

## Board of Directors Meeting

September 9, 2019

7 pm, Hub Yurt, OCF Site, Veneta

*(subject to approval by the Board at the October 7, 2019, meeting)*

**Board Directors present:** Aaron Kenton, Cynthia "Peaches" Peachey, Diane Albino, George Braddock (Vice President), Jack Makarchek (President, alternate), Jon Silvermoon, Lily Harmon-Gross, Lisa Parker, Paxton Hoag and Spirit Leatherwood. **Board Officers present:** Hilary Anthony and Kimberly "Kimmo" Howard. **Staff present:** Stephanie Talbott and Wally Bomgaars. Plus 30 members and guests. Lily Harmon-Gross facilitated the meeting. **Board Director absent:** Justin Honea.

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](http://oregoncountryfair.net) and click on "Sign up to receive videos of monthly Board meetings." Please note, Board meetings held at the OCF site are not live-streamed due to intermittent access to the internet. Thank you, Sean Bonsell, for recording the meeting.

The following old business agenda items were tabled:

Closed session recording and minutes — Aaron

Board member job description — Lisa

OCF Organizational Chart — Lily

Create new budget line item for carbon neutrality project — Peaches

### New Business

Move \$5,000 from the Board change line item for sponsorship of the Ramon Ramirez Legacy Fund (part of the PCUN Farm Workers Union) — Jon S.

Clarify legislative intent of the Board motion accepting the draft of the NAO recommendations — Jon S.

Conflict of interest — Jon S.

Establish Fair event ticket sales limits — Diane

Appoint Chris "Ichabod" Murray to the Peach Power Committee — Peaches

Appoint norma sax to the Elections Committee — Lisa

Membership work sessions — Lily

Reorder of OCF commemorative merchandise — Spirit

Consideration of Commemorative Sales recommendations — Peaches

Lily read her membership work session motion, as presented in New Business:

The Board moves to create a calendar for work sessions with membership. Topics to be decided at the October Board meeting. The first work session will be Monday, November 18, at 7 pm, with location to be determined.

**Jon S. moved and George seconded to move clarifying legislative intent of the Board motion accepting the draft of the NAO recommendations from New to Old business.**

MEMBERS: Jon P. said it was already a full agenda. In general, moving things from new to old is happening way too much. It defeats the purpose of why that system was created. He recommends not moving things from new to old unless they are immediate emergency business.

FireDIC said it is not clear yet what the intent of the motion is. It has not been published yet and we really ought to have something to review so we know why it's being discussed. He does think it is appropriate to move it to old business.

Jen Lin thought there was an interpretation of the NAO motion when first approved. There has been a lack of clarity of what that was. Since it is currently being discussed on Facebook, it would be good to have clarity now going forward. She supports the motion to move it to Old Business.

Ann thinks the motion should move to Old Business. It won't take much time, as it is just a language clarification.

Sue agreed with Jen Lin.

BOARD: Jack asked Jon S. what the motion would be. Jon S. said the motion would clarify that the legislative intent was to accept the NAO draft recommendations, with accept to mean receive or take possession of. It was not intended to adopt or approve those draft recommendations.

Aaron said she was confused as to why it was coming up now, and why it's so urgent to move to old business. Since the last election, we have been operating under the idea that those recommendations were accepted and working with them as administrative rules. She would like there to be more conversation before the status is changed.

Diane supports the motion to move to Old Business, because Fair family is confused. We have some people who think we only accepted the report, and some people who think we will do everything suggested in the report, or variations of both. She thinks this is worth discussing.

Paxton said it is important to get clarity at tonight's meeting.

Jack said since we had a complete change of the Board last year, this would not exactly mean clarity if voting on this again.

Spirit said she was confused by the language of the motions accepting the NAO recommendations.

Peaches said she asked for clarification at the November 2018 Board meeting, whether it was to adopt all of the NAO recommendations or accept the NAO draft into the record. She is not sure if Jon's motion should be moved to Old Business, since it was clarified in the November meeting minutes.

Jon S. wanted to point out the wording of the motion passed at the October 2018 meeting was changed at the November 2018 meeting when the Board approved the October meeting minutes. Jack questioned why Jon S. wanted to present a new motion. Jon S. replied clarity needs to be there, that the Board did not approve the NAO recommendations in entirety.

*To provide history, the NAO motion passed in October 2018. A second motion passed in November 2018 to amend the October meeting minutes. The motions read as follows:*

- 1) (October 2018) Justin re-proposed the motion to accept the Nonprofit Association of Oregon (NAO) recommendations. Justin moved and Paxton seconded to accept the final proposal of the NAO recommendations. Motion passed: 9-0-1; Chewie abstained.*

- 2) (November 2018) Chewie moved and Sue seconded to approve the October 1, 2018, meeting minutes with amendment on page 21 changing "Justin moved and Paxton seconded to accept the final proposal of the NAO recommendations" to: "Justin moved and Paxton seconded to accept the draft of the NAO recommendations." Motion Passed: 9-0-1; Laurel abstained.

In the first vote to move the motion to Old Business, Lily recused herself since she was facilitating the Board meeting. After some discussion between Board and members, it was determined it had been an accepted practice to allow a Board member who was facilitating the meeting to allow them to vote.

**Jon S. moved and George seconded to move clarifying legislative intent of the Board motion accepting the draft of the NAO recommendations from New to Old Business.**

**Motion failed: 6-4; Paxton, George, Jon S., Diane, Lisa and Jack in favor. Peaches, Aaron, Spirit, and Lily opposed.**

### **Consent Calendar / Donations**

The Board members reviewed the following donation requests: \$1,000 for Toolbox Project, \$1,000 for Womenspace, and \$1,000 for Wordcrafters. Jon S. and Diane, who sponsored the requests, agreed to reduce the amounts by 10 percent for budgetary reasons.

**The Board approved \$900 for Toolbox Project, \$900 for Womenspace, and \$900 for Wordcrafters.**

*For any members who want more information about the donation request details, please contact the OCF Office Staff or OCF Recording Secretary.*

### **Announcements**

Wren announced it was Lisa Parker's 50th birthday!

Hilary said Nick Goerger passed away in August. The Goerger family is a big part of OCF. Nick's mother is on Solar Stage Crew and also the Fair outside bookkeeper. His sister is Laurel Goerger. His memorial service was tonight, so Shane and Crystalyn are with them.

With more sad news, Hilary said Peter Toms and Laura Baumwall of Seattle lost their 16-year old son, Jasper Echo Toms. Lots of pain radiating through the Fair family right now. Please keep these families in your thoughts.

Coyote said a Fair volunteer who works at Springfield Creamery was given a standing ovation by the entire crowd at Autzen Stadium. His name is Keanon Lowe, and he tackled a gunman at Parkrose High School in May, preventing any bloodshed.

Coyote announced a group of members scheduled a Candidate Forum / Town Hall Meeting that was held Sept. 15 at Whirled Pies in Eugene.

Spirit noted that we talk about personality contests when it comes to elections, so the more forums we have the better, so we can get to know the candidates better.

Spirit went to Burning Man for the first time this year. She feels inspired and relieved there is community out there beyond our own because she doesn't always get to see that. She has discovered that Burning Man may be the penultimate festival. Noting Article X in the OCF Bylaws regarding conflict of interest, and in an effort to be transparent, Spirit was invited to Burning Man by one of the Fair Big Boys to do security. It was for High Rock

Security, which Wally is part owner of, but she did not know that in advance of accepting the offer. It was an awesome experience for her, so if the Board has further questions, they can contact Spirit, Wally, or Daniel "Shadow Dancer." She was able to deepen relationships with those she loves very much and to make new connections.

