

Board of Directors Meeting

December 2, 2019

7 pm, NW Youth Corps, Columbia Room

(subject to approval by the Board at the January 6, 2020 meeting)

Board Directors present: Aaron Kenton, George Braddock (Vice President 1), Jack Makarchek (President, alternate), Lily Harmon-Gross (Vice President 2), Lisa Cooley, Lisa Parker, Palmer Parker (alternate), Paxton Hoag, Sandra Bauer, and Sue Theolass. **Board Officers present:** Hilary Anthony, Kimberly “Kimmo” Howard, Lynda Gingerich. **Staff present:** Crystalyn Frank, Stephanie Talbott, Wally Bomgaars and 25 members and guests. Sam Rutledge facilitated the meeting. **Board Directors absent:** Cynthia “Peaches” Peachey and Spirit Leatherwood.

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:

Publish Board-sponsored donations in Fair Family News — Lily, on behalf of Peaches

The following items were tabled from old business:

Closed session recording and minutes — Aaron

Financial planning for the Fair office purchase — Lily

Consent Calendar / Donations / Sponsorships

The Board members reviewed the following donation and sponsorship requests: \$1,000 for Sea Mercy/Elmira High School Interact Club, \$1,000 for Skipping Stones, \$800 for In Accord Community Choir, \$1,000 for Eugene Peace Choir, \$933 for Elmira Grange Botanic Fest, and \$2,000 for the WOW Hall.

Note: The request for the WOW Hall would be funded by the Board membership line item, and the others would be funded by the Board donation line items.

BOARD: Sue suggested reducing any requests that are \$1,000 or more by 10 percent.

Aaron said reducing the amounts by 10 percent was a precedent that was set earlier this year as a possible way of saving money. She objects to the precedent and thinks that taking 10 percent away from organizations that we want to donate to is not the way for us to save money, and thinks we have better ways to budget.

Sue said she thought the OCF application for grants stated \$500, and thinks the Board should be reducing larger requested amounts so the money can go further, and to more organizations.

Aaron noted the Board has been giving substantially more than \$500 during the time she has been on the Board, and believes the application Sue referred to is old and should be

changed. The requested amounts for donations have doubled, for those other organizations to do their good work.

STAFF: Stephanie clarified the current application does state \$1,000 or less, and has been that way for several years.

BOARD: Palmer thought there would be a discussion to reduce the amounts, and had already planned to give \$40 of his own money to the Elmira Grange BotanicFest.

George said when the Board discussed reducing amounts at the last Board meeting, Treasurer Hilary weighed in and said the Board can give donations at its discretion. In the spirit of having a good year, George did not think the Board should be haggling over minimal amounts at this time.

The Board members approved the following donation and sponsorship amounts: \$1,000 for Sea Mercy/Elmira High School Interact Club, \$1,000 for Skipping Stones, \$800 for In Accord Community Choir, \$1,000 for Eugene Peace Choir, \$933 for Elmira Grange Botanic Fest, and \$2,000 for the WOW Hall.

New Business

Carbon neutrality initiative partnership with Portland State University Institute for Sustainable Solutions — Peaches

Transcribing Board meeting minutes — George

OCF Smoking Policy — Sue

Safety requirements for OCF vehicles — George

Announcements

Jack said he spoke to a Fair attorney after the last Board meeting, and the confirmation of Jack as President of the Board was in accordance with OCF Bylaws.

Sue had beeswax candles for sale, as a fund-raiser for Culture Jam.

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

Kimmo said if there is anyone interested in learning more about the Recording Secretary position, or in becoming a scribe for a committee, please contact her via email at aroundthepacific@msn.com.

Lily said the first Board Work Session in November was well attended, with a lot of brainstorming and thinking. They discussed what the work sessions will look like moving forward, and prioritizing the topics of future sessions. Minutes from the November session will be published on the .net site. The next Board Work Session will be Monday, February 17, 2020.

Lily noted the Board needed to finish some work from the retreat, and they spent some time at their executive meeting confirming Committee Board Liaisons. Emails will be sent to confirm the details, and the Fair Contact Sheet will be updated.

Somerfield announced Spirit Leatherwood is welcoming a grandbaby.

Palmer encouraged sending Diane Albino well wishes, as she fell and broke her hip.

Sue said vendor Cathy Coulson-Keegan was recently in the hospital, and wanted to personally thank Heather Kent for helping staff Cathy's booth at Holiday Market during this time. Heather confirmed Cathy is back home and doing better.

Paxton said Clay Brooks of Phoenix Rising recently passed away.
Jon P. said Michael Clay and musician Kenny Reed also recently passed.

Staff Reports

Wally's report: 2019 has been an exciting year with the landmark 50th anniversary, record attendance, Phil Lesh headlining, and the hiring of the new Executive Director. I look forward to a fantastic 2020 and serving this incredible, resilient community!

