

Board of Directors Meeting

June 23, 2019

4 pm, OCF Site, Alice's Fire Pit

(subject to approval by the Board at the September 9, 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, Lynda Gingerich, and Kimberly "Kimmo" Howard. **Staff present:** Crystalyn Frank, Mary Callaghan, Shane Harvey, and Stephanie Talbot. Plus 50 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.

Jack asked to put the authorization of the Executive Director hire at the top of the old business agenda.

The following agenda items were tabled until the August 5, 2019, Board Meeting:

Transparent open meeting laws — Aaron

Closed session recording and minutes — Aaron

Create ad hoc committee regarding Code of Conduct — Aaron

Consider Office Task Force recommendations — Lily

Board member job description — Lisa

Announcements

Grumpy said Maple Gate would be open on Thursday before the event.

Peaches gave a shout out to the volunteers working hard on site to get ready for event! She acknowledged new construction and tree clean up, and said it was super-busy and awesome.

Stephanie announced the opening of an OCF exhibit at the Collins Gallery (Multnomah County Library) in Portland — Party with a Purpose: 50 Years of the Oregon Country Fair, which runs through August 25, 2019.

Justin reminded booth vendors of the price increase of vehicle sticklers and wristbands as of July 1, 2019. He also spoke of the need for people to have wristbands to be onsite for the Fourth of July celebration.

Lisa said Anita Sweeten of Phoenix Rising passed away in June.

Jack said Doug of Construction Crew also passed away.

Jon P. said any Elders should contact him about getting a wristband for the Fourth of July celebration.

Staff Reports

Crystalyn: She said the OCF site has been incredibly busy, things are going well and it's nice to see people working together for Team Fair.

The opening ceremony at the Lane County History Museum was a phenomenal success! A huge shout out to Cynthia Wooten for organizing it and Stephanie for helping; it went really well.

The City of Veneta Kiddie Pool has opened with a park expansion. The City of Veneta Mayor has declared July as Oregon Country Fair month.

Shane: He gave thanks to all the Pre-Fair crews for all of their work and long hours due the extensive storm damage. The idea for grassy paths gave way to needing to clean up the branches and limbs. Special thanks to Construction, Kitchen, Camping, Site and Tree Crews and for George's dump truck. Shane said it is a privilege to work with such awesome volunteers.

Committee Reports

KOCF: Dean provided the following report to the Secretary:

Last Monday, while I was visiting Veneta to reset our CPU 1 remote control software, I received a call from the Federal Communications Commission. This was my first ever call from the FCC and it was very casual. I was halfway thinking it was a hoax call. But she started talking about our recent filing of form 316 which transfers control of the license from the old Board of Directors to the new Board of Directors. This form (transfer of control) triggered the need of the new Board giving me authority to file official FCC documents for the Board. The old Board had given me that authority. I have communicated earlier this week with Jack and George requesting this permission. Not knowing whether or not this would need to rise to the attention of the full Board or if it could just be business the Board chair could attend to. Without this permission, the Board chair will have to sign all KOCF filings with the FCC.

Marshall Peter (KOCF, Advisory Group Chair) and I met last week with Kyle Schauer, Public Works Director for Veneta to begin negotiation for a transmitter site to be constructed atop Bolton Hill. Kyle is working with City Administrator Ric Ingham, to figure out the details of our request that will be made to the City Council. We hope to be able to begin construction of the transmitter site this fall. Our estimates show cost for the project could run as high as \$16,000. KOCF does not have that much on hand currently, but we anticipate with our current cash flow that we will have it by the time the project concludes. This would not be possible without the generous support of the staff and Board of the Fair. Thank you.

Our volunteers are busy getting ready for the Fair with booth decoration projects and schedules to cover shifts at the Hoarse Choral stage and the booth. There are plans to offer hourly live cut-ins on our regularly scheduled programming using the new expanded internet capacity being offered by the internet team. We hope to provide important updates about campgrounds availability, traffic and parking updates. We hope to get tied into the media coordinators, Neighborhood Response Team, and others to gather the information for these updates. They will occur near the top of each hour.

Peach Power Committee: Paxton said the new solar array has nearly doubled our power capacity. It was an amazing project because it got support really quick and is one of the fastest projects he's seen get done at the Fair. It is similar to what a home solar array would look like and a signage will be added to help explain the nice upgrade.

Peaches gave a shout out to George Patterson who was the project manager and facilitated it happening quickly.

Member Input

No member input.

Treasurer Report and Budget Items

Lynda: While most people are fully focused on this year's fair, as Treasurers, we have already started planning for the 2020 budget season. I apologize in advance for the amount of information I'm going to give you right before the current year's event. However, as we continue to strive for full transparency, we feel the need to start communicating now. And this is not the last update on these topics. I will continue to provide updates as we move into full planning mode for next year.

Our takeaway from the 2019 budget season was that the process has become too huge and unwieldy. Given the size, scope and complexities of the Fair, if we want to continue with good financial governance over the budget, the current process is not sustainable.

1) Our first area of focus is to look at various types of passes and the variety of prices and streamline them wherever we can. We started by looking at passes with relatively low usage. This is a list of the changes that will be proposed for discussion:

Eliminate purchased \$10 youth passes. Age 13 and under would be free for Fair family. They will need a wristband, but at no charge. The revenue impact based on 2018 is about \$2,500. The amount of revenue generated does not cover the administrative burden of allocating the passes and collecting the funds.

Worker Day Passes for Wednesday and Thursday would be free for everyone. Currently they are free for crews but booth people pay \$10. (Fri./Sat./Sun. are \$20). The revenue impact based on 2018 would be \$4,700. The revenue is negligible for the overhead cost of managing the passes.

Elder Worker Day Passes would be \$20 for Fri./Sat./Sun. Currently they are \$10. Very few of this type of pass is sold, 55 in 2018. Elders can still take advantage of the Worker Day Pass option at \$20 or the \$40 weekend wristband.

We will be meeting with the Booth Reg folks to see if there are additional changes we can make in that area. As an example, only booth people use a special \$100 supplemental wristband. We'd like to see if it's possible to streamline that price.