Jon S. clarified his new business conflict of interest agenda item is intended to address the issue that Spirit just spoke to.

Peaches noted in June 2019, the Board passed a motion regarding Board committee best practices, and how to increase effectiveness of communication between committees, membership, and the Board. There will be a work group on Sunday, September 29, at Alice's from 1 pm to 4 pm. The work group will consist of nine people who responded they wanted to participate, plus Peaches, and possibly another Board member. Anyone is welcome to attend and be part of the conversation, and any comments or ideas can also be emailed to Peaches at [peachey.cynthia@gmail.com](mailto:peachey.cynthia@gmail.com).

Diane said the Diversity Committee will meet on Sept. 23 in the evening. The time and location will be posted on the .net site soon. The Diversity Committee is looking for new members.

Kimmo said Jeya Aerenson could not be at tonight's meeting, and wanted to share some information regarding the Trauma Healing Project, which has requested a donation from OCF. Kimmo passed out an email from Jeya, and the request will be considered at the October Board meeting.

Kimmo also announced Culture Jam has set a fund-raiser from 5 pm to 9 pm on Sept. 23 at Mazzi's Italian Restaurant. Come enjoy a delicious meal, and 30 percent of all food and drink sold will be contributed to Culture Jam. A postcard-sized announcement of the event must be presented to the restaurant server. Robin will have extra cards at the event. If you have questions, email Robin at [robin@oregoncountryfair.org](mailto:robin@oregoncountryfair.org).

Dean said Path Planning would meet on Sept. 22 at 10:30am for a walkabout starting from the Hub Yurt, and then at Alice's at noon. Everybody is welcome.

Later in the meeting, Lily announced there is a new link on the [oregoncountryfair.net](http://oregoncountryfair.net) site within the Board section called Board of Directors Working Documents. When topics are being discussed and considered, supporting documents will be posted there.

## Staff Reports

**Wally:** Stepping into my third month in this role, I'm happy to report that onboarding is going well. I continue to be warmly welcomed and seem to be included in communications appropriately. I've been diving into all the things: finances, permits, elections, payroll systems, grievance policy, and more.

I've had many in-person meetings, phone calls, and emails with Board members, staff, committees, Elders, past staff, Fair family, etc. More than anything, I'm meeting with a broad range of Fair family and gaining perspective on as many aspects of Fair as I can from operations, to politics, to booth life, and everything in between. I have copious in-person meetings on the calendar in the coming weeks, including one-on-one conversations, committees, and other groups, and I look forward to more.

I've also been spending a lot of time thinking about the current culture of the Fair and the elections process. Now that I'm done with my move and Burning Man, I'm excited to be jumping in with no big distractions and moving full steam ahead. Aside from all the meetings and emails and such, some notable happenings in the last month include:

- Along with others attended the LUBA hearing on the appeal of our SUP in Salem. A few days ago, we received word that the appeal was denied, which means that the county's decision to grant our SUP is confirmed. I believe they still have another chance to appeal.
- Culture Jam orientation and open mic.
- Hosted and supported the Burning Man end of the Exchange Program. We had 10 Fair staff/coordinators/crew attend Burning Man. The next step is to send a debrief survey to the attendees.
- Represented Fair at the Event Producers Barbecue event at Burning Man. (Fair was well represented with about five attendees).
- Set up my office spaces in town and on site; working with Archives on clearing of documents .
- Working with the Office Search Committee. The committee met. We reviewed the last report and the community surveys. We are looking to visit properties, even if just to get a sense of how our criteria might apply in real life.
- Camping with Robin Jackson and family.

Jon S. spoke to the Board approving an update to the OM job description before the Fair event in June. There have been a lot of comments about whether it was appropriate or not, or if somehow it was diminishing the new ED's authority or ability to carry out their duties once the ED took office. Jon S. asked Wally if he had any perspective on that he would like to share.

Wally replied there were two elements: 1) revising the job description and 2) the process by which it happened. Wally noted he did not have anything to say about the process as it was before he was hired. As far as amending the job description, Wally is grateful it happened. It needed to happen sooner than later. Coming on as the new ED, it would have been hard for him to do that effectively, especially in a timely manner. As has been noted, if Wally wants to change the OM job description, then he will do that. He is happy to have something that is accurate and working now, rather than later.

**Stephanie:** The Teddy Bear's Picnic was an amazing event and we have wonderful volunteers who made it a raging success. It was a great turnout and nothing adverse happened. Thank you to the volunteers and everybody who put in time and effort. Some people don't get to enjoy the picnic, and give up their entire day to work this event. It really is a blessing to have them do that for everybody else.

On behalf of Robin, Culture Jam was wonderful and the 51 attendees had a fun and enriching experience. Thank you to each and every person who gave their time. Stephanie had the opportunity to be the onsite manager and said it was really amazing.

In the office we are gearing up for budget season and calendars are being set. Expect communications from the Budget Committee soon, and there will be a budget meeting next week. Mary is still entering data in QuickBooks, so the financial reports still have outstanding information. For example, we have paid for all the gators and golf carts but they have not been allocated yet, as we are waiting for information from QM.

Stephanie was present to count the donations for the Jill Heiman Vision Fund and has an exciting announcement. The total donations stand at a record amount of \$29,353.16. With the Board match of \$30,000, we have a record grand total of \$59,353.16! Nice work family! We did an awesome job and we are an amazing team. Also, there were several food booths who either donated their entire amount of food vouchers redeemed or their entire

profit. One food booth gave \$10,000 which is a third of what we collected. Amazing Fair Family!

Overall, we are working with teams and crews to wrap up the 2019 Fair event and get ready for 2020. Stephanie feels the start of the new year is when entertainment applications get posted, and that is coming up soon — Nov. 15.

Get Out the Vote (GOTV) has scheduled the OCF Candidates Forum for Sunday, Oct. 6, at 5 pm, at Whirled Pies in Eugene. Tentatively, GOTV has also scheduled a Town Hall event for Sunday, Oct. 13, but we are still waiting for more details. Please continue to check the .net site ([oregoncountryfair.net](http://oregoncountryfair.net)) for OCF scheduled events.

## Committee Reports

**KOCF:** Dean said on Saturday, August 17, KOCF was live at the Saturday Market in Eugene, this being the third time this summer. We will be there again Sept. 21, from 9 am to noon. These live shots give us an opportunity to let folks know we are broadcasting. We hand out the station stickers and have station T-shirts for a \$20 donation. KOCF will also be doing live radio at the Veneta Harvest Festival on Sept. 14 from 9 am to 2 pm.

After a very successful meeting with Veneta City Administrator Ric Ingham and Public Works Director Kyle Schauer, KOCF is slated to be on the city council agenda on the Sept. 23 meeting to review and approve an agreement that would allow KOCF to locate the transmitter at the Bolton Hill Water tank. The agreement will stipulate an annual rent of \$1,200 that includes electricity. The agreement will begin Jan. 1, 2020. Crystalyn sat in on the meeting and will be attending the upcoming meeting along with myself and Marshal Peter, chair of the KOCF Advisory Group.

We received official notification the FCC has granted the new Board to control KOCF.