Things I'm currently working on:

- Attending lots of committee and other meetings. Interfacing daily with many stakeholders and community members
- Conducting staff performance reviews
- Hiring a caretaker
- Continuing work with the Office Search Committee to find a new town office
- Working with staff on a deferred maintenance plan for site, including prioritizing needs
- Working with staff on a site kitchen plan for Fair and Culture Jam
- Working with staff on a VSB replacement
- Board work sessions and related work: Winery plan, Strategic plan, Nonprofit Association of Oregon, etc.
- Attending weekly meetings for 2020 budget
- Working with the Diversity Committee on a diversity workshop for the spring
- Work on contracts and other legal matters
- Looking into learning and training opportunities for the organization
- Looking into doing some work on the office, including reorganizing to make more room for meetings and better functioning space

Personal note: I have been enjoying exploring all the culinary delights of Eugene, of which there are many, and had a beautiful Thanksgiving day with an intentional community home here in town.

Staff Reports: The Fair budget season is underway.

Both Jacob and Tina have resigned as QM Coordinators. Thank you to them both! Crystalyne met with QM Coordinators to discuss some potential changes, and will provide updates as it progresses and gets ready for the 2020 event.

The Poster Committee is reviewing submissions for the 2021 event.

Staff has been working on how to get more commemorative sales items, but is struggling with a very long production timeframe from the T-shirt vendor. Another meeting is planned with the vendor to see what can be done.

Wally and Crystalyne met with the City of Eugene to discuss OCF participation in the August 2021 World Athletics Championships, a 10-day track and field event with other local festivities.

Shane and Crystalyne met with Construction Crew coordinators to discuss permitting for booths, and a path forward for more meetings to plan for the 2020 event.

Thank you to Co-Treasurers Hilary and Lynda for working on the 2020 OCF revenue projections. Crystalyne appreciates their help and organization over the past few years.

Staff had a meeting with Fair Central to discuss communications and upgrading to digital radios. More research is needed, but this is something exciting to look forward to.

There was a meeting with some folks to walk the path for the upcoming Far Side road that will be worked on soon. It has been a long time planning for this.

Lane County has levied a special benefit to vacate Aero and Chickadee roads, and that will be discussed later as a budget item.

Stephanie organized a meeting with Entertainment coordinators. Entertainment applications went on the website on November 15.

Stephanie is also working on a fund-raising plan and Fair fund-raising opportunities.

Committee and Working Group Reports

LUMP Committee: Paxton said they met November 12. Regarding grey water recycling: On the advice of Jack Detweiler, we modified our draft request for proposals to be a request for a statement of qualifications, with criteria that should attract small firms that might be scaled appropriately to what we want. Wally will set up a dedicated email for proposals sent to the office to be fielded by Dennis, due by January 15, 2020.

Review SUP for LUMP manual revision: Thom Lanfear went over the approved SUP with us, discussing specific allowed activities for each zone. Dennis will write the draft modifications. The next LUMP meeting is Tuesday, January 14, 2020.

Diversity Committee: Jon S. said they met November 25. With help from staff, a new email address has been created — diversity@oregoncountryfair.org — for folks to send in their ideas, suggestions or concerns for the Diversity Committee.

They discussed their work plan for the year. They would like to assess is the demographics of the Fair family. We have some good information about the people who buy tickets for the Fair, but need more information about our volunteers, crafters, entertainers, and so on.

The Diversity Committee also wants to work with Fair leadership, including coordinators, to articulate the Fair's expectation of leadership in the realm of diversity, equity and inclusion. A learning opportunity on this subject is also being planned for April 2020, and also how to foster a safe, welcoming, inclusive atmosphere for the Fair.

The next meeting is Friday, December 20. The committee is looking for more members to get involved.

Path Planning Report: A full committee meeting was held where progress was made on long-term planning and dust abatement. It was determined that a path evaluation study to identify areas that need specific improvements will be made a monthly agenda item.

The future of path planning was discussed, and a motion was approved: "At this time, knowing this is the very beginning of the discussion, the committee wishes to remain a Board committee and will commit to refining our process to meet the new paradigm regarding the shift to a policy Board."

Cultural resources, East 13th path study, Upper River Loop and smoking subcommittees were set to meet December 15.

Member Input

Jon S. really would like to encourage the Board to move forward with a plan for strategic planning for the Fair. He realizes it is a topic for a Board work session, but really sees it as something that is overarching and needs to move forward. He would suggest soliciting requests for proposals from consultants and getting feedback from consultants

about how they would go about helping the Fair conduct a strategic planning process, and then evaluate that with the Fair family to discuss how to help move the process forward. Jon S. thinks it will be important to define and reaffirm the core, common values of Fair family so that we can find a way to work together.

Treasurer Report and Budget Items

Lynda spoke to revenue projections and proposed price changes for 2020. A handout provided showed 2019 figures for comparison. Projections were based on attendance of 45,000.

As stated at the November 2019 Board Meeting, 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.