We are open to suggestions on other ways to standardize pricing and reduce the number of different types of passes, so please reach out if you have ideas. Every new type of pass and new price adds another level of difficulty to the budget process as was painfully apparent most recently with the addition of a new vehicle sticker for the winery.

2) Our second area of focus is around capital projects. Learning from this past year, we see the need for additional governance and planning for our largest projects. We have two proposed changes for discussion in this area:

For any projects over \$5,000, it would require a management sponsor. Large projects often need coordinating across crews and with the Site Manager. This provides a benchmark to help determine when that is needed.

Second, for any projects with a management sponsor, approved funds could be carried over for a specified term. For example, the rebuild of Main Stage is a very large and very expensive project. It requires longer planning than the time allowed after the Board approved allocation of funds in March to the event in July. By allowing funds to be carried over for additional terms, crews and management can fully plan the project without the constraints of losing the budget after the current cycle.

3) The final area of proposed changes is within the budget calendar and process itself. The most cumbersome and complex part of the budget cycle is the budget request form. While 2020 is year one of a two-year cycle, we are not planning on sending out budget request forms. Unless there is a change in crew structure, a large land acquisition or major change in scope requested of a crew, the expectation is that budgets will not change year over year. We understand that some budgets will need incremental increases due to cost of supplies and services, but the number of wristbands required should stay the same.

Our goal is to send out transaction reports to all coordinators in August as well as a form, due in September, that allows for feedback on previously unexpected budget needs. The idea is that the transaction report would be used as a basis for budget requests and any changes would result from something specific and documented that happened during Fair. We will continue to talk about this process because it is a change for coordinators.

The yearly financial planning meeting is tentatively slated for the week of October 21 or 28. This would allow newly elected Board members to attend.

And finally, the proposed Revenue Projections will be presented to the BoD at the December Board meeting instead of the November meeting. This allows new Board members at least a small amount of time to get acclimated before having to vote on prices. Also, by December we will have a better idea of spending requirements. This gives the Board the opportunity to adjust revenue to accommodate additional funding needs.

As always, thank you for your careful stewardship of our shared resources. This is a big year with a lot of spend so your management is more important than ever.

Hilary: Some of the ideas Lynda mentioned will be presented to the Financial Planning Committee. We hope to simplify some of our things. We have an incredible amount of granular data on operations through the budget process. At this point we are really good at capturing this information, even in our QuickBooks system. To move forward, we want to focus less on the granular detail and more on the big picture of our needs so that the Board and Management use the financial system more to steer planning, rather than to plan in the short term. Our goal is to focus it bigger, more outward and long-term.

Crystalyn said ticket sales are almost double from last year. Our advertising crew and Stephanie have been doing a really good job. People are very pumped for our 50th!

Shane asked for an additional \$780 for the solar array rail structure to fit the new panels.

Paxton moved and Peaches seconded to approve an additional \$780 for the solar array.

Hilary said the Peach Power Committee has to approve funds from their budget, or the Board can approve to take it from the green ticket money.

Paxton moved and Peaches seconded to approve an additional \$780 for the solar array from green ticket money.

Motion passed: 10-0.

Old Business

Peaches moved and Justin seconded to approve the June 3, 2019, meeting minutes.

MEMBERS: FireDIC questioned the CRG report was missing in the minutes.

Spirit moved and Aaron seconded to amend the minutes to include the CRG report.

Crystalyn clarified FireDIC's CRG report was published under Committee Reports, and his additional comments were published under Member Input.

BOARD: Jon S. suggested to amend the minutes to show FireDIC's member input comments were in response to the CRG report.

Spirit moved and Aaron seconded to amend the minutes to show FireDIC's member input comments were in response to the CRG report.

Motion passed: 10-0.

Jon S. spoke about the Executive Director Search Committee and said it was a long and involved process, they put in a lot of hours, and he thanked those who served. There has been a lot of interest in knowing what the process was, what steps were taken and what the committee was looking for. It is the committee's intent to meet after the hiring process ends and prepare a report for the Board, most likely by the August Board meeting. The report will not include the names of everybody who applied, as it is best practice not to reveal names of job applicants and will remain confidential. Any applicant can communicate they applied if they choose to do so.

Jon S. moved and Diane seconded to approve the Executive Director Search Committee recommendation as supplemented by the Board and authorize negotiation and execution of terms and conditions of employment by the negotiating sub-committee and ED Search Consultant.

MEMBERS: Jon P. asked if members would get to know who was being recommended, and Jon S. replied no and said a name would be confirmed when hired.

Palmer asked if this means the committee has reached a conclusion and this search process will not be ongoing. Jon S. said he hopes the committee is successful in executing terms of employment, but there is always the possibility it is not.

Tex said it sounds like the next step is making an offer to someone who may or may not take it.

Ann thanked everyone on the ED Search Committee. They had mandatory meetings, numerous times, and it was not easy. They also have confidentiality issues in keeping names private during the process, which we should all respect.

Palmer also thanked everyone on the ED Search Committee. He knows it's loads of hours and is the first hiring committee he has not been on in decades. Regardless of the outcome, he offered lots of thanks and appreciation for the hearts and heads who worked on this.

Shanay asked what the time frame would be to announce the grand reveal. Jon S. replied, however long it takes to execute the terms and conditions of employment. He said he did not want to speculate.

Amy reminded the Board, although the Search Committee has done a wonderful job and worked tireless hours, the Board is not required to hire either candidate. In her opinion, neither is qualified and they will get eaten up and spit out pretty quick. They are not qualified for the leadership position and she hopes the Board goes back to the drawing board in looking for a qualified candidate.

Somerfield wanted to clarify, since the ED Search Committee was formed, the priority has been to desperately find someone to be the leadership of this organization. He hopes that continues to be the priority. To a point of not being able to be understood by everyone and why it is so important, we get that this role needs to be filled. But the desperation has seemed out of place at times and right now it seems there is a lot more hesitation. He does not necessarily understand it, but he looks forward to understanding why it has changed.

