

**Board of Directors Meeting**  
**September 14, 2020, 7 pm**  
**Zoom remote online and live streamed on YouTube**  
**Zoom recording link:**

[https://zoom.us/rec/share/jH4nK-rEsgnFTNqJ\\_7tj1Nc81WoIjt9tHRuG\\_cNSfngooj4F4oxXHGQNj0vwRIc7.M5rDpifssZftVGJd](https://zoom.us/rec/share/jH4nK-rEsgnFTNqJ_7tj1Nc81WoIjt9tHRuG_cNSfngooj4F4oxXHGQNj0vwRIc7.M5rDpifssZftVGJd)

*(subject to approval by the Board at the October 5, 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, Mary Callaghan, Robin Bernardi, Shane Harvey, and Wally Bomgaars. 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.

Jack spoke to the concern of the wildfires: These are epic times, especially for those of us in evacuation zones. It is very unnerving, and important that we allow time to talk about it. In the past two days in the Sweet Home area, there have been four arson fires near the town. It is intense, and hard on everyone, with the smoke and air quality levels.

Wally: We are all feeling the impacts of the wildfires — from people losing their homes, being shut in to avoid the smoke, or not being able to avoid the unhealthy air. Many of us have been looking into volunteer opportunities and communicating with other local agencies, and we have posted resources on the .net site. We are looking at site options, but need to ensure safety and consider potential fire dangers. More information is included in my staff report. Any way we can as a collective group or individuals help those in need will be greatly appreciated. My heart goes out to those impacted. Let us stay together as a community and do what we can to be supportive.

Anthony J.: The air quality in Veneta and Elmira is far better than Eugene and other places right now, if you are having breathing issues.

Sam: Today is the first day we have been able to see some blue sky in almost a week. That gives me hope.

Spirit: There are resources available on the .net and .org sites available to Fair family and anyone we know. Resources include temporary housing, help with transporting animals out of evacuation zones or back to homes, evacuation, and respite centers, and more. We are continuing to update the information, and there is also information about volunteer opportunities. There is a church in Creswell offering respite from the smoke, as there are evacuees and children sleeping in blankets.

### **New Business**

The Old Business of removal of Chewie was reworded for New Business:

In order to maintain his membership status, the Board requires that Chewie engage in a professional restorative justice process, in parallel to the process as outlined by the ED. Failure to successfully complete this process will result in the invocation of the membership involuntary expulsion, termination process per the Bylaws, article V section 5c and ORS statute 65 guidelines. — Jack

The following four motions are related to budget and financials, submitted by Peaches:

1) Direct the Treasurers work with staff and Budget Committee to submit a proposed budget for a December Board vote. The proposed budget will consist of Board and staff budgets for operating 2021 with no three-day event and no Culture Jam camp. The combined Board and staff budgets are not to exceed \$680,000, of which up to \$400,000 can be payroll costs. These budgets are to include 2021 Merch Sales and a 2021 Virtual Event. Adopt the target of having a minimum of \$350,000 of bank deposits in December 2021, and use that target when evaluating what projects to approve. The target amount does not include any deposits that may be on hand due to pre-sales related to a 2022 event.

2) To expand the use of display ad and underwriting announcements to the 2021 Virtual Fair. There are to be no naming rights associated with the underwriting.

3) To direct the Executive Director to bring a recommendation to the December 2020 Board meeting regarding the regulations and health issues related to holding a regular three-day event in 2021.

4) Part 1: To direct the Executive Director to assess four to six potential alternatives to a regular three-day event for 2021 and to bring a preference-ranked list of those events, with one-page summaries; summary budgets; and a recommendation of which to continue to develop. The Executive Director will bring the Planning Group's (see Tactical Plan) top ranked alternatives summaries to the December 2020 Board meeting. These alternatives are meant to be possible activities and/or events that the OCF may do for 2021, particularly if a regular three-day event is unlikely. The summaries will include estimated lead times, staffing estimates, and permitting requirements. To approve any of the activities for 2021, the Board will approve a proposed budget that has been vetted by the Budget Committee. That may happen at the December Board meeting, or up to the last Board meeting identified (in the summaries) as providing required lead time for each activity/event.

Part 2: Direct the Executive Director to report to the Board by February 2021 options and preferences for Culture Jam programming for 2021.

#### **Announcements (Zoom video 23:48)**

Grumpy: Retired attorney John Culver passed away. He was a path rove crew leader for over 32 years.

Grumpy: You have all, probably, read about George Atiyeh missing. He was on Traffic Crew, and an environmentalist who helped save the Opal Creek old-growth forest area. He was a pilot and used to fly into the Fair site and land in the Dead Lot, and would take me up with him to take photos. We should all pray that he is found alive.

UPDATE: George's remains were found at his home. (See *Fair Thee Well* on page 25 of this issue of *Fair Family News*.)

#### **Staff Reports (Zoom video 26:12)**

**Wally:** In the last week, we have all felt the intensity of the wildfires. Many in our family and community are struggling and suffering. Many of us have been sheltered in our homes avoiding the

smoke. Some have lost their homes and more. We all are impacted in one way or another. We are all feeling the impacts.

