin said Kimmo exudes grace under pressure and thanked her for all she has done, as it isn't easy.

Motion passed: 10-0; Jack voted in Spirit's absence.

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

BOARD: Lisa P. thanked both of them for everything that they do, and for being willing to continue to do it.

Peaches acknowledged the learning curve is steep on Fair financial information, and thanked the treasurers for their responsiveness and willingness to walk Board members through the information.

Paxton trusts Hilary and Lynda and truly believes they have done a wonderful job. He is so impressed with the quality of work they give, saying it is exceptional.

Palmer joked the vote should be called before they come to their senses.

Sue said she has been attending Budget Committee meetings the past two years. The care and compassion these two put into our budget and finances means we are in good hands.

George is pleased with the work of both, in particular the leadership that Hilary has given to the organization for years. He also appreciates the effort they have taken to bring new people in the organization up-to-speed on the very complicated financial picture. They have always been available to answer questions, and do not make George or others feel foolish when clarifying information.

Motion passed: 10-0; Jack voted in Spirit's absence.

New Business

Financial planning for the Fair office purchase — Lily

Announcements

Stephanie said the applications for the 2021 poster artist are still open until December 1, 2019. Entertainment applications were set to be posted November 15, 2019. Staff will also be posting a link for OCF Guideline change recommendations soon on the .net site.

Sue announced the Eugene Holiday Market is set to start November 16 at the Lane Events Center at the county fairgrounds.

Dean said the 2019 KOCF Halloween Hullabaloo raised more than \$3,000. The Jill Heiman Vision Fund will receive \$800, and KOCF will receive \$1,000. We had more than 400 people show up at the door. Next year the KOCF Halloween Hullabaloo will be held on Halloween — Saturday, October 31 — at the WOW Hall. It will be a full moon night.

Lily said the first Board and membership work session was scheduled for November 18, at 7 pm, at NW Youth Corps, Columbia Room. The agenda is to design how these work sessions will look going forward. If we have time, we will begin the discussion of the Nonprofit Association of Oregon recommendations.

Kimmo announced that Chris Roop, Traffic Coordinator Extraordinaire, passed away on October 11, 2019. She read the following statement by Chris' son Cassidy: "My father passed away last night at home, after a years-long battle with cancer. I am utterly heartbroken, but I am glad that his fight is finally over. Although cancer won out in the end, it was an even match and Dad never gave an inch to his opponent, and I like to think that Death limped away from the fight battered and broken. Please raise your glasses and join me in a toast to Chris, a man of many hats (figuratively and literally!) — father, brother, son, husband, educator, guide, hunter, mechanic, rancher, fisher, Burner, hippie, cowboy, Viking, and pirate."

Ichabod noted that Stephen Durkee of Construction Crew also passed on.

Spirit announced she is expecting a grandbaby any day now.

The 2019 Feedback Report is now available on the .net site for review.

The Board decided staff and committee reports could be submitted to the Recording Secretary to save time. Because of important or urgent issues, some reports were verbalized at the meeting, and others were submitted.

Staff Reports

Wally's report: In the past month, he has been working on:

Planning and facilitating the Board retreat

New Board Onboarding

Executive Director Work Plan — this will be Wally's goals and priorities for the next year and beyond

Attending committee and other meetings

Participated in the MOOPathon (Matter Out Of Place) cleanup on site — thanks to Amy Hand and others for putting it on

Took a trip to Portland for a visit and meetings

Currently working on:

Continuing work with the Office Search Committee

Work on contracts and other legal matters

Performance reviews

Kitchen plan

Membership database

Looking into learning/training opportunities for the organization

Coming up:

Budget for 2020

Looking at hiring more site staff

Personal note: I want to give a giant thank you to the three who have served on the Board and are now moving on: Jon Silvermoon, Justin Honea and Diane Albino. I look forward to working with the new Board.

