

Board of Directors Meeting
October 7, 2019
7 pm, NW Youth Corps, Columbia Room
(subject to approval by the Board at the November 4, 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, Spirit Leatherwood. **Board Officers present:** Hilary Anthony, Kimberly “Kimmo” Howard. **Staff present:** Crystalyn Frank, Shane Harvey, Stephanie Talbott, Wally Bomgaars, plus 30 members and guests. Sam Rutledge facilitated the meeting.

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

The following old business items were removed from the agenda:

Conflict of interest — Jon S.

Board member job description — Lisa

The following old business agenda items were tabled:

Closed session recording and minutes — Aaron

OCF Organizational Chart — Lily

Establish Fair event ticket sales limits — Diane

Consent Calendar / Donations

The Board members reviewed the following donation requests: \$1,000 for Beyond Toxics, \$2,500 for Trauma Healing Project, \$1,000 for Ocean Blue Project, and \$1,000 for Stove Team International.

Jon S. asked to discuss each donation request separately.

Diane moved and Peaches seconded to donate \$1,000 to Beyond Toxics.

MEMBERS: Chewie said Beyond Toxics is a great group of people that works together with NCAP (Northwest Center for Alternatives to Pesticides) to educate the greater community about toxins people are exposed to by just walking down the street.

BOARD: Jon supports it, but his concern is where we are with the budget. The donation requests total \$5,500 and if approved would leave us with \$2,895 in our Board donation line item. The Board has received additional donation requests for next month totaling \$7,400. Jon said we are going over budget and this is one of his concerns that he stated earlier in the year. We have not given to Beyond Toxics in the last year, so Jon is in favor of giving them something but would like to reduce the amount by 10 percent and offered a friendly amendment to the motion. Diane and Peaches agreed.

As amended, Diane moved and Peaches seconded to donate \$900 to Beyond Toxics.

Motion passed: 10-0.

Lisa moved and Spirit seconded to donate \$2,500 to Trauma Healing Project.

MEMBERS: Palmer said he volunteered for this organization a few years ago and he learned they do very important work.

BOARD: Jon asked if they would need the entire amount requested between now and December, or if some of the money would be used in 2020. The Trauma Healing representative said they work on their budget every day, are working on a campaign to cover their budget in 2020 and what services they can offer, and the goal is to not have a gap in the services they provide next year. If they are not able to get more sustainable funding through other avenues, the amount requested would get them to March 2020.

Jon asked if the Board gave some of the money this fiscal year, and gave additional money when our fiscal year begins in January, would that be too disruptive to the intent of what is being asked for? The representative said that would be excellent. Jon suggested the Board split the amount and give some out of this year's budget and ask part of the donation be carried over into next year's budget.

Jon expressed concern, saying the whole analysis he did for the Board of the pattern of donations of the last four to five years shows the requested amount of \$2,500 is significantly higher than the original guidelines we set up. When he first got on the Board a number of years ago, \$500 was the standard donation and \$1,000 was the exception. Gradually, we have gotten to where \$1,000 and \$1,500 are the standard donations. He thinks the Board needs to either figure out where they will take the money for this, or decide what are the standards. Jon suggested giving \$1,000 now and designate \$1,000 to be put into our budget for the next fiscal year in January, and offered a friendly amendment to the motion. Lisa and Spirit agreed.

As amended, Lisa moved and Spirit seconded to donate \$1,000 to Trauma Healing Project now, and designate \$1,000 to Trauma Healing Project in January.

BOARD: Lily wanted to clarify the amended motion, and asked if the amount for 2020 would go back onto the consent calendar or if the Board would automatically give \$1,000 in January. Jon said his intent would be to give \$1,000 in January upon approval of the fiscal budget at the January Budget meeting, because this would be included in the amount we budget for donations next year.

Lily spoke to Jon's upcoming motion regarding giving \$5,000 from the Board change line item for sponsorship of the Ramon Ramirez Legacy Fund. She said while she realizes it would come from a different pot of money, Jon is also asking to cut the donation request amounts by 10 percent or split the amount between this year and next, and Lily wants to point out the larger amount Jon is asking for another organization. Lily reiterated that Trauma Healing Project may have to cut some of their services if they are not able to raise the funds needed.

Spirit said since Trauma Healing project may have to cut services and because of what they do for our community, she would like to reconsider the amended motion.

Jack suggested adding an additional \$1,000 to the Board donation line item budget amount next year, rather than taking away from next year's budget at tonight's meeting. He thinks it is an awkward precedence to start taking away from a future budget that has not yet been determined.

Hilary said we should donate the money now, as we won't have any more income between now and January.

Justin said he agreed it feels awkward, like a slippery slope. As questions continue to come up, he thinks the Board should truly re-evaluate the amount of money budgeted for philanthropic efforts as it is one of our core values. It needs to be a conversation at an open session about where we are in terms of evaluating the growth of the donation value requests, similar to a cost of living increase, and what it means to increase the overall budget. Unless there are more restraints put on the amounts requested, Justin does not see a change to the pattern of requests, even after the budget cycle. He supports giving the full amount now and increasing the Board's donation budget next year.

Aaron said she agreed with Spirit and Justin.

Spirit asked to rescind the motion amendment, go back to the amount of \$2,500, and offered another friendly amendment.

After a second amendment, Lisa moved and Spirit seconded to donate \$2,500 to Trauma Healing Project.

BOARD: Jon asked if the makers of the motion would reduce the amount by 10 percent, like the Board has been doing with other amounts requested.

After a third amendment, Lisa moved and Spirit seconded to donate \$2,250 to Trauma Healing Project.

BOARD: Aaron wanted to comment on reducing the amounts by 10 percent, and said she does not necessarily agree with that. She has gone along with it all year, but thinks donations are critical to our philanthropy in helping other organizations. Aaron does not want it written in stone that the Board is going to reduce all donation request amounts by 10 percent, and use that money on other things that are not philanthropic. She is not objecting right now, but for the future would rather look at each donation request and its merit.

Jon said that is a discussion for next year's budget process. One of the reasons why he started proposing doing that was because it became very clear last March, we were going to exceed what was budgeted in the donation line item. If we want to make sure we have money next year and not be in a position of saying, are we going to go over or reduce the requests in next year's budget process, then we might consider something up to \$50,000 which he is not opposed to doing. The 10 percent was just to try to start addressing staying within the line item in the budget, which he thinks in general is a responsible thing to do, which is to try and stay within the budgeted amounts. Obviously if we are going to be approving donations tonight and at our next meeting, we are probably going to go over budget.

Motion passed: 10-0.

Lily moved and Paxton seconded to donate \$900 to Ocean Blue Project.

BOARD: Jon said he was going to vote for the motion, but there are two aspects to this request that he thinks relate to the larger question of how the Board is giving out their money. One, this is a general support request. Many of our requests have been for specific projects, and that's what he thought the donation line item was for, when an organization has a request for a specific project it wanted to do and wanted funding for. If we are going to expand this donation line item to general support, he thinks we need to be conscious that we are doing that, and discuss that when we might have a work session on what are our criteria and guidelines for giving away money.

Second, Jon said we have given them \$1,000 within the past 12 months. The other part of what he thought our guidelines stated was that you didn't necessarily get a donation every year. We are gradually moving to where we are giving more and more organizations money every year, rather than more organizations spread out over the year, rather than having them all be repeats. Jon is not opposed to giving this money, but again, that is the second thing he thinks we need to address when we get around to discussing updating the criteria.

Secretary note: The Board has not donated to Ocean Blue Project in the past year. In 2018, the Board donated \$2,000 to Trauma Healing Project, and \$1,000 to Stove Team International.

Motion passed: 10-0.

Paxton moved and Peaches seconded to donate \$900 to Stove Team International.

MEMBERS: Speaking to Jon's concerns, Chewie said Stove Team International has come to this Board many, many, many times. Maybe this is something that wants to go on a permanent list in the future, and looking at this as a long-term budget consideration. Chewie is totally supportive of Stove Team International, their mission, and what they do.

Jen Lin suggested that the organizations the Board donates to should be published in the Fair Family News, such as contact information and how the money will be used, so that Fair family can also contribute to these organizations.

