

## Board of Directors Meeting

June 1, 2020, 7 pm

**Zoom remote online and live streamed on YouTube**

*(subject to approval by the Board at the June 28, 2020, meeting)*

**Board Directors present:** Aaron Kenton, Cynthia “Peaches” Peachey, George Braddock (Vice President 1), Jack Makarchek (President, alternate), Lily Harmon-Gross, (Vice President 2), Lisa Cooley, Lisa Parker, Palmer Parker (alternate) Paxton Hoag, Sandra Bauer, Spirit Leatherwood and Sue Theolass. **Board Officers present:** Hilary Anthony, Kimberly “Kimmo” Howard, Laurie “Heidi” Doscher and Lynda Gingerich. **Staff present:** Crystalyn Frank, Shane Harvey, and Wally Bomgaars; plus 34 members on Zoom. Sam Rutledge facilitated the meeting.

This Board of Directors meeting is being recorded and will be available to the Fair family on the OCF YouTube channel for those wanting to watch the proceedings. 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.” Thank you, Sean, Indigo and other technical volunteers, for helping with the online presentation.

*Please note, any motions with votes at the meeting were recorded by Board members sending an email to the facilitator and recording secretary.*

The following items were removed from old business:

Canvas the membership regarding voting age — Aaron

Aaron thanks the Election Committee for performing this suggestion without a Board vote.

Deadline for new business agenda items — Spirit

The following items were tabled from old business:

Board requests the Craft and Food Committees collaborating with involved crews, staff, and interested members in open, posted meetings to review our current timetable for Guideline changes — Aaron

Deadline for new business agenda items — Spirit

### **New Business (*video 2:34*)**

Appoint Sarah Garcia to the Personnel Policy Committee — Palmer

Approve contracts for OCF merchandise — Lily

2020 Executive Director evaluation — Sandra

Approve OCF Virtual Fair — Sandra

**Palmer moved and Sandra seconded to move appointing Sarah Garcia to the Personnel Policy Committee from new to old business. (*video 6:28*)**

Palmer: Sarah is an HR professional and has donated her time to us, again and again.

**Motion passed: 10-0.**

**Sandra moved and Paxton seconded to move the 2020 Executive Director evaluation from new to old business. (video 11:09)**

**Motion passed: 10-0.**

**Lily moved and Sue seconded to move approving contracts for OCF merchandise from new to old business. (video 14:11)**

Spirit declared a conflict of interest, due to her husband being a Fair T-shirt screen printer.

**Motion passed: 10-0; Spirit recused, so Jack voted.**

**Sandra moved and Palmer seconded to move approving OCF Virtual Fair from new to old business. (video 17:36)**

**Motion passed: 9-1; George opposed.**

### **Announcements (video 19:33)**

Spirit: We lost a long time Fairgoer, Jimmer James, at the beginning of this year.

Spirit: I hope membership understands moving motions from new to old is not typical. We are not in typical times right now.

Lily: The Bylaws and Elections committees scheduled a Board Work Assembly on Monday, June 15, online at 7 pm. Please visit the [oregoncountryfair.net](http://oregoncountryfair.net) site for the online links and phone information to join the GoToMeeting.

Lily: We need to speak to what is happening in our cities across the country and how terrible it is. I am shocked and appalled at what is still happening in our country. I stand with the groups that are peacefully protesting, those that are not, and Black Lives Matter.

Jeya: The Jill Heiman Vision Fund Committee would be happy to assist in choosing and distributing funds to Lane County 501c3 organizations that will be working to assist people who have been affected by the COVID pandemic.

We will use a similar process that has been used in the past to request grant applications and choose organizations from those applications.

Philanthropy is an essential part of what the Oregon Country Fair does. We are grateful that we can help the process.

Paxton: I talked to Vern Crawford of Decon Crew who works on a folk fest in Texas that had to reschedule its regular festival. They have been running a virtual folk fest on Zoom with different song circles you can wander into and hear some world-class musicians. This is something the Fair can do, too.