And, as a community, we stay resilient. It has been inspiring to see our Fair Family reach out and step up to support those in need, ready to help community members, both physically and emotionally. It is heartwarming to see how our community supports each other and the greater community around us. I know many want to do even more to support those displaced or otherwise in need.

This past week I and other staff have had contact with multiple organizations, including the cities of Veneta, Eugene, and Springfield, Fern Ridge Schools, the Red Cross, United Way, Lane County Commissioners, McKenzie River Trust, UO, Burners without Borders, World Central Kitchen, and others, to look at ways we can collaborate and engage in support. I met with Veneta City Administrator Matt Michel. He offered other connections we are exploring. A few of us met with a collaborative team from the United Way Lane County, McKenzie River Trust, and St. Vincent de Paul to discuss how we might plug in to the joint relief effort they are running. Stay tuned in the next days and weeks on how we can support that effort. While many in the greater community are stepping up with support in many ways, there will be long-term needs, and support will need to continue. We will continue to explore options and keep you updated with opportunities for support and engagement.

To those who have stepped up to help, thank you for your resilience and generosity. To those that have experienced loss, you are in our hearts and minds.

In other news, I'm working with the Diversity Committee to take action on the Board motions passed last month.

To date, the merch fundraiser that Crystalyn and team spearheaded has brought in \$163,934, with expenses of \$62,229, for a net income of \$101,705.18. Direct donations to the general fund have brought in \$28,025 from the beginning of the year through August, including \$6,205.00 through donations on the merch site. Merch orders and donations are still coming in. A huge thanks to all those who volunteered their time to make this all happen. The list is long. And immense gratitude to everyone who made donations and purchased merch.

As a reminder, myself and other staff are on limited hours under the work share program. More limited hours and furloughs will also likely be coming in the last months of the year.

**Crystalyn:** To give you an idea of our merch sales to date, the shipped packages have reached out a total of 702,482 miles. We shipped more than 3,000 pounds of products to 42 different states and territories. It has been an amazing group effort, and I am thankful for everyone who has helped.

We are in hard times with the pandemic, wildfires, and political unrest. I am grateful to be part of a community where people help in any way possible. It is inspiring.

I have been working with committees as we talk about health and safety in the coming year. Management has also been thinking about ways we can help as an organization and as individuals.

**Shane:** We have finally completed the repairs on the yurt, eradicated the black mold, installed kitchen counter and sink, and reinstalled cabinets. All the rooms have been repainted, new tile installed around the wood stove, and rotten lumber removed from the deck and replaced. It has been a time-consuming project and one we are happy to see complete. Durwin is in the process of making the yurt his new home and we have turned our attention to other projects onsite.

We have been working our way through the yearly maintenance projects and completing tasks that have been challenging to work on when working through an event cycle. We are meeting with contractors this week to help devise a plan to best address our issues with the Chillville roof and will begin establishing a team of volunteers to help us with the project.

As you know, the fire danger has been extreme starting at the end of August, which always causes a little extra stress and worry for the site employees. It was terrifying when the fires started around Oregon and Lane County. We are so grateful for the rain we received and the relief it brought not only for the site but the surrounding communities, and the first responders working on the front line. The fire danger has been reduced from extreme to high following the first day of rain, and is currently listed as moderate and the IFPL level reduced to two, allowing us to begin mowing areas in the event area safely during the morning hours. The rain has also speeded up the next round of path seeding and core plugging, allowing us to establish more grass and healthier root systems before the season closes, and as we prepare for potential flooding.

**Robin:** For Culture Jam, we are closing out our weekly online workshop series this Saturday with a Closing Community Check-in on Zoom lead by Kenya Luvert and Sola Adebisi, one of our leads from London. They led the Opening Community Check-in for the Summer on June 20 as well. Many thanks to all the Culture Jam staff and youth who participated! Though delayed sometimes because of reduced hours, basic fall Fair office communications and duties continue.

### **Committee and Working Group Reports (Zoom video 37:12)**

**Carbon Neutrality Group:** Peaches said Phase 1 is completed. (See report on page 24 of this issue of *Fair Family News*.) Please visit <https://oregoncountryfair.net/ocfs-carbon-neutrality-project/> for comprehensive information on OCF's Carbon Neutrality Project. We are in a climate change crisis right here, right now. We need to be leaders and keep moving forward with this. Craig announced carbon neutrality town hall meetings on September 23 and 27. Check the .net site for more details.

The PSU ISS folks gave a short presentation on their findings, and the biggest take away is that the total carbon footprint for OCF is just under 4,500 tons of carbon dioxide and other greenhouse gases. This approximately equals the annual electricity use of 691 homes. The majority of this is due to travel-related emissions. One of the interns said if the Fair family can work together, love and support each other, there is much that can be accomplished.

**Diversity Committee:** Jon S. said the committee has been busy this past month. We worked with Wally to put the RFPs together for the two consultants. Wally has those now and is getting ready to send those out. We compiled a list of consultants. If people have other consultants they'd like to send the RFP to, they should email [diversity@oregoncountryfair.org](mailto:diversity@oregoncountryfair.org) and we'll add them to the list we have.

