

Board of Directors Meeting

June 28, 2020, 5 pm

Zoom remote online and live streamed on YouTube

(subject to approval by the Board at the August 3, 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, Heidi Doscher, and Lynda Gingerich. **Staff present:** Crystalyn Frank, and Shane Harvey; plus 33 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 to Mary, 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.

Jack yielded time to the Diversity Committee members Jon Silvermoon, Ayisha Elliott, and Britania Pousson-Nicastro.

Diversity Committee Report

Jon Silvermoon: In its June 9 Statement of Solidarity and Support for Racial Justice, our organization pledged that the Oregon Country Fair would “look within and prioritize the difficult and uncomfortable work of challenging and overcoming the deeply entrenched personal and organizational assumptions and biases that have hindered our progress toward becoming a more welcoming, inclusive, and equitable organization and community for Black, Indigenous, and People of Color.”

As first steps to fulfilling that pledge, the Diversity Committee recommends that the following actions be taken:

1. An Equity and Inclusion Advisement Team be quickly established comprised of at least one Black, one Indigenous, and one Latinx person to advise the Board of Directors and Fair Management.

2. An Equity and Inclusion consultant be hired from within the Fair family to evaluate and identify factors hindering equity and inclusion progress and recommend a plan of action for the Fair by December 31, 2020.

3. A paid Equity and Inclusion Manager Staff position be created and ideally filled by December 31, 2020.

4. An equity and inclusion knowledge and skills education program be developed and requirements established for all paid staff, persons in leadership positions, volunteers, and booth representatives to complete an educational opportunity by specific dates and on a periodic basis.

5. A physical space be created at the Fair dedicated to education around equity and inclusion.

6. Equity and Inclusion education be required of Board of Director candidates and all candidates to be asked to address equity and inclusion issues.

The committee recognizes the financial challenge the Fair is navigating. We also recognize that some in the Fair family have advocated for donating to show support for the current movement for social justice. The committee strongly feels that doing the work within our organization and family is the best way to demonstrate our support for and commitment to that movement. To that end, we propose that the funds on hand and donations from within the Fair family be used to support the Equity and Inclusion Advisement Team and the consultants we are recommending. To fund the staff position we suggest a combination of soliciting donations from within the Fair family and seeking capacity building and diversity, equity, and inclusion grants from the Murdock Charitable Trust, Meyer Memorial Trust, Oregon Community Foundation, and other foundations.

More detailed information about each of these recommended actions is given below.

Equity and Inclusion Resources:

1. That as soon as possible an Equity and Inclusion Advisement Team be established comprised of at least one Black, one Indigenous, and one Latinx person selected by the Board of Directors from a pool of applicants solicited and recommended by the Diversity Committee, all of whom are preferably experienced working in and on race dynamics, equity issues, and relations in regard to culture. This team will be advisory to the Board of Directors and Fair Management. The Board should appropriate such funds as necessary and appropriate for stipends to compensate team members for time and travel.

2. That an Equity and Inclusion consultant, preferably from within the Fair Family and who is already familiar with the Oregon Country Fair, be immediately engaged to work with the Fair in evaluating and identifying factors hindering progress toward becoming a more welcoming, inclusive, and equitable organization and community. This consultant should also recommend actions for our organization to take, including structural changes, so that swifter progress can be made. The consultant should also recommend procedures for investigating and resolving discrimination and harassment complaints.

3. That an Equity and Inclusion Manager paid staff position be created and filled by December 31, 2020. This position should be at least half-time and preferably full-time. This position should have the following duties:

a. Plans, guides, and advises the Board of Directors and Executive Director on diversity, equity, and inclusion matters. Develops and recommends equity and inclusion goals, policies, and procedures. Participates in all discussions and deliberations at open and closed meetings of the Board of Directors.

b. Collaborates with Fair management to create, implement and monitor programs designed to ensure fair and equitable treatment of all people.

c. Participates in the hiring of all employees and the selection or appointment of volunteer Back-Up Managers, Crew coordinators, team leaders, and booth representatives. Monitors, evaluates, and assesses adequacy of diversity of candidates in the hiring/selection/appointment process. Works with the Executive Director and management to develop recruitment strategies that attract underrepresented candidates.

d. Works with Fair Management to ensure that selection criteria and procedures increase the diversity of volunteers, crafters, food providers, entertainers, and the overall Fair family.

e. Manages the Fair's equity and inclusion knowledge and skills education program.

f. Develop procedures for investigating discrimination and harassment complaints. Conducts investigations or directs the work of volunteers conducting investigations of discrimination and harassment complaints. Evaluates documentation provided and advises on appropriate action(s) to be taken. Provides mediation, as needed. Ensures written report of investigatory findings and disposition are prepared and maintained in a confidential file.

g. Promotes the Fair's commitment to a climate of equity and inclusion through interaction with individuals and groups inside and outside the Oregon Country Fair including the Board of Directors, Executive Director and other paid staff, volunteers, crafters, entertainers, and other Fair Family as well as the general public and community leaders from all ethnocultural groups, civic and grass-root organizations. Represents the Fair in regional and local associations, civic clubs, ethnic and nonprofit organizations' Boards.

h. Communicates and articulates the Fair's equity and inclusion policies to the Fair family, general public, and community leaders from all ethno-cultural groups, civic and grass-root organizations.

i. Provides analysis of Fair codes, guidelines, and procedures in light of the Fair's equity and inclusion goals.

j. Engage in community listening.

Equity and Inclusion Knowledge and Skills Education Program

1. That the Executive Director, in consultation with the Diversity Committee, be authorized to enter into a contract with Dr. Johnny Lake and any other consultants as they deem appropriate to design and implement an equity and inclusion knowledge and skills education program for the Oregon Country Fair taking into due consideration the unique aspects of the Fair family and any social distancing requirements that may be in effect.