Shane's report: Let's start with a final update on the SUP. As was announced in a previous Board meeting, on September 6, 2019, the Land Use Board of Appeals affirmed the Lane County Commissioners' approval of a special use permit authorizing park and campground uses on property zoned Rural Residential and Impacted Forest. The petitioner had 21 days to appeal the decision; there has been no response on the matter. This now allows us to host functions such as Culture Jam, weddings, and other recreational activities on the Fair site providing we follow the provisions provided by Lane County. The documents are being reviewed by myself, Thom Lanfere, and our land use attorney to ensure we are operating within the guidelines provided.

There has been some dialogue regarding the Elmira Cross-Country competition that I would like to take this opportunity to address. I think we can all agree that hosting the event is a great way to expose our property to perspective visitors while supporting the local high school and surrounding community. It is unfortunate that we haven't been able to host for the last few years due to the SUP being in flux and the organization's desire to be in compliance with Lane County statutes and zoning. Now that we have been granted the SUP and it is no longer under appeal, we can host the event. However, in recent years the population of participants and spectators had grown to a level that the SUP cannot support. If the event has more than 500 individuals attending, we are required to apply for a mass gathering permit in order to be in compliance. I have been communicating this information with the new coach and our plan is to submit for a mass gathering permit in January. It takes 60 days for the permit request to be either granted or denied.

A second round of documents for the vacation of Chickadee and Aero Roads have been reviewed by the Lane County Surveyor for accuracy and approval prior to submission to the Lane County Commissioners. Land use attorney Michael Gilardi filed the petition with Lane County on October 9 for their consideration. We hope the response will be fairly quick as the county surveyor who consulted with us is shepherding it through the process.

Construction on the Far Side road is scheduled to begin following Thanksgiving 2019. We are using the same contractor who worked on Aero and Chickadee in 2017. It is our hope that we will be using the new entrance for the 2020 event. This change will allow us to use volunteers to expedite traffic on and off of Territorial Road during the event week as well as secure the entrance. I will be working with Archaeology Crew to provide monitoring during the construction.

Storage has become a pressing issue with the loss of the Fair storage barn. Ideally, a large storage building similar to the winery facility would be the most practical way to remedy the situation, but will require a lot of research and work to identify location, permitting, land use, and zoning. The stopgap decision was made to purchase three 40-foot shipping containers to help with additional site storage, currently located at Dug's Green. Each container is placed 12 feet apart, and site staff is currently designing a roof system to provide additional covered storage. If any crews are needing storage, please contact me via email to make arrangements. There is still space available, but please keep in mind that it is for items used for the event and not for your camping furniture/futon, mattress storing needs.

I would like to thank Amy Hand of Recycling Crew for organizing our first annual MOOPathon weekend. We had approximately 30 volunteers participate throughout the weekend and it was a great help getting garbage cleaned up and removed from the flood plain. Also, a shout out to Pre-Fair Kitchen, who provided meals to the volunteers. Thank you all for your efforts!

Lastly, the bale dams are installed throughout the Eight. Please use caution while onsite as they can be a hazard to step or boat over. Thank you to the VegManECs and site staff for all the effort installing them this past weekend.

Committee and Working Group Reports

Food Committee: Sue said the Food Committee had their first Town Hall with about 18 food booths represented. They are onboard for making changes in our attempts to raise the quality and quantity of Silver Star specials and their menus.

Bylaws/Elections Committees: Jen-Lin said the committees have created a Fair Family Survey to get feedback on the election process. There is a link to the survey on the .net site, and the committees hope to make some recommendations for bylaw changes by May 2020, to be voted on in June, for next year's election.

Diversity Committee: Jon S. said they are working on their work plan for the coming year, and hope to have a learning opportunity in late winter or early spring. The Diversity Committee is looking for new members, and they meet the fourth Monday of the month. The next meeting is November 25, at 6 pm at the Fair office.

Elections Committee: Heidi has completed her 2019 Election Report, and provided copies to the Board and members at the meeting. The report is also available on the home page of the .net site, and **on pages XX-XX of this issue of Fair Family News.**

LUMP Committee report: At the October 15 LUMP meeting at the OCF office, the committee discussed what will be included in its request for proposals for the grey water reclamation project. The group hopes to decide on an engineering firm to complete a comparative analysis based on the Fair's needs and constraints, with which they can then choose a firm to install the system they select. Next scheduled meetings are set: November 12, 2019, and January 14, February 11, March 10, April 14, and May 12, 2020.