Hilary highlighted the price changes for admissions and passes. She said the Financial Planning Committee and the Board have seen the projections for 2020, and noted we won't have the additional expenses like we did for the 50th celebration. Hilary noted the number of attendees varies each year, and is higher during the years of more excitement for things like the anniversary and opening of Xavanadu. Based on these variables, and other things like budgeting for extra staff and inflation, the co-treasurers are comfortable with the recommendations and projections.

Palmer moved and Sue seconded to approve the 2020 revenue recommendations on pricing.

MEMBERS: Jon P. said he thinks it is right to not count on a higher attendance next year, but wanted to encourage the admission prices for Friday and Saturday to be lowered to match market prices.

As he has advocated in the past, Jon S. hopes the increase to the Sunday admission price will be reconsidered. He thinks having a wider price differential between Sunday, Friday and Saturday will help to two things: 1) encourage folks to come Sunday, which is our slowest day and 2) keep the Fair affordable for folks. Jon S. knows there is talk about special programs for low-income people and things like that, but he thinks having a ticket price that is somewhat steady is a good way to do that. He would like the price for Sunday to remain the same as this past year.

Ed agreed with Jon S. and said if you want to get inclusive in this Fair, then don't keep raising the prices. When we seem to have money we can throw around with wild abandon, why are we increasing prices? If we want to include people, then don't raise the price.

Robert asked about Commemorative Sales and the revenue it generates. He noted that all the items at this past Fair and inventory from past years was all gone by mid-

Saturday. He asked about their budget increasing from \$25,000 to \$35,000 and how their revenue factored into that, meaning is that a big enough budget for them?

Hilary clarified that the amount of money Commemorative Sales spends each year varies, and is a separate consideration than the current motion about admission and pass prices. She said 2019 was an extraordinary year for commemorative sales, and we spent more than we ever have. She suggested the topic of Commemorative Sales expenses be discussed again January when the Board approves the budget recommendations.

Hilary also highlighted the discounted three-day ticket price for those who purchase early will remain the same amount as 2019.

STAFF: Crystalyn noted we are keeping the three-day advance ticket sale prices the same, but will not include a commemorative sale item in 2020.

BOARD: Aaron said she understands that raising prices is always an issue, and understands the reasoning. She noted the suggested price for Sunday is still less than other days and can still be advertised to families, especially with no charge for children under the age of 13. Being that it is cost prohibitive to bring a family to the Fair, Aaron likes the recommendation to not charge for 12 years and under. She is not concerned about the other price increases and likes the "early bird" discount for the three-day passes.

Aaron thinks we do need to look at attendance numbers, and feels projecting for 45,000 is a safe place to be. She noted there were a lot of complaints about the 2019 record attendance of 58,000. When we talk about sustainable growth, maybe we do want to limit the number of attendees and learn to live within that kind of budget. She said the co-treasurers did a great job on the revenue projections and recommended price changes.

Motion passed: 10-0.

Hilary spoke to the need to reclassify designated funds. Before the winery property, we had a lot of cash and did not have a strategic plan in place. One thing we did to show intent and planning for some of those funds is place a lot of new designations, with some adjustments since the winery purchase. Hilary feels it has not been a good method for short-term projects that don't take our savings. Designated funds work well for building up funds for long-term projects.

Hilary asked the Board to reclassify specific funds in a new category as long-term capital projects that would take over a year. Some may require permitting, or coordination between crews and other entities and a staff liaison to work through. These long-term projects would be given a time frame of five years and leftover funds each year can be carried over.

Palmer moved and Paxton seconded to reclassify the following designated funds as long-term capital projects: IT, roads, water system and permits. All current balances are to be reclassified as long-term capital projects with a five-year carry forward for funds unspent. The balances to be reclassified are the balances currently showing as designated, with the exception of permitting which, pending staff analysis, may be less than the current balance.

Motion passed: 10-0.

Palmer moved and Aaron seconded to designate \$200,000 for Fair Office needs.

MEMBERS: Jon S. asked if this designation of funds would be for both current office remodel and office relocation?

Jon P. said he had the same question.

Hilary said the motion's purpose is to create the designation, whether it be for a remodel or relocation, and to set the funds aside until further action is proposed. Any spending of the designated funds would require further motions by the Board.

Motion passed: 10-0.

Palmer moved and Sue seconded to designate \$100,000 for deferred maintenance to be classified as a long-term project with a five-year carry-forward. Spending to be contingent upon staff creating a proposal with specific projects that may be covered with these funds.

MEMBERS: Coyote asked for more details.

Hilary clarified Wally and staff would determine project needs. It might be new roofs for some buildings, plumbing, windows or other maintenance needs.

Coyote asked if there were designated monies to help improve human relations, that is about human beings. Hilary replied there are other operational funds for that.

Jon P. asked if there was a current list for projects, and if the spending of monies would be at the discretion of the Executive Director. Hilary said this motion is just setting funds aside, a project list has yet to be created, and is intended that once specific needed projects are determined, then the funds can be accessed.