2. That any person employed by, representing a booth, or volunteering with the Fair be required to complete culturally appropriate equity and inclusion knowledge and skills training education according to the following schedule:

a. All persons in senior leadership positions including the Board of Directors, Officers, paid staff, and Back Up Managers be required to complete a culturally appropriate equity and inclusion knowledge and skills educational opportunity by December 31, 2020, and quarterly thereafter,

b. All persons in other leadership positions including Coordinators, Team Leaders, Committee Chairpersons, and Booth Representatives be required to complete a culturally appropriate equity and inclusion knowledge and skills educational opportunity by December 31, 2020, and semi-annually thereafter,

c. All persons desiring to volunteer with the Oregon Country Fair be required to complete a culturally appropriate equity and inclusion knowledge and skills educational opportunity by June 30, 2021, and annually thereafter.

3. For those individuals who identify as white, the education should offer an opportunity for them to examine ways in which they are unconsciously participating in aspects of white supremacy culture.

4. Any person not completing required education within the relevant time period specified above should be replaced with someone who has. Any new persons hired or appointed should be required to complete such education within three months of being hired or appointed.

5. Persons may meet the requirement for culturally appropriate equity and inclusion knowledge and skills training education by either utilizing the program developed for the Fair or by demonstrating completion of comparable opportunities elsewhere.

6. A physical space will be created for onsite education during the Fair. This space will provide an opportunity to cultivate conversation, to raise awareness of unconscious biases, and to make the Fair more inclusive and welcoming. Wristbands will be allocated to staff the new space and help educate the public and Fair family. Camping will be arranged for new wristband holders, as necessary. The Equity and Inclusion Advisement Team and Equity and Inclusion Manager, in consultation with the Diversity Committee and management, will work to create and staff this space at Fair.

Board of Director's Qualifications and Election

1. That the Bylaws of the Oregon Country Fair be amended to require all candidates for election to the Board of Directors to have completed a culturally appropriate equity and inclusion knowledge and skills educational opportunity within two years prior to the date of election in order to be eligible for election to the Board.

2. That all candidates for the Board of Directors be asked to submit a written answer to the following question: "How will you work to help the Oregon Country Fair to become a more welcoming, inclusive, and equitable organization and community for Black, Indigenous, and People of Color."

Ayisha Elliott: These recommendations are credited to the movement of the committee to get us to where we understand this work is deeply entrenched in white supremacy. To be in a position of being progressively anti-racist, we are not there yet as a whole organization. The committee is resolved to putting these steps and people in line to guide the Board in working on anti-racism policies and training, and how to make the Fair actually inclusive for everyone. It needs to be people who are absolutely and totally resolved in that work, because we just are not there yet.

In getting involved and being proactive, it is not something that is going to happen overnight or with a couple of trainings. I have no vote of confidence in the Board of Directors being able to actually take on the level of deep work this requires for our entity to be anti-racist. To be clear, there are two things going on with the Black Lives Matter debacle, and having actual inclusivity at the Fair.

I want to make sure that anybody who is involved is completely inclusive, and that also includes the LGBTQIA, to be part of the Board or advisement group. In that group, having someone who the Board has to answer to for review, lets me and everyone else on the committee feel there are checks and balances to what we are slowly working toward. The diversity trainings would be continuous, often, and rigorous. That is the best effort to put forward, but our safeguard is in this advisement group.

Britania Pousson-Nicastro: The committee wanted to directly address the issue of the statement being edited. We were able to talk about it a little bit in an open diversity meeting and there has been a lot of chat online. We wanted to put forth in this meeting, who of you on the Board supported the original statement or whether you supported changing it? Please explain your decision to change it, and if you have anything to address to the committee and

Black folks who spent so much time and labor voicing these very real concerns they have about our organization.

Jon Silvermoon: Some Board members will be adding items to the agenda. As a reminder, Diversity Committee meetings are the fourth Monday of each month. We anticipate meeting more often, and those dates will be posted on the .net site.

Peaches: *(video 16:00)* I want to thank the Diversity Committee for their report, work, and recommendations and offer my wholehearted support. In response to their question about the statement, I supported it in its original form and realized the work they had done was difficult, involved, and appreciated.

Lily: I absolutely appreciate the work this committee has done, both in this last month and up to the time period we are facing right now. I also supported the original statement, specifically because of the stronger language. Watering down words like “murder,” and making them say “death” and even possibly “killing” really changes the nature of the statement that was made. I would like our organization to be as strong as we can, and to be courageous enough to admit there is white supremacy within this organization. There are items I will be adding to New Business.

There will be a Board Work Session on Monday, July 20, 2020 to address Diversity, Equity, and Inclusion and in particular the Diversity Committee recommendations submitted to the Board on June 26, with the Diversity Committee planning and facilitating the work session. I hope we have a robust discussion with broad attendance and member input.

Note: Board Work Session on Monday, July 20, 2020, will address Diversity, Equity, and Inclusion and in particular the Diversity Committee recommendations submitted to the Board on June 26, with the Diversity Committee planning and facilitating the work session.

Palmer: *(video 22:14)* I am a white person and obviously uncomfortable. We are way outside what the Board normally does and I hope there is appreciation for that. I suggested an edit, from “murder” to “killing,” because murder requires premeditation and killing does not, according to the dictionary. I have a degree in journalism and suggested another edit be made to put a period inside of quotes.

Technically, the Board cannot decide anything outside an open meeting session. The Board did not approve the first statement and gave input via email, but the statement went out fast and did not wait until an open meeting session. In regard to appointment of new committee members, normally there is a solicitation for letters of interest for Board review.

I have been on many committees over the decades of the Fair, and my personal perspective is that committees operate for the Board. A lot of work is done by different committees, but the Board may not always agree with it and will sometimes make changes. This is not the first time the Board has wanted to change something. I appreciate the work done by the Diversity Committee.