Jen-Lin: There are documents already posted on the .net site for the upcoming Bylaws/Elections Board Work Assembly. Reviewing them in advance will help facilitate the discussion.

Jon P.: The WOW Hall general membership meeting of the Community Center for the Performing Arts was held Friday, June 12. The meeting was scheduled to approve a new budget and a policy statement, and to elect Board members.

The WOW Hall special meeting of the membership of the Community Center for the Performing Arts is scheduled for Sunday, June 28, at 3 pm, to discuss the deviations in the member-approved budget.

These meetings are critical to the future of The WOW Hall and CCPA.

Crystalyn: I agree with what Lily said, and appreciate that so many people are speaking up.

### **Staff Reports (video 27:48)**

**Wally:** May has been similar to April in that it's mostly been working on pivoting our work in light of no gathering in July.

All staff have been working extra hard in this time of pivot. Being down a staff position, the Assistant Manager, is also impactful and others are needing to pick up the slack.

Budgets are a new animal. With so much changing, and with the situation evolving as we go, this will need to be an ongoing conversation. I'd like to note that without the great financial planning over the last decades, we would be in a much more precarious position than we are. Huge gratitude is due to those who got us here. This can't be emphasized enough.

We have received funds from the Paycheck Protection Program and are following the protocols, which are complex and evolving, for maximum use of the funds.

Three of our staff, Robin, Mary, and Jeff, have started on the Work Share program and are now working at 80 percent of full time. Due to this, there might be delays in replies to questions and requests for support.

Special projects include Fair CARE (Communication Accountability Respect Equity group, formerly the Behavior Standards Working Group), database, and fund raising.

The next month will be focused on creating alternatives to gathering in person, fund raising, and how to get all we need to get done with limited staff and budget.

These times are trying for all of us. It has brought us together in some ways, but also has amplified some of our divisions. The best we can do is find ways to support each other, have extra patience and understanding, and work on being the best Fair community we can be.

I want to thank the staff, board, officers, and all the many volunteers for all the extra work put in over the last couple months. There has been a LOT to take on with the Fair and in the world. Let's keep supporting each other through these times.

**Crystalyn:** It is a challenging time in the world right now. I believe we will get through it, especially within the Fair family.

We are working on a virtual event. Several groups of volunteers were creating content and finding ways to connect with one another within various groups (the M8rix, Community Village, the Midnight Show, Tom Noddy, and so on). By consolidating these various groups and working together, we can create something fun and engaging for those who wish to participate, while also raising awareness about what we are beyond those three days in July (the philanthropic organization). Everything is being organized in such a way that should allow for content from most who would like to provide it. Outside of the possible costs listed above, the entire "event" is being worked on by volunteers, including entertainers who are volunteering performances (we are planning on them having a link to their virtual "tip jar" if they would like).

We have the Artisan listings on the oregoncountryfair.org site, and a few volunteers who are putting in a lot of time to help improve individual listings. I also want to say that I have heard from one person who thinks that the artisans may not be as interested as I had personally thought in the marketplace-type sale site. I hope to connect with Craft

Committee, Booth Registration, and Craft Inventory soon to talk this through with them and possibly try and do a survey so that we can ensure it is something they would actually be excited about participating in.

Cartography is working on an interactive version of the Peach Pit map. The goal is to offer three different ways of reaching the same content. For example, Community Village could be accessed through the main landing page of the virtual event, by clicking on the Village on the Peach Pit map, or by moving your avatar within the M8rix. More information to come in emails and on the .net site.

We are getting ready to launch an OCF 2020 Merchandise website! We are working with independent and locally owned businesses affected by COVID-19 to create the merchandise. Items will be available for pre-order.

Sunday Office Hours on GoToMeeting continues every Sunday from 4:30 pm to around 6 pm. Although these are scheduled to end at 6 pm, they sometimes go a little later or end a little early, depending on the discussion. It is a time to ask questions, talk over thoughts and ideas, tell stories, laugh, and connect. These meetings are open to all Fair Family — please help spread the word! The GoToMeeting website and phone links are the same every week and can be found on the calendar information at the .net site.