BOARD: Paxton said Stove Team International received donations in 2018, 2016, 2015, 2012 and 2011.

Jon wanted to speak to Chewie's remarks, about the donation line item and items on the consent agenda. When you look at the budget for next year, we could divide our donation line item into recurring and other donations. He would really like for recurring donations to be included in our annual budget in January for organizations to which we have been giving over the years, assuming they want the money. He is sure they do, and thinks it would be a more efficient use of our time and be more supportive of the organizations. Again, something to consider when we look at the donation line-item process.

George said this conversation illustrates a need for us to go back and take a look at this process for continuity, how the times have changed, and how our funds have changed in terms of what we make available. He does think it should be part of a larger strategic planning process, and is not sure in individual Board meetings it makes sense to vote on so many things they really don't have a handle on.

Diane hopes we will be discussing what kinds of things we are going to support, and if they are truly in our mission because we have gone quite wide in our donations. In looking at some donation requests the Board receives, like stopping pet overpopulation, is not necessarily in our mission to do that.

Motion passed: 10-0.

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

New Business

Approve annual meeting election results — Jack

Publish Board sponsored donations in Fair Family News — Peaches

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

Start discussion of membership involvement in the planning process — Aaron

Secretary note: For the following announcements, staff reports, and committee reports the Board decided staff and committee reports could be submitted to the recording secretary to save time because of the full agenda. Because of important or urgent issues, some reports were verbalized at the meeting, and others were submitted for publishing.

Announcements

Peaches spoke about recent committee and work group meetings. *Please see the Committee and Working Group Reports section of the minutes.*

Dean said the second annual KOCF Halloween Hullabaloo is Friday, November 1, 2019, 8 pm at The WOW Hall. It is a benefit for KOCF Community Radio and the Jill Heiman Vision Fund. Entertainment includes Terrapin Flyer, The Real Gone and the Radar Angels. There will be a raffle and prizes, and costumes are encouraged. Crystalyn said November 1 is the Fair's actual 50th birthday — it will be fun and quite a celebration!

Amy said the first annual OCF Moop-a-thon was held October 12 with lunch and dinner provided to the volunteers who helped. This new event is a cross-crew, inclusive cleanup of the Fair site to help minimize impact to the land during flood season ("Moop" stands for "matter out of place" removal). Crystalyn gave huge thanks to Amy for taking the lead, and to Construction and Decon, site staff and Kitchen Crews for coordinating the event.

Lily spoke about the Vision Action Committee. *Please see the Committee and Working Group Reports section of the minutes.*

Sue announced the Eugene Holiday Market starts Saturday, November 16, at the Lane Events Center.

Shelly said Jon Pincus was recently in ICU at Riverbend Hospital, and would be moving to another area of the hospital. The Fair office sent him flowers, which he really appreciated. He also appreciates the Fair family who has contacted him, and he hopes to go home soon.

FireDIC said the Elders reported "Water" Paul Henderson of Water Crew passed away on September 30, 2019.

Staff Reports

Wally's report: In the past month I've been:

- Looking into all of our systems, legal, financial, payroll, policies.
- Continuing relationship-building and getting to know a wide range of Fair family. Part of that is encouraging people to talk to each other, listen to each other, and get the facts and all the different sides of any issue at hand before forming opinions and taking action, especially on social media and other public forums.
- I've been meeting some of our external contacts and associates including legal, political, financial, HR/personnel, and other local organizations.
- Implemented weekly Office Staff meetings.
- Working with staff on the BUM Retreat.

I'm currently working on:

- Creating an Executive Director Work Plan. This will be my goals and priorities for the next year and beyond.
- Continuing work with the Office Search Committee.

Coming up:

- Budget for 2020.
- Working with the Board and staff on the Board Retreat.
- Looking at hiring more site staff.
- We are starting the Staff Evaluations process.

Personal note: My girlfriend is moving to Oregon from Berkeley, California.

Crystalyn's report: We just returned from a productive weekend with the management team. Thank you so much to the Back Up Managers for their dedication and work.

This last month Wally and I had a meeting with our contact from Lane County Sheriff's Office, Lane Fire Authority, the City of Veneta, and County Commissioner Jay Bozievich to review the 2019 event. Their feedback was overwhelmingly positive and I want to thank all of the neighboring campgrounds for their collaboration on addressing our impact on the community.

I also attended a City Council meeting in Veneta where they approved a rental agreement between KOCF and the city so that KOCF can move their transmitter. It was wonderful to hear the recognition of the positive impact KOCF has in the local community.

We are in full swing of the budget season and are finishing up the 2018 annual review. Thank you so much, Hilary, for all of your help.

Committee and Working Group Reports

Committee Best Practices Work Group: Per Peaches — This work group was formed to fulfill a motion passed on August 5, 2019. After a call-out to the membership, the group met on September 29 with eight voting members present and two attending via GoToMeeting, plus four guests who took part. Much time and consideration were taken initially to form our own working structure that included confirming the work group's goals, charge and purpose, voting members, the method by which votes would be taken, goal setting and agenda review.

A work plan was developed. It was decided that members of the work group would assign themselves one or two standing committees. Reaching out to the committee members will be done in seeking a point person for each committee, preferably the current committee chair. A questionnaire worksheet was developed by the group to gather data regarding each committee's current practices and protocols as well as to seek feedback on what each committee feels that it could use help with and any of its suggestions about practices that are working for it. The next meeting of the work group will be October 27, at which all of the data collected will be compiled and reviewed and plans will begin for the convening of a larger work session in November to include members of all standing committees to establish best practice specifics.

The work plan also includes a goal of submitting a full report with recommendations to the Board at the February Board meeting.

Carbon Neutrality Work Group: Peaches said they met September 26 and will share more details during the future motion about creating a new budget line item for the carbon neutrality project.

Vision Action Committee: Lily said the VAC's next meeting is Sunday, November 3, at 6 pm at the Fair office. The meeting is open to anyone who wants to be part of the discussion.

Path Planning: Paxton said this committee met on September 22. Dean and Colleen were both re-elected as co-chairs of the committee. They have done a wonderful job, and will continue to. Jennifer G. was elected as committee secretary. The success of the crafts demos at Black Oak Park was debriefed. A motion was passed unanimously that Path Planning recommends to the Board and Management that ongoing craft demos be held in the same location in the future. The committee also scheduled future meeting dates, and will put a strong focus on long-range planning.

Peaches asked Paxton if there would be a motion in the future regarding the craft demos. Paxton said not necessarily, as it is more of an operations issue. Crystalyn noted there may be some impacts to the budget. Peaches wanted to clarify the process of when a committee brings a recommendation to the Board and if a motion is needed, and hopes that actions by the Board on recommendations can occur in a timely manner.

Elections Committee: Jen Lin said the OCF Annual Meeting would be held on October 19, 6:30 pm at Whitaker Elementary School. (*For results, see the Oregoncountryfair.net site.*)

KOCF, Dean's report: On the September 23, Crystalyn, KOCF Advisory Group Chair, Marshall Peter and I attended a Veneta City Council meeting to request permission to allow KOCF to locate its transmitter at the Bolton Hill Water tank. The Councilors not only approved the request but spoke very highly of the relationship between the City and the Fair and the radio station.

I'll be meeting with Public Works Director Kyle Schauer to do some onsite drawings and measurements. This is in preparation of filing for an FCC construction permit (CP) and an electrical permit. I have begun talks with our Federal Communications Commission (FCC) consultant and hopefully in the next week or so we will file for a construction permit that will give us 18 months to get our new site built. Hopefully we'll be on a slightly faster pace than that. We can complete the permit any time within the 18-month window. You may recall we filed a construction permit when we changed from 92.5 to 92.7. That CP was only open for about three months. We'll also be required to file for an electrical permit. I'll be working with staff to get authorized signatures and all fees paid.

Last week Marshall, Andy Goldfinger and I met with Wally to give him an overview of the radio station. The meeting went well and we look forward to continue developing a relationship with Wally. I think he was surprised to hear that KOCF had only been on the air for four years. My hopes are that we can continue to develop the radio station. I try to imagine that we are still creating the foundation. It's my hope that my son, daughter and grandchildren will celebrate together with the rest of the Fair family 46 years from now, the 50th anniversary of the station.