Lisa P.: *(video 25:00)* I just want to say to the Diversity Committee that I am so deeply sorry that you feel so disrespected and that your voices were not heard. You were tasked by the Executive Director with the honor of crafting a statement to represent the organization, and you took that honor to heart, choosing each word with intention and great care. I supported your original statement when it came before the Board, and unfortunately,

because we were already so late in getting a statement out, I succumbed to the pressure to find a compromise that the other Board members could live with.

As a member of the Board, I share in the responsibility for having altered the language in your statement as it was originally written, and in so doing, altering the meaning of those words and marginalizing your voices yet again.

I know that my apology means nothing if I do not learn something from this and be willing to actively engage in changing my relationship to taking up space where other voices could be heard. Thank you for your work in continuing to push this organization to hold ourselves accountable to examine the ways in which we continue to marginalize and erase members of our own community.

Paxton: (*video 27:26*) I want to thank the Diversity Committee for their work. It has been an incredible education and process to go through. I fully supported the original statement, and continued to do so throughout the discussion. I appreciate your work, and we have got a long way to go. I was very uncomfortable and thought that was important.

Spirit: (*video 29:15*) I have already addressed the Diversity Committee, and as you all know I do not have a problem standing behind choices that I make and also taking accountability. In this particular case, I am a fan of communicating with the membership in a way that is inclusive. I think it is a goal we need to come to, rather than alienating and creating divisions within the family.

I will not go into my own personal history, because it does not really matter as to what white supremacy means to me. I acknowledge it in the broader world and it is something we need to be addressing and focusing on, as well as our own community. We are steeped with white privilege, and systemic racism, and riddled with hidden and outward biases that need to be worked on.

I stand behind the choice I made to remove the words like supremacy in place of systemic racism. I am not shying away from this very uncomfortable conversation. I have been attending Diversity Committee meetings, and will continue to do so. I am committed to learning, growing, and developing within myself ways that I can support this movement. It matters to me that all those that are marginalized within our community feel safe, not just one group of people.

I do see the momentum here and am committed to supporting Black Lives Matter, and standing in solidarity. I hope you understand these are bigger conversations, and we need to come up with terminology that we can all stand behind and understand. White supremacy means something to me, with my family rooted in the deep South. As a Jewish woman, those words mean something to me. When I am speaking for the organization, I might have to consider there are other people that those words mean something to.

I hope that we can continue to grow as a community, uncover those hidden biases, and help eliminate that from the broader community as well. I am committed to the larger community, so I stand behind my decision but am grateful for the work the committee did. I know that it was not easy, and a difference of expression in no way eliminates my support and stance of solidarity. I hope we can honor one another's different perspectives, even if we are wrong. We have to grow through this. I do not think that alienating and ostracizing is the way to go here, but growth and support is the way. I support this committee, the work that it does, and those who have spoken up.

Jack: (*video 32:54*) I would like to thank the Diversity Committee. Equity and inclusion are paramount to our future. I agreed with the original statement, and thought it could have been stronger. White supremacy is certain, 400 years' worth. Not totally

acknowledging all that minorities, people of color, and indigenous people have done undermines who I am. Black lives matter to me, and I cannot say that strongly enough. Thank you for all of your work.

Sandra: *(video 34:11)* I thought it was a great statement, but the term about white supremacy concerned me. For myself, that meant the KKK, racial superiority, lynching, vote suppression, Jews will not replace us — those kinds of things. I did not think that was reflective of what the Oregon Country Fair was. I certainly think systemic racism was appropriate, and there is a lot of work for us to do in terms of privilege and understanding what our part is in being the change. We are all committed to that.

Part of the problem, the statement was a surprise and we made some changes, and there was some miscommunication. There was discussion with Wally that this was going to be a Board statement, which would include some kinds of changes. At the other side of it, one of the Board members was tasked with going back to the committee to tell them what changes had been made and why. I do not think that happened, which might have been part of the problem.

I think communication is always important. I think this is a community that is ready to work on these issues. I think it is important for us all to be up front about all that and I look forward to the workshop. We have a lot of things we can work out together and figure out ways to move forward. Thank you for all of the work you have done.

Lily: *(video 36:20)* Thank you Lisa Parker for what you said. I wish I had the eloquence or the forethought to speak in that manner.

I want to address my understanding of languages. Language evolves and words are symbols of meaning, and we cannot control symbols once they have left us. As a signifier for a concept, my actions going forward are going to allow brown and black voices to define words they want to use in the social movements, and to amplify those voices instead of letting my discomfort suggest less strong language.

The Diversity Committee is comprised of about half people of color and the other probably people of all other intersectionality and subjectivities. To use a word that our language once had a definition for, and it did mean something about Nazis or the KKK, when the committee tells us that word is changing and that means something new right now then that is the work I will start and commit to. I will use the language that the people who are in those groups would like us to be using to discuss the social movement.

I appreciate your work. I feel quite a bit of sorrow that we did not do right by you, as a group, committee, and members of our community that we should be representing better. I look forward to the opportunity to do right, through approving the motions that you have asked to approve this and next month.

Sue: *(video 38:40)* Diversity Committee, thank you. That was extraordinarily hard work done in a very short timeframe. I supported the statement as originally written, largely because it made me uncomfortable. It used strong language that needed to be used, and was a really good message. I too should have stood more firmly for accepting that language, and if those of us who supported it had really stood hard, we might still be arguing about it. So as flawed as the statement was, we did get out something. I am so very sorry it was not the original statement, for the damage it did to your hearts. Thank you again for your hard work. Please continue. I would like to walk with you.

Crystalyn: *(video 40:00)* I would like to echo thanks to the Diversity Committee, and I am committed in my Operations Manager role to do everything I can to improve our

community around issues of diversity, equity, and inclusion. I too am uncomfortable, learning, and committed to doing the hard work.