Jon P. asked if there was a cap to amount that could be spent before it came back to the Board for further consideration?

Hilary said once it is determined what needs to be worked on and a list is made with estimated prices, there will be a procedure for accessing the funds. It's a new process for us, but there is a strong need for being able to handle deferred maintenance. This is a start to facilitating that.

STAFF: Stephanie said Shane and Wally have been working on prioritizing already identified projects.

MEMBERS: FireDIC said we all know there is a need for deferred maintenance that will cost money, but questioned why the amount of \$100,000 was chosen when there is not a project list yet. Hilary said these funds will be carried forward for five years. Wally pointed out that the amount needed for deferred maintenance will be significantly more than \$100,000, but this is a starting point for us to be able to generate a list of projects.

Jon S. said it is important that operations, specifically Wally and Shane, have the ability to tap into this money as needed and not have to come back to the Board every time they want to use it. He hopes that is part of the procedure that is put into place.

Jon P. said his basic question was if there was a list of projects. Wally said it is a rough draft list and needs more specific details about dollar amounts before they move forward.

FireDIC said it is good to have seed money, but there needs to be a target of determining cost associated with what it takes to do fixes and upkeep the maintenance.

Uncle Joe said we are talking about deferred maintenance, meaning a plan to do some maintenance at a particular time in the future. There are differences between deferred maintenance and emergency maintenance, and would be handled significantly different in terms of having money.

BOARD: Palmer gave an analogy with having a truck and how you project what money needs to be spent for maintenance, knowing things will break down, and assessing what needs to be done urgently.

Aaron's understanding is that designated funds are monies being set aside in certain categories for long-term use so it won't be used in other budget items. She does want to see a maintenance project list before the money is spent, especially in any large amounts. She used to think deferred maintenance was for buildings but knows it has been used for other things as well. So, that is why she wants to see a prioritized list before funds are released and suggested setting guidelines on limiting what can be spent by staff unless approved by the Board.

Hilary said the concept would be similar to the Peach Power funds — that once a list of projects is approved, regardless of the potential amounts, then it will be up to the staff to schedule and prioritize what can reasonably be done.

Lily hopes that once staff creates a list, that crews and membership will also be able to give input on projects for systems they know need revamping. Wally said it is very theoretical at this point and not yet ready to be discussed. Crystalyn noted that coordinators already communicate with staff on suggested projects.

Lisa P. noted the motion indicates staff will create a proposal for specific projects before spending, and assumes that is what the process will be.

Aaron said crews can put in requests for capital projects that can be done in one year. She questioned how crews communicate with staff for long-term projects that would last several years.

Hilary said long-term requests from crews still falls under the capital projects process. Lynda said the model followed is that if over \$5,000 is requested, then a project manager and staff person are assigned to work together, and money can be carried over into additional years as appropriate. An example is the Main Stage rebuild, which is too much to do in one year. More discussion on crew capital projects will come in March 2020.

Motion passed: 10-0.

Old Business

Sue moved and Palmer seconded to approve the November 4, 2019, meeting minutes.

Motion passed: 10-0.

Aaron said she would be publishing info on the .net site regarding her proposed motion on closed session recordings and minutes. She recommended tabling her motion, and asked the Board if there could still be a discussion without a motion.

Palmer said since it was Aaron's motion, she had the right to make the motion or table it.

Lily said we can have a discussion before it is brought to a vote. She spoke to using the .net site as a place to have working documents and thinks it is an incredible resource. It helps keep the membership up to date on what the Board is talking about, and allows members to give informed input.

Jack said to be fair, if we start the discussion and we table, then that is a move to table and we have to vote to do so. Aaron said she was prepared to put it back on as new business. Jack said to start the discussion, then a motion should be made.

Aaron said she did not want to be contrary, but believes she has tabled other motions previously without a vote to do so by the Board after the discussion started. Jack agreed that may have happened, but said we are talking about it right now. Aaron wanted to make sure

this conversation was in the minutes, and wants membership to know they can get more information about her motion on the .net site. Aaron chose to table the motion until next month.

George moved and Paxton seconded the following motion, presented by Jon Silvermoon at the October 2018 Board meeting:

At the October 2018 Board meeting a series of motions were passed arising from the recommendations made by the Nonprofit Association of Oregon consultant working with the Fair. The first six of these motions called for specific actions to be taken. The seventh motion as stated in the minutes approved the following month was "Justin moved and Paxton seconded to accept the draft of the NAO recommendations." Some people appear to have interpreted that motion to mean that the Board adopted for implementation all the NAO recommendations.

To provide some official clarity I move that in passing the motion "to accept the draft of the NAO recommendations" it was the Board's legislative intent to acknowledge receipt of all the NAO recommendations not addressed by the previous six motions, holding them for future consideration, and that the only implementation actions taken were encapsulated in the previous six motions. The Board did not wholesale adopt or approve the draft recommendations.