Thank you to the volunteers and everyone who has been working hard and keeping very busy. The ways people are connecting is incredibly inspirational! Also, a huge thank you to Mary C. and norma who got up very early on a Saturday morning to check on the Fair Office after a protest event.

**Shane:** I too am bothered by the events happening across the nation and around the world. It is sad and scary to see what is going on, and I feel sad for the people feeling all this pain.

We have received the revised code amendment package from Lane County regarding extending the abatement clause in the Non-Comforming Use (NCU) permit for another year. I'd like to thank Thom Lanfear, Michael Giraldo, county staff and Board of Commissioners for their work in pushing this through and for their support during this unprecedented time. The final vote on this is expected in a couple weeks.

At Fair site, staff has been working hard and doing a lot of mowing with the grass growing fast. We have also done some reseeding. We had to put up no trespassing signs at Far Side due to people using the area as a dump. I'm proud to be working with Jeff and Durwin.

We are finalizing protocols for opening up the site to visitors, and it is being reviewed by human resources and lawyers. It's a bit eerie and sad that we are not getting ready for an event this year, and won't be able to gather to do the work we all love. Because of the pandemic, we will implement a group of Fair stakeholders and affected crew coordinators to work on new health and safety issues for our next event. The group will include folks from Sanitation, Water, and Construction crews. Please let Shane know if you would like to be part of the planning group. Path Planning is also creating a sub-group to work on hand washing and grey water. We look forward to making progress to protect our family and patrons.

At a recent coordinator meeting, there was discussion about off-season projects that can be worked on. We will begin with small work groups of about 10 people, with two or three work groups on site at a time. First, we need to see how opening up site to everyone goes with new protocols regarding hand washing, social distancing, face masks, and access to specific areas of the property.

**\*\* Please note: The Fair site will be closed for all purposes  
July 3 through July 13, 2020. \*\***

### **Committee and Working Group Reports (video 45:54)**

**KOCF:** We are having a fund-raising event for the month of June, with a goal of raising \$5,000. KOCF will celebrate its fifth birthday on July 1.

### **Member Input (video 47:24)**

*Some member input received via email was read by Indigo,  
and some members spoke on their own behalf.*

Jain E.: Please add my voice to the voices of other Fair Family who support retaining an adequate skeleton staff as provided in the proposed budget you'll be voting on tonight. We will need their expertise, especially Crystalyne and Shane, to produce a Fair in 2022 (or 2021.)

Katy P.: I've heard many opinions lately in favor of laying off paid employees of OCF. I've heard things like "What are the staff doing?", "What is the work plan!" — I would like to point out a few things:

- 1) Our salaried staff have regularly worked more than 50 hours per week August - March, more than 60 hours per week April - May and more than 70 hours per week June - July for years! We regularly get more from them than what we would if they were hourly employees.
- 2) There are many things that consume the time of our employees both salaried and hourly all year round, not just preparation for the event itself. No one puts in the sheer volume of time that our employees do for the pay; they do it because they love the Fair.
- 3) I believe that the responsibility for overseeing the staff and their workload falls to the ED and the Board.

Navigating our organization through a global plague is no small feat. Even if all our staff did was spend time dealing with county, state and local officials to ensure the future of our permits, it would be money more than well spent. But they will be and have been doing much, much more than that!

Jon S.: Listing the topics of closed sessions held during the previous month is a good addition to the monthly minutes. I note that the May 4 minutes indicate that the April 20 closed Board session included discussion of the Board's responsibility concerning fund raising. Why did that discussion need to be in closed session? It seems more fitting a topic for open session. In light of our financial situation and the difficult decisions needing to be made, the membership deserves to know the collective and individual views of Board members as to their fund-raising responsibilities.

Jon S. — regarding revisions to the operating budget:

1. I support the proposed 2020 budget revisions. We can re-evaluate when the 2021 budget is developed.
2. A table listing each staff position and showing the respective percentage change in hours and pay would facilitate membership understanding and acceptance.