George: (40:27) I sat in at one of the meetings as the Board liaison to the Diversity Committee, and observed the crafting of this statement. This statement was crafted by the people with real experience of those things happening to them and in their lives. It was written as a firsthand perspective, and I admit that I was uncomfortable with some of the language. I expressed it at the time, and had the opportunity to listen to the response. I came to appreciate not only the sentiment, but the particular use of language and why it was used. I was completely supportive of the statement that came from the Diversity Committee. I appreciate the work the committee did, and it was a real honor and education to sit among them.

Ayisha Elliott: (video 41:50) I want to state very directly, I appreciate people are partially understanding the impact of what it meant to be uncomfortable with the statement. I am very critical about what moves on forward from here. Speaking on behalf of the Diversity Committee, the idea that we know what should be said, and the fact that doing what needs to be done, is a very different thing. As much as I appreciate everyone's time between when the statement was done, compromised, and then posted — the aftermath of that would have allowed a lot of people some time to really think and digest the impact of that decision.

I want to impress to everyone on the Board, as much as we all know what to say and what the impact should have been, from now on out it is just going to be uncomfortable. The Diversity Committee is going to insist on more than words. We will continue to insist on actual actions into your uncomfortable feelings about what you feel should have been done, and what actually has to be done and put into practice through policy, training and continuous work to be inclusive of everyone.

Removal of Old Business (video 14:45)

Timing of officer elections and Board retreat (reworded, see New Business) — Lisa C.
Deadline for New Business agenda items (reworded, see New Business) — Spirit
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, they 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. (reworded, see New Business) — Aaron

New Business (video 15:10)

Board moves there will be no deliberations regarding the election of officers outside of the Annual Board Meeting — Lisa C.

Request the Election Committee to distribute to all Board Candidates the following question: "How will you work to help the Oregon Country Fair to become a more welcoming, inclusive, and equitable organization and community for Black, Indigenous, and People of Color?" and to make available to the membership answers provided in much the same manner as Candidate Statements are made available. — Lily

Establish an Equity and Inclusion Advisement Team to advise the Board of Directors and management and request the Diversity Committee to solicit applicants and recommend appointments to the Board of Directors. — Lily

Allocate funds for one or more consultants to design an equity and inclusion knowledge and skills education program for the Oregon Country Fair. — Lily

Allocate funds for one or more equity and inclusion consultants from within the Fair family to work with the Fair:

- a. evaluate and identify factors hindering progress toward becoming a more welcoming, inclusive, and equitable organization and community,
- b. recommend actions for our organization to take, including structural changes, so that swifter progress can be made
- c. recommend procedures for investigating and resolving discrimination and harassment complaints. — Lily

Appoint Brooks McLain, Melissa Davis, and Iana Matthews-Harris to the Diversity Committee. — Lily

The Board moves to allow directors to attend Board meetings remotely, except the annual Board meeting, from this date forward — Aaron (*video 26:40*)

New Business placed on the agenda will be fully formed by the time the FFN is released, in effort to give membership sufficient time for well-thought-out input. This motion would exclude bylaw motion as has historically and should remain fully worded as New Business 30 prior to the Board vote. — Spirit (*video 28:45*)

OCF Employee Manual from Personnel Policies Committee — Sandra (*video 59:04*)

Board composition and term length — Aaron (*video 1:51:18*)

Proposed Guideline changes must be published in the FFN for two months, and full efforts will be made to contact affected stakeholders directly at least 60 days prior to the Board vote — Aaron (*video 1:55:46*)

Lily moved and Lisa P. seconded to move from New Business to Old Business: Request the Election Committee to distribute to all Board Candidates the following question: “How will you work to help the Oregon Country Fair to become a more welcoming, inclusive, and equitable organization and community for Black, Indigenous, and People of Color?” and to make available to the membership answers provided in much the same manner as Candidate Statements are made available. (*video 44:01*)

Lily: I have heard from the membership this week that they did not want the Board to move the body of proposals the Diversity Committee wanted from New to Old Business, because it is such a far-reaching comprehensive proposal. It affects all reaches of this organization with financial impacts. It will take money to fund the consultants and training. I value member input, but this specific item does have a timeline. There was a conversation by the Board last year about the timing of allowing questions beforehand. I want to make sure that if we are going to do this before the election cycle that we have enough time.

I also want to note that the system we have that allows member input, is part of a system that is broken in this organization. Over and over in the history of America, asking people of color to delay making the social movement they wanted, has been used as a form of oppression and to get voices to die out. In that respect, bureaucracy itself is oppressive. I propose we allow at least this one piece to get moved forward at the speed that it needs to be.

Aaron: I do not necessarily have an objection about moving this from new to old. We already have Old Business on the agenda, so even if we do not get time to vote on this until August, it would still be enough time for candidates to work on their statements.

Peaches: I support moving this from new to old. I do remember when there was a move to put some other questions out for candidates in the past, but there was an argument that it did not allow enough time. This motion is appropriate to get this moving as we near elections. The other diversity motions will allow for member input and not be voted on until next month.

I hope those who object to moving any portion from new to old tonight will be attending the Board Work Session on July 20, 2020, at 7 pm, and attending any committee meetings. The committee meetings are where the work is happening, and ground zero for membership input. The expectation is that people will actually participate.

Sandra: I am very supportive of doing the work session in July. That is hugely important and very timely. As far as changing the candidate statement, is that a bylaw change for this year only?

Lily: If we move this from new to old, then we can discuss the merits of it.

Lisa P.: I do not believe this requires a Bylaws change. How the Elections Committee conducts the voter's pamphlet is up to them. The reason this is timely is so anybody considering running for the Board has adequate time to think deeply about this question and do that reflection work.

Sandra: Another big objection there was in the past about the set of candidate questions was they were to be included in a statement of only 400 words. By the time you answer all the questions, there was not any room for people to introduce themselves and express what was important to them.