Diversity Committee report: Feedback on the Diversity Pass Program: Members who distributed passes shared feedback on how it went and who received them. A suggestion was made that those who distributed passes should reach out to the same groups to see if there is interest from their constituents in becoming a volunteer at the Fair. Thom

noted that Recycling Crew had a conscious effort to reach out and enlist people representing diversity.

The Diversity Committee's Mandate: The mandate that was in the original motion to create the Diversity Task Force was discussed, including the role of the committee, how to develop a plan to meet our goals, how to advise crews, what kind of trainings would be effective, how to find out the Fair demographics, etc.

What are we doing to accomplish what was set out in the mandate:

Trainings: The Diversity Committee has had four learning opportunities, with around 35-40 attendees in each one. One training was offered to the Fair for free from the Native American community. The committee feels that ongoing trainings with crews to raise awareness is one goal. It is recognized that crews come in different sizes, the idea being to develop a cadre of folks who could have the bigger picture and reach out to crews.

Surveys: The committee sent out an informal letter to the coordinators of all the entertainment crews to ask about the diversity of their entertainment offerings. Three coordinators responded: Xavanadu, Chela Mela and Spoken Word. A question was raised asking if the Fair was committed to this effort. Another was that if we were to have long-range goals, we could possibly have a long-term partnership with trainers, for ongoing training. The difference between a survey and a census was discussed, and we realized that what we want is a census to find out who we are. This would benefit the Fair for future planning as along with diversity questions, it could include age, and other factors.

Mission Statement: The committee discussed a mission statement to expand on the Board mandate and possible on Goal One of the Fair's Vision Goals. Some suggestions included that it should be aspirational, that it should include educating the Fair family on diversity, that participation in the Fair should reflect the diversity of our country.

Support: The Committee agreed to endorse Jon Silvermoon's motion to support PCUN's work with a \$5,000 donation.

Next Meeting: Monday, October 28 at 6 pm at the Fair office

Agenda: Developing a work plan for the year, with all committee input, learning opportunities planning for an event in February or March, report on using the LCC Longhouse for learning opportunities, possible trainers, funding, survey/census methods.

Member Input

No member input.

Treasurer Report and Budget Items

Hilary gave big thanks to Mary for getting QuickBooks entries up to date, noting it is a complicated and confusing system that we have. This is the first year Mary is doing it by herself and she is off to a great start. There are still a couple of items that need to be entered for crew stuff that did not meet the September 30 deadline.

Mary has also been updating the Oregon Community Foundation quarterly endowment account information, which in the past was not entered until the end of the calendar year. Hilary provided a handout with five years of the endowment account transactions, noting interest rates have fluctuated. The endowment account started with \$189,000 and an additional \$240,000 in certificates of deposit were added. From 2012 until June 2019, the Fair has earned \$182,000 on that account. For a few years we did not take the

distributions so it could earn principal, but the last three years we have taken the distributions totaling \$57,000 and we are keeping that cash in distinct accounts. Know that the distribution amounts will vary, as the interest earned is not a flat rate but based on the stock market and other variables.

Hilary referenced another document showing the Fair's designated funds as of August, and a very preliminary draft of budget-to-actual with profit and loss details as of October 4, 2019. The information was taken from QuickBooks and shows our major financial categories' profits and loss. The document does not show commemorative sales, which did well this year, but does show the endowment fund earnings. At the annual meeting, there will be a much more detailed and reconciled financial report provided.

Hilary spoke about the budget-to-actual and what to expect at the end of the calendar year. She noted there are monies for specific use and designated funds, capital projects like the Main Stage rebuild, and that many crews and the Board are over-budget this year. So, there are a lot of unknowns and addition of site staff will affect the budget significantly. Even with these considerations, Hilary is projecting a profit of more than \$200,000. It was a great year and much of that is due to getting 58,000 people to the 2019 Fair event. Typically, we use excess funds for capital projects, set-aside projects and the rainy-day fund.

Hilary wants the rainy-day fund to be discussed during the strategic planning process. We have used money set aside in the rainy-day fund thinking it will solve everything, but she thinks we need a much more detailed approach to planning for a catastrophe. It could be rainy weather at the event, it could be problems about permits, or many other things, but Hilary would like a much more systematic approach when something goes wrong and what the cash handling process will be in emergencies.

BOARD: Jon wanted to clarify Hilary's projections. He said in the past, some of the projected profit amount would have been allocated to capital projects. That is also money that we could make a decision to whether we should build up our cash reserves.

Hilary said that was correct. Hilary also noted that Peaches will be speaking about the Green Ticket, solar and Peach Power monies in an upcoming motion.

Paxton requested a budget adjustment, indicating he has been helping to work on a web conferencing system for Alice's, and the recommended equipment would cost approximately \$3,086. The money would come from the Peach Power fund. The Peach Power Committee is in agreement.

Paxton moved and Peaches seconded moving \$3,086 from the Peach Power fund for a web conferencing system on site at Alice's.

STAFF: Stephanie said the system would plug into the new Spectrum modem in the garage. The modem was meant to be temporary, only for three months, because of an installation deal with Spectrum. She would like to recommend we keep the modem, which would mean adding on an additional \$100 per month to the requested amount for the web conferencing project.

BOARD: Paxton asked if the modem expense would come out of general or infrastructure expenses, instead of Peach Power. Crystalyne said we have an IT account, but the modem cost does need to be taken into account for this project and the budget adjusted accordingly. Paxton said keeping the modem would be an asset.

STAFF: Shane recommended adding an additional \$500 to the request, in order to have Spectrum come out and install the system due to reception issues in some areas. It may

not cost that much, but would be enough to pay for the service. Paxton and Peaches agreed and offered a friendly amendment to raise the amount to \$3,500.

As amended, Paxton moved and Peaches seconded moving \$3,500 from the Peach Power fund for a web conferencing system on site at Alice's.

BOARD: Aaron asked the Board if they needed to set something up now for recurring expenses, because the modem should be part of site expenses. Crystalyn said we have enough money this year to cover the cost, but would need to build it into next year's budget.

Peaches wanted to acknowledge Dean for creating the web conferencing system proposal and bringing it to the Peach Power Committee. Dean re-worked the proposal after feedback and did a great job. It's a wonderful idea because it will cut down on the amount of carbon because of driving out to site, and we'll be able to increase member input. She said we need to update these systems, thanked Dean for the great proposal and fully supports it.

Jon said he is going to vote for the motion, but this is one of those things that we need to figure out when we talk about moving from operation to governance. It seems to him that this would have been something, in his view, that could have gone to operations for them to look at how this fits with the infrastructure we have and gotten the feedback that we just got from Stephanie and Shane, and then come back to the Board with all that feedback to approve the budget modification. Moving forward in the future, he thinks we need to think about how we deal with these kinds of proposals to make sure that we are not short-circuiting whatever we end up deciding we mean by moving from an operations board to a governance board.

STAFF: Wally agreed with Jon and said he had similar thoughts. We are in transition, and he is not objecting to the proposal, but a piece of that is looking at things holistically. For example, with the office in town we may want to have a similar system, and maybe we can purchase them together so we are not doing things piecemeal.

BOARD: Peaches said staff members were copied on the proposal conversations.

Spirit said it is true that they are still in transition and this is apropos right now. She feels it is appropriate to use Peach Power funds because of wanting to cut down on our carbon footprint. Spirit had an opportunity to join a Path Planning meeting via GoToMeeting and felt it was smooth, thinks this proposal is great and supports it.

Lily said this is a measurable step for people who don't live in the Eugene area. For that reason alone, it is great.

Motion passed: 10-0.

MEMBERS: Palmer said there was no member input. He said he is really bucking for a new office in town. If that happens, do we really want to spend the money for this analysis? If we are spending \$1,200 more each year for the modem at Alice's, would that money be better spent finding a space in town that could be used without the carbon footprint? Internet is great, but is this going to help staff and booth people during the Fair and is that part of the plan?