In making this motion I would like to point out that if you google accept, the primary definition is "consent to receive (a thing offered)."

MEMBERS: Jon P. found the whole thing a bit confusing. Even though Jon Silvermoon's intent may have been certain in his mind, Jon P. is not sure if it was certain with the other Board members or other people paying attention at the meetings. He asked if there was a record handy of all those prior motions that were either accepted or not. George said he did not have those records handy, and Jon P. suggested George was conducting this motion in an abstract way. George said he had seen the records previously.

Michael James Long said he was also confused because from the reading of the statement, it seems like the motion meant to accept some of the recommendations, but then later on did not really mean that. It seems it could be clarified much more eloquently.

D.J. thought it was really clear we were accepting the NAO report so the consultant could get paid.

FireDIC said over time, regardless of what the intent was or how it was interpreted, some recommendations have been invoked and uninvoked, and rehashing the past is sort of a waste of time. It does absolutely nothing to move the ball forward, or change the history of what has transpired so far.

Jon S. said the six motions that were passed were specific to moving forward with the ED hire and establishing the ED Search Committee, the Coordinator Resource Group, and job descriptions for the BUMs. Those were specific actions. This last motion is simply to accept the NAO report as recommendations. If those things were actually adopted, they would have superseded some of the things that were previous to that, and the Board would be doing things differently and would be in violation of those motions.

One of the reasons Jon S. moved forward with this motion was because there were Board members who kept saying that "no, everything was adopted." That was not the legislative intent of when he voted on the Board, and he thinks of other Board members who were present on the Board at that time.

Heather hopes someone will address why this is coming up now, especially if there is some elephant in the room that has not been said.

STAFF: Crystalyn said at the November 2018 meeting Peaches clarified the intent of the original NAO motion made the month prior.

BOARD: Aaron said new Board members now active who were not part of the original motion can't vote on what the intention was of the previous Board. That was two Boards ago, so we can't vote on that. We don't have personal knowledge of their intent. There's also a couple of questions on the language of this that we should be aware of. Yes, Peaches did ask for clarification, but her clarification actually confused it more because the NAO report was discussed at the September 2018 Board meeting when Jon S. put his motions up. He was asked a few times what the specific motions were, but he said he could not give specific motions because he had only seen the draft, not the final report. So, the motions that were placed in October 2018 that were passed were based on the final report and not on the draft. This language that talks about clarifying and then accepting the draft is actually more confusing, because they didn't accept the draft and did not put the motions through on the draft. They put the motions through on the final report.

Aaron does not think they should be messing with this thing because we are going forward with a new group who is going to spend time on how we want to interpret what the consultant said to us. At this time, Aaron does not see how the current Board can interpret what the previous Board thought was said to them and the language does not pertain. It was a final report that was accepted, not a draft. They are dated a month apart. The motions were based on the final report per Jon S.' own comments in the minutes. He could not make those motions until he got the final report. So, all this switching back to the draft is just crazy and making things more complicated. Aaron thinks this motion should be withdrawn, because she does not see how it can be clarified at this point.

Paxton said the current motion clarifies what he felt was happening at that time. He feels it clarifies things.

Lisa P. said she was not on the Board but was present when the NAO report was accepted. What she understood to have had happened was the Board accepted the report but that does not mean that they adopted all of the recommendations in the report. They just accepted the report and then some motions were made based on some of those recommendations.

Sandra said she won't be voting in favor of this, as she does not think you can vote on somebody's intent. It has to be on what it says, and nobody is in that person's mind. She finds it very strange that this is even a motion.

Palmer also agreed it was strange. However, Jon S. is the person who made the motion and Jon S. is the one who feels that what he was intending to do was unclear to some people. Therefore, he is trying to provide the clarification that some people have requested. Since Jon S. made the motion and he is the person asking for this to be entered into the record, Palmer will be voting in favor of the current motion.

Jack said it seems this clarification is late. We know that we are going to have to craft the language, and we have got a lot of new thinking to do about what our organization is going to adopt from the NAO report to get through the next 50 years. We are already set to have this discussion, and it will happen.

Lisa C. said she is completely confused and would need more time to do some reading and consideration before she could vote. She has heard from different point of views, but would want time to go back and read the minutes.

George sat on the Board when they accepted the NAO report, and thinks the language of the current motion to clarify is quite clear. He is equally convinced that this was Jon S.' intent, and thinks it is fine to go back in history to correct the record. It is important to correct the record in this fashion.

Lily said she cannot speak to the intent of the motions in October 2018 to accept the draft. Her understanding, in the way the Board and this organization have been following through with the NAO report this past year, is clear to her with the explanation that is being given now. We have not adopted every single recommendation in that document. We have parsed out six motions. The report was received and we closed the contract with another organization. A Board member made the motions for the things that this Board thought were relevant to enact at that time.