Spirit: It is timely that the verbiage goes out to the membership tonight, but is not necessary to vote on it. We can discuss this at the July 20 Board work session. I do have questions about it impeding the candidate statement word restrictions. Putting this off will not change anything since candidate statements are not due until the end of August. We know diversity will be a big topic on the agenda of folks who will choose to run for the Board, so I will be voting no on moving this from new to old.

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

Announcements (video 59:57)

I would like to thank all the volunteers and staff involved with making the 2020 virtual Fair and merchandise sales possible. Both of those show what a great group we are and how to come together. We did not get our hands dirty on the land, but we have something new online to show in this strange new world. I had hoped to have an image of Alice's firepit at this online meeting, and have been thinking about Alice's a lot. Thanks to all the volunteers and staff who helped. — Lily

Staff Reports (video 1:01:16)

Crystalyn: The virtual event is going to be awesome! To echo what Lily said, it is incredible to watch everybody come together.

Shane: We have secured the Non-Conforming Use permit for another year. That means we do not lose it if we do not use it this year, which is a wonderful success.

Palmer asked to have a report on the virtual fair and merchandise sales made public. Aaron agreed with Palmer, saying we should talk about our income stream.

Crystalyn: Merchandise sales have been a huge success and will continue. We have sold more than 3,000 items with gross revenue over \$70,000, and folks are starting to receive their orders.

The virtual Fair is coming right along, and I am blown away by the group of volunteers who are steering that. It has been exciting opportunity to meet new people participating, and serving in roles they do not do normally if we were out on the ground. The virtual world being created by many is incredibly fun and will be interactive. It is a lot of work and I am blown away. We are getting good media attention, so we anticipate significant participation.

More details about the virtual Fair offerings are available at [oregoncountryfair.org](https://www.oregoncountryfair.org). A recent article in the Eugene Registered Guard highlights OCF's online experience:

<https://www.registerguard.com/entertainment/20200703/oregon-country-fair-shares-its-magic-virtually>

Aaron asked what the net amount of merchandise sales was after costs, and Crystalyn advised it was about \$41,000.

Wally's report: Greetings. I want to take a minute to address the Black Lives Matter movement and our organization. We know that being a person of color means you will disproportionately experience injustices and prejudice. Many have died an unjust and tragic death. My heart aches at the atrocities that have been committed. At the same time, it is heartening to see all the positive response and movement in the last few weeks by so many individuals and organizations in our country and the world. The Oregon Country Fair made a statement of solidarity, and we need to follow that up with action. As the ED of the Fair, I will do what I can to foster real, meaningful, and lasting change in this organization to address Diversity, Equity, and Inclusion. I am holding myself accountable, and I am asking the Board and our Membership to do the same.

FairCARE continues to meet. As we review the documents in place, we want to remind everyone that the Code of Conduct applies to online interactions.

Work Share continues with some staff working at 80 percent of full time. Some may go to 60 percent in the next month. I want to remind everyone that there may be delays in replies to questions and requests for support, and I ask for your patience and understanding during this time.

It has been amazing to see volunteers and staff working together on the 2020 Merch and Virtual Fair. It is encouraging to see such creative work and so much take shape in such a short time. It really exemplifies what a dynamic and enduring community we are.

I spend a lot of time thinking about the future of the Fair community. And I remain resolutely hopeful that we will continue to thrive and make lasting positive impacts on the world. Thank you to everyone for the way you have stepped up recently to make this future possible.

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

Committee and Working Group Reports (video 1:06:10)

KOCF: KOCF has been doing a fund drive this month, and to date we have 25 new donations totaling \$2,976. KOCF has brought in \$3,881 this year so we are doing well for donations. We have increased our underwriting by going out and knocking on doors. We also have a promo on air for the virtual Fair and merchandise sales.

Elections: It is time to start thinking about the 2020 Board Elections and Annual Meeting. The Elections Committee will hold a virtual annual meeting in October with all mail-in ballots. Details are in progress. Now is the time to consider whether you or someone you know would be an effective Board member and encourage them to run. We increased the candidate statements from 300 to 400 words. More information about candidate statements will be posted on the .net site in early August.

Thank you to Jon Silvermoon for the suggestion on how to submit petitions to place items on the ballot during the socially distant time. This year, in addition to printed names, signatures and Fair affiliation collected on one sheet, the committee will accept an exact copy of the petition title and statement with the member's printed name, handwritten signature and Fair affiliation below. This may then be scanned and emailed to elections@oregoncountryfair.org, or mailed to the Fair office by August 23, 2020. Please post the petition title in the subject line.

Bylaws/Elections: Thank you to everyone who came to the virtual Bylaws/Elections work assembly on June 15. The documents are still available on the .net site, <https://oregoncountryfair.net/event/board-work-assembly-bylaws-elections/>. They include the written presentation, the proposed Bylaws changes (which have changed slightly and will be updated), the lawyer's response to questions, the 2019 OCF election survey report, and the voting age survey results. The recommended Bylaws changes are on the agenda tonight but will not be voted on until August.

The election survey results are lengthy but interesting. One thing that stood out to us is the difference between the results collected at the 2019 Fair and the surveys that were done online after the Fair. Folks who took the survey at the Fair tended to be less familiar with Board elections, while those who took the survey online tended to know more about it. This was also apparent when looking at responses by age and number of years participating with the Fair, people with less experience knew less about Board elections and those with more experience knew more. We feel this supports our recommendation for educational opportunities during the Fair about the structure of the OCF as a nonprofit with an elected Board of Directors. The challenge is how to do that and make it interesting!

Upon direction from the Board at the May meeting, we asked the Fair's attorney to review the bylaws regarding minute-keeping for open and closed sessions. The attorney's confidential response was given to the Board and officers.

Reports of all Bylaws/Elections co-committee meetings are also on the .net site under General Info/BOD committees & Work Groups.

Aaron asked the due date for candidate statements and where to send the information to ensure publication. Jen-Lin said to email elections@oregoncountryfair.org or send mail to the Fair office by August 23, 2020, for publication in the voter's pamphlet, ballots and FFN. The committee will publish a full report with all the details. Otherwise, anyone can announce their intention to run at any point.