Brad echoed Palmer, and said it was hard to be on the other side of the hiring process but understands why the Board has made the motion. He wants us all to think about why it is so challenging for us, as an organization, to fill this position. Personally, he believes we are a hard group to lead, but it hurts his heart to say that. He said it's great to be back on site and feel what it's like to all be working together on a goal.

Brad said the last few years have been very challenging and he wants to extend his best. It's a good time to reflect on what we all bring to the table in terms of what is it to lead this organization, and wish whoever is hired for this position the best possible outcome because we need it move us forward into our next 50 years.

BOARD: Jon S. wanted to thank everyone who came to the public part of the process, everybody who watched the YouTube video, and participated in the feedback survey. He thanked those who took the time to provide their input and said it was an interesting process.

MEMBERS: Jon P. asked if the input from the surveys had a significant impact.

BOARD: Jon S. said the impact from the surveys was considered.

Spirit felt the process was thorough and improved upon for hiring practices, as far as she can remember. She personally trusted the consultant, does not know if it was perfect, everyone tried really hard and thinks it was successful. To her it does not feel like desperation, saying it was a lot of hard work that got us here.

Spirit understands the candidate public presentation we had was titled interview, and led people to have expectations of what they should have been presenting. Having an hour and a half window for each candidate is not going to give you a good picture but gave an idea of who these people were.

After her experiences with other interviews the Board had with both candidates, Spirit is excited to support this and thinks the committee did great work. She thinks the candidates are both qualified. There will be a steep learning curve because this is a new position for our organization. Spirit fully supports the finalists and welcoming somebody new into the family, and hopes everybody does the same with open arms.

Diane thanked the committee and said it was a privilege to be involved. She really wanted to thank Jon S. for his tireless efforts to herd cats, and gave up his sleep to continually push the committee to move forward.

Paxton also wanted to thank everyone and said it was a long seven-month process with an amazing amount of work. He has been involved in many of our past hiring processes, and this was by far the best process he has seen and most complete to go through. He also said he has feeling of success.

Motion passed: 10-0.

Jon S. handed out copies of the OCF Operations Manager Job Description. To give some background, he said there has been a lot of commentary about this on social media, a lot of assumptions being made, and he wanted to provide some information before the

motion is made. First, once the Executive Director is hired, the Operations Manager's authority as GM and the associated pay scale will expire. Then the OM will go back to the job description that is in place, which is a 2012 job description. When the ED job description was developed, the relationship between the OM and ED was described in that description. The relationship is different than the relationship in the current OM's job description, between the OM and a GM. There are duties implied in the ED's job description for the OM that are not included in the 2012 OM job description.

When the Board went through the process of developing the ED job description, the Board and the Personnel Committee at that time discussed there was going to be a need to update the OM job description. Jon S. said he wanted to apologize to the new Board Members elected last fall, in that he did not provide that background information to them and was something discussed in the past.

One of the things that will happen when the ED comes on board, is the OM goes back to their pay at the time they were given those additional duties. The current OM job description has the OM as a supervisor over the Site and Facilities Manager. When that pay reverts back to the previous pay level, the OM who supervises the SM will be paid less than the SM. So, we will have a female employee in a supervisory position being paid less than the male employee that she is supervising. Oregon passed the Equal Pay Act, and last year it came into effect. The Bureau of Labor and Industries implemented the regulations implementing that law January 1, 2019.

Jon S. believes that paying a female OM less to supervise a male employee is a potential violation of the Equal Pay Act, and that needs to be corrected. He says this not simply coming out of thin air — he has 20 years of nonprofit management experience, including human resources. So, when folks say — “Did you consult with a HR professional?” — he confirmed he is a human resource professional. That is one of the factors that went into play in considering if the OM's salary needs to be in accordance with the Equal Pay Act. To set a salary, one of the best practices in human resources is looking at the duties and responsibilities for the position of which you are setting the salary. That is another reason to update the OM job description, to reflect what the expectation is given the ED job description.

The Fair has been moving to establish pay ranges for all job descriptions, which is why the updated OM Job Description has a salary range. Some folks have asked if this will be a conflict with the new ED and somehow have an adverse effect on our ability to hire somebody. Our ED Search Consultant was asked to give their input as to whether revising the OM job description would have an adverse effect with getting a new ED on board or get an ED relationship. The consultant said they did not see any problem with doing that. So, the ED Search Consultant was consulted about the effect this might have, and it was his professional opinion that it would not have an adverse effect.

These are all of the factors that went into play in updating the OM Job Description, Jon S. said. He realized in mid to late May that we had not moved on doing this, so he created a first draft and shared it with the Board Members and Officers (so the Treasurers were also included), and individuals on the committee. The draft went through a series of changes after feedback was given, and was also shared with Crystalyn. It is typical HR practice to share a job description with the person doing the job to make sure you capture everything that person is actually doing, and that there is clarity. That is how Jon S. came up with the OM Job Description. Any Board Member can bring any item of business to the Board for consideration. This is not a rogue act on his part, as some are saying. That is his

opinion and others are entitled to their opinions. But he hopes the discussion can focus on the merits of the draft job description because that is what he will move to adopt.

Jon S. moved and Paxton seconded to adopt the draft Operations Manager job description, last modified June 23, 2019.

MEMBERS: Karl wanted to clarify that the updated job description represents what the OM is actually doing, and if it was changing the scope of the role. Jon S. replied that it incorporates those things in the ED job description that pertains to the OM. There are some things in there that are not in the current 2012 version. There are some things the OM is doing now that is the result of being given the GM authority, and some of those things are staying with the ED. So, what Jon S. tried to do was look at the 2012 job description, the GM job description and the ED job description and contain elements of all three.

Fire Weenie thanked Jon S. for all his work. His big concern, having attended the roll out with both candidates and how they would deal with the organization of the Fair for the next 50 years, is both candidates talked about looking at the organizational chart, revising job descriptions, and having a role in that because they will be in charge of that sort of thing. To have that piece of their job duties and responsibilities taken away from them, before they have any input on it, is concerning to him.