Member Input

Martha said she used to facilitate the Board meetings, and wanted to give Sam a round of applause.

Treasurer Report and Budget Items

Hilary said there will be more detail next month when they review the revenue projection. She provided a couple of handouts that were prepared for the recent Financial Planning meeting where they talked about restricted funds, projections, and pricing for the coming year. Hilary wanted to speak about designated funds and how to handle long-term projects since it relates to an upcoming motion by Peaches.

What Peaches will be talking about is taking the bulk of the current balance of the Green Ticket money and moving it to Peach Power. There is also money under power/solar line item, and after a project to bring power to Little Wing, the balance would also be moved

to Peach Power. Some designations listed were put on before 2017, and money has been put aside for those large projects, but we didn't have great scheduling for some of these. Hilary said they are proposing treating those designations as a new category of capital projects. Capital projects will be listed under the profit and loss, and there will be some standards set up in carrying them forward and managing the projects.

In the bank, we have about a million dollars designated for long-term projects and another million in undesignated funds. Of the latter, about \$80,000 is going toward our payables and another \$400,000 to get to the end of December; then another \$250,000 to get us to next year's Fair. We have a Main Stage rebuild proposal, and have a place holder of \$80,000. There is also \$200,000 being considered in the projection for the office relocation project.

Hilary also spoke about capital project numbers and what to expect next year. She noted we had a record number of 58,000 through our gates at the 2019 event, but the Budget Committee bases its revenue projections on 45,000 as a safeguard because the number of attendees varies each year. If we have fewer attendees and less in commemorative sales next year, then we can expect \$400,000 less in income. In 2019 we also had \$150,000 set aside for the anniversary celebration. We are also looking at increased payroll of \$80,000 in 2020 if we hire more site staff. With all of these variables, we need to get 50,000 attendees in 2020 or find money from somewhere else to come up with enough to even out, and there will be a recommendation to increase some fees.

Lynda said the budget process is in full swing and they are meeting weekly. The Budget Handbook was revised for 2020, and that is posted on the .net site. One of the changes has to do with coordinator food vouchers. In the past, if crews had more than a certain number of coordinators, then there was a cap in the number of food vouchers. That has been removed, and every coordinator will get the same amount of food vouchers regardless of the size of their crew.

There is a recommendation to increase some ticket prices next year. We did not increase ticket prices this past year. The following changes are suggested: \$80 for three-day ticket sales with a discount to \$70 for advance three-day tickets, and a \$2 increase to the daily ticket prices. That would mean for advance tickets sales, \$30 for Friday, \$35 for Saturday, and \$27 for Sunday. Then day-of ticket prices would be \$35 for Friday, \$40 for Saturday, and \$31 for Sunday. There was discussion about keeping Friday and Sunday ticket prices the same amount, but some felt it was too drastic of a change.

With concerns about this being a family event, there is a recommendation to not charge ticket fees for 11- and 12-year old youth, and change the age for full-prices tickets to 13 years old. There is also a recommendation to not charge Fair family for wristbands for 11- and 12-year olds. Other recommended changes are \$80 for oversized vehicle stickers, and any Fair pass that currently costs \$80 would increase to \$85, such as SO passes. Lynda said they feel these recommendations are a good balance to meet the needs of inflation and budget planning, while also maintaining a family event.

Hilary said there will be more specific details coming for the December Board meeting, and she will be meeting with interested Board members in the meantime to review the projections and our Fair financial systems.

Lynda said she is also working on a member and inventory database project. We are making progress and have completed the draft requirements and charter. Once it has been reviewed, it will be sent to Fair family for feedback.

MEMBERS: Lucy clarified the Fair family youth would still be getting wristbands, even if they don't pay a fee.

Kirk said he enjoys watching the financial planning process.

Old Business

Peaches moved and Paxton seconded to appoint Chris "Ichabod" Murry to the Peach Power Committee.