Member Input (video 1:14:35)

Some member input received via email was read by Indigo and Dean,

and some members spoke on their own behalf.

Rebecca Emma (Emma Raven): It is absolutely necessary for everyone on the BoD to speak to their views on BLM, white supremacy as a structural system, racial injustice at the structural level of the Fair, and how they have individually worked to change the Fair in regard to systemic racism. You represent the membership. You represent the Fair. It is your duty as leaders to prove your dedication to justice and equity.

Piper Pinpup: In all of my time following what the Board and staff of Fair do, I am confused and would like clarification on what role Wally plays in the Fair.

Lana Matthews-Harris: We have a huge need for our leadership in OCF to take accountability for the systematic racism inherent in a majority-Caucasian event within a historically racist state and white supremacist country. Making changes right now to support a more inclusive organization is imperative to be true to the ideals of OCF. Those who are not in support of Black Lives Matter or unwilling to go to bat for the marginalized communities within OCF need to resign and allow for change to happen through real diversity and awareness. Take accountability for racist acts past and present, apologize for whitewashing the Diversity Committee's statement, for not listening well enough to your oppressed communities for too long. Work to change the culture at Fair to see and respect our diversity by empowering marginalized Fair family to positions of power. Let us be a good example.

Ann Bennett-Rogers: I am writing to ask the BoD to recognize that inaction is complicity with white supremacist and associated racism. The statement does not mean an individual is a white supremacist, but that it is allowed to continue diminishes the values of the OCF. These core values are rooted in the civil rights movement, environmental movement, and the anti-war movement. The historical context and the individual situations that have occurred at the OCF to people of color and the LGBTQ+ community need to be addressed. Strong statements and corrective actions are needed, not mediocrity. We should be leading.

Melissa Davis: It is past time for leadership to commit to furthering racial equity within the Fair and in this place that we call family. There have been many instances of Black people and other POC enduring aggression, discrimination, and bias. It is imperative that ALL membership knows that not everyone shares the same experience in and around the Fair.

The nation is undergoing a critical moment of change — where self-described progressives and predominately white-led organizations are addressing the culture of white supremacy, implicit bias, and this nation's legacy that we all operate under.

In the statement of solidarity released in early June, we pledged to work toward making OCF a more inclusive home for ALL people of color. Let us do that work — not simply state the intention.

Board, I ask you: listen to POC and other marginalized voices, work to diversify the makeup of the board and upper management. And finally, move to create a DEI program that supports a truly welcoming safe experience for all our members.

Bo Adan: Speaking only for myself, though I can imagine on behalf of like-minded others, please provide — these email announcements of upcoming Board video/Zoom meetings — either/both the text of, or/and link to, the meeting's AGENDA. Thanks.

Shawn Kahl: I would like to make a statement in support of the Oregon Country Fair's professional staff, and more specifically thank them and comment about their current workload. During the COVID-19 crisis, we have all needed to pivot in our home and work environments, which has meant very different things to different people. For the Fair's staff, what that has meant is continuing their work to keep the organization healthy and strong during a time of unprecedented challenge. During times like this, the membership and community seeks reassurance that the Fair will continue to be an organization they can rely on in the future.

The committee work and volunteer efforts surrounding diversity, equity and inclusion, health and safety planning for the future, fundraising efforts to keep the organization strong, and a continuation of the 2020 Fair in a new virtual environment are all bolstered by staff support. The administrative side of the Fair continues to chug along, and it is clear to me that if the staff were not present and vigilant, that side of the organization would be in shambles.

I've had the opportunity to work more frequently with the staff during this window of time, and my experience is that they are all dedicated, hard-working people who have very full email inboxes and a backlog of tasks that will be hindered by the upcoming furloughed work schedule. As a result, the membership is going to have to develop a new patience while waiting for lengthy replies to questions and inquiries. Our modern culture expects instant gratification with quick help and answers from our organization. It is the staff who attend to those needs.

If the Diversity Committee proposal for future equity and inclusion tactics is adopted by the Board today (which I wholeheartedly support), there will be an even greater demand for the staff to be engaged to implement these bold and intensive changes. When the Fair is able to resume the essential event, there will be a multitude of areas that will need substantive planning and implementation of new infrastructure and policy to meet our health and safety needs in this new post-COVID reality, and that will take a tremendous amount of time and effort.

In summary, I hope that the part of our membership who question whether the staff have "enough to do" during this time of crisis can take a look outside of their assumption and opinion, and recognize that in times like this the staff are the glue that holds an organization together, and I am grateful to have the dedicated, hardworking professionals we have on board to help guide us through this time.

Mike James-Long: I reviewed the (early?) Draft from the Diversity Committee. I would object to any draft submitted as New Business then quickly moved to Old Business for a vote. I believe the Fair has to abide by process. If it has taken me time to read, reflect, and comment, then it should be appropriate for the membership to be exposed to any final draft before a vote. This most difficult and engaging work by the Diversity Committee is an excellent beginning. But it should also be shared with the membership!

Steve Berkson: During the June 22 Diversity Committee (DC) meeting, I understood there would likely be an effort to have their proposals moved from New to Old Business and

voted on during the June 28 Board of Directors' meeting. I would urge you not to do this. The proposals themselves, which include mandatory training and hiring of dedicated staff positions, have only been available for review in any meaningful way for, at most, a couple of days. Further, bypassing process to move something from new to old should only be used for very narrow purposes such as authorizing an action or opportunity which would not be available a month later.

By contrast, the DC proposals are wide ranging, involve a number of actions that impact the Fair financially and touch on virtually every Fair family members' participation and experience of the event. In order to move forward in a meaningful way, it is important to involve the membership in the conversation.