STAFF: Crystalyn said her understanding is that the Spectrum bandwidth is significantly higher, and will at least help that area. One of the issues we have to conquer is to get the signal through the trees to the booths, but that is a separate issue. She assumes the web conferencing system could be moved if decided, and would not be locked into a long-term contract with Spectrum.

Old Business

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

BOARD: Aaron said she thought there was a judgement call by the Recording Secretary that should be changed to exactly what was said during the code of conduct conversation. Jon was responding to the code of conduct motion and he said, "...you just don't know what they are because you haven't asked." The minutes state, "There are procedures, and Aaron just does not know what they are because she has not asked." Aaron asked the minutes be changed to exactly what was said because at the time Jon said it, it really sounded like he was saying it to the entire room, not just her. She said she actually does know what the procedures are, but we have procedures on some things and not all things.

Aaron requested the minutes read exactly what was stated at the meeting. She said she tried to bring up the meeting video on her computer at tonight's meeting for review but does not know how to get on the wifi. She knows the comment was made at 56 minutes and 12 seconds into the meeting and wants it to be reviewed.

Kimmo said she hoped Jon would speak to Aaron's request and thought that was the intent of what he said. Justin said if there is a disagreement then we should table the motion until we have an agreement about what was said. Jack said the Recording Secretary makes the call as to what goes in the minutes, but that does not mean her mind won't be changed.

Aaron said there was a request for the secretary to change the minutes. She noted in the past she was told that a Board member could not ask the secretary to change someone else's words, and only ask for changes to our own words. So, that is why it is coming up now. Spirit said in this situation, it is fair for Aaron to ask for some clarity and asked Kimmo to take another look at it, so that is accurate. Aaron requested to table the motion and there was no objection from other Board members.

Secretary note: After the Board meeting, Kimmo reviewed the September meeting recordings and agreed to change the minutes. The September minutes were updated on the .net site on Wednesday, October 9, 2019.

Jon moved and Diane seconded that the Board contribute \$5,000 from the change line item for a sponsorship for the Ramon Ramirez Legacy Party, which would mean the money would go to the Ramon Ramirez Organizing Fund of the PCUN (Pineros y Campesinos Unidos del Noroeste), Oregon's Farmworker Union.

The PCUN Executive Director, Reyna Lopez, gave a short presentation about PCUN's mission, which is to empower farmworkers to understand and take action against exploitation and all its effects. The legacy fund will support hearing the voices of the farmworkers and seeking state and national level policy changes, more equitable elections and Latinx voter turnout, healthy workplaces, and Radio Movimiento which broadcasts in Spanish. More information can be found on the PCUN website, <https://pcun.org>.

The \$5,000 Silver level sponsorship includes: eight tickets to the legacy celebration, recognition as a Silver level sponsor with OCF company logo in promotion materials and social media, the OCF name and logo displayed during a video slideshow.

MEMBERS: Chewie said this is exactly what we have been talking about for diversity outreach. He is totally in support of this, because these are exactly the people we are trying to reach out to, coming to us and telling us what they need. The pesticides on commercial farms are heinous, so he is fully in support of this on many levels. This is a great way to

include and diversify, and have our family diversified. He appreciated PCUN coming to the meeting.

Dean asked for clarification on what the Board change line item is.

BOARD: Jack said the change line item was originally a second-event line item, and it was a substantial amount of \$50,000 for quite a long time. In 1997 we had to deal with the Lane County district attorney, then it was used for political and law changes per Diane. Jon said the money we gave to Standing Rock came from the change line item.

MEMBERS: Michael James Long asked about the status of PCUN, and if it was a nonprofit. Reyna said they have 501(c)3 status for donations, and also 501(c)4 status for political activities. Michael said he thinks this is a very worthy cause. However, he also belongs to about 30 different nonprofits that are worthy causes and this seems like a lot of money when we are talking about budgeting certain amounts. Although, when Standing Rock came along, Michael was in favor of that too.

Jen Lin thinks it is great and proposed the Fair become PCUN members and make annual donations, because we do have a membership line item. PCUN is certainly a group we would want to support in part of our ongoing regular budget.

STAFF: Stephanie wanted to address Michael's comments, and said her understanding is PCUN is starting a new legacy fund, so this is seed money for a new initiative and is different than just giving to their ongoing fund. She had the privilege of meeting Ramon Ramirez when she worked for CALC (Community Alliance of Lane County), and is very supportive of this. Should the Board decide to sponsor this, Stephanie recommends the eight tickets to the legacy celebration be given to farmworkers.

MEMBERS: Laurel said this is an excellent and straight-forward opportunity for us to walk the talk of caring about stewardship of the land and basic human rights, and she looks forward to the Board sponsoring this.

Mary said the Diversity Committee endorses this motion.

Shelly asked what the Gold level sponsorship included. Reyna said a \$10,000 Gold level sponsorship includes: eight tickets to the legacy celebration, recognition as a Gold level sponsor with OCF company logo in promotion materials and social media, verbal recognition of OCF at the legacy event, and premium placement of OCF signage at the celebration.

FireDIC said he was not sure how this request was different from other donation requests, but does feel it is line with our mission and values. It's about social justice, community, environmentalism and taking care of people, so in that respect it is a really appropriate thing for the Fair to do.

Theanna expressed gratitude for what PCUN is trying to do and all of their efforts. To speak to inclusion, this is a group of people coming to us with their needs, and it is never going to be our responsibility to dictate what those needs are. Our responsibility is to do the best that we can to support them within the guidelines of our mission statement, and Theanna believes the motion does that in every possible way.

BOARD: Jack said since this supports Oregon farmworkers, is there any reason why we would not give them more money? When you think of it in the full scale of things, like the food farmworkers help produce for the rest of us, Jack supports giving more for real change with this grassroots movement.

Diane totally supports this, and said the Diversity Committee has given PCUN Fair passes in the past.

Aaron said there is nothing in this not to support and thinks it's a great program. She wondered if the makers of the motion would accept a friendly amendment to increase the amount to \$7,400, which is the current amount in the change line item. We don't need the \$10,000 Gold level because we don't have that much money in the change line item at this time.

Jon said he conflicted about his desire to support PCUN and his inner fiscal conservative. In the change line item, our balance is \$7,423.02. He is not sure if there is going to be anything else coming up this year to which we might want to make a donation. Traditionally, this is also where we have donated to initiative campaigns. Next year is an election year, and he is not sure what is on the horizon to which we might want to donate. If we increase it to that amount, we use up the whole budget, and he is hesitant to do that. At this point, Jon's inner fiscal conservative is coming out and he prefers to not accept that as a friendly amendment but he fully supports PCUN.

Justin supports this and thinks it is the start of a partnership, and is fine with \$5,000 as a seed because that makes a lot of sense. If the Board decides to amend, he is also fine at the end of our fiscal year to increase that to within the change line item budget. Justin really wanted to speak to the partnership and collaboration going forward. In finding partners that we can work with it is important to work to develop those partnerships and work together. He thinks there are multiple fronts to which we can work together to be able to provide that sort of education to our membership and to hopefully be a benefit to PCUN in terms of reaching out on other fronts.

Justin appreciates Reyna coming to the meeting and providing a slideshow presentation, and said this aligns with all of our core values, what we are trying to do and achieve, not only through diversity but through education and what we are trying to achieve as an organization.

Paxton also thanked Reyna for coming and he really supports this at the \$5,000 level. We come from a history of supporting activism, and this exactly what we need to be doing.

Lisa offered a friendly amendment, and asked Jon if he was willing to give the eight tickets for the legacy celebration to migrant farmworkers.

Jon said he can see some advantage to having some representatives of the Fair attend the event to network with folks. He would not want to preclude someone from the Fair attending for financial reasons. He thinks we could look at, when we get the eight tickets, how we want to distribute them and if we want to give some back to PCUN to use, to give to farmworkers to attend, and does not have a problem with that in principle. So, Jon would rather not commit all eight until we know who is going to represent the Fair at the event, to make sure it's not going to be a financial hardship for them.

Reyna said if we need a "low-income" ticket, to let her know, because often there are extra tickets available.

Jack noted Hilary gave us presentation of what a successful year we had, and while we are talking about replenishing funds, it seems right to exhaust our change line item.