Lily thinks it is clear, whether this current motion is passed or not. We are discussing it here now, and will discuss additional parts of the NAO reports in the future and determine which ones we have done, which ones we hope to go forward with, and those that don't quite fit for us. The reason we can do that is because the NAO report was just accepted, and not enacted in full. In Lily's mind, when reviewing the NAO recommendations for a future Board work session, she can see what we have already adopted and what needs further review. It is clear to Lily that we only accepted the report, we did not operationalize the report.

MEMBERS: Somerfield wanted to clarify if George or Jon S. made the motion.

BOARD: George said he made the motion on Jon S.' behalf.

Palmer clarified you have to be a Board member to make a motion, but motions are written by other people. For example, Hilary suggested the motions made regarding financials.

Aaron said she wanted to say one more time for the record, this motion is clarifying a draft. We did not accept a draft. We accepted or adopted a final report.

Lily said it became more confusing in November 2018 when Peaches asked to clarify the motion made in October 2018 and Justin said the Board was approving the NAO draft. It made things less clear. But, either way, we are not doing every single thing in the report because we only took in the report and closed our contract.

Aaron said there were other confusions too. There was a lot of language, and we tried to say it's a place to start because the assumption was it would be adopted. She said she was at the meeting where it sounded like the Board was going to adopt it, but a year later they are not. Aaron said she cannot vote on someone else's intentions, and said the language is incorrect for what actually occurred.

Jack said the motion is up so will need to be voted on. The reality is that those who were on the Board in October 2018 would have the intent, and that those who were absent would abstain because they were not there. This motion makes sense to Jack since he was on the Board previously, but understands we now have had two different elected Boards since the original motion was passed.

Motion failed: 5-3-2; Aaron, Sandra, and Lisa C. opposed; Lily and Lisa P. abstained.

Aaron wants to start a conversation about getting ideas from membership for strategic planning and things they would like to see happen at the Fair, so they can be added to the list of things to identify and prioritize. Aaron said she added a note to the .net site. We want everybody's input in every way we can get it.

Aaron did not want to make a motion, but rather set it up as a discussion and have a conversation. She asked Jack if she needed to make a motion. Jack suggested Aaron use the Member and Board Dialogue time that she requested be kept permanently on the agenda.

Lynda said there was one more budget motion. Crystalyn requested approval to spend \$11,100 for the road vacation. Crystalyn said it is basically us paying the county a fee for the land on Aero and Chickadee Roads. There was discussion if the funds should come from permitting, construction or another line item.

BOARD: Lisa P. said we don't have enough in the designated roads funds to cover it.

Lily asked if the cost of the fee was comparable to what other organizations are charged? Wally confirmed it was a good price.

Aaron asked if we had another category, we have money in right now to cover the fee?

Palmer moved and Paxton seconded to approve spending \$11,100 for the county road vacation fee.

MEMBERS: Firecat Tom asked if that was cheap. Jack confirmed OCF staff is tasked with getting competitive pricing.

STAFF: Crystalyn said this will allow us to be able to put up a gate on Aero and secure our site. The county vacating these roads is really beneficial to us.

MEMBERS: Laurel G. said this has been in the works for years, and is a big part of a lot of other things that can happen in the future. She wanted to thank Shane and everyone who has worked on this project, and looks forward to approval of the spending.

Jon P. asked if the gate on Aero Road would be up at Suttle Road? Wally said it would be further down near Chickadee Road. Jon P. said the plan for the gate needs attention because people come and visit the site and there has to be a place to park somewhere. Wally said there is a place for vehicles to pull off and turn around.

Sam joked, when this process is done, he hopes Shane gets a long road vacation.

BOARD: Palmer said Shane is aware of the need of space for vehicles to turn around and has put a lot of thought into it.

Aaron also has concerns about where the gate is located. She likes to canoe onsite when it is flooded, and does not want to hike her canoe from Suttle Road or Chickadee Road, if at all possible. In general, when we come out to take a walk on the weekend, it doesn't feel right that we would not be able to get down Chickadee Road toward the Hub. Those are Aaron's personal feelings of possessiveness and territoriality about that place.

Palmer said the gate would be open from 9 am to 9 pm, just like we have already been doing.

Motion passed: 10-0.

Member and Board Dialogue

Aaron wanted to speak about strategic planning. There are so many things we all think about as we're at the Fair and doing things that we think might be fun and good for the future, or might just need to get done. So, it would be great to make more lists of those kind of things. For those who are not here at the meeting, you can send that information to the Fair office and you have months to do that, but we can start talking about it now. Some things have been talked about in the list made for Board work session topics. Aaron asked Lily if she had the work session list.

Lily said she did not have the list with her, but it would be posted on the .net site.

Aaron said she wanted members to discuss their ideas and things they want to talk about.

Jack said we should define some of the parameters of the discussion, and also the Board needs time to talk things through in front of the membership. Then the Board can ask for more input.