BOARD: Peaches said Ichabod has already been coming to the meetings and has a lot of knowledge, but did not send a letter to the Board yet stating his intent. Ichabod apologized and said his email has become unruly with getting between 400 to 1,500 emails a day. So, he will be getting a new email address for committee purposes.

Paxton said Ichabod has already shown his value and contributions to the committee.

Motion passed: 10-0.

Lisa P. moved and Spirit seconded to appoint norma sax to Elections Committee.

MEMBERS: Heidi said it has been a practice for former Board Secretaries to remain on the Elections Committee, and norma escaped that by being an employee for a long time. Heidi is excited to reel norma in, and joked that somehow Randy and Bill also escaped.

BOARD: Lisa said norma did send an email with her request to serve on the Elections Committee.

Motion passed: 10-0.

Peaches moved and Lily seconded to move the solar/power designated funds to the Peach Power fund.

Background: The Peach Power Committee, which had been dormant for several years, was re-established within the last year and is charged with using the Peach Power Fund for proposed projects that meet the original intent of the Green Ticket designation and recommends to the Board such projects to be funded through the regular capital projects process. With the passing of the May 6, 2019, Board motion to establish carbon-neutrality goals, the Board and membership have demonstrated a commitment to the OCF's sustainability vision. The Peach Power Committee's charter is to approve and recommend projects that move us forward in our commitment to that vision. By securing the above funding, the committee will have the ability to support and help realize green projects.

Peaches spoke to both of her proposed budget motions, and said either the Peach Power Committee or others can make green project recommendations. Peach Power went dormant for a few years, and the money in the Peach Power fund was meant to expand the solar array out front. Now that the committee is up and running again, the solar array has been updated and we are looking at how to use the other solar panels we already have. A compost facility with a solar roof is being worked on. Dean also submitted a proposal to Peach Power to update the video conferencing system at Alice's.

Peaches said the intent is to have a vetting system for using the Green Ticket funds, to ensure projects are aligned with our values and goals, such as the carbon-neutrality efforts where money is needed to meet our goals. This is a way to secure funds and make sure they are being spent as intended.

MEMBERS: Hilary gave a huge shout out to Peaches for the way she has kicked this committee back in gear. There have been some talented, technical people on Peach Power. The Peach Power Committee has a charter, which should get updated. Part of the charter was that projects still need to be run by the Board. The Green Ticket money can be spent on other things in addition to Peach Power — it can be spent on philanthropy, education and other types of green projects. There is still some reconciliation to do on the budget, in terms on how much can be moved over.

STAFF: Shane noted there is a desire for additional service brought into Main Camp for power, and the Little Wing project, and the cost has not yet been determined. He will start doing cost research and communicate that to Peach Power.

BOARD: Aaron wanted to clarify that Little Wing would be a priority for use of the \$25,000 that was in the solar/power fund being considered to be moved to Peach Power.

MEMBERS: Hilary said the Little Wing project estimate was \$8,000. Ichabod said power to the Main Camp kitchen will be about \$5,000.

Motion passed: 10-0.

Peaches moved and Paxton seconded to move \$64,272 from the Green Ticket designation fund to the Peach Power fund, leaving \$20,000 in the Green Ticket fund.

Peaches said leaving \$20,000 in the Green Ticket fund would be for things like starting the carbon-neutrality project, instead of creating a whole new line item in the budget.

STAFF: Stephanie questioned that Peaches mentioned using both the Green Ticket funds and the Peach Power funds for carbon neutrality.

BOARD: Peaches clarified the Peach Power fund is very project-oriented for specific on-the-ground operational things. The carbon neutrality project is going to need funds for things like discovery, research, data gathering and long-range planning. Peach Power will not be able to fund getting us to carbon neutrality goals in 2025. But the carbon neutrality work group can come to Peach Power and ask for funds to start some projects, like electric gators instead of gas. The planning and research for carbon neutrality projects will be costly.

STAFF: Stephanie asked if \$20,000 was enough.

BOARD: Peaches said it is not enough money for the long-term, but is enough seed money to hire a consultant. The plan would be to have the consultant provide a report in May about what it will actually cost to get us carbon neutral by 2025.