Jack moved and Justin seconded that the Board move \$7,423.02 from the change line item for a sponsorship for the Ramon Ramirez Legacy Party, which would mean the money would go to the Ramon Ramirez Organizing Fund of the PCUN, Oregon's Farmworker Union.

There was no vote on Jack and Justin's motion.

MEMBERS: Laurel said she has been to many Board meetings, and the change line item has been used to make loud, vocal support statements like we did for Standing Rock.

The request from PCUN is in line with how we have used the change line item in the past, and she thinks it is an excellent organization to be able to loudly support. She thinks the change line item can be used differently next year, but does think the Board should exhaust the change line item.

Jen Lin said she was reminded of when there was a previous motion to donate socks to the Whiteaker Thanksgiving dinner event, and Jack suggested doubling the amount the Board was going to give. She supports amending the motion.

Palmer agreed and said it is a good idea. He asked what PCUN stood for. Reyna replied, *Pineros y Campesinos Unidos del Noroeste*, which means the Tree Planters and the Farmworkers of the Northwest.

Shelly encouraged the Board to double the amount to \$10,000 and quit dickering around about it. We can afford it, they deserve it, and we are talking about a long-term partnership with them. We should invest heavily, straight out of the gate and go for the gold, do a budget adjustment and move some money around.

Chewie absolutely agreed with Shelly. As the person who came up with sponsoring Standing Rock, he said this is a great way to do something that is local and really makes a statement. Going for the gold is literally making a statement. With a profit this year of \$233,000, giving \$7,400 from the change line item and an additional \$2,600 that we have is not that big of a deal. It makes a big difference to the people who are working out there. Chewie totally supports going for the gold on this one, and establishing this partnership from the get-go.

STAFF: Wally said we have some money in the GM community outreach budget line item, and we can give the remainder amount to make it \$10,000.

BOARD: Peaches agreed to exhaust the Board change line item and take Wally's generous offer to make a gold level sponsorship to PCUN.

Jon said he was willing to accept Jack's amendment as a friendly amendment to exhaust the change line item, and accept Wally's offer to up the amount to \$10,000. Diane agreed.

Diane wanted to correct Chewie's remark about profit, and said since we are a nonprofit organization, we have excess revenue.

Jack said we are in a wider political scheme that is happening right now. It is important we fit in locally and act globally. We are going on record as not buying into all the lies about people of color, our brothers and sisters.

As amended by Jack's friendly amendment, Jon moved and Diane seconded that the Board move \$7,423.02 from the change line item for a sponsorship for the Ramon Ramirez Legacy Party, which would mean the money would go to the Ramon Ramirez Organizing Fund of the PCUN, Oregon's Farmworker Union. (Wally also indicated that he would use an additional amount of \$2,576.98 from the GM community outreach line item for a total OCF sponsorship of \$10,000.)

Motion passed: 10-0.

Spirit moved and Aaron seconded the following motion: With intention of supporting staff working with the coordinators of Commemorative Sales and the Poster Committee, the Board so moves to extend the authority of staff to spend from the event enterprise fund towards a reorder of the 50th anniversary commemorative merchandise, totaling no more than \$6,000.

Spirit said she came up with the amount because it is about 10 percent of what we earned, and that would maybe give some room for posters and/or shirts, or let the staff decide. She just wants to make sure the funds are available so staff does not need to come back later to ask for it. Spirit sent staff numbers on the posters being affordable, easier to move, and they are collectable and in demand. Our family and patrons were excited about the anniversary merchandise, which was sold out by noon every day, so this gives us an opportunity for those missing a poster on their wall (to purchase one). Anything left over could be sold at commemorative sales next year, and Spirit said she has ideas to offer and her time if staff desires. She also knows Commemorative Sales will do what they can to move those posters. It is her hope we can make this happen for Fair family because a lot of people went without this year.

MEMBERS: Shelly said if there is any way this can include hoodies in a size small, she would pay for it right now.

FireDIC said his understanding for this motion is because we sold out for not having enough. He suggests if we spend \$6,000 and sell it out, we can go ahead and buy some more off the proceeds to fill the need, and continue selling until it tapers off.

Dean wondered if this is a start to the possibility of having an online presence with Commemorative Sales, so that we can actually make this another enterprise for the Fair?

STAFF: Crystalyn said an issue is fulfillment, and who is going to come in and make sure it gets shipped in a timely basis. She understands this particular situation, but ongoing this is not something staff has time to do. They brainstormed some ideas with Commemorative Sales about how it could be approached, and Commemorative Sales gave a report with some ideas. An issue we have right now, is that people who were promised commemorative merchandise did not receive them, and so staff is still working on how to fulfill those commitments. There are a lot of things that have to get worked out beyond finances.

MEMBERS: Palmer said he also questioned how to get the merchandise to people, and if it was staff or volunteers. Spirit said that is a dialogue she would like to address.

Hilary wanted to give a shout out to the Poster Committee, Crystalyn and Commemorative Sales for their work and the design that they started working on in 2017. She said the way the enterprise fund works, typically, is the Budget Committee does not set a limit, but the volunteers work with staff to figure out how much to buy. This motion is asking that authority extend beyond the Fair, because it has never been clear that there has been any ability to go beyond the Fair. The expectation is that there will be enough sales to cover all of that. There has been a lot of talk about how to do fulfillment, but Hilary thinks if we can't get volunteers to help ship or get an online presence, selling merchandise at next year's Fair is still a solid plan because they are really special items. She thinks we can leave it up to the staff and Commemorative Sales to figure it out.

Palmer said he would volunteer his services to help with this.

STAFF: Crystalyn said she has been discussing this with Wally and Hilary, and would like to ask the Board to change it to just give authority to access the enterprise fund to re-create commemorative sale items for the 50th. If we do figure out a way to do pre-sales and do something like T-shirts, we have the ability to finance it and not keep coming back to the Board.

BOARD: Spirit said she was OK with not putting an amount in the motion, and whether poster or T-shirts are decided on, she supports Crystalyn's suggestion. Aaron agreed.

STAFF: Crystalyn said there are ways to take orders up to a certain date and designate a specific shipping timeframe so we know how much to buy. In that case, we can feel confident in buying more merchandise. It would be a bummer if we promoted this online and then were not able to fulfill the orders because we did not have the budgetary authority.

MEMBERS: Somerfield suggested offering commemorative sales at the annual meeting to encourage voter turnout.

BOARD: Jack said we have to decide if the 50th commemorative items will be limited or in perpetuity. As the motion stands, there is no closure to that, and that might not be a bad thing. If it is successful, we can always move out the timeline. Spirit said she would think sales would occur through the end of the year.

STAFF: Crystalyn suggested February or March, to be safe.

BOARD: Spirit said in talking to Commemorative Sales and staff, there is a lot of brainstorming to do. If it is too overwhelming for us, they have also researched companies who can help with fulfilling the orders. If other merchandise is too difficult, we can just stick with posters. We definitely have options, and in discussing a timeline she was hoping to have posters at the annual meeting. Spirit also suggested having tables at Saturday Market. There are a lot of ideas floating around, and we just want to make these funds available for these special items. Spirit and Aaron agreed to set a timeline expectation through March 2020.

As amended, Spirit moved and Aaron seconded the following motion: With intention of supporting staff working with the coordinators of Commemorative Sales and the Poster Committee, the Board so moves to extend the authority of staff to spend from the event enterprise fund toward a reorder of the 50th anniversary commemorative merchandise until March 31, 2020.

Motion passed: 9-0-1; George abstained. Jack voted in Diane's absence.

Lily moved and Peaches seconded the following motion: 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, and will continue on the third Monday of the month, at least through March.

Lily said she published this motion in the Fair Family News, on the .net site Board working documents, and also promoted it on Facebook. She was hoping there would be a robust conversation with people sending her recommendations for all the things that have come up that we want to talk about, and that people keep talking about for open work sessions. She received one recommendation from Amy Hand, and did not receive any other responses. There have been some recommendations during other conversations, and noted Aaron gave her feedback.