3. The Board should draft and adopt a development plan including new revenue streams to be incorporated into a 2021 budget. The Fair community's fund-raising potential is an untapped resource.

4. We should get our long-range financial planning process more established and address how and when we replenish our cash reserves.

5. It's time for establishing a Development Committee.

Kirk S.: Love to everyone in challenging times, and hang in there.

Committees are still working and there is a lot going on. Committees need the staff, and I am not in favor of furloughing or cutting staff. We can fund raise our way to success! I hope I can be helpful on the virtual Fair process, and in the work already started there is creativity, fun and amazing ideas, talent and skill.

Jon P.: In echoing what Crystalyn said about current events, The WOW Hall was surrounded by members of the moving demonstration in order to keep it safe.

Chewie: I know this is difficult, and that staff is putting in a lot of time. In a year when we are not going to have an actual event and no income stream, I do not see the need to keep a full-time staff. We have done this in the past without paid staff many times. Thank you all and staff for what you do.

Grumpy: I had been Treasurer and Co-Treasurer of OCF for years. Hilary and Lynda have done a great job in creating what they call the "guardrail." The proposed adjusted budget should be passed, but you should add \$50,000-\$100,000 to the payroll. It is wishful thinking that volunteers can run this organization and the event, alone. Adding this amount will still allow us to have an event in 2022; however, I still believe we will have an event in 2021. Not raising the payroll budget will put us in jeopardy.

Jen-Lin: After last month's Board meeting, I noticed the meetings would end earlier if people had not repeated themselves as motions were being amended. The repeated concerns did not bring anything new or substantive, which prevents meetings ending faster and getting through more business.

Spirit: To respond to the member input about closed sessions and the topic of fund raising, there was nothing discussed that cannot be shared and it was just noting it is something we need to be looking at as an organization. We are not hiding anything.

### **Treasurer Report and Budget Items (*video 1:01:11*)**

Hilary: The proposed budget adjustments are available on the .net site. The proposal would become the annual budget, and include amounts that have already been spent, current expenses and what would be allowed through December. Specific to the payroll budget, the proposal reduces the payroll and staff benefits by 35-40 percent from July to December. If our fund raising and sales of merchandise goes well, then we can continue to adjust the budget as needed and be nimble as we progress into the future.

**Jack moved and Paxton seconded to approve the capital projects budget of \$8,925.**

**Motion passed: 10-0.**

**Jack moved and Lily seconded to approve the board Budget of \$66,028.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded to approve the crew budget of \$27,120.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded approving the Culture Jam budget of \$9,656.**

**Motion passed: 10-0.**

**Jack moved and Lily seconded the administrative assistant budget of \$20,700.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded to approve the site facilities manager budget of \$45,960.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded to approve the operations manager budget of \$53,020.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded to approve the executive director non-payroll budget of \$164,096.**

**Motion passed: 10-0.**

**Jack moved and Paxton seconded to approve the executive director payroll budget of \$450,000. (video 1:20:17)**

Wally: In reviewing this budget with staff over the past couple of months, I always come with an open mind. I've come to the conclusion that we really need our staff throughout this year. If we are to have an event in 2021, we need to start planning for it. We are missing an assistant manager, and staff is consistently working overtime to keep this organization going. It would be helpful to have another \$50,000-\$100,000. This needs to be an ongoing conversation and assess as we go.

Spirit: Right now, we are embarking in new territory. I'm concerned with passing this adjusted payroll budget for various reasons and because I do not have enough information.

**Spirit moved and Sandra seconded an amendment to the motion: approve the executive director payroll budget of \$450,000, to be reassessed with a Board vote at the August Board meeting. (video 1:23:29)**

Spirit: Looking at the budget will be ongoing, and this friendly amendment would bring certainty. Our staff is extremely overworked, and I think Wally needs more time to refine and prioritize a workplan. The PPP loan gives us time to look at the budget again, as we could be proposing too many cuts for a staff that has a lot on their plates. We don't know what the future holds with fund raising, merchandise sales and how that could help with the payroll budget.