Given the wide-ranging breadth of the proposals and their impact, I suggest that the Board direct the Executive Director to have staff prepare a report on each of the individual proposals identifying costs, how they would be implemented, and the implications of implementation for the Fair and Fair family.

I understand there is a sense of urgency in our current times; however, the Fair has been working for social change and justice for a long time. It is important for us to move forward in a manner that is meaningful and sustainable for the long term and is as inclusive of as many Fair family as possible.

Jon Silvermoon: I want to briefly say, this whole thing about moving new to old and "the sky is falling" warnings people were putting out on Facebook did not reflect at all what the intent of the Diversity Committee was. We were simply trying to discuss what we wanted to try and move from new to old tonight, and what we would not. I think people leapt to conclusions like they do so often in this organization, and it does not bode well for the future if people continue to do that.

Steve Berkson: It was not my impression that anyone jumped to conclusions from what was discussed. I would recommend with the far-reaching proposals that were made by the committee, that the Board have staff evaluate the proposals for cost, practicality, and description of how they would implement each.

Spirit: Speaking as a member, I want to address the issue of moving from new to old. It was mentioned within the Diversity Committee that not moving from new to old would be considered institutional racialization, and multiple people heard that. These strong terms and accusations that are being thrown at our community are divisive in nature and need to stop. I have received texts that someone has been talking about a Board member stating racist terms, and we need to stop that. I hope the FairCARES group is going to be taking that on. We cannot be accepting these accusations, and is dangerous in today's climate. Because people disagree is no reason for anybody to be attacked.

Brooks: When we talk about institutional racism and the fact that we can't even get a question at this meeting on a Board statement about what people's opinions are on these issues says more than all the words that have been spoken tonight. This is not a whole proposal. This is a simple question, but it was not added. That is what institutional racism is and that is what it looks like. I am not calling anyone a racist by saying that, I am saying the structure and the way this system and the Fair is operating right now is racist as a group.

The framing of it, and attack on us as if we are not part of you, it is demeaning and dehumanizing, especially to black and brown people.

Treasurer Report and Budget Items (*video 1:32:41*)

Hilary: With tons of appreciation, a big shout out and thanks to Crystalyn and James Bateman for working on the merchandise sales! I also want to acknowledge there are people who are doing great work with Wally as a fundraising task force.

I am working with Wally and Mary to get the 2019 draft financial statements to the accountant and get the compilation going. We are doing a scaled-back service from the accountant, rather than getting a full review with all the disclosures, as a cost-saving measure. It does not preclude us from doing a more extensive financial statement approach in the future.

After the virtual Fair, Lynda and I will be more in contact in August and September, in looking forward how to approach working with the Budget Committee and other parts of the Fair family to plan for the very uncertain future.

Old Business (*video 1:34:09*)

Lily moved and Aaron seconded to approve June 1, 2020, Board meeting minutes.

Spirit: I want to clarify the spelling of Jimor James, who passed recently and was a longtime member of external security.

Motion passed: 10-0.

With the intent to table and allow for review, Paxton moved and Palmer seconded the following motions for Bylaws changes for Board vote in August 2020: (*video 1:38:04*)

Approve the following change to OCF Bylaws Article V, Section 2, subsection (a):

Any individual, *age TBD or older*, who subscribes to the purposes and basic policies of the Fair *including the Guidelines and the Code of Conduct*, abides by the terms and conditions of these Bylaws, the Articles of Incorporation and any amendments thereto, and acts in accordance with the decisions made by the Board of Directors, is eligible for membership if the individual is registered with the Fair and (1) has *either a Fair-issued camping pass or verifiable worker day pass in one of the three previous Fairs*, or (2) is a verified elder. To remain a member, an individual must vote in at least one annual membership vote every three years.

Approve the following change to OCF Bylaws Article V, Section 2, subsection (c):

It is the responsibility of each member to file an initial registration form with the Fair and to promptly notify the Secretary of any changes in *their preferred contact information*. The member's right to receive notices pursuant to these Bylaws and/or Articles of Incorporation shall be deemed to be waived if *their preferred contact information* on record with the Secretary is not current.

Approve the following change to OCF Bylaws Article V, Section 6, subsection (a):

Voting: All members who have been members for at least 30 days prior to the date of a membership meeting shall be entitled to cast one vote on any issue brought before the membership. Members shall vote to elect the Board of Directors, remove a director, amend the Articles of Incorporation, and on all other matters for which a membership vote is required by the Oregon Revised Statutes and by these Bylaws. In addition, members shall have the right to vote on advisory resolutions concerning any other matter to come before the membership.

Approve the following change to OCF Bylaws Article VI, Section 1:

Annual Meetings. An annual meeting of the members shall be called by the Board of Directors at a date to be fixed by the Board, but in no case later than October 30. The purpose of the annual meeting shall be to elect the Board of Directors, to present the members with a financial statement for the fiscal year then ending, and to consider any other business that the Directors may determine to be appropriate. Agendas for the annual meeting shall be set 55 days prior to the meeting. *Advisory resolutions* may be placed on the agenda for the annual meeting upon the petition of 100 or more of the members, by presenting the petition to the Secretary *by July 31*, or at such earlier time as the Board of Directors may designate. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation.

Note, the change in deadline would be effective 2021.

Approve the following change to OCF Bylaws Article VI, Section 3:

Notice. *Notice* of membership meetings shall be delivered to all members *at their preferred contact information* currently registered in the records of the Fair not less than seven nor more than sixty days before the date set for the meeting. It shall be the responsibility of the member to provide the Secretary with *current contact information* and any change thereof and failure to do so shall terminate the member's right to receive notice. In lieu of personally delivering the notice, notice may be published in periodicals of general circulation, the greater community for at least two issues in a manner reasonably calculated to give membership in Oregon notice of such meeting.