**Elections Committee:** Jen Lin said the Annual OCF Membership Meeting will be Saturday, Oct. 19, at 6:30 pm, at Whiteaker School, 21 North Grand Street, Eugene. (note, the entrance is on Clark Street). Results are counted and announced after the meeting.

There are 10 directors and two alternates on the Board. Each year, five directors and one alternate are elected to a two-year term at the annual membership meeting. The agenda also includes financial information and the 2019 feedback report.

If you live out of town and cannot attend the meeting, we recommend requesting an absentee ballot by Oct. 1 for timely delivery. You may request one after this date if you can return it before the meeting. Absentee ballots mailed or delivered to the Fair office must be received no later than 5 pm, Saturday, Oct. 19, 2019. Ballots that arrive after the annual meeting are not counted.

Request an absentee ballot by email at [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org), or mail to Elections at the Fair office address: 442 Lawrence Street, Eugene, Oregon 97401. Please include your current address with your request. Absentee ballots are not available to pick up at the Fair office. Each individual needs to make their own request; please do not make requests for your spouse or family. If you get an absentee ballot and then find out that you can make it to the meeting, please bring your ballot with you.

**Food Committee:** Sue said there is a food booth rep meeting on Sunday, Oct. 13, to review policies such as adding menu items, non-public hours, menus, and food quality. The Food Committee is considering formalizing some of our policies and we want to make sure we get feedback from the food booth reps so we are all on the same page. A survey with

questions is also going out to food booth reps to get feedback on how well things are going such as water service and recycling, and to solicit ideas. The results of the survey will be utilized to make a better Fair experience, share needed information, and create a stronger relationship between the Food Committee and food booths. Sue gave big thanks to Danya Ariel-Boggs for being the committee's tech whisperer and data herder, as he has done an amazing job.

**Peach Power:** Peaches said the committee met Sept. 10 to discuss how to repurpose the solar panels from the old array. (Peach Power meetings held the first Tuesday of the month.)

**Bylaws/Elections:** This group has been working on some of the NAO recommendations and petitions from last year's elections. With help from the Survey team, this group has created a survey for Fair family feedback on bylaws and elections. Some Fair family did the survey at the event, and there is also an online survey being created. Once the online survey link has been created, it will be published on the .net site.

**Vison Action Committee:** Lily said the Fair evaluation meeting the day after the picnic was a great success. There were more than 40 people in attendance to discuss the 2019 Fair. The minutes from that meeting, as well as the three prior meetings since May, were posted to the .net site. Thanks to the VAC members who took really good notes, and to Stephanie for posting them online. The next VAC meeting is tentatively scheduled for Sunday, Nov. 3, at 5 pm, location to be determined. Everyone is invited to be part of the process of reinvigorating the Fair's goals.

### Member Input

Dean asked the Board to consider funding a web conferencing system for Alice's, using Peach Power or Green Ticket funds for this request. He noted the Board recently passed a carbon neutral proposal, and this will, over time, elevate our awareness of how much carbon the Fair generates over a year period of time. Developing competent video and web conferencing systems that allows both far and near users to be seen and heard clearly by all involved in a meeting will allow more people to participate with less miles on the road.

The system Dean proposes is good for the size of the room at Alice's, and he hopes a Board member will sponsor this. Dean was previously a media services coordinator at LCC, designing systems for distance learning and meeting support. He is excited to offer his expertise in helping the Fair into a new level of confidence in creating meeting environments that all persons interested in participating, regardless of where they live, can be involved.

Jon P. asked Dean if the web conferencing proposal includes consistent connectivity. Dean said he has done some research and thinks there is a good solution.

Coyote asked about Daniel Dillon's celebration of life. Lily gave specifics for the event that was held Sept. 14.

Wren announced a White Bird fund-raiser for Sept. 21 at Sweet Cheeks Winery.

Brad spoke up as a former Board member and current BUM. He does not want to get political, but feels it is crucial that we elect individual thinking members that are going to listen and be willing to have their opinions changed based on what is going on. He has a hard time with voting slates, platforms of people made up to run for the Board. With 10 people making decisions, a platform is troubling to him and he does not think it should happen politically and is not healthy for our organization.

Brad said magic is one of the highest values in our organization, and is part of what keeps him coming back year after year. The Fair's inherent magic is something he believes in and has spoken about. It has changed his life and made him want to give back to this organization. As a member, it bums him out to have that Fair magic be used as a name of a political party, no matter what the beliefs are. He does not believe in political parties within our organization.

Jon P. said it is important for everybody to remember the concept of Fair magic is not the province of any specific group of magicians. What is important, are concepts and ideas and he believes the M.A.G.I.C. platform is based on what the Fair was founded to do.

Jon P. also encourages the new Board of Directors to return to the system we all worked on, in which motions were read at a meeting and then given one month for consideration, and to research the various aspects of those motions. It has become incredibly routine in the last couple years for the Board to move things the membership has never heard of from New to Old Business. It defeats the purpose of having a membership-based organization, to be voting on things the members have not had sufficient time to consider. This is a membership organization under the state laws of Oregon, and it was our intent in founding the organization that it be so.

FireDIC appreciates sentiments expressed and does not want to belabor political conversation. But he feels it necessary to emphasize when the M.A.G.I.C. group was trying to decide on a set of principles that the word magic rang for them just like anybody else and a good acronym was created. It is referred to as a platform because it is people committing to those principles. It is simply a statement of an assessment of where the Fair has been going and how it got there, and a set of principles that people are committing to. It is neither a slate nor a political party. It is a group of people who are candidates that have committed to that, a promise to the membership of what they will do and how they will do it. We make lots of mutual commitments, such as the Code of Conduct and the Guidelines, and this is simply another one of those.

Jen Lin was secretary in the early to mid-1990s. Looking back at minutes during that time and moving forward, there would be a motion topic but not the motion. So, she questions Jon P.'s comment about what we would be going back to.

Hilary also responded to Jon P.'s comments. She looked at the OCF Articles of Incorporation on the .net site, and saw the first two article versions showed we were not a membership organization. The Articles of Incorporation filed in 1989 turned OCF into a membership organization. When Hilary reflected about this on Facebook, Suzi P. got copies of all the bylaws which showed the bylaws changed in 1985 to a membership organization. So, OCF started as a non-membership nonprofit according to what was filed with the State of Oregon.

Jon P. said having been on the first Board that was elected when those documents were being formulated, it was the intent of the group to make it a membership organization. We learned a lot as we went along, as far as the legalities of things and that is why we had those revisions.

Aaron said she has signed onto the M.A.G.I.C. website, because she does believe the statements are pretty clear. They are basic to most of our tenets of the Fair. They are the ideals in which she ran for the Board a year ago. She finds this conversation really difficult because it is overtly political and is election time. Aaron wanted to speak to Brad as a member, and said she has read everything the M.A.G.I.C. group has put out and everybody's comments, and she has seen nothing about a slate.

Aaron has no intention of supporting a slate, and will vote for individuals based on their abilities and how they perform for her at the various town hall forums. She will go to all of the candidate forums, because she has to work with these people for the next year. Whether it be the incumbent members who are elected, or new people, she thinks it is really important that we learn about them. Last year when Aaron ran for the Board, she supported Peaches, Lily, Spirit and Lisa and they all talked about supporting each other. We all ran as a group with similar ideals, and we were all elected. If you look at our voting records, we don't vote as a block. So, even if it was a slate, which it is not, people are going to make their own decisions. We are all individuals; this is the Oregon Country Fair and we all have opinions.