MEMBERS: Jen-Lin asked if there was consideration with the designated funds for including green features in a new office, upland kitchen, onsite infrastructural needs, or the winery.

BOARD: Aaron said the Peach Power Committee is great and she would like to join it. She thinks there should be more than \$20,000 left in the Green Ticket fund, and would like there to be more Green Ticket funds when they start talking about the old winery property. If we decide to do some agricultural projects there, in order to be aligned with our codes, it might take a little bit of start-up money and that is pretty green stuff. Aaron does not know how much is in other places in the budget for that.

Aaron thinks if we can increase that retention money to \$40,000, there is still going to be over \$100,000 in the Peach Power fund total, and that should be enough for solar panels and the other stuff. Aaron offered a friendly amendment to move \$44,272 from the Green Ticket designation fund to the Peach Power fund, leaving \$40,000 in the Green Ticket fund. Peaches and Paxton did not accept the friendly amendment.

BOARD: Paxton said \$20,000 is enough to get us through this year. We are talking about spring and the beginning of summer in the sustainability project research. The funds would be for hiring consultants, and things like that. Come July, we'll be adding another \$45,000 to \$50,000 to the Green Ticket fund automatically, which will help cover project costs as it goes on. As more money is added to the Green Ticket fund, it can be designated out as needed. The idea of taking larger chunks out now for Peach Power is it will help kick-start the solar roof for the compost barn. Hopefully, we will be starting that project this year. Paxton supports the motion as it stands.

Peaches said if green winery projects do come up, they can make a proposal to Peach Power instead of doing a capital project which is a lengthier process and not as efficient.

Aaron asked Hilary if it was true that Green Ticket funds could not be used for a capital project. Hilary said Green Ticket funds can be accessed at other times of the year. Aaron's concern is that we still have to have agricultural use for the winery property, and that topic is still being researched. Money will be needed to get the agricultural use started, and that is not part of the \$20,000 being talked about for carbon neutrality.

Aaron thinks we are putting the cart before the horse, because we haven't had a conversation about what she hopes we would like to use the winery property for. There is some information in the code that says that in order to go forward with the composting, it has to be auxiliary to agricultural use, so we must have an agricultural use conversation. Aaron feels there should still be a little more money in the Green Ticket fund that we could use going forward. She doesn't want to hold up the funds, but feels \$100,000 in the Peach Power fund is a good chunk to start with. If the money in the Green Ticket fund is not used, then the Board can make a motion at a future meeting to transfer more funds.

Peaches asked for input from Thom Barr.

MEMBERS: Thom said all we needed in order to work on the winery project was simply a motion from the Board indicating we wanted to do agricultural work there. We don't have to specify what kind. At this stage, we are better off not specifying. So, Thom is OK with the motion.

BOARD: Aaron asked if there could be a compromise, and offered a friendly amendment to move \$54,272 from the Green Ticket designation fund to the Peach Power fund, leaving \$30,000 in the Green Ticket fund. Peaches was willing to accept the friendly amendment, but Paxton was not.

Aaron moved and Spirit seconded to amend the motion and move \$54,272 from the Green Ticket designation fund to the Peach Power fund, leaving \$30,000 in the Green Ticket fund.

Motion to amend failed: 3-7; Sue, George, Paxton, Lisa P., Peaches, Lily, and Lisa C. opposed.

Then the Board voted on the original motion (move \$64,272 from the Green Ticket designation fund to the Peach Power fund, leaving \$20,000 in the Green Ticket fund).

Original motion passed: 8-2; Spirit and Aaron opposed.

President's Peace

Jack said he had no idea that the selection of officers would end as it did. He gave thanks and hopes for a productive year.

7 pm, NW Youth Corps, Columbia Room:

Consent calendar / Board Donations
Approve November 4, 2019, Board meeting minutes
Closed session recording and minutes — Aaron
Clarify legislative intent of the Board motion accepting the draft of the Nonprofit Association of Oregon recommendations — George
Publish Board-sponsored donations in FFN — Peaches
Start discussion of membership involvement in the planning process — Aaron
Financial planning for the Fair office purchase — Lily
Membership and Board dialogue, if time permits