Approve the following change to OCF Bylaws Article VI, Section 7:

Absentee Ballots. (Proxies). Subject to such limitations and rules as may be established by the Board of Directors or the Elections Committee, a member may cast an absentee ballot by appointing the Secretary of the Fair as proxy to vote an absentee ballot for the member. Such proxies shall be referred to as absentee ballots, shall be personally signed by the member, shall be effective only for the particular meeting for which given, and shall specify with particularity the member's votes. A registered voting member must provide a current mailing address to the Secretary to receive an absentee ballot. Absentee ballots must be

submitted on forms approved by the Elections Committee. Absentee ballots shall be available for all matters for which binding membership votes are required under Article V, section 6(a), and for such advisory votes as the Board of Directors may designate from time to time. An absentee ballot is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An absentee ballot is revocable by the member, and is revoked if the member casting the absentee ballot:

- (a) Attends any meeting and votes in person; or
- (b) Signs and delivers to the Secretary or other officer or agent authorized to tabulate absentee votes either a writing stating that the absentee ballot is revoked or a subsequent absentee ballot.

Approve the following change to OCF Bylaws Article VII, Section 3:

Removal of Directors. A director may be removed from office with or without cause, only by a vote of the membership at the annual and/or special meeting called pursuant to the requirements of notice as set forth in Article VI-3. The Board may suspend a director with or without cause (requiring 2/3 of the Board's votes) for a maximum of 60 days or until voted on as provided in this article or cleared of any charges. The director in question shall be excluded from such a vote. If a Board member or alternate misses three meetings in a row, the Board may declare that seat vacant.

Members who wish to remove a director by a vote at the annual meeting must turn in a petition with at least 200 signatures of registered members to the Secretary by July 31. A recall at a special meeting requires a petition for a special meeting (see Article VI-2) and a petition for a recall. Petitions must include member signatures with the name also legibly printed and the member's Fair affiliation.

Note, the change in deadline would be effective 2021.

The outcome of a recall election will be decided by majority of votes cast on that issue.

Paxton said the Bylaws Committee has further work for consideration.

Aaron: When we got all the information from the Bylaws Committee before the last work session, I did not realize until today that we are not addressing term limits and Board composition. That was the simplest of the surveys, and was obvious what people wanted. Is there a plan of some sort?

Paxton: We have not yet discussed the next steps, but I am sure that will be part of it.

Jen-Lin: The committees have not yet discussed how it should be implemented. We would also like the Board to give some direction.

Heidi: It is also one of the Nonprofit Association of Oregon recommendations, which we are looking at and will work on next.

Aaron: I am confused by this situation, and wondering if I should be putting up a motion right now as a placeholder for all of us to talk about this. These surveys are really clear, so I am not certain where the confusion is here. I would like to place under new business that we discuss Board composition and term lengths at the next meeting. Maybe

Heidi, Jen-Lin and some other people could chat with me over the next few days and we can get something more concrete in the FFN. I do not know if we can move that quickly, but maybe we could get something up within the next month so there is something for membership to look at between next month and the one after.

Spirit: I thought the committee was already directed to do this, so I am a little confused at having to redirect the committee, especially with a survey result that was so definitive. Thank you, Aaron, for getting that on the agenda.

Paxton moved to table the bylaw motions until August.

Peaches spoke to her upcoming motion: 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.

The intent is to improve and streamline communication between the committees and the Board, and how we do that in open session with membership involvement. The idea is to exchange ideas, dialogue, give feedback and clarify further direction instead of just reading a committee report. I hope to bring this idea and the Committee Best Practices Manual to a vote next month.

President's Peace (*video 1:56:51*)

Jack: Tonight's meeting was a bit awkward and did not sit well with me. We definitely need to listen to the Diversity Committee about equity and inclusion if we want to move forward and be successful in our community. We really need to focus long and hard about how important this is to our future. It is not about what we think. It is about the future, people of color and people with diverse opinions that is front and center right now. Black lives matter.

Draft Agenda for the August 3, 2020, Board Meeting Remote Online Meeting 7 pm

Approve June 28, 2020, Board meeting minutes

Request the Election Committee to distribute to all Board Candidates the following question: "How will you work to help the Oregon Country Fair to become a more welcoming, inclusive, and equitable organization and community for Black, Indigenous, and People of Color?" and to make available to the membership answers provided in much the same manner as Candidate Statements are made available. — Lily

Establish an Equity and Inclusion Advisement Team to advise the Board of Directors and management and request the Diversity Committee to solicit applicants and recommend appointments to the Board of Directors. — Lily

Allocate funds for one or more consultants to design an equity and inclusion knowledge and skills education program for the Oregon Country Fair. — Lily

Allocate funds for one or more equity and inclusion consultants from within the Fair family to work with the Fair:

a. evaluate and identify factors hindering progress toward becoming a more welcoming, inclusive, and equitable organization and community,

b. recommend actions for our organization to take, including structural changes, so that swifter progress can be made

c. recommend procedures for investigating and resolving discrimination and harassment complaints. — Lily

Appoint Brooks McLain, Melissa Davis, and Iana Matthews-Harris to the Diversity Committee. — Lily

Recommendations of Bylaws and Elections Committees (see Old Business above) — Paxton

The Board moves directors step down for at least one year after serving six consecutive years on the Board. — Aaron

The Board moves the alternate positions will be repurposed with full director positions to make a total of 12 Board directors. The alternate positions will be replaced over two Board voting cycles. — Aaron

The term length for a Board director will be three years. — Aaron

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 six 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

Board moves there will be no deliberations regarding the election of officers outside of the Annual Board Meeting — Lisa C.

The Board moves to allow directors to attend Board meetings remotely, except the annual Board meeting, from this date forward — Aaron

Board composition and term length — Aaron

New business placed on the agenda will be fully formed by the time the FFN is released, in effort to give membership sufficient time for well-thought-out input. This motion would exclude Bylaw motion as has historically and should remain fully worded as new business 30 prior to the Board vote. — Spirit

OCF Employee Manual from Personnel Policies Committee — Sandra