FireDIC commented about process. His understanding is the reason something goes on new business and waits a month to get on old business is for the family to be able to absorb what's being proposed, and provide intelligent comment and input about it. The last modified date of the job description was June 23, 2019, and he is not aware of it being published anywhere in final form. FireDIC thinks if something is put on new business, it should be ready to be published and out there for anybody to read, and amend it at the meeting if it's going to be amended in order for the family to be aware of and comment on what is going on. He thinks the motion should wait at least another month, because really this is the first time it's being published.

STAFF: Stephanie spoke to Fire Weenie's comments and said once an ED is hired, it does not preclude any action of them. As Spirit mentioned, it will be a steep learning curve. If anyone came in the first month of being hired and said they were going to rearrange the job descriptions, it would not be a good move on their part. Having a clear job description for all the roles and a new role we've never had before, and clear expectations for how things will go forward is a good start to this path. Down the road once the ED has absorbed all the information, then they can make an informed decision about how they want to reorganize the jobs. Being a Staff person, clear expectations are important.

MEMBERS: Brad said as a longtime Personnel Committee member, he agrees with Jon S. that a plan was there to revise the OM Job Description and should have been done sooner in the process. Since we are on the verge of hiring an ED, it is totally incumbent on the Board to deal with this now, given the way the salary reverts when the ED is hired. Timeliness is very important, and he urged the Board to move forward on it.

Jon P. agreed with several prior comments, and said he has been asking for proposed job descriptions for a couple of weeks from a lot of people and nobody was able to share it with him. Now is the first time he or anybody else in the membership has seen it, to his knowledge. He thinks membership input is really important in all these things, but said you can't have informed membership when you are asked to absorb a complex thing about a complex issue in 15 minutes right here at this fire pit. The suggestion to wait at least a month

to consider this in detail makes total sense to him. He said the whole family should have some context to what changes are being made.

Personally, Jon P. thinks it would be a real mistake to make any kind of change in the job descriptions that didn't exist during the hiring process, before the ED is onboard. He also thinks extending the pay of the current OM as it is, through the onboarding process, rather than making it like a light switch when the ED is hired, as that would be more practical. He knows Jon S. has done a lot of thorough research on this, but there are actually a lot of people sitting in this circle who have decades of administrative and human resource experience. Other people may have different perspectives than Jon S.'s, and those folks should have an opportunity to absorb what this says and means, and then provide input to the Board.

Jen Lin said job descriptions are living documents that should grow with the job to meet Fair needs. It should be something ongoing the lead professional or ED is doing to meet the needs of the Fair. This OM Job Description reflects the current needs of the OM at this time.

Sandra said since the prior job description originated in 2012, she doesn't see there is suddenly a big rush to update it. A policy was put in place in the ED job description for them to set goals and work on job descriptions, and we should let the process play out because it is an important process. She said it is also important that people get paid for what they do, and said it was excellent idea to extend the authorization for the work the OM is doing now until sometime in the future when we feel the onboarding of the new ED is sufficient for them to take things on in a thoughtful, careful and systematic way with plenty of input from affected parties.

Sandra does not believe that kind of global input has the opportunity to be given in this, almost short-circuiting the work we'd like to see go into changing these descriptions. She also said it does not seem to be part of a governance Board, which disturbs her as well and hopes the motion is put on hiatus. Not speaking of the merits of the description, she thinks the ED has to be more involved in finalizing and implementing of it.

Grumpy thinks we should pass the job description, and agrees with Jen Lin that it is a living document and can be modified at any time by the Board. If the motion does not pass, he thinks the Board should at least extend the pay as it's been and would hope someone would move to amend and put the new salary range in. Grumpy questioned if the ED or the OM chooses the management team. Crystalyn clarified the management team also consists of other management Staff, and the OM would be responsible for picking the BUMS.

Marlene seconded a lot of what Grumpy said. She thanked both Crystalyn and Shane for all of their hard work, and thanked Jon S. for keeping on track with the committee work and following what we we're supposed to do to with equal pay because it is really important. She thanked the Board members who were actually paying attention to what Jon S. said, and not the person who was texting on their phone.

Ed said there is a big fight coming if the motion passes. He said it was ridiculous, it was not in the minutes, there was no announcement it was coming up and once again we are in a situation where paid staff are ahead of the people who run this organization — the volunteers. This organization was built by volunteers, not by paid staff. He said when the money runs out, the paid staff will be gone and you will be left with what volunteers you have. You need to take care of these people, that is why there is a Fair, plain and simple.

Mouseman said reason we don't have an ED, or some executive position since Tom Gannon was not rehired, lies with the Board. We have had years of no leadership and that guilt or responsibility lies right there. This whole tumultuous situation should have been attempted to be rectified long ago. For membership to be give this piece of paper that's supposed to describe the changes here with only 20 minutes before a vote, he wonders why the information was not given out last month, and that is why there is new business moved to old business. He said was it was disrespectful and highly suspect that this change would be thrown upon us now.

Mouseman continued, we've been living in disarray the past few years, and try and do this in 15 minutes is absolutely disrespectful and he suspects the motives here. And, to throw out the female card right now, we know who we are. We respect females, but to say oh, we might get sued or are going to be liable for something that we haven't been for the last three years, that is a curveball too. At least, the OM pay should be extended until the new ED gets his feet under himself and gets to know the Fair. But the fact that the ED doesn't know enough about this Fair, makes Mouseman wonder if he is even the right person. To make this motion and follow up on it now is absolutely wrong, and he also agrees with Ed that there will be a lot of pushback behind it.

Michael James Long questioned if the document could be modified, since Jon S. referred to it as a draft but the discussion was leading him to believe it as a final document. Jon S. said it's a draft until approved.

Dean thanked the committee members who worked on this document, especially Jon S. for leading it forward. We vote for our Board members and ask them to be the leadership of the Fair in taking on the work that has just been handed us and that we expect them to do. He echoed Brad's comment about us being a difficult group to work with and this conversation is evident of that. If this is not voted on, we could be in situation where the ED and the OM have the exact same roles because their job descriptions have overlapped and potential for conflicts happening. Hopefully this will be voted on and pass.