Lisa C.: I appreciate the facilitation work done by Sam, the work of the co-treasurers and everyone who has been thoughtful, dedicated and maintained integrity through this process. We also appreciate staff for how hard they are working. I agree with Hilary that we have to be nimble, flexible, and poised. I would feel more comfortable being able to re-evaluate at the end of July, and re-look at the budget more often. If we don't accept this friendly amendment, then it doesn't hold us accountable.

Paxton: We do not need a special date to review the budget as we already review financials monthly. I don't understand the need for an amended motion.

Peaches asked Spirit to clarify the intent of the amended motion.

Spirit: I would prefer to not be voting on this at all tonight because it can be challenging to increase a budget if needed. I don't want to go on assumptions, and this proposed amendment would bring certainty we would review again in August.

Peaches: I just wanted to clarify there was still support for the amount of \$450,000. We are continually looking at the budget, and with the uncertainty of our current situation, it increases our duty of care to look at the budget even more closely. That is an expectation and not an assumption. As Board members we will do our job, and this amended motion is unnecessary.

Sam asked Spirit to clarify if her amended motion intended for the Board to re-vote in August on the \$450,000, and if it did not pass then would the payroll budget go back to what was approved earlier in the year?

Spirit: The intent would be to stay with the \$450,000 if it passes tonight, and ensure that we will look at this again in August.

Lisa P.: In the interest of time and not repeating what has already been said, I agree with Paxton and Peaches.

Aaron: I want to see what happens with fund raising, merchandise sales, staff workloads, and the current events of the world by the end of July. There are some things in the staff work plans that we do not have funding for so those need additional review. The more we can save this year, the more we will have to get us through rough patches next year. The proposed budget seems OK for a couple of months.

Aaron offered a friendly amendment to Spirit's motion: approve the executive director payroll budget of \$450,000 through July 31, 2020, with another vote by the Board in August. Spirit and Sandra said they would accept the friendly amendment.

Lily: I understand the sentiment, but this can be achieved by bringing up another budget motion in August. The budget can be changed as needed without an amendment to the original motion.

**Spirit moved and Sandra seconded an amendment to the motion: approve the executive director payroll budget of \$450,000 through July 31, 2020, with another vote by the Board in August. (video 1:43:06)**

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

Sandra: I have concerns with the proposed payroll budget. The workplans had a lot of unfundable work projects, and more is needed on prioritizing and accountability. I don't think we really know what staff will be doing between now and December to justify it. My vote will be no.

Palmer: I agree with Grumpy and Wally.

Palmer offered friendly amendment to add \$100,000 to the proposed payroll budget. Jack declined the friendly amendment.

Lisa C.: I want us at a bare minimum until the fall. I am not comfortable spending money in unnecessary ways, in any shape or form. I love and am appreciative of staff, know they are overworked and that Fair is in need of additional staff. But I think this is irresponsible and we need to cut back until we know more.

Peaches: I support this budget and have faith in the officers who helped create this, because it is doable. I feel this is the bare minimum we need as an organization. We will have to make adjustments along the way, frequently and continually.

Paxton: I want to thank staff, Wally and the treasurers for the work plans and proposals. It was a lot of work and has been a collaborative process. Thank you to the current and past treasurers with their years of experience that got us to the point where we can survive another year. I trust them and process, and know we will visit this monthly. This is already a tight budget and hope in the future we can spend more on staff.

Crystalyn: I urge the Board to pass this budget. As an employee, I can say there is planning needed, especially if being furloughed for a couple months. There has to be time for work with committees and crews, to mitigate the impact. It will be hard, but is possible. An increase in the budget is easy to accommodate, but the loss in staff time will be difficult and challenging. For employees doing work share, this allows for them to spread out the financial ramification to those individuals. Every one of staff loves their job, and this is a scary time. I appreciate the thought and care you put into the decision you make on this motion.

Lisa P.: As a reminder, this budget proposal is just for the remainder of 2020. The guardrails put in place with cash reconciliation puts us in a good place to go into 2022 with some startup, even without a 2021 event. We review the budget every month. This proposal is conservative and I hope more is added. I am concerned about the burden it will put on staff and this organization, but I will support it.