Lily said her recommendations for member work sessions are:

- strategic planning
- discussing the NAO report, specifically part two and what to incorporate in our structure
- code of conduct, anti-harassment, behavioral expectations, discipline, the grievance process, restorative justice
- legal issues with land use, the winery property, care of our investments
- transition to a governance board and what that looks like

- elections issues, including online voting, term limits, extending Board member terms to three years
- Board donations and philanthropy

Lily asked for more input on work session topics.

MEMBERS: Michael James Long thinks it is an excellent list.

Sam suggested a work session topic on meeting processes, and how the meetings are run.

Glen suggested clarification of Green Ticket and Peach Power funds, and how they are related.

Jen Lin thinks it's a great list. She has also seen sessions in the past where the Board decides at the Board retreat what the biggest issues are, and those are presented as what will be worked on. She would like to know where we are in planning for an upland kitchen. In thinking of strategic planning, is there going to be prioritization of the topics based on their importance? Jen Lin also suggested informative, education articles in the Fair Family News ahead of time, so that when members come to a work session they are educated and more informed, instead of getting dumped on with too much information at one given time. She thinks the work session schedule and topics should be determined after the Board retreat.

Laurel and Amy would like the community center and upland kitchen to be discussed at a work session.

Chewie wants to address sustainability, carbon, and on-the-ground environmental degradation, or lack thereof, and how we deal with our infrastructural entities such as buildings, vehicles, and roads. He also wants a sustainable growth plan work session, separate from other long-term planning sessions.

Dean wholeheartedly supports the motion, and said most of the items on the list are worthy of meetings all on their own. He would like to see a process where people can pick what is most important and then be prioritized. He and Paxton have been talking about creating a system of interactive video conferencing for these work sessions so we can include people who physically cannot attend. Dean is working with someone at Lane Community College to get some equipment donated that would possibly allow us to do that. He hopes the Board supports this motion, because it is important and we seem to leaving a lot of business on the floor of the meetings every time we come together.

FireDIC said getting online communication for people to participate from far and wide is a really important thing to make this successful. He suggested not setting a schedule yet and not trying to confirm everything tonight. Maybe we can pick something more contained for November, and then in December talk about how we can increase engagement at these work sessions so that in the new year we can have a more robust plan. FireDIC said the calendar schedule needs to have some flexibility because sometimes things that were not a priority then rise to the top of importance.

Shelly suggested a large-scale, year-round covered storage area above the flood plain.

BOARD: Jon said he finds himself agreeing with FireDIC's comment. He thinks the Board needs to discuss the topics and set some priorities, and sort through the topics to figure out which are really suitable for Board work sessions and which are more operational work sessions. It is part of the transition we are going through. There is a lot work in putting together a work session. To have the first work session in November, there is not a lot of time between now and November. If we are going to pass a motion tonight that sets a work

session for November, we better know who will be working to put that work session together on behalf of the Board.

Jon thinks we really do need to talk about the work session topics within the context of how we are going to do a strategic plan, because that is the danger of taking a shotgun approach to stuff without having that over-arching planning document. He would prefer, if we do anything on the motion tonight, to identify those as dates that we have reserved for work sessions and, at most, decide what we want to do moving forward at the work session in November. Then, at the Board retreat, the Board can take all the ideas and sort through them, put them in the context of what the Board is trying to accomplish this next year, and what topics will be at each of those dates. So, that would be his suggestion, as an approach.

Jon wants a work session about how to make the Fair a more safe and comfortable place for people of color, LGBTQ community, alter-abled folks and how to address issues of diversity and inclusion. He thinks having a work session on our philanthropy and the Board donation process might be an easier one to tackle on the first session, and would initially help inform our budget process for next year. That would be his suggestion for the one to start in November and look the other ones over.

Peaches is hearing a lot of great ideas tonight, and agrees it might be good to set the dates and choose the topic for November. After the Board retreat, we may have a better idea of what the Board wants and how to gather more input.

Peaches said this motion went into the Fair Family News, it went on Facebook, it went on the .net site and there was only one response on Facebook. On Lily's Facebook post, there were eight comments and two of those were Peaches trying and get people to respond. The other comments said it was great, but no one replied to Lily with suggestions. Peaches sees a lot of candidates at the meeting tonight, and said membership involvement is the drumbeat, but where are the members when there is a callout for input? The key word here is involvement. If you want membership involvement, then get involved. Peaches expressed she was so mad at this — the talk, talk, talk about membership involvement. Lily is trying to do something here, actually get something done, actually do things on the ground, and what do we hear from the people who are saying the loudest they want membership involvement, nothing ... not one word.

Lily wanted to respond to the ideas brought up in this discussion. She is OK with not setting a schedule for this until we know more about what we want, but she would like to establish that we will do this on the third Monday of the month until May. She thinks it's a good idea for the first work session to be a discussion about the process of how the work sessions will be, and we can set a schedule or make a list of topics at that point.

Lily thought it was understood that with her making this motion, she was volunteering to do the work to organize, facilitate and do the prep work for the work sessions. However, in terms of putting out information and educational materials, she will not do that for the November meeting because of time constraints between the Board retreat and the November work session. She is willing to write articles for the Fair Family News and collect and distribute educational documents for these topics going forward, but needs more lead time.

Lily suggested getting together November 18 and reviewing the topics with visuals. The Board did a prioritization of concepts and ideas using stickers, and she can re-create that with these concepts. She thinks all the work sessions will lead into the strategic plan. Lily said she tried to get the Board to talk about this in an email, and was told the Board should not be doing business via email. She was hoping to get the Board to discuss this motion

before the meeting tonight. Her intention was that we would come together at the meeting and have a list of topics that the Board could prioritize. If the Board should not be doing business via email, then she apologizes to the membership. She just hoped the sitting Board members right now would work on this, because they should not stop doing business even though there is an upcoming election. Lily wanted to start on the work and decide what is important, instead of letting more time pass.

Lily offered to amend the motion to state there will be Board work sessions on the third Monday of every month, from November to May, with the first session in November to discuss the structure of the work sessions.

Hilary noted the Board has their annual budget meeting in January. Lily said while she is willing to plan the sessions, she will not be able to attend the December session.

As amended, Lily moved and Peaches seconded the following motion: The Board moves to create a calendar for work sessions with membership on the third Monday of the month. The first work session will be Monday, November 18, at 7 pm, with location to be determined, at which we will discuss future work sessions through May, except January.

BOARD: Paxton said he responded to one of Lily's emails, and made a suggestion that the winery is low hanging fruit. He suggested they talk about the winery at the first work session, because he does not think it is a good idea to have a discussion about how we are going to do our discussions. He wants to jump right in to doing it, and the winery would be an easy one. Paxton said a year ago, he suggested a work session on the winery at a Board meeting. We have several land use reports, we have soil reports, and all of this can be summarized and done in a meeting pretty easily. To him, the winery is very low hanging fruit because we have so many reports and stuff ready to go. While he wants to jump into discussing the winery, he does agree that November is a short deadline in terms of location and how much staff support it will take.

Paxton said he is fully ready to try and make an online work session for the November session. He thinks that is a really good goal, so location becomes very important for an online platform. He has talked about using the LCC Longhouse because it is readily set up for internet access with large screens. So, there is a lot to do get this going for November. As far as priorities, Paxton really feels discussing the Nonprofit Association of Oregon report should be one of the top three priorities, and we should set aside a couple of the work sessions to do that. He is fully committed to making these interactive sessions. He noted, in the past, scheduling these work sessions has always related on who can make it and those dates. If we do a session and make it interactive, people can come and go as needed, and it makes it easier for Board members to fit in online if they can't make it in person. To Paxton, land use and the NAO report should be our first priorities for the first work sessions.

Aaron said obviously she totally supports work sessions and is sorry Lily did not get as much of a response as she had hoped for. She has put stuff out before, and only gotten a few responses too, so she understands. Aaron thinks the reason we are not getting a lot of response, is because we haven't really created one of these gatherings and people haven't come and had a good time yet. Once we get one off the ground, then she thinks we will see more action and more of them. The new business she put up tonight, it all kind of segues into the same thing there because the new business was exactly what you are doing to get a list from everyone of all the ideas they have. We had more ideas thrown out by member input here than you got soliciting from a Board member Facebook. Now it's going to be in

the minutes, so we have that list, but Aaron would hope this membership would — the people who are here and would pass it around — the idea to send in more ideas, what we need to talk about.