Cotterpin expressed gratitude to the Board for empowering the OM with the authority these past three years to keep us afloat through so much turmoil and change. She loves this organization and this event, and is glad we are able to do it. Our Staff and volunteers together make that happen, but somebody has to sign the checks and permits, and she thanked Staff for making that possible. Cotterpin thinks it would be unfair to keep the current employee in flux as OM as they take on yet another significant task, in a long list of significant tasks which they have been asked to take on since originally applying for the Assistant Manager position within our organization. That task will be, along with the Board, to help our new ED be successful in this family, this new role, and this organization.

As a special events manager herself, Cotterpin believes this is a fair and thoughtful job description, which gives our current employee clear expectations for success. Cotterpin attended Humanistic Intervention training again today, and reminded everyone that Zak teaches us that we must always assume positive intent when we want to work together. She hears a lot of assumed and accused negative intent in this discussion. As a Fair baby, and someone who was raised by this community to be the best she can possibly be, she rejects that assumed negative intent, and replaces it with the positive assumption that the people who put this job description together, especially Jon Silvermoon, did so to help the organization, to make us better, and to help us go forward.

Ann thinks would be appalling if we don't address the OM salary. We know that women earn 75 percent of what men do. To have white men sitting here saying they do not

want to address this description or salary is appalling to our goals, our Code of Conduct, and our vision.

Palmer wanted to acknowledge that Shane and Crystalyn were co-joined at the hip as a management team. The Board elevated Crystalyn. Sure, it also takes Stephanie, other management and volunteers, including those who started as volunteers and were foolish enough to take a paycheck from this organization. With those making negative comments about Crystalyn and the job she did, Palmer is not quite sure why she is still here listening to it. This job description is something that makes it possible for her to do what she is supposed to do for us. She should get more money, and anyone who takes a paycheck from this organization should get more money. Palmer asked that we please treat Crystalyn and management the way you would like to be treated and respected.

Bryon wanted to give more time to Ed.

Facilitator Sam said Ed had already spoken. Ed decided to leave the meeting, and Jack and others told Ed he did not need to leave. Many members on both sides of the issue were speaking over each other.

BOARD: Jack asked to get focused and keep dialogue civil and respectful. What is on the table right now is what we are discussing. We can keep it intellectual, civil and the way we do our best work because we need to focus, and we have important things coming up. Please, let's mind ourselves. We don't need to be over verbose; we just need to state our opinion.

MEMBER: Joanna said in reading the job description, it is not clear to her what the organizational chart is. She is also unclear if that falls under the Personnel and Policies Committee or the Board. With all due respect to the work that is ongoing right now, she would like more clarity about the OM position directly supervising the SM, and how the ED is involved. An organizational chart could be created for membership, and be thinking how the transition process will go. We are going to keep doing this difficult work together.

As a professional woman who works in the energy industry and is often the only female in the room, Joanna feels pay equity is a huge deal. She cringes a little bit at hearing the words "because we have a (insert gender) in a role we need to make a change." She does not think that is what the law is about, and ultimately it is best practice. Like Jen Lin said, you come up with a job description that fits the organization's needs and goals at the time, and work to fill those with the best candidate. We have a position that is filled by the person who is the expert in this role at this time who happens to be a woman. It's complicated, but it sounds to Joanna like the fairest thing to do is extend the OM's current pay for an overlap period when we bring on the new ED, and allow the ED to be included in what the organizational chart will look like.

STAFF: Crystalyn said organizational chart would be the one the Nonprofit Association of Oregon consultant recommended, and the OM would supervise the BUMS. But she can also see the ED making rearrangements. The 2012 OM Job Description has the OM supervising the SM, and the OM salary would revert to lower than the SM salary.

Crystalyn also commented on the misogyny she is hearing in the meeting, and something she has faced since the day she started working at the Fair. As an organization, she hopes we can stop allowing that.

BOARD: Spirit said she hoped Jon S. would remove the motion for now, and has process questions. She wants to add new business and move to old business: extend the temporary OM salary through, at least, October 2019.

MEMBER: FireDIC suggested the motion could be amended instead.

BOARD: Diane said job descriptions get updated somewhat regularly, or irregularly, by the PC. There are many things the PC does that is tedious and time consuming. She said she was on the PC for many years, and she is amazed at the interest in this job description and has never before seen such interest or requests to review. She heard an accusation that this job description might have a hidden agenda, besides just getting pay equity and clarity on making an old job description fit with the most recent job description. Diane wonders if there is a hidden agenda on the part of some people the Peach Gallery, because things are not making sense to her and why people are so hyper-knickered in a snit over the job description.

Justin thanked Jon S. for his work, it was a task and is needed to provide clarity and support for the inbound ED. It helps outline what is currently going on, as and somebody who reworks job descriptions often. He agreed it is a living document that is reviewed and updated as things change, and does not see it as an insult to the ED or taking away their authority. It is codifying the existing role and providing clarity to the inbound ED so that they can have a conversation about how they will function as a team. This is a great starting point in order to do that. To align a job description with a pay increase, or codification of the existing pay, is just smart. In his experience, that is how things work. After seeking advice from the Board and our consultant, Justin believes this is important work that must be done.

Lisa thanked Jon for all of his work on this.

Paxton said this was expected from the PC and glad it's finally getting done. It has been needed to be updated, and this reflects the work being done now. He thinks the ED will review it and make some changes. At this point in time, it's up to us to bring it up to date.

Aaron is not going to address the job description details now, but wanted to discuss when this should have been brought forward to the Board. She said this is very operational. We just voted to hire an ED, and the ED is in charge of hiring staff. The NAO Organization Chart shows the ED in charge of everyone. There is no one under the OM except for a shared office assistant, and the ED may change that when they get onboard. This job description shows almost the exact same authorities as the ED and relationship to staff. If the Board is going to write a job description, which is what we are doing here and Jon S. has made a start, none of the Board has discussed this line item by line item and Aaron does not feel that is the Board's job. It's the job of the ED to do this work with his staff.