Ann wanted to remind us the rainy season has begun, and as stewards of and reverence for the land, to be aware of our activities on site in the mud, compactions, and preparing things for minimal flood damage. Our stewardship for the Earth is important.

Somerfield said when people voted for Obama, they voted for hope and they did not necessarily vote on a unified hope. He thinks a lot of people are voting right now for change, and does not think it is necessarily a unified voice of what change it will be and direction it will come from. He thinks a lot of candidates who are running are invigorating a larger group of people, and that in no way can be bad for this organization. We want participation and cooperation.

### **Treasurer Report and Budget Items**

Hilary said Mary has been working very hard in the office, and referred us to the June 23, 2019, Treasurer's report for some of the things they are working on with the Budget and Financial Planning committees. We want to talk about simplification of the pass price process, the capital project process, carrying forward large projects and how to get more staff involvement. Stay tuned for more specifics and recommendations.

Historically, we have had the Financial Planning meeting first before any Budget meetings. This year, we are starting Budget meetings to get information out to crews about deadlines and the Financial Planning meeting will be held Oct. 30, 2019. There are a couple of reasons we have made that change. We will have a financial report dated Sept. 30, 2019, for the annual meeting and the financial planning meeting, and that will give us a more complete view of the budget. We ask coordinators to get their reimbursement requests in by Sept. 30 so we can get a clear picture of event expenses and income. Even though Mary has been working very hard, there are still outstanding invoices just coming in, so we only have preliminary information right now.

Also, the revenue projection basically consists of recommendations for pricing changes and extending those by volume, and that typically comes to the Board in November. That means a new Board of Directors is asked to vote on it as Old Business. By moving the projection out, the Board will get a recommendation as New Business and be able to see all the recommendations and review them before voting.

Another thing we did with Financial Planning is looking at the fund designations and the cash projections coming up. Hilary does not expect too many huge designations coming out this year. Because of Peaches' motions regarding moving funds, Hilary did some preliminary work and some estimating for further discussion about fund designations. Her preference would be to talk about fund designations at the Financial Planning meeting when they have a better idea of how much cash we expect to have.

One big project being carried forward is the Main Stage rebuild. The Budget Committee did not recommend doing the Main Stage rebuild this year because of the extraordinary expenses we had this year. She also said if we do not hire another caretaker this year, there will be about \$58,000 in Green Ticket money (Green Ticket money is \$1 of every ticket purchased) and less than \$200,000 in addition to that for other uses. That said, Hilary is willing to spend more time going over the cash projections or wait until Peaches has presented her motions.

BOARD: Aaron said she was confused about how the Financial Planning committee actually helps the Treasurers, and what the committee does. She is curious how one meeting helps the process. Hilary said she did not understand the premise of Aaron's inquiry.

STAFF: Stephanie said she has been on the Financial Planning committee the past three years. They discuss revenue projections, which has to do with the price of tickets and price of booth fees. There have been discussions for years about food vouchers and the impact on revenue, as well as other items and how to balance things out in an income sense. Those are the types of considerations this committee reviews. Also, Hilary solicits feedback from the committee members about what to include on the agenda for that financial planning meeting, and provides financial data and budget details. It is a group process for how we come about making our recommendations.

BOARD: Aaron reiterated what Stephanie and Hilary said to review, and Hilary said they do have tools and methods that have been developed that is relied on and particularly discuss the biggest revenue generators like admissions, path sales, booth registration and paid parking. Aaron then asked how the Financial Planning committee reaches out to get other members, and said she thought the committee only has two non-officer, non-staff, non-Board members, and was curious how others can get involved.

Hilary replied it is a Board committee and there has been a lot of interest by Board members to attend. A few people have dropped off over the years, but there has not been an official call out for more committee members. When people show up to the meeting, they have been able to engage with everybody there. Hilary asked Aaron, if Aaron thought the composition of the committee should be changed. Aaron said she just wanted to learn more about it. Hilary said all Budget committee members participate, and typically the Treasurers and lead staff. Aaron noted it is a larger group than listed on the Fair committees contact sheet. Hilary said in recent years, most Board members attend.

MEMBERS: Jen Lin said when Hilary made the announcement of the date of the Financial Planning meeting, that she takes it to mean that she is invited if she wants to attend. That is how the word gets out, and it will be listed on the .net site calendar and in the FFN. Jen Lin said even though she is not on the financial and budget planning committees, she attends because she is interested.

Hilary said whatever comes out of the Financial Planning meeting is also presented as New Business at the following Board meeting, and are recommendation. It gets in the minutes and then a month later is voted on. Going to that meeting is not the only chance people have to give input. Aaron was thankful for the clarifying information.

Jon P. said he has attended financial planning meetings, as a past Board member and member, and felt well integrated into the discussion. Of course, there is a lot more process that happens after those meetings when the budget is set.

Hilary offered to speak some more about the preliminary budget information if folks wanted to hear more and make a decision about the Green Ticket money. Otherwise, she said we can wait a month to get a much more complete picture.

BOARD: Peaches said she'd like to talk about the concept of her motions but is willing to table them until next month when Hilary gets a more complete picture of the funds.

Hilary wanted to note that right now we have more designated funds than we have ever had in the past. Before we bought the winery, we had so much money that we needed some kind of structure of what all the money is for. She is hoping we can go forward and either combine some of those funds, as Peaches will recommend, or spend some of them down and get to a different way of planning for future spending rather than designated funds.

### **Old Business**

**Paxton moved and Peaches seconded to approve the June 23 and Aug. 5, 2019 Board meeting minutes.**

**Motion passed: 9-0; Spirit absent from voting.**

Aaron said the following motion was first brought up in June before the Fair, and she worked with Lily to revise the original version.

**Aaron moved and Lily seconded the following motion to create an ad hoc committee regarding Code of Conduct violations:**

**The Board shall create an ad hoc committee to discuss types of code of conduct violations. The committee will meet regularly and report to the Board monthly regarding their thoughts and progress. As part of the research process, the committee should also actively solicit ideas and comments from the Fair family at large and include suggestions of merit in the recommendations.**

**The committee shall be comprised of a cross section of the Fair family. All Fair family members are invited to send in letters of interest to the office by Nov. 15, 2019. The Board will review these letters and make appointments to this committee during the December 2019 Board meeting.**

MEMBERS: Jon P. said it is a great idea right now. The Code of Conduct, understanding what it means and how it might be applied, is pretty murky for most people and seems a bit arbitrary. Having that kind of discussion and a more organized way of looking at it is a really good idea.

FireDIC also supports the motion, saying this is an area where all violations or deviations are not necessarily equal. This area is begging for clarity so that everyone can feel comfortable moving forward with what the rules are.

BOARD: Jon S. said he was unclear what the product Aaron expected out of this committee is. He has given a lot of thought to the Code of Conduct, and wondered if this committee would be looking at Code of Conduct violations by staff, and if so, would that not be a personnel matter that would fall under the ED's responsibility? What is the role of the ED in this review? Also, Code of Conduct violations of a food booth — isn't that something that is dealt with by the Food Committee? Or, the Code of Conduct violation by a booth. Or a violation in an operational sense seems to him to be related to the ED's responsibilities.