Aaron does not think it is just up to the Board to make decisions about what the Board is going to talk about on strategic planning. That is why she was hoping we could get a list of everything, and she doesn't even care if it is operational. We'll prioritize it and put it to the right place. The work sessions are part of this. She thinks some of these subjects are going to end up going to ad hoc committees to do a bunch of the work, and then bring it to work sessions. She does not think they're going to be all discussed just in a giant work session because we can't get enough work done that way. We are going to have some committees doing the work and we'll be directing them, but first we have to have this list of what people want us to talk about, what they want to see changed, and what we need to develop.

So, Aaron thinks it's a "many pieces of the process," and really get it set up so we can have a work session in November. She is advocating for the winery work session, and she thinks we will have good information by then. In addition, some of it she will make sure is there, she hopes, and broadcast out to the membership ahead of time so we know what we can do with the winery — that we can start with that information. Aaron would love to have a conversation about the winery, partly because it's fun. We haven't had a chance to talk about it. It's been a year, and we tried to talk about a year ago. She thinks that would be a great place to start and agrees with Paxton, and does think a decision is going to be made in one (session).

Aaron said she would advocate for the winery, for more ideas being sent in, and the Board to gather all those ideas and prioritize them, along with the help of our Executive Director who is good at prioritizing, and membership. We will get all these ideas, prioritize them, and we will talk about it. And, people can say if they disagree with our priorities. She does not think there is any amendment to the motion Lily just made, and said thank you.

Spirit keeps thinking, build it and they will come. She is not surprised, sometimes we will get a lot of feedback, sometimes we do not, but part of it is a robust list of topics that comes from this because we know what needs to be worked on and we have been also listening in that way. So, she would recommend we don't take that piece of it personally at all. She thinks at the Board retreat, it might be a good exercise for this Board and the next Board — which may only be one person in addition or may be same sitting here, but we don't know yet — but for us to choose the next couple sessions together. We know what needs to be worked on, and that's just one kind of idea out there.

Spirit said another idea is if we can have work sessions that are open to the membership just to communicate with us. She also thinks we can put together a work session and nobody shows up but us, but that's OK because what we've done, is we've put together an area where we can work together, and that is open to the membership. It's not behind closed doors. It gets us together. Spirit thinks Jen Lin had some good ideas. Interestingly enough, she found herself agreeing with everyone in the room. Putting a call out for ideas, we could do something like gather the ideas and then come together as a Board and do the work, implementing the ideas the members have given us. We can do all sorts of things here. Spirit fully supports it, and would love to see membership there. If not, she will be happy to work with the Board, and any of the topics we decide.

Diane said the Diversity Committee is hoping to do some kind of learning opportunity in February or March, and are starting to work on that now. She thinks it will

be better to have it as a separate event on a weekend date. Otherwise, strategic planning is something that is going to take a couple of years, and a lot of these topics are parts of it. If there is a way we can group some of these together, like election issues, Board transition, and meeting issues — all of that is in the NAO report. Sustainability and Green Ticket funds sort of go together. An upland kitchen, community center, and the winery might all go together in some way. Some of these topics are an all-day workshop, and some may be evening workshops.

Diane noted there is also the annual budget meeting in January, and strategic planning is going to be multiple meetings over a serious portion of time. She also suggested breakout groups in the work sessions where more discussions can take place and then come back to the whole group, for more efficient use of time.

Lisa appreciates what this motion is trying to accomplish, but would like to see work sessions included in an overall work plan for the coming year that includes regular Board meetings and all the business of the Board for the coming year. She is not comfortable with not knowing what the work session topics will be for the dates scheduled. Lisa supports what Lily is trying to do, but feels it needs to be part of a bigger agenda.

Justin likes the idea of getting together and planning what we want to be, and an organizational plan is important. One of the things with a strategic plan we have been talking about is to reduce the amount of scattershot, like Jon said, and focus on some priorities. Justin thinks work sessions in the past were not well attended, and they stopped due to lack of attendance. Hopefully, with some communication, outreach and video conferencing we can get membership involvement. There is value in us getting together and having a forum, whether members show up or not.

Justin would like a strategic work plan where the Board can make accomplishments and “pull it across the finish line,” instead of so much focus on separate topics. Whatever we can do to engage committees, being a part of this and doing the work is helpful. In understanding what we are trying to achieve with a work plan, maybe not solving a problem at each work session, but identifying some action items for committees is what we need to do. In our focus and deciding what is important, maybe we prioritize that not all items can be actioned in 2020. In doing so, we can better focus our time because we all have busy lives.

Justin appreciates Lily wanting to take the lead on planning and organizing the work sessions, but it is a lot to stand up for and a lot to carry. He hopes there can be a Board work session with members and a facilitator about strategic planning. Justin supports the motion, but hopes it can be pared down so we can be successful in achieving the goals set as the top priority for the organization.

Jack thinks this is going down the wrong road. If you do the same thing over and over and get the same results, then that means something. To engage the larger membership, even if in an electronic way, we need to utilize our time to do more outreach upfront to get deeper involvement. We have to work toward a motion that really stands for change in the organization, and methodically put the information out there. He does not like the term work session because we have tried it so many times.

Jack knows that a controversial topic, like the winery, will get more attendance. We have to figure out how to break into the group of people who are just satisfied with the three-day event being successful, and get away from controversy and things that divide us. To get more people involved in our organization at a higher level, just getting the Board and a few people together is not enough.

George agreed with Jack. When we brought a consultant in to help the Board work together and create a compact, and to be more unified when we brought on a new Executive Director and move toward a governance Board, we were advised to resist the urge to do a bunch of piecemeal planning. We were told to give time for the ED to get their feet on the ground and become familiar with the issues to conceive a comprehensive and strategic plan, and allow things to fall in place in a certain kind of order. George feels that advice is being ignored.

George said great work is happening in circling back to committees, understanding how successful committees work and report back to the Board, and whether it is an operational or governance committee. It's great work, but it is being done by Board members and the amount of time they are putting in is disproportionate. People say they want commemorative sales, but who steps up? We need to honor that our time and energy are finite, and direct them at things that are really meaningful and important, rather than trying to find little pieces of success along the way.

To George, work sessions sounds like talking sessions, but who is actually doing the work? It always falls back on the same people, and staff is not unlimited in their capacity. Staff is continually pushed to add more to their docket, and George wants to resist adding more to those who are already too busy. As well-meaning as it sounds to have work sessions, somebody on staff has to help get the venue and organize all the details, and he does not want to get behind asking staff to do more. As Jack said, we are failing in how to meaningfully engage people to get beyond the event and get invested in the overall expansion and health of the organization. We need to get folks onboard and involved, and not just when they are pissed off.

Aaron said we were talking about strategic planning and lists of ideas to do things that we need to look at, and we're talking about meetings, all of which we have to do. She said the Board is not the only source of the ideas of what needs to happen at the Fair, so she is glad everybody came up with some ideas today for the work sessions, and we want to see more of that. She believes if we have that list from the membership and from our fine mind, we are going to be talking about this at the retreat. That is where she was talking about prioritizing the ideas. Once we prioritize those ideas, that is strategic planning. The process of figuring out where you need to go and prioritizing it, is strategic planning and is part of what you do.

Aaron said then you have to have discussions around that, of course, that include members. One of the things she had talked about when she first ran for the Board, was to create a system where you respect and utilize the knowledge of our membership. We have crews that have so much knowledge in certain areas. She knows they are generally operational, however there are people who have enough knowledge to help us with the policy to run that operation, if we need to. So, if we actually reach out to them directly, the people — once we have our list — the people who might be the ones that have knowledge in a certain area, and we actually reach out to those crews directly it might be a way to get people more involved in things that they actually particularly know about. Aaron thinks it has to do with respecting them. Respect they have the knowledge and utilize it.