Aaron sees the biggest problem being talked about is salary. This job description shows a large increase in the OM salary. We do not currently have evaluations on the OM performance, and it does not make sense to do that. We don't normally have that kind of conversation in an open session. Personally, Aaron does not support passing the motion and said there are many things in the job description that should not be. She thinks the ED should write it, and we should consider passing another motion to extend the OM salary to ensure appreciation and being paid properly. We should give the ED and OM the chance to work together to figure out what their job descriptions are, rather than providing a document that would be hard for an ED to sit down with and pull apart. It is better for the ED and their staff to work on it together.

Spirit wanted to also be able to see the ED job description, listened to what Jon S. had to say and also likes to hear what membership has to say. She said she asked numerous times for an update on the OM job description this year and was told the 2012 version would suffice. There is a lot of supplemental work our OM has done because it needed to be done. The instinct was there to do that, and Spirit has trusted that and thinks we can

continue to do that. She thinks the OM Job Description is absolutely operational and questioned when the Board was involved with interviewing the candidates if the Board was really transitioning to governance.

Spirit said the Board should “walk the talk” and try to be governance Board they need to be. We are hiring somebody we believe has the skill set to analyze our internal structure and systems, and work collaboratively with the staff to review the old job descriptions. They may be able to minimize and lessen the duties of the OM, who has already taken on so much, and relieve some of the pressure. Spirit said she would rather the job descriptions were built up instead of being torn down. On gender alone, this could look bad especially if the new job description required lesser pay for less duties. Hypothetically speaking, Spirit said it may not look good, and when talking about misogyny it really wouldn't look good if a new male authority had to take down the job description and the pay. She said she would rather have them work together and build it up.

Spirit continued, there is a lot of talk about assuming best intentions and everyone wanting that, and the same folks are assuming negative intentions. She said this was not done in due process, where previously an entire Board would direct the PC to develop or revise a job description. The Personnel Committee has been restructured to a Personnel Policies Committee. It is no longer their role to work on an operational job description. Spirit is not sure who all on the committee worked or was consulted on the OM job description, but said it is not their job to determine the OM salary range. It is the job of the ED who we expect to take this role on.

The timeframe is also hard for Spirit, because it was clear to her this would be a contentious conversation because it was out of due process. She feels Jon S.'s term 'rogue' is exactly what happened. As a Board member, Spirit said if she were to go work on her own on a significant personnel matter and consulted with the employee then she would be considered wreaking havoc. A lot of people are assuming things because there was no communication by the maker of the motion. Membership is just now seeing this for the first time, and Spirit did not want the document handed out as the shiny object in the room because there was no due process. It is not the role of the Board any longer.

Spirit said she may be wrong, but did not see where in the past the Board directed anybody to work on it as Jon S. assumed, on his own. She appreciates all the hard work that went into it, and would like it to be a document that the new ED looks at and considers because it is a great source of information. It does not need to be passed today. The intent may be positive, but we have to go back to what our role is. We just passed a motion regarding the ED hire, and Spirit did so having full confidence this person will do what this person needs to do. She hopes the Board considers this, trusts and has the confidence in who we hire. With all due respect, we did not hire Jon S., don't know his resume and did not direct him to do this.

This is tough for Spirit; she is a process person and really hopes we can give full confidence and trust into our new hire. Hopefully that ED will have full trust in the operations team to carry on and help guide him through the process. Otherwise, what are we doing in hiring him? Spirit wants to move forward with trust and confidence, and maybe we can pass the agenda item for Crystalyn to receive the pay she deserves through this transition. She also thinks a fine ED will make sure Crystalyn is paid adequately for the work she does, equally.

Peaches said when Jon S. first sent out the job description to the Board, she wondered what the process was that brought him to do the work and if there was a directive

because it had not been discussed with the current Board. She has since learned more and gave appreciation to Jon S. for apologizing that he did not mention the history. Being a new Board member, it did catch her and the other new Board members off guard.

In terms of the content, Peaches also had concerns on the language about direct reports. She referenced the NAO organizational chart, had clarified some things with Jon S. who was open to feedback, and some changes were made to the language about direct reporting as assigned by the ED. Currently there are no people who directly report to the OM except the Office Assistant, but he ED could decide otherwise, so Jon S. changed the language.

Peaches' understanding, in response to what Jon S. said about a female employee in a supervisory position being paid less than the male employee that they are supervising, is that the organizational chart will not be that way going forward. Everybody will direct report to the ED, and there should still be equal pay.

Aaron did some research and wanted to clarify, as she was curious about the comments about a previous Board talking about updating the job description. She knows there was probably talk about it, but said there was no directive to do the work that she is aware of. She said reached out to Jon S. about the "shiny object" too, before realizing the Board should not be doing this work. It is still not the Board's realm of responsibility and authority, and that it belongs to the ED.

Aaron admitted she was attracted to the "shiny object" and sent Jon S. a whole lot of changes that she would want if going to approach this. Aaron would be uncomfortable, even if the Board decides this is what we need to be doing, and would not be able to pass it in its current verbiage today because the Board hasn't worked on it. She thinks it is out of process, not relevant, and thinks the Board has a lot of work to do.

Motion passed 8-2; Aaron and Spirit opposed.

To preface, Jon S. wished that the next motion had been able to be discussed in the closed session the Board just had, as it was his intention.

Jon S. moved and Justin seconded to place the OM in the salary range at the level commensurate at her existing pay.

MEMBERS: Mouseman said this is the job of the ED.

Hilary asked if the salary range could be announced. Jon S. replied we don't announce employee pay.

Jon P. said it is public information as 501(c)3 nonprofit in Oregon. He supports the OM being paid at their current pay rate until their responsibilities or workload is changed by the ED. There should be some caveat that the ED can adjust all the pay of operations.

FireDIC is not sure how interested he is in the current salary number, but just saw an OPB special about transparent pay businesses in Seattle and that it goes a long way toward the Equal Pay Act becoming a reality. We have a choice about how transparent to be. Whether we disclose something or not doesn't mean we don't have the choice to. He said if we really think we are a community, then our processes should be as transparent as the unfair world's community. We should be as transparent a school district or fire district, and that would mean that these sorts of things that are not disciplinary or other personal matters would public to this community.