Paxton said he is always willing to talk about planning, and said he is referring to long-range planning, thinking in terms of three to five years, and maybe 10 years. To him, strategic planning is something totally different and he is not exactly sure what we mean when we talk about strategic planning versus long-term planning. For Paxton, long-range planning means facilities and things like that, and how we deal with our growing attendance. Strategic planning is where we want to go in the future with our values in our family. Those are two boldly different discussions, and that is why Paxton is a little confused. He thinks they need to do both, and that strategic planning will help determine where to go with long-range planning.

Lisa P. said there is overlap with what Paxton described, and the process of embarking on the strategic planning is parsing those things out where that overlap is and determining which are strategic and which are long-term. There is a lot of stuff we will learn as we go, and our strategic plan should be re-validated again every five years or so.

Jack said when the Fair's Vision Quest was first created, we followed the model of a strategic plan. We did not use the term strategic because it seemed too militaristic. Jack read Wikipedia's definition for strategic planning: "Strategic planning is an organization's process of defining its strategy, or direction, and making decisions on allocating its resources to pursue this strategy." That would be the basic premise that we are moving forward.

Jack asked, "How do we want to impact the world, or impact Lane County? How are we going to spend our resources to impact our local community?" He wants to think in context of something bigger than the Fair itself, but we can say the strategic plan is just about the Fair. The key is to align our resources to what our values are. When we think about our local community, for example, the green space that we have provided is a good resource for the Fair and the Veneta community. So, is that something we want to do, continue to know if other adjacent properties become available? It's a win-win because the City of Veneta gets great value from it, therefore Lane County benefits from it. It's a beautiful thing when a community can also utilize the space for things like track meets or educational nature walks.

Sandra said you can have different terms for long-range and strategic planning, but it is a discussion about where we want to be at the end of a specific amount of time such five, 10 or 20 years. Do we just want to be good at putting on a Fair? Do we want to spend all our resources on making the event even better than it is now? Do we want to reach out regionally with taking the message to other areas of Washington and Oregon? Those are the kinds of discussions that she thinks is important for everybody to be involved in, because that is the big thing.

Sandra said if we want to be a regional event, then certain decisions and hires are made, and spending is prioritized to do that. If you just want to get better at doing the Fair, then you prioritize your resources that way. It's a really big thing to get your end point and determine the outcome first. That gives you a structure for making your decisions and an idea of where you want to go and how to get there. Sandra thinks the terms long-term and

strategic are similar in a lot of ways. This is a big community-wide conversation to have, and is very important for us to do.

Aaron wanted to speak to Jack's definition of strategic planning, and liked that it talked about direction. In addition to our land resources, we have money, our volunteers, our event, and this great energy that we have. When talking with membership about things that might sound operational, we want to get all the ideas we can when looking at long-term planning. Some people might have really good ideas about to utilize our resources that could become part of our strategic planning. Aaron does not want operational type topics, such as a specific building onsite and how it can be used, to be excluded as those things relate to long-term planning. For example, what are we going to do with Henderson's or Dug's Green? Aaron described not wanting to exclude the nuts and bolts for the philosophy, and thinks we need to hit all of it.

Lisa P. agreed with Sandra. When she thinks about the Vision Quest process, she sees it as a strategic planning process, and is excited the way Lily has been invigorating that group again. She feels bringing back membership into planning, using the Vision Quest as a vehicle to get involvement and engagement, is great.

Lily said at the last VAC meeting they discussed how similar the Vision Quest process was to the strategic planning process, and the committee members have offered to avail themselves for the strategic planning process. Some committee members have been part of several prior processes involving determining Fair goals and values, and some of those could very well be what our goals and value are as we continue forward. Think of it as a seed to inform the strategic planning process, and the VAC members can help in the process.

Wally said the difference between long-term and strategic planning, is with long-range planning you know the steps you are going to take. For example, if we want to create an actual operational winery, then we might say in one year we want to have three staff members, and in three years we want to have 10 staff members. We think about what kind of revenue we want in a certain timeframe, and to some extent predetermine what steps to take to plan that out long-range.

Wally's understanding is that strategic planning is more a determination of what is to be created and a vision, and within that framework make decisions on how to line up with that, as you go versus planning it out ahead of time. As others have agreed, long-term and strategic planning can involve some of the same things.

Kathryn said the strategic planning processes she has been involved in take months and a lot of talk. You come together and pick out what your priorities are in a specific period of time: for example, goals, funding diversification, and community outreach. Then you have objectives and how to reach them, with a lot of groundwork done by your staff and volunteers. It really is good to review that every three to five years, and acknowledge when goals are met. It does involve specific steps.

Jon P. said he liked both Paxton's definition and Wally's clarification, from a conceptual point of view. He is more concerned about how these processes occur, and that committees and membership should be involved in all of them. This is a membership organization, and in this context the Board's role is really to facilitate the membership's visions and smaller goals within that. That's a different way of looking at it than perhaps the way it has been processed up until now.