Then there are Code of Conduct violations conceivably by members of the Fair, not directly related to something operational. There are also Code of Conduct violations by the public that might occur. Jon S. is not sure the way Aaron is structuring the committee is

going to get all the players that would be needed, to really look at all the aspects of how the Code of Conduct might apply. He asked again about what the product was, or what was Aaron expecting back from this committee in terms of a report. He thinks the motion needs more work before he can vote for it because it's important to make sure we get all the players involved. Jon S. thinks we are looking at multiple committees looking at the Code of Conduct from different perspectives.

Peaches appreciates that Aaron tabled it previously, got feedback and worked with Lily on this motion. She thinks it is a good idea. All the questions that Jon S. asked are great questions, and they would be great questions to bring to this committee to address. You can have the committee and talk about these things, and the product comes out of that. The questions Jon S. asked don't have answers now. We don't have separate Codes of Conduct or any process and procedures for what he is currently asking. So, the fact there are a group of people interested in trying to address those questions and make some clarifications is a good thing. Peaches thinks the committee will get feedback and questions from others that will help guide them in what to do.

Aaron thanked Jon S. and said she does understand his questions and would be things the committee would address. It would be helpful to recognize that other organizations have Codes of Conduct. The principles of good governance and ethical practices, which is part of the Nonprofit Association suggestions, is that a Code of Conduct should be accompanied by specific policies and procedures describing how it will be put into practice and how violations will be addressed. Aaron is trying to put the pieces together, and there will be lots of parts, as it does pertain to all part of the Fair.

Aaron said the composition of the committee, and the reason she used the term Fair family, is that anyone can be involved and send in a letter of interest. She is hoping that all Fair committees will be posting when they are having meetings and what topics are being discussed, so that everybody can be involved in the long run, one way or another. Code of Conduct issues are lacking clarity and process, as people don't know where to go or what to do. That is why Aaron is presenting this motion, and thanked Lily for helping to make the motion briefer.

Spirit thanked Aaron for the motion revisions as to the composition of the committee, and said breaking it down and allowing it to grow organically is great. She reminded anyone who is interested in joining this committee to submit a letter of interest by Nov. 15, 2019, if the motion passes.

Spirit wanted to speak to the retreat the Board had in the spring with Marc Smiley of Solid Ground Consulting, said they learned a lot, and this type of committee is exactly what task forces are made for. Rather than just placing this on the ED, or into some strategic plan that will probably have another committee form, most of the membership feedback Spirit has heard indicates that members would like more clarity on the Code of Conduct. This is a really great way to start receiving input. We don't have to know 100 percent how this is going to function, or all the things that will come out of it because it will evolve. She appreciates Aaron for receiving input and applying it, is really stoked to support this and thinks membership will as well.

George said he also wanted to speak to Marc Smiley's suggestions, and one thing Marc told us: When we brought on a new ED, it would take 12 to 16 months to get this person up to speed. To facilitate the strategic plan — which the Board all agreed was one of the most important things this organization needs to do — Marc advised us to avoid random acts of planning until the ED is on board and really up to speed, because what

happens is planning starts at the wrong end. A lot of what we are hearing about is getting shaped now with no input whatsoever from our new ED. These kinds of conversations, like things about Code of Conduct, should be part of a much larger conversation and shouldn't be fractured out at this stage in the game. For these reasons, George does not support the motion.

Jon S. thinks part of what this motion assumes is that there are no procedures in place. There are procedures, you just don't know what they are because you haven't asked. He hears people say that we did not follow process when a food booth was removed from the Fair. There was a process that was followed, and there was a process that the Food Committee explained to the Board. Jon S. concurred with George's concerns about doing this as a separate item.

Lily said she does remember Marc Smiley encouraging the Board to avoid random acts of planning. But she does not think that means they can wait 16 to 18 months or two years to take care of the things that are really important to our community. We heard over and over, as issues come up, that there is concern we do not apply the Code of Conduct equally, and that we don't know what the next steps are when there is a clear violation of the Code of Conduct. This is something that we need to figure out.

Lily said this committee is the best thing she can think of going forward, and doing an expansive exploration of what that should be. If Lily is selected to be on the committee, she is hoping it takes on more than just the Code of Conduct issue, and actually branches out into types of Code of Conduct violations and how we solve those. She has spoken about her appreciation for revitalizing the grievance process, about her concerns regarding the Consent Policy, and thinks this can be a very big umbrella or working group that can touch on some of those issues.

At this point, Lily does not know what the output would be or exactly what we need, but said she can write into the motion that by the April 2020 meeting we would have suggestions to present to the Board as a friendly amendment. Lily said we would be remiss to put this off for another year or two without starting to explore it, because we know we need to get back in touch with what our Code of Conduct is, what that means to us, and how we hold each other accountable.

MEMBERS: FireDIC asked for a clarification. Is there anything in the motion that precludes the ED, staff or anyone from participating on this committee, or for that committee to reach out to these various actors to discuss and come up with clarifications about the various shades of implementation that might be required?

BOARD: Aaron said her assumption is that it would act like all committees do, which is reviewing what is going on now, what do we need to do, what do we need to learn about, and how to bring all the information together. She chose to take away all the instructions in her original motion because having too many instructions is kind of restrictive, even if you say at the end that everything comes up for discussion. She made the motion more general because those things that will be talked about. Whatever processes and procedures there are now, they do not address every kind of Code of Conduct violation and circumstance. We need to sit down as a committee and talk about it.

Aaron wanted to clarify this is an ad hoc committee. That means it has a specific function to work on the Code of Conduct, and when that job is done, then the committee goes away. It has the same meaning as a task force which originated in the military, but the term ad hoc had its inception more in community. She is not fond of military terms, does not

think our organization was based on military admiration, and would rather not use that language.

MEMBERS: Amy said she was curious if it would be a committee or task force, because she thinks it sounds like a task force job to explore committee work that gets done.

BOARD: Peaches wanted to address comments about the Board doing too much planning, and said there have already been reasons for not doing too many specific things such as waiting for the ED to get hired. And now there is another reason, some saying they want it to be part of a strategic planning process. The strategic planning process is going to take a long time. Meanwhile, there are things we can address, and it will be a good way for our new ED to get to know membership, how we work together in this arena, and can inform the strategic planning process. This committee work can be part of who we are in envisioning values, who we are, how we want to be going forward, and having clarity about that. It can be a helpful mechanism to the strategic planning process.

Paxton is having trouble understanding how this would be part of the strategic planning process. He asked if this would be a standing committee, said we have never used the term ad hoc before, and that is has been a task force or group of people with a specific job until completed. In general, committees are continual and he does not see how the term ad hoc is demilitarizing it. Paxton said committees recommend things to the Board, is concerned that this committee would try to be a judge in deciding various violations, and has the potential to lend itself to abuse.

STAFF: Stephanie asked what is the selection criteria to be a member on this committee, who applies the criteria, and is there a committee size if there are a lot of people who are interested?

BOARD: Aaron said they are asking for people to send in letters of interest and she would be ecstatic if it is a huge response, but realistically committees work best in groups of 10 or under and more work gets done. She said the Board would be reviewing the letters of interest, but does not want to speculate on who would be better qualified. The original motion designated persons from certain groups of the Fair, but people were offended by that.

Spirit wanted to preface that she may ask for a friendly amendment, but first wanted to express that committees she has participated in are generally run by volunteers and a lot of weight is given to staff who are present. Any current staff member can be as involved as they want to be, and would include soliciting their input as well as membership. This is not a policy, yet. Spirit hopes the recommendations that come to the Board help them to shape and develop good policy because that is their job. She is concerned that she is consistently seeing this Board resisting any type of consistency in developing process and policy. All this motion is asking is to do the work.