Grumpy does not know what Crystalyn gets paid but said it is not enough. Over the past year she has done an incredibly good job and we should be thankful she is willing to stay in this job, for whatever the pay is. We probably pay all our employees too little, given

all of the drama that we all see. It's not good and not right to write negative things and attack Crystalyn on Facebook or wherever those things are written. If you look objectively at what has been written both to Crystalyn and about her, is just disgusting. She certainly deserves the pay she is getting now, and we should continue it.

Brad said in the Mary Miller's process for the NAO report, it was always the intent to right-size the salaries of all the other employees. Based on the ED's range at the top, high tide raises all ships. Brad thinks that should be done systematically, this is a good start, and we don't pay our employees enough in general. That's hard to say in the organization where we all bust our ass and volunteer so much. It's always been the challenge doing right by our employees and honoring all the volunteers do. It's not an "either or thing;" we are not at odds with each other. It's a "yes, and thing," and in Brad's experience this organization is doing OK and can afford it. It's a way we walk our talk.

Mary is a PTSD survivor and 35-year public school teacher, and expressed when members yell for someone to speak up it is distressing to her, and maybe to others trying to speak. She requested that members should move when they cannot hear.

Robert said it is still the responsibility of Board to vote on this since we don't have an ED yet, and we should absolutely vote on this today.

BOARD: Diane said the Board is in transition. The Board is working toward governance, but having always been an operational Board the NAO consultant predicted a couple of years to make that transition. The Board is both inward and outward facing, and it is our job now.

Jon S. wanted to address the issue of pay transparency. He thinks it can be a healthy thing for organization and is not opposed to that as a policy moving forward. He just does not think we should do it in this case in the absence of a policy and the knowledge that all employees know that is what we will do moving forward. It has not been the practice of this organization to be transparent about pay, but Jon S. can see changing that practice. He thinks it should be done as an overarching policy and not on a one-off here.

Justin said we voted to bring this pay up to commensurate with her extra responsibilities. Overall, codifying that today makes sense not only for the work she has done and continues to do, and for the pay for all the employees. We could have gone for a rate increase, which this job dictates within market, and we chose to codify what she is currently getting.

Justin hopes the ED will look at the rate of pay for all the employees of the organization, and that there is still room within the evaluation processes to come back and right size this. If you look at market value for the work our amazing staff does for us, we have the room to increase the pay commiserate with the work they do. He thanked Crystalyn for sitting through this. He said he doesn't disagree that it is not right to have transparency through our reporting, and understanding what staff is paid through the budgetary process and full disclosure. Justin thinks it is distasteful to argue about the dollar figures with the staff also present at the meeting. Transparency is one thing, debating the dollar value of an employee in front of them is disrespectful, in his opinion.

Spirit said part of what makes the motion difficult for her is that it's not the Board's role. She said there was some hypocrisy going on, because just about a month ago she brought up some issues that are actually the role of a governance Board such as a personnel matter, and was told it was the role of the ED. The issues Spirit wanted to address have not been dealt with.

Spirit also called out the hypocrisy of this Board and others who say they are going to stand up for people who get attacked. She said when she is getting threats and attacked, just because she can stand up for herself does not mean that she is not getting bullied. It would be nice for Spirit if people stuck up for her too.

Spirit cannot support this motion because we do not have a consistent evaluation process. As a Board Director, she has asked for that process to supervise our lead professional, and has not received that. She feels it is the role of the ED to do a 360-degree evaluation and thoroughly be able to evaluate after this Fair when decide to do so. We are hiring them to do this. Spirit does not have a problem with the salary range and thinks we don't pay enough, but has a problem with the process and therefore won't be supporting this motion.

Motion passed 8-2; Spirit and Aaron opposed.

Paxton moved and Diane seconded to direct the Site Manager to locate the new compost barn at the Outer Limits site, and start the site plan process for permitting.

MEMBERS: Amy said Recycling has been working really hard diverting landfill into compost and we've seen drastic, amazing results from that. It's really the heart and soul of what Recycling does; it's not taking your cans, it's taking things out of the landfill which means increasing the compost. So, your support in this is so important and we are really excited to secure the location and the commitment to build it means a lot personally to Recycling. It also means a lot for the organization, in what we can do for the future. It's everything we stand for, seventh generation and sustainability. Amy is excited this is moving forward and thanked Paxton for the motion.

Ann has been working with them to establish what would be a non-commercial compost facility. That means we would not be selling our compost on the open market. This would be for our own uses.

Tom said there are a lot of uses for the compost, and Amy is absolutely right. This closes the loop in a way that nothing else that we do does. But at least as importantly, we are on the cutting edge for Lane County. Rexius can't do what we do. They had to close down their compost operation because it's too dirty. We are the ones who are making clean compost that we can turn into real dirt that is not toxic, and we are the only people in Lane County currently working on it.

Jon P. concurred and supports the Recycling Crew in making this happen. He knows they have worked really hard on it and done their research thoroughly, and thinks it's a major step forward.

Brad is Recycling's BUM and has seen the amount of work Recycling has put into this over the years. It is literally our last solution, and we have got to move on it. Brad wanted to show his appreciation for all the work Recycling does, not only on this, but in general on our mission that they are a big part of. They do a wonderful job, so let's support them in this.

Katie said Rexius had to shut down because of the crap and garbage people in Lane County put in, even goats in their yard debris bins. So, what we can do to help this work for our Recycling Crew is follow their labeling and do it right.

FireDIC said sounds like a great idea. He asked what would be the downside to selling our compost?

Ann clarified Rexus is commercial and has to sell the compost, and because of how the Fair operates. In terms of animals in compost, you can put hamburgers in that have been cooked, but you can't put 500 dead chickens in.

STAFF: Shane said is also a different permitting process, as a commercial operation would bring in the DEQ and other regulatory agencies, and construction would be way more complicated.

BOARD: Peaches thanked everybody who worked on this, saying she saw the report and all the work that went into it. As a Board, a lot of clarifying questions were asked and were responded to timely so Peaches is super impressed with the forethought and knowledge gained already. She fully supports this, and suggested it could be positioned in a site where solar panels can be added.

Lisa thanked Recycling Crew for all the work they do and is really happy to support this.