Jon P. thinks it great that Lily is leading the Board work sessions in a way that includes membership. But as you can see, practicalities get in the way when there will be

months when we don't have work sessions. To him, that means it is still not a big priority, and not as high as it might be. Maybe that method needs to be pushed up on the priority list because that is something that must occur, even if it doesn't seem as pressing as something like a building roof. Jon P. said if we really want this process to go someplace in the long run, then scheduling time for member input should be a priority that would make it more real.

Jack noted the Vision Quest took years, they had many stakeholder meetings, and it waxed and waned just like anything else. There was not a lack of outreach to get us to that point, and we should look back and see if we were able to hit some of those goal markers. Jack noted diversity is near and dear to his heart, but maybe we have not reached where we can be.

Heather suggested the meeting minutes include the list of topics and subjects planned for Board work sessions.

For more information, visit the oregoncountyfair.net website. Click on Board Work Sessions, then click on November 19, 2019, Work Session Planning.

Uncle Joe said it's important to step back and look at what points of view are when people look at problems. Strategic planning is not something where we say we are going to do x,y, and z. He feels strategic planning is bullshitting, where you sit down together and bullshit, work it out and work through it. That is a different point of view. Then when you start looking at how to implement a long-term plan, you have to change your point of view in a different direction. Both points of view or planning processes overlap, and that is where it gets interesting.

FireDIC said strategic planning can have many depths to how far it goes into the weeds. Objectives are set, then you have to have broad goals and explore them far enough down so that later you don't come to the conclusion that it's not attainable. The goal is not to chase unicorns but to catch them. You want to have broad ideas that have room to be fleshed out and develop a long-range plan around, and that have enough detail to move out of strategy and into the tactics of it as a workable plan.

Lucy said she is concerned about what does it feel like to be out on the path at 2 pm on Saturday. Is it crowded and people squished together, or is there some spaciousness? With that in mind, what kind of entertainment are you going to use to draw the public to get that kind of experience? The Fair has been good at bringing in up-and-coming regional acts, and that brings a certain flavor. Big name entertainment might be sexier, but does not bring the ambience and flavor we are trying to show, express and share with our guests, and giving ourselves room to breathe.

Somerfield said it strikes him that we are all really old. The Vision Quest is special because it was created before some of us were born, and we need to way to reach out to our youth and incorporate them in this vision. The youth are still chasing all the unicorns, and aren't sure yet which ones they will catch. The youth will help us see how to catch unicorns that they see, that we don't.

Somerfield hopes the youth can get more involved in the voting process, as that will continue to get them engaged. When we talk about diversity and more space on the path, these young people will help us distribute things evenly across various aspects of the Fair. Somerfield has always thought a Youth Board or Fair Youth Representative who participates in the meetings will help tie us all into being more responsible. Once youths know we are listening to them, they will be more excited about being here.

Paxton wondered if anyone at the meeting was part of the original vision planning process when it started. He said that process was really quite good where we sat down and looked at our goals and what we wanted to see come out of the Fair. It developed over two to three years and involved several large family meetings with breakout groups. Those were extremely valuable working sessions and we came out with nine goals. Then as motions were made, the motions would reference which goal it related to. Paxton hopes we can get back those large group processes, and is in a sense part of strategic planning. We need to reinvigorate those nine goals.

Lily said some VAC members are invigorated to get some new versions of the Vision Quest Goals on wallet cards, and maybe a poster for Board meetings. When we are making motions or discussing things, the Board can state how it fulfills goals like diversity, equity and inclusion.

Shelly wants to strategically plan to tear down the Henderson house and use some of the original footprint for creating a covered, insulated storage space. The house is full of rodents, not much is salvageable, it is not livable and not worth remodeling. It is in a very operational zone.

Jon S. said any goals arise out of the values that we hold. For him, the critical first step in the planning process is for us as a community is to articulate and affirm what our common goals are. If you look at the feedback, we have gotten from consultants we have used this past year, that is a common theme.

Crystalyn spoke to getting youth involved, reaching out to Teen Crew Coordinators, and letting them know we want their opinion.

President's Peace

Jack said its funny how the future cleans your brain, and wants to remember the time we had together at this meeting to talk about the future. It is the first step, and we can build on that. Keep the past in mind, but keep the discussion moving forward, and keep it refreshing. Jack thanked everybody for helping in the conversation.

Draft Agenda for January 6, 2020, Board Meeting 7 pm, NW Youth Corps, Columbia Room:

Approve December 2, 2019, Board meeting minutes
Closed session recording and minutes — Aaron
Financial planning for the Fair office purchase — Lily
Carbon neutrality initiative partnership with Portland State University Institute for Sustainable Solutions — Peaches
Transcribing Board meeting minutes — George
OCF Smoking Policy — Sue
Safety requirements for OCF vehicles — George
Membership and Board dialogue