Lily: I support this motion. The groundwork done by the treasurers has created a financially sound institution. That we can get through two years without an event is what separates us from other event-based festivals and organizations. Even without an event, there is still a lot of work to do because we are also a nonprofit with education and philanthropic projects.

We need staff to continue to be a shining star in our community, and to help those around us by guiding the committees, crews, and volunteers. This proposal is already a cut-back budget with not including pay for an assistant manager and other needed staff. This proposal is more than having a one-weekend event. With all the parts of our programming and what makes us unique as a nonprofit, at the center of community as fantastic as ours, is our year-round work. At the least, we need staffing at this level.

Aaron: I have been looking at a lot of numbers. We have good sources of educated people in our organization, but they are just a few. What we are dealing with right now is happening all around the world.

We have a NAO membership. With this type of crisis they recommend only spending two months of a twelve-month reserve of money for payroll. If we followed that recommendation then this proposed number should be much lower.

I know Grumpy said we have started an event year with less than \$400,000, and that he agrees with the proposal by Hilary and Lynda. It's not that I don't support their work, I just want to err on the side of caution. In the past the "guardrail" for startup funds was \$300,000 for a year with no income. In passing numbers for this year, we need to account for next year as well. If you look at the forecast from this July to the end of 2021, these numbers

are short \$129,000 without any revenue. I hope our upcoming merchandise sales help us, and the virtual event will help us get more information.

Other resources in the industry say you should never spend more than 30 percent of your revenue on payroll. These are statistics of how people look at dollars. When you take that into account, our current situation, and workplans I've seen, then we need to think about revenue, which we will know more of in a couple months. I will not be voting in favor of this motion at this time. I trust the Executive Director will use good budget sense.

Spirit: To appreciate what Crystalyn said, we are all here doing our best. All we can do is try to express ourselves and make the best decisions for the organization. I have never wavered, as a Board member, but there have been times when I've regretted a decision when I feel I did not have enough information. At this time, I do not feel informed enough to be approving cuts. I was trying to get more clarification and certainty with my amendment. I also feel I have to trust Wally to work with the budget that was approved.

I understand the lack of certainty staff is feeling, and don't see any reason Wally needs to adjust what he has worked on. I want to make sure that we have what we need. If we do well with fund raising, then we can make adjustments, so I am going to put this in Wally's hands. I will also be a no vote.

Palmer: To speak to Aaron's concerns, I don't think other nonprofits in the NAO's recommendations own the land and facilities that the Fair does. We are blessed in our asset quality and quantity, which included communal goodwill. I agree we should remain nimble and flexible. Any additional decreases should be in the future, after we know what this year brings. Staff is already overworked, and with all the unknowns, we need all hands on deck. I support this motion, and keeping our staffing levels as robust as possible. That is the way to show how much the employees and the missions are valued, and the ED said an additional payroll commitment would be prudent.

Sandra: These are hard and stressful decisions that are not pleasurable. Everybody has to do what they think is right. This budget does not have funding for things that we do need, such as increased sanitation and other projects. The current workplans have many non-emergency projects. We will need a lot of fund raising for these projects, when we would be competing with need-based organizations at the same time. We should be securing money to help our community with food and housing. If we have excess funds or staff is available, then helping our community should be our priority the next couple years. We need to pay attention, react, and give help to the world that seems to be burning down around us right now.

Jack: We have come to a default position, so let us confirm what our payroll budget is now if we don't pass the current motion.

Hilary: It would be the original budget without overtime, which is about \$650,000 and included an assistant manager and one other staff person.

Jack: We are covered with where we are at. So, we need to think about this discussion we are having. I want to thank staff for bearing with us.

Lily: I want to offer a friendly amendment to add \$50,000 to the payroll budget proposal.

Jack: No. I don't want to play games with the budget. People's lives are at stake.

Palmer: I misspoke earlier, and instead would like to keep the payroll budget without any adjustments.