Spirit said Jon S. was right in saying there was a process, but none of us know what it is and seems to be dependent on the who and not the what. That is very concerning to her, that we have a vague Code of Conduct without know how those violations are going to be dealt with. She has seen issues that are calling for this committee to get to work as soon as possible, not down the road, not after a new Board and not after Wally gets the path under his feet. We need this right now.

Spirit said she had a long meeting with Kat, the Grievance Committee administrator. While not speaking for Kat on how involved she would be, Spirit believes Kat would be accessible to this committee, and does not believe this to be ex parte to that process. While we don't have policy around it, or any clear process, we sure as hell need it. Spirit implored

this Board to vote yes on this motion, and asked for a friendly amendment to limit the ad hoc committee members to 10 or under. Aaron and Lily accepted the friendly amendment. Aaron said she also spoke to Kat extensively, and Kat has agreed to consult with Aaron.

STAFF: Wally raised his hand and expressed he had some comments. As Facilitator, Lily said she would extend him some time, but that his comments should be during member input.

BOARD: Jon S. we should talk about this too, because he thinks Wally as our ED should be able to comment while the Board is discussing. Jon S. sees Wally as a partner with the Board, and Lily concurred.

STAFF: Wally said a lot of the comments so far are not mutually exclusive. He does agree with what Jon S. and George said. This does feel piecemealed to him, and he assumes he would be on this committee. He believes the way the motion is written it is open enough to come back and say, let's have an overarching package deal on behavioral standards or code of conduct and responses to violations. Whether it is a Board committee or not, it does not make a huge difference to Wally because this is high on his list to be tackle anyway. He leans towards a Board committee, in part, because it needs to also apply to the Board and therefore a little beyond operations. In this respect, in the idea of moving forward with it, to Wally this does need to get done and he is comfortable with the motion.

BOARD: Diane questioned verbiage in Aaron's original motion that stated, "request input from the membership through the email systems we have in place," and said as a member she has never been contacted via email by the Fair.

Jack said in talking about defining violations of the Code of Conduct, he does not think that is the right thing to focus on. If we have a committee, it has to be about how we think we should treat each other, not parse how we decide whether it is a violation. That is an important difference, and one Jack is having difficulty centering on. How we treat each other is possibly an avenue, but he does not see that in the motion language.

Diane asked: Isn't this what we have a Grievance Committee for?

Aaron said her original motion did have more language, describing what we are trying to do is find a way to identify what consequences should be depending on the types of violations. Aaron knows this sounds negative, but violations do occur. We need to find a way to start talking about a situation when they do occur. Having a group of people talking about various ideas of recognizing what are Code of Conduct violations is important, and that is why we are doing this.

Aaron said we do not have a clear process for when something occurs that offends someone and a Code of Conduct violation. We do have processes, but not very clear at this point. She understands the concerns about the strategic plan. As she sees it, the strategic plan will be a process where we set up ad hoc and special committees to bring information to the Board so they can make policy and plans. Aaron does not feel this is as piecemeal as others see it. This is just moving forward in the way that we do business. The Board was elected to do business, and to continue to do business, and long-term planning is needed. It is a big conversation, and Aaron believes we need to continue with the important business at hand while doing that. She said this is one piece that is being worked on.

Paxton asked the motion to be read again. Spirit suggested adding verbiage about how we treat one another. Jack felt the motion would still be coming from the wrong direction, and that language is important. Spirit said it has to come from some direction. Lily called the vote.

MEMBERS: Mouseman asked for a point of order, and asked for the motions to be read again before a vote, especially when it is amended.

**As amended, Aaron moved and Lily seconded the following motion to create an ad hoc committee regarding Code of Conduct violations:**

**The Board shall create an ad hoc committee to discuss types of code of conduct violations. The committee will meet regularly and report to the Board monthly regarding their thoughts and progress. As part of the research process, the committee should also actively solicit ideas and comments from the Fair family at large and include suggestions of merit in the recommendations.**

**The committee shall be comprised of a cross-section of the Fair family. All Fair family members are invited to send in letters of interest to the office by Nov. 15, 2019. The Board will review these letters and will appoint 10 people to this committee during the December 2019 Board meeting.**

**Motion failed: 4-6; Spirit, Lily, Aaron and Peaches in favor. Paxton, George, Jon S., Lisa, Diane and Jack opposed.**

**Aaron moved and Spirit seconded the following motion regarding transparent, open meeting laws: The Board shall abide by the most transparent of open meeting laws, even if these laws are not legally required for our nonprofit status.**

MEMBERS: Hilary urged Aaron to do a motion that starts investigating these laws, understanding them, and then offering information to the Board to determine which laws to apply. Hilary has memory of a recent lawsuit at the county level where open meeting laws were violated because one county commissioner talked to one person, and then talked to another person. Sequential talking to various people can break open meeting laws. What happens if there four or five Board members are at a party and they are sitting there together talking? There are so many possible ways that the most extreme open meeting laws can be violated unwittingly. Hilary thinks there is an appropriate set of guidance that relates to openness, that may not be defined how Aaron is defining it, and the Board should pick and choose with their eyes open.

FireDIC strongly supports the motion. He also recommends reviewing the laws and carefully decide how to implement each one, and whether or not to deviate from the way the open meeting laws are written. When he was subject to open meeting laws, it was about how many were involved in a conversation at one time, and is not aware of a violation from a sequential conversation because you are allowed to lobby other people. That would be something to look into, and a friendly amendment to work on, so that you are selectively implementing these. What you should end up with is a description of the transparency of the Board and how it functions.

FireDIC said lots of emails among the Board is essentially a closed meeting. So, deciding whether that is something that should be available for everyone to read is an important aspect, and whether or not business should be conducted that way. Everyone should know how the business is conducted, should be transparent, and should be worked toward with this motion.

Ann wanted to remind us we are a private organization and do not have to adhere to open meeting laws. She has been on the Board, and said all closed meetings she went to were in regard to personnel, real estate or a legal matter. As an interpretation, Ann spoke about Burning Man being a private/public partnership, and her understanding is that Burning Man had a couple issues with their public partner this year though their

environmental assessment. Ann has worked at the state and federal levels on a lot of issues with public meetings, and the Fair is a private organization. We need to realize that we are unique in not having a public partnership, and she cannot think of another organization that does what we do.

Shelly said our private, unique membership is not asking for more privacy. We are looking for a lot more openness and transparency, and we want to know what is going on. There are constant executive sessions, before every Board meeting all year long, instead of working groups and work sessions that involve more membership.

Jon P. said he could not agree more with those in support of the motion. A lot of people are looking for more openness. We are not subject to open meeting laws in a direct sense. However, we are a 501(c)3 which means we are tax exempt and, in some ways responsible to the larger public as well. Really, what this is about is us as a membership organization, and that is a particular subset of Oregon Revised Statutes. The members of an organization have a right to know about the business of an organization, whether that is codified in a specific law or not. The basic concept is that all members have a participatory role. There should not be a lot of instances for closed sessions, and should be strictly used for personnel, legal and property acquisition proposals.

Jon P. said having a process in which we look at the open meeting laws, using the concepts as a model and selectively using what applies to us is really needed. He strongly encourages the Board to go forward with the motion.