Aaron spoke to the work of the group looking at committee best practices. The thing that is important about that is for committees to start putting out, at least two weeks in advance, topics they will be talking about, so that people can become engaged. We are working toward trying to let the membership get enthused about being engaged. They don't have to go to every committee meeting for the entire year, if they have the knowledge of

when a subject is being discussed, that they have a specific interest in. So, Aaron is hoping, that will help people be more involved.

To Aaron, all of this is part of strategic planning. We are going to have to prioritize, we are going to have to figure it out. Examining our mission statement is the first thing you do in strategic planning, and that has not come up in any of these ideas, and is maybe that is something we as a Board need to look at. She is still totally for having a work session, and she does not mind if we change the name. She thinks group think is fine, as somebody said.

Aaron thinks it would be great for us to have a work session in November. We did set up to have work sessions every third Monday, last year, and that fell apart when Laurel resigned because she was in charge of setting those dates. It was something the Board did agree to, although we did not set all the topics ahead. We were working on them as they came up. Aaron is comfortable setting up a meeting in November and trying to do a little bit of forward motion on one topic that is all part of strategic planning. We can't not do any of the work, because you haven't made the plan. We can keep moving forward, and she thinks we can still reach membership. We are making strides. They are slow, but they are strides.

Spirit said she thought Jack nailed it. Attendance is going to be topic driven. If the Board is holding meetings, they need to be about Board work. We have a lot of work on our plate. We set a lot of changes in motion without a plan. She knows Jack does not think just the Board getting together is worthy, but she thinks right now we have so much work to do, we can't possibly get it done in these meetings.

Spirit wants to acknowledge, recently there was a group of volunteers that came together and put together something really great, a candidate forum, to try and encourage informed voting. It was not really very well supported by the Board and staff, even though they didn't have to do any work. So, we need to start lifting up our volunteers who are doing the work, who are trying to be involved and acknowledge there are those out there. It may not be by the hundreds, like we wish they would be, but again it is going to be topic-driven.

Spirit was reminded of a work session in the past about amplified sound that Indigo and someone else helped on, and it did not involve the whole Board. She does not think these have to involve the whole Board, depending on what it is, so it doesn't have to be that overwhelming. She wants us to keep that in mind as we move forward, that this is not set in stone of what everyone has as a vision of — these huge work sessions are going to take a lot of work. We can do this and not have to put this on staff.

Diane thanked Lily for doing all this, and was sorry for not responding because she is not used to doing Board work by email. When we did the Vision Quest, we had at least three all-day sessions and break-out groups. It was very well attended; of course we fed ourselves. We gave reports from each group, and Chewie sang his report which was great. Anyway, Diane thinks we have to think larger when it comes to the strategic plan, in which these are parts. For instance, if we do a workshop on the winery, we should do it on the winery site, we should have food, and we should have a walk and talk because walking around the place is great. We hired Wally, partly, to lead us through the strategic plan process, so we have somebody at the helm.

Lily said her response is mostly to Jack. She thinks it doesn't have to be problematic that more people haven't come. If we schedule these out, it gives people the ability to plan their lives around the things they think are important. That is why she wanted to set the schedule. It goes a long way to us walking our talk if we believe in involving the membership in our discussions. We can't work in closed sessions, and don't want to work in

closed sessions over all of this stuff. If membership does not want to participate, that's OK. We still have to get the work done because we can't get it done here, we can't do it over email, and we don't want to have closed sessions every month. There is work that needs to be done and needs the 12 of us to sit in a room and talk things out.

Maybe we need to have other stakeholders involved, and that was part of Lily's vision for this, that the stakeholders and the people that have the experience, and maybe the legal people that we need advice from on each of these topics would be invited. But we need a time to do that. If membership is given all the opportunities seven months ahead of time to know to make the plans to be available on the third Monday of May because that's the one that they care about coming to, that's the best way we can elicit their participation. If they don't want to participate, we've done our due diligence. The NAO consultant talked about us rolling up our sleeves and getting to work, and we can make this look however we want.

Regardless of the number of participants, Lily would like for the work sessions to happen, and they don't need to be required for the Board. If a Board member does not want to work on a specific topic, then they don't have to work on it. Out of those things can come action items, and hopefully nothing will get completely dropped. Maybe after we've talked about it, we'll realize there are 10 volunteers who really want to take it forward, and it doesn't have to be the Board dropping the ball on that. Then, the Board members can either prepare or not prepare for the one next month, as each one sees fit. That's one way we can get more information out to the community for membership participation. Lily thinks there has been plenty of call for member participation, and if members don't feel like participating, then having made the opportunity available she has done the most she can do. She does not feel like we need to be bummed out that there is not more membership participation. Members will participate at exactly the level they want when they have the opportunity.

Paxton said in past, specifically in the '90s, work sessions were heavily attended. He does not see this as strategic planning. While it affects strategic planning, he sees strategic planning as a whole separate operation. What they really used to be was communicating information to the membership, and getting feedback from the membership. With a meeting on the winery, Paxton envisions a presentation about the land use problems and what we can do with the grapes, and stuff like that. There are several different reports on the winery, like a soil report, about what we can do with the property. In reality, all of these things are information that is held by a small group of people. It would be better to distribute the information to more and more people so they can understand all of the concepts or problems that go into the decision of what we are doing.

Paxton sees work sessions as more of an information conduit, and a discussion conduit in return. It is basically communication to him. It has to be well organized, you need presentations, you need a facilitator, and if it's going to be online you need somebody to interact with the meeting and help with the questions from the online feedback. So, there is quite a bit of logistics that are involved, and that will be difficult to start up. But Paxton thinks we can figure out how to do it. He does not think the Board can do all of the work, and that it will involve some of staff, it will involve finding locations and things like that. Trying to do a work session for November will be difficult, but Paxton is willing to work toward doing that.

In regard to random acts of planning and having a strategic plan, Peaches said these sessions and taking them topic by topic, engaging membership, and talking amongst ourselves is the work we need to do that didn't get done this year. And there is more coming

down the pipe, but we can walk and chew gum at the same time. Any part of a strategic plan is to do some information gathering, and you want to see how the membership feels, get their visions and ideas and gather that data. Having those conversations and finding out who we are, what we think, and what we feel is important is part of informing the strategic planning process. It's not a separate thing and will get integrated. Strategic planning takes a long time, and we can be doing some stuff in the meantime. We don't have to stall out. Maybe we should call them play sessions, instead of work sessions.

As amended, Lily moved and Peaches seconded the following motion: The Board moves to create a calendar for work sessions with membership on the third Monday of the month. The first work session will be Monday, November 18, at 7 pm, with location to be determined, at which we will discuss future work sessions through May, except January.

Motion passed: 7-2-1; Spirit, Aaron, Paxton, Justin, Lily, Peaches, and Jack in favor. Jon and George opposed, and Lisa abstained. Jack voted in Diane's absence.

President's Peace

Jack said to come to the annual meeting and vote on October 19. The more people we get to vote, will be more people interested who we can reach out to, to help with building the future of the organization. After a while, when you don't have the excitement of membership and the rush of the event, it gets to be a burden to make a lot of really difficult decisions when people don't show up, and that makes us vulnerable. We owe it to ourselves and future Boards to feel that we are buoyed, and we need to do that.

Come out and vote, and speak about the organization. We did a very exciting thing tonight, and we do numerous exciting things all the time. The event is a beautiful thing that has gone on for 50 years and will continue, but we need to concentrate more on the organization because it is so much bigger, and more than that. Jack will continue to hope building the excitement we need to carry us forward, and making decisions of the heart.

Draft Agenda for November 4, 2019, Board Meeting 7 pm, NW Youth Corps, Columbia Room:

- Consent calendar / Board Donations
- Approve September 9, 2019, and October 7, 2019, Board meeting minutes
- Approve annual meeting election results — Jack
- Closed session recording and minutes — Aaron
- 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
- Clarify legislative intent of the Board motion accepting the draft of the NAO recommendations — 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
- Consideration of Commemorative Sales recommendations — Peaches

Publish Board-sponsored donations in Fair Family News — Peaches
Anti-harassment policy, directing Wally to work with HR — Spirit
Start discussion of membership involvement in the planning process — Aaron
Membership and Board dialogue, if time permits

Jon provided the following information regarding his NAO motion:

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

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

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