**As originally stated, Jack moved and Paxton seconded to approve the executive director payroll budget of \$450,000.**

**Motion failed: 6-4; Sandra, Spirit, Lisa C. and Aaron opposed.**

**Old Business (video 2:15:18)**

**Lily moved and Jack seconded to approve a draft contract for T-shirt printing, and also authorize OCF management employees to make minor edits and/or adjustments as needed as long as all such edits and/or adjustments are in the best interest and fair to OCF.**

Crystalyn: I hope this gets approved because of our bylaws regarding a Board member with a conflict of interest. We normally use Grateful Designs to print our staff shirts. They and another T-shirt vendor we use are creating some designs for this year.

**Motion passed: 10-0; Spirit recused, so Jack voted.**

**Palmer moved and Sandra seconded: 1) appoint Sarah Garcia to the Personnel Policy Committee and 2) direct the PPC to create and implement the 2020 Executive Director evaluation under the direction of committee member and HR professional Sarah Garcia. The entire evaluation process should be concluded by the end of July 2020. (video 2:21:50)**

Aaron: I thought the PPC would create the evaluation and the Board would implement it.

Sandra: The PPC is not taking it on as a committee. Sarah would be a member of the PPC, and is a professional HR consultant who knows our organization. The PPC would help create some of the questions, but the implementation would be by Sarah.

Aaron suggested the motion be clearer about the evaluation implementation.

Peaches: When the PPC was repurposed, it was understood they would no longer be doing the evaluations. It is great we have an HR professional to join the PPC, but employee evaluations should be up to the Board.

Sandra read an advisory by the Board to the PPC at the April 1, 2019, Board meeting: "As requested by the Board, advise or assist on matters concerning the performance, evaluation, and compensation of the Oregon Country Fair's lead Professional." That means the PPC has to come back to the Board to put the process together to do the evaluations, and it is clear it will be led by an HR professional. The evaluation reviews and write-up will come back to the Board for feedback to Sarah, who will then give further suggestions based on the job description and employment. The Board will then again review the proposed evaluation process and have final determination.

Palmer: So much for this not being controversial and thinking we could pass the motion quickly. The committee would be under the direction of the HR professional. Is the Board wanting to do the evaluation?

Aaron: Do we need a friendly amendment to say that Sarah Garcia will, specifically, implement the evaluation because the PPC is not directed to?

Sandra: It does state, "direct the PPC to create and implement the 2020 Executive Director evaluation under the direction of committee member and HR professional Sarah Garcia."

Aaron: How about a friendly amendment to say, the PPC is directed to create the evaluation procedure with the HR professional, Sarah Garcia, who will implement it.

Palmer declined the friendly amendments offered.

Sandra: I'd like to get this worked out tonight because we are on a time crunch.

Sandra restated the motion, and noted Sarah would be the lead and how the PPC would be participating. Maybe would change the motion to say that Sarah would implement the review.

Palmer: The Board can direct the PPC to do this work, based on the motion when the PPC was repurposed.

Spirit: Palmer nailed it in saying the Board would need to direct the PPC. Specific to the NAO report, the PPC was no longer to be doing evaluations for the lead professional. Personally, I prefer some of the Board working on the evaluation process with an HR professional. I do not support the PPC conducting the evaluation.

Sandra: I asked Sarah about best practices in doing the evaluation. She replied, "A best practice is to have an HR professional gather feedback from the 360-group selected with the approval set of competencies, then they can roll it up for the Board. I recommend one Board member sit down with Wally and discuss the feedback once it is completed."

The reason we have to come back to the Board is the April 2020 minutes stated the PPC will "advise or assist," but does give the PPC authority to implement.

Lily: To clarify, what if someone does not feel comfortable talking to the lead HR professional? Will there be a different touch point for people doing the evaluations, so people can be open, honest and forthcoming?

Sandra: There will be a survey, but we haven't completed the processes because we needed the authority to do so. The processes will go to the Board for approval, and there is time to do that. This motion allows the PPC to move forward.

Spirit: I think the word implement is confusing me, as far as conducting.