Jen Lin, as a previous secretary and officer, said any executive meeting she was ever invited to were only about personnel, land or legal. This notion that the Board is having secret meetings to discuss something else is ludicrous. Having also been on the Personnel Committee, she said there have been a lot of personnel issues the past several years where the PC presented information to the Board at a closed session and then left the meeting so the Board could discuss further as necessary. She does not understand why people are thinking the Board is conducting secret meetings that they should all be party to, and said Jack as President wouldn't allow for closed sessions not pertaining to personnel, land or legal.

Wren said as an old hippie, he is suspicious of laws made by the state. He does not disagree with the voices asking for openness and transparency, he is more concerned about how the laws have been written by the state. He is in support of investigating the laws as Hilary said, deciding which ones apply to us, and not adopting them in a whole form.

Palmer also agrees with Hilary, and thinks looking at open meeting laws is a great idea. He does not want a motion that locks us into one idea, and understands the thought process of some wanting to reduce the amount of executive/closed sessions. He knows there have been a lot of closed sessions, but he does not find fault in that the Board is doing their job. Board members have fiduciary responsibilities, and Palmer believes it is the Board's responsibility not to be a completely open book. He also believes we are a membership organization, and we elect our representatives. He does not always agree with the Board, and the Board doesn't always agree with him, but that is part of the process of being a family.

Palmer trusts the Board to be taking care of this organization, and thinks some cards need to be held close to the chest during the process of investigation. For example, the winery. There are legalities attached to the winery, and he thinks it should not be discussed in an open session. Palmer said if you don't trust someone, then don't vote them in. If anyone has a problem, Board members can be contacted via email or phone. There has to be

discretion and privacy. Some things at open meetings are not pretty, but that is the way we are set up, and you can't pass a motion unless at an open meeting.

Fire Tom does not believe the open meeting laws would affect what the Board and Jack have been doing. He is sure it has been within the rules of open meeting laws so it wouldn't change any of those aspects. He suggested having an ad hoc committee to look at what the laws are and how we want to adopt them.

Heather thinks the problem is that there are members in this private organization who feel shut out. As somebody who has sent a public records request to Lane County, it was so refreshing for her to be able to get the information about the discussions that have happened that led up to a proposed ordinance. You can't do that here. As Palmer said, there are all kinds of things that are held close to the chest, and therefore only some members of this private organization get to know what those things are. And, somebody decides who that is.

Palmer clarified that there are people who know more, but feels lucky to be part of the process to elect those who take care of that business. He also feels some people hoard information for the enjoyment.

Jon P. wanted to clarify his previous comments, and said because people are asking for transparency and some method for codifying and ensuring that, does not mean that they don't trust the individuals who are running the Board. Everybody has a different view of the elephant. We members want to be able to do these things as well and be able to participate in the discussion of things. In his view, that should be the intrinsic nature of our organization. So please don't interpret any of these requests for openness as meaning we don't trust you as individual people. It's about process, and hopefully we will arrive at one that goes far beyond any of us individuals sitting here now.

BOARD: Spirit said one of the things that really turned her off from Mary Miller, as a NAO consultant for our organization, was when she mentioned that in a typical membership organization the membership cast a vote and then have gotten out of the way. She hopes our membership never does that. Personally, Spirit has not been entirely comfortable with the number of closed and executive sessions conducted by the Board. She feels the Board has gotten better about them, but the way they decide what and how is discussed, the environment they are conducted in, and being unfacilitated makes her feel entirely uncomfortable.

Spirit feels we need some boundaries around closed sessions, because she feels it invites abuse, and is her personal opinion. She has been saying for a long time, communication of the closed meeting topics or agenda would help, and they need to tighten up how the Board is doing business behind closed doors. It would probably go a long way to quell the concerns of the membership. Spirit does not believe the Board is going way outside the bounds of what they are discussing, but thinks communication would help. She also said she does not think Reese and Tim would agree that actions have not taken place behind closed doors.

Jon S. said the motion does not state what we are going to do. It just says we are going to abide by the terms of stringent, open meeting laws. He would prefer a motion that says: this is what we are going to do, these are the parameters and the limits. When Aaron first proposed this, he emailed her a number of questions that he never got responses to. He is assuming, likely the most transparent of open meeting laws are going to be the provisions of ORS 192.610 to ORS 192.710, which is the Oregon open meeting laws. He assumes if

Aaron is referring to those, it would also be assumed to adhere to the corresponding administrative rules, and implement them.

The following are questions that Jon S. did not receive answers to:

Is it the intent of your motion that any meetings of the members of the Fair Board with elected officials or Tribal Councils also are open to the Fair membership?

Is it your intent that the OCF amend its bylaws to conform with the notice requirements contained in the Oregon statutes and/or administrative rules?

Is it your intent that the OCF give notice of meetings to news media and the general public in accordance with the provisions of the Oregon statutes and/or administrative rules? If so, how would you propose that this be done?

How would you apply provisions of the statute pertaining to the representatives of the news media at executive sessions and in particular how would you ensure adherence of that representative to any requirement of the governing body that specified information be undisclosed?

Is it your intent that provisions relating to matters "pertaining to the function of the medical staff of a public hospital" be applied to matters pertaining to the provision of medical services at the Fair?

What Fair matter, if any, do you see relevant to the security exemptions provided for under ORS 192.660(2)(m)?

What is your intent as to how the provision excepting "records that are exempt by law from public inspection" be applied to the Fair? Can you specify which records of the Fair are exempt from inspection by the Fair membership so that it is clear which records the Board can consider in closed session?

How would you apply the provisions of the statute and related administrative rules relating to the review of employment-related performance of the chief executive?

What procedure would you propose in relation to the remedy in the statute and related administrative rules for "a decision made by a governing body of a public body in violation of ORS 192.610 to 192.690?"

What committees, bodies, or other elements of the Fair, if any, do you feel fall under the exemptions contained in ORS 193.690?

Is it your intent to apply the smoking prohibitions of ORS 192.710 to the Oregon Country Fair? Oregon open meeting laws prohibit smoking. So, those of you who want to prohibit smoking at Board meetings, then here we go.

How would your motion affect the annual Board retreat or the retreat like we had with the ED Search Consultant?

Jon S. said these questions are stuff that is in the laws, not simply what you can discuss. It is how you conduct business. He appreciates someone mentioning emails. We had five new people elected to the Board last fall, many of them running on transparency. There have been more emails among Board members coming from the newly elected Board members, discussing Board business via email, than he ever saw all the years prior to that.

Jon S. cannot vote on this until he knows the answers to those questions. He thinks it would be better to research what the local meeting law says, pull out what is relevant to the Fair, and come back with a motion that says: these are the things I think we should adopt. He can respond to that, but this motion is so undefined and open that he thinks that it would be irresponsible for the Board to adopt it. He does not think the members get to know everything that is discussed in closed session. Sometimes, the topic is not even something you want to say because it could let the proverbial cat out of the bag.

Jon S. wishes we hadn't had the need for all the closed sessions over the last couple of years, but we have multiple land use issues dealing with our SUP, consulting with land use attorneys, our land use consultant through the LUBA appeals, and the multiple sessions where we discussed the county coming down on us for building permits for booths. The issues that came around the story pole and the non-conforming use, properties, personnel, the ED and OM, meeting with our insurance company or our lawyers — that it the business of the Board. The membership doesn't get to know the details of those discussions. It is not prudent that it be public information.