As a point of clarification, Jon S. said Outer Limits is the location formerly known as the winery property.

Spirit also thanked Recycling for what they do and whole-heartedly supports this.

Aaron wants to know when they figure out the exact site, and hopes it is not next to the beautiful building, in case we get to end up using it one of these days.

Diane is glad we've identified another use for the winery, now known as Outer Limits, and looking forward to a great work session where we can identify a few more uses maybe more fun than composting and parking.

Motion passed: 10-0.

Amy thanked the people who worked on this, and said there have been meetings with Stephanie, Crystalyn, Shane, Brad, Ann and Tom for over a year and a half. She thanked them for their trust.

Lily moved and Justin seconded that KOCF is authorized to spend funds budgeted for them by the usual process. In addition, they are authorized to spend the funds that they raise through their fund-raising efforts for KOCF expenses, with the approval of management, in addition to the funds that are authorized in the annual budget. Funds they raise will be held in a dedicated bank account, and their ability to spend them continues from year to year. KOCF must comply with the OCF gift acceptance policy.

MEMBERS: Hilary said we have not had a good policy for the way we have been doing this because the way we think about the budget approval process, that's when the money is approved by the Board to be spent. The KOCF situation developed kind of organically because originally, they weren't spending money out of the main budget. KOCF was fund-raising and had separate bank accounts and rather than being a separate entity that has become a program. We've been sorting through getting the bookkeeping sorted out with two different PayPal accounts and other funds. We are trying to get it much more routine and working with Mary, Dean and the KOCF bookkeeper to get a clear trail. What the Board approves will be one expense account on the profit and loss, and there will be another for the money they raise. As we work on this, it might also be a good idea to work with the Board on a KOCF budget process. We want KOCF to be able to spend the money they raise, and that is what this is for.

Dean this is codifying the work KOCF has already been doing. When the Board offered to help us with yearly, ongoing expenses they also asked us to continue to do the work of fund-raising. We are hoping to move the transmitter to the top of Bolton Hill and

that is going to cost some money, more than we currently have. We are hoping by the time we complete that project through our fund-raising efforts we'll have that money in the bank account. This is helping the bookkeeping structure and many thanks to Mary and Hilary who have done a lot of work to clarify this.

Jon P. encouraged the Board to pass this motion, saying it will aid KOFC's fund-raising potential. It will be very clear as a Board action that the money donated toward KOFC through their own programs will end up in their programs, which is important to major donors.

Michael James Long agreed with Dean and Jon P. He thanked Hilary for helping them out, and said transparency and process is exactly what we are talking about.

BOARD: Spirit asked if the Board should consider adding anything about following policies regarding conflict of interest.

Hilary said what we need clarity on is barter and sponsorship, and we still need to continue a working discussion about those and any conflict-of-interest policy we have. We also have organizational dual roles that involve dual loyalties, but that does not involve an IRS level conflict of interest. Hilary thinks more work is needed on those expectations. For example, if KOFC were fund-raising to pay themselves, then that would be a conflict of interest. The policies we have right now would cover that.

Motion passed: 10-0.

It was agreed to end the meeting with no further dialogue between membership and the Board.

Sam asked for feedback on facilitating the feedback, saying he had done some things differently than the past. He noted that on contentious topics he was only allowing member input once.

Kimmo said Sam does a good job and she appreciates him so much for keeping us directed, and he takes feedback well from the Board.

Peaches appreciates that Sam does a good job. She did think it was weird he wanted to limit the members to one time speaking, and conceding time as a member to someone else is done a lot. There was no preview that change was being made, and was an awkward moment when someone was told they could not speak again. Often, Board members will also concede to members. But Peaches does appreciate Sam's intent immensely and does think it is a bad idea going forward. Rolling it out in a heated time was uncomfortable.

Sam's understanding is that members of the Board can yield time to a member of the community, but members of the community have never yielded time to one another. Sam understands that some people want to speak more than once, and said it was a new decision he had made quickly.

Grumpy thought this meeting went better than the prior meetings because of the policies Sam did enact. People have complained about our stilted Board process, and there is a reason for this process. As a previous Board member and Co-Treasurer, meetings would last until midnight and last a long time. That is what we are preventing, one person taking over the meeting and saying the same thing, or the back and forth of one person speaking multiple times. Grumpy likes the idea of people only speaking once on an issue, including the Board members because we hear things over and over and over again.

Spirit agreed with Peaches about the moment Sam announced members could only speak one time, and did not give the best appearance when someone is feeling elevated and

just needed to get that out. She wishes Sam would have given Ed the opportunity to speak more.

Somerfield thought it was great that Sam opened up for feedback, said he has to make really difficult decisions and does a phenomenal job. Somerfield doesn't always agree with Sam, but as long as those decisions are universally applied then all we can do is support it. He said Sam does a fabulous job.

President's Peace

It is our 50th, let's think of all the things that has happened since 1969, everything that is happening right now and how that plays in what we do. Everybody has come together and pitched in for more than five decades and created a community that some did not think would succeed.

This is an important time for the world to see that we are celebrating. When true celebration succeeds, there is enlightenment. The past 50 years is because of everyone — the kitchen crew and food booths, the arts and crafts, entertainers, all the volunteers and staff, and elders — who helped this community to thrive and remain strong.

As we focus our goals and vision on the next 50 years, let us think as positively as we can about our accomplishments and uniqueness, and how we are a strong presence in the community. The passion and individuality we have will help us continue in our success. There will still be disagreements and hard decisions to make. What we have is because everyone of us are doing what we love.

Thank you, and tell everybody to bring a friend to the 50th anniversary because this is an important moment in time, not only for the Oregon Country Fair but for the accomplishments of being 50 years old.

Draft Agenda for August 5, 2019, Board Meeting 7 pm, NW Youth Corps, Columbia Room:

Consent Calendar / Board Donations
Transparent open meeting laws — Aaron
Closed session recording and minutes — Aaron
Create ad hoc committee regarding Code of Conduct — Aaron
Consider Office Task Force recommendations — Lily
Board member job description — Lisa
Membership and Board dialogue — Aaron