George: It feels like this is sophisticated and that Sarah Garcia has that capacity. But when you talk about an opportunity for review and at the same time a deadline for July, and with the current events, I'd like to see this pushed out to where the Board can actually participate in the analysis. It feels rushed, and that maybe we could extend the due date.

Palmer: We intentionally set a due date, and we also intentionally put in the word should. This motion is not guaranteeing it would be done by the end of July, but it does imply we owe Wally an evaluation after a year of employment.

Sandra re-read the part of the motion.

Sandra: We set a due date because under the current plan, Wally is due to be off in August. If it takes longer, then it takes longer, but we were taking this into consideration.

Palmer re-read the other part of the motion.

**Motion passed: 9-0-1; Spirit abstained.**

Palmer: For those who have additional concerns, please email me or Sandra.

**Sue moved and Peaches seconded to approve the May 4, 2020, Board meeting minutes. (video 2:48:40)**

**Motion passed: 10-0.**

**Sandra moved and Aaron seconded to approve operations produce a Virtual Fair. (video 2:51:48)**

Lily: I am super excited about a virtual Fair and that it can bring some incredible participation. But I do not think a Board motion is necessary on this topic. It's already happening by staff and volunteers, and we were able to view visuals of what this will be at the last Office Hours remote meeting. We will be able to engage in commerce,

entertainment, and taking a walk down the path. The Board may be responsible for all programming of the Fair, but this is an operational task and is already happening.

Peaches: I agree with Lily.

Lisa P.: This motion is unnecessary. For example, the Board does not need to give operations approval to create contracts with vendors. The operations of a virtual Fair are already happening, and it is going to be very exciting!

Paxton: I also find it exciting and have been attending some meetings. The volunteers who have gathered to work on a virtual Fair have amazingly come from several different directions, and there is a work group led by Crystalyn to figure out how to pull it all together and ensure our Fair values are included. I don't think it needs a Board vote, but since the motion is here, I support it.

Spirit: I am also excited and enthusiastic about the virtual Fair potential for more than just one weekend. Bringing people from different areas of the Fair together by Crystalyn was well-executed. There is no harm in the Board supporting this motion, as it is a new event for the OCF name. I was never under the impression that operations could create a totally new event without being codified by the Board. Operations executes contracts, but the Board still votes on some of them. Since this is something new, it's important for Board approval.

Crystalyn: I appreciate the support. I did not know about this motion until I was online today, and no one talked to me about it. A virtual Fair is already happening, and this motion is directing me to do something I am already doing. I report to Wally and he directs me. There will not be much cost, except for IT. This will be an amazing opportunity for a whole lot of volunteers to come together, engage, and create something beautiful. If any Board member has questions, I am more than happy to communicate what work is going on.

*Due to time constraints, the meeting was adjourned without a vote regarding a virtual Fair.*

### **President's Peace (video 2:59:03)**

Jack: Nothing is as ugly as racism and fascism that is rearing its ugly face in front of us. We have to stand in solidarity. We have to be strong. We are in a situation that is beyond fiction and very real. Whatever we thought was behind us is in front of us right now.

### **Draft Agenda for the June 28, 2020, Board Meeting**

TBA; check Upcoming Events on the .net site

Approve June 1, 2020, Board meeting minutes

Approve and implement the Committee Best Practices Manual as presented by the Committee Best Practices Work Group. Work Group to follow up and assess progress in 6 months and yearly thereafter — Peaches

Expand Committee Reports segment of Board of Directors monthly meetings to include "Committee Reports, Requests and Recommendations," during which time dialogue may occur between committees and the Board — Peaches

Deadline for new business agenda items — Spirit

Recommendations of Bylaws and Elections Committees — Paxton

Timing of officer elections and Board retreat — Lisa Cooley

Board requests the Craft and Food Committees collaborating with involved crews, staff, and interested members in open, posted meetings to review our current timetable for Guideline changes. The intent is to have the suggested Guideline changes published for two months before the Board votes. Possibly, it could be posted in September or October and voted on at the December Board meeting. This would ensure time for proper vetting by those affected and discussion time for the Board. — Aaron