Aaron said the way she has been told in past of how the Board deals with motions, is that it goes from Old Business to New Business regardless of the information we have gotten in the interim if it was not discussed in an open meeting. She said she had to read the original motion exactly the way it was placed, and thinks it was originally placed in March 2019. So, there has been a lot of thought about this, she has had some discussions and people have thought about it. The idea behind it was to try and alleviate some of this sense of distrust that we have been trying to fix. We have had a problem with distrust for quite a while, and the best way to fix mistrust is to just to be honest — as honest as you possibly legally can.

Aaron's approach is to be as honest as you can, and her intent in opening up this conversation was more about talking to an attorney. She has talked to various Board members, about simple things like how many Board members standing around to talk does it take to constitute a meeting. She received different numbers from all sorts of past Board members because we used to have an attorney who was here all the time. The attorney was at our Board meetings and closed sessions. We had access to a Fair attorney.

Aaron said the Board retreat also needs to be thought about, in terms of how that group gets together in the form of a closed meeting. She wants us to have a conversation about it that allows the membership to be informed about what we are doing and why we are doing things. Certainly, there are things that should be kept private. Her intention was to start the conversation about setting up policy about what we stand for. Do we want to be as open as at least most public organizations? We are different, and we are supposed to be transparent and letting membership be involved. For naysayers, she said it is not about what we are legally required to do, it's about what is the right thing to do for our organization.

Aaron said the way this motion was written, is not going to work for us, and she is aware of that. She would like us to talk to a nonprofit attorney who understands public meeting laws, and see what they have to say about what things might apply. She is hoping we can direct our ED to make that contact. In thinking about amending the motion or tabling it, Aaron said she would table it until we want to talk about it again. However, she is not sure how to allow to talk about it again, and bring it up in another form with the Board. Aaron said we need to get more information, and other Board members agree to research the laws.

Jack said if the motion is brought to a vote, it does not mean another motion cannot be brought forward at some other time. This dialogue we've been having is being recorded, so members will be able to know what is being discussed. The bylaws allow the Board to work in closed sessions. The Board tries to confine those discussions to very obvious things, but it would be foolish to say some of the discussions have not wandered at times.

Jack intends to continue following the bylaws in doing the work of the Board. If the Board decides to have more stringent openness, then they will abide by that. If the motion passes, then there needs to be a commitment to change the bylaws and define the

parameters, but at this point they are not. Jack does not support the motion as written. He also said, now that we have an ED, there will be less reliance on the Board to determine outcomes in executive sessions.

Aaron thanked Jon S. for reading his email with questions. She said she had not yet responded to them because she was waiting to talk about it in an open session, rather than by email. Aaron withdrew her motion, and will come back with a new version.

**Lisa moved and Diane seconded to appoint Ann Bennett-Rogers to the Elders Committee.**

MEMBERS: Jon P. said Ann has been attending the Elders meetings for several years.

BOARD: Spirit said she reached out the Elders Committee, after receiving only one letter for the recommendation, and said Ann was given high praises.

**Motion passed: 10-0.**

Peaches read the following two motions:

1) The Board directs the treasurer/s to move remaining money from the Solar/Power designation (approximately \$25,000 as of June 2019) to the Peach Power Fund.

2) The Board directs the treasurer/s to move current Green Ticket fund balance (approximately \$50,000) as well as projected 2019 Green Ticket (approximately \$58,000) to the Peach Power Fund.

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

Peaches said the motions and background information will be published on the .net site, but is hoping for some more discussion before the motions are brought to a vote.

MEMBERS: Hilary said the Green Ticket money was established several years ago and can be spent on things such as solar, environmental sustainability issues, youth programming and philanthropy. It has been almost exclusively spent on these types of projects. Hilary is really glad the Peach Power Committee has been reinvigorated, largely by the efforts of Peaches, and thinks it is totally appropriate to move the \$25,000 of solar monies to the Peach Power Fund, which would be in addition to \$30,000 they currently already have.

Hilary said the Green Ticket funds at the beginning of the year were about \$50,000. During the capital project phase, about \$24,000 was allocated, but we are not sure that will all get spent. This year \$58,000 was added to the Green Ticket funds. Hilary likes the idea of the motions and applauds the committee for reorganizing. She said there is a whole different process for how the Peach Power Committee will get funds approved for projects.

STAFF: Stephanie asked for more clarification about how Green Ticket monies are allocated, what committees are involved in making those decisions, and brought up Dean's request for a web conferencing system. Hilary said with the Peach Power Fund, the Peach Power Committee creates a list of project recommendations and the timing runs through the

Budget Committee and the Board. Once a project is vetted, it can be carried forward. In regard to Dean's suggestion, Hilary said it would fall in line with the intent of Green Ticket monies and would be a small project.

MEMBERS: Ann hopes we can support the Peach Power Committee in terms of meeting our sustainability goals, which is important to everyone and our future.

Brad said he was confused if there was a separate committee who deals with the Green Ticket funds. There is not a separate committee, and it is reviewed by the Board and the Budget Committee.

BOARD: Lily asked about how Green Tickets funds are distributed to crews. Hilary said they try to ensure that any project using Green Ticket funds are in conformance with the purpose of it. She also said we have less restricted funds now than we have had in a long time. But with important projects, we have tapped the designated funds.

Paxton said he would second the motions. Peaches said since more specifics are needed about the exact amount of funds available, and since this is the first time it has been discussed, she will table the motions and upload the supporting documents to the .net site. She also reworded the subject of the motions.

Jon S. questioned if all the Green Tickets funds were moved, it would bring that balance to zero. If we have capital projects being proposed by a crew in January that would access Green Ticket funds, we could not allocate those funds unless it went through the Peach Power Committee first? That is a concern, so he is not sure about voting in favor.

### **President's Peace**

Jack said this was a good meeting. Wally is on board now, and the Board is having conversations about and with Wally in closed sessions because we want him to be successful, and we want to be supportive. From what Jack knows, Wally is committed to openness and thinks the ED door will be open to membership.

In this change process we are going through, Jack expressed the importance of becoming more outspoken about carbon neutrality goals. He hopes we take more risks in the community and use our resources, in both the community and dollar sense, to promote saving the planet. That is a value we have that will not change. In our other processes of change, we will have a new Board in November, and will continue to plan for the next 50 years. Thanks to Lily for facilitating, and for the laughter which is cleansing.

### **Draft Agenda for October 7, 2019, Board Meeting 7 pm, NW Youth Corps, Columbia Room:**

Consent calendar / Board Donations  
Approve Sept. 9, 2019, Board meeting minutes  
Closed session recording and minutes — Aaron  
Board member job description — Lisa  
OCF Organizational Chart — Lily  
Move Solar/Power funds to the Peach Power Fund — Peaches  
Move remainder of 2018 and 2019 Green Ticket funds to the Peach Power Fund —  
Peaches  
Create new budget line item for carbon neutrality project — Peaches

Move \$5,000 from the Board change line item for sponsorship of the Ramon Ramirez Legacy Fund (part of the PCUN Farm Workers Union) — Jon S.

Clarify legislative intent of the Board motion accepting the draft of the NAO recommendations — Jon S.

Conflict of interest — Jon S.

Establish Fair event ticket sales limits — Diane

Appoint Chris “Ichabod” Murray to the Peach Power Committee — Peaches

Appoint norma sax to the Elections Committee — Lisa

Membership work sessions — Lily

Reorder of OCF commemorative merchandise — Spirit

Consideration of Commemorative Sales recommendations — Peaches

Membership and Board dialogue, if time permits