We are still working on responding to the Board's request for more information about the Equity and Inclusion Advisement Team. Hopefully, we will have something for the Board at the next meeting.

Our next regularly scheduled meeting is Monday, September 28, and there will be a link on the .net site for that.

We did get all but one of the recordings for the breakout sessions from the work assembly in July, and these will be available on the .net site.

**Elections Committee:** Heidi announced the Candidate Forum, sponsored by GOTV (Get Out the Vote), on September 20. Information about how to view the video made at the forum will be under Election Info on the [www.oregoncountryfair.net](http://www.oregoncountryfair.net) website.

September 24 was the last day to register as a voting member, to participate in the 2020 election.

Last week, the Elections Committee mailed absentee ballots to all registered voters. This also serves as notice for the Annual Meeting. The Voter Pamphlet is published on the .net site in the

Election Info. (*The Voter Pamphlet also can be found on pages 5-19 in this issue of Fair Family News.*)  
Information about how to get a hard copy of the Voter Pamphlet is included in the packet.

On Sunday, October 11 at 3 pm PDT, the Election Committee will host the virtual Annual Meeting. Candidates will have the opportunity to speak briefly. There will be time for members to ask questions of the candidates. A Zoom link will be posted on the .net site.

Saturday, October 24, 8 pm PDT, is the deadline for ballots to be received at the Fair office, 442 Lawrence St., Eugene, OR 97401. Ballots received after this time will not be counted. Mail early! Ballots will be counted on Sunday, October 25, with the results posted that evening.

If you have not received your ballot or have been displaced due to the wildfires, please email [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org).

**Path Planning:** Paxton said they met virtually on August 20. A report was given on the progress made by the hand washing subcommittee, with mapping of prioritized areas with additional locations and a general plan to move forward.

Britania of the Diversity Committee gave a presentation, and guest speakers will be included in all meetings going forward.

The committee spent time reviewing options for the 2021 event. A committee motion was passed, stating "Path Planning has begun work to define possible options for the 2021 event. To do this, the committee strongly recommends to the Board and Operations that Staff be available this Fall in support of volunteers helping get this work done."

George said it sounds like Path Planning is way ahead in preparing for 2021 and wondered why, when there have been no formal decisions made yet about what type of event we will have. Paxton replied that the committee feels they need to continue their work in planning for the future public areas of the Fair, and knows that changes will need to be made. Crystalyn said Path Planning has subcommittees that are researching topics such as the cost to add more handwashing stations, and the work they do is very pertinent and necessary.

**KOCF:** Dean reported the new transmitter is finally going up on Bolton Hill. I have to say this has been no easy task. Because it is on the City of Veneta land, we have to follow all construction rules, permits and laws very carefully. I cannot tell you how many times I have wanted to throw up my hands and give up. Most of my construction experience is homeowner remodeling based. But we are still moving ahead. For our tower we've settled on a wooden 30-foot mono pole with our antenna being mounted on a 21-foot piece of 2-inch galvanized pipe. It should place our antennas about 40' above the ground but what's more important is that we are on an 850-foot-tall hill. Now our signal will go over the 600-foot hills between Veneta and Eugene. An electrical permit has been cut and now we are working out the details for a conduit path between our transmitter cabinets. There are seven different underground utilities and the path may require we get an easement from a neighboring landowner. We have located most of the utility paths, still waiting on one more location check. I hope to break ground in the next 30 days.

#### **Member Input (Zoom video 1:00:43)**

Jon P.: I am seeing some really important things on the agenda in Old Business that have been worked on a long time and need proper exposition. They are the work of this Board and should be finished up in the term of this Board. I am wondering if you have considered splitting this up into two meetings.

I think not having member input after each agenda item is a step backward, for membership participation and governance of this organization. It needs to be beefed up, and one way is supporting the notification of protocols that are in the motion for posting agenda items.

Grumpy: Thanks to Heidi, Jen-Lin, the Elections Committee, and the other people who have organized the upcoming election. They are doing a great job! This election will be fair and as good as any election can be, in regard to ensuring only one vote per member.

Heather: I am concerned about the increasing level of disenfranchisement of the membership. I am confused as to how we can have a virtual Fair with attendee participation, yet we have a hard time having a Board meeting that allows for member participation on individual motions. In this time of virtual meetings, we should be no less inclusive than we were before. As always, isn't it a matter of organizational will?

Anthony: I want to thank those who have helped with the crisis we are in right now, while also getting things done for OCF. This is a hard time for everybody. Remember to take care of yourselves. For those who are struggling and have been locked in their homes for a long time and not being able to hug each other, we are going to get through this and we will be back together again soon. If you need anything, reach out, as there is somebody who will listen.

Colleen: I support the Committees Best Practices Manual on the agenda tonight. It was a pleasure to work with Peaches and others. I support the manual because it is a gift and will support the volunteers, and will aid the next generation of our leaders. Better functioning committees will support the Board's work.

Colleen read a quote from the manual: "Volunteers deserve to be informed, to be welcomed with good processes and protocols, to be educated about the inner workings of the Fair, to participate in community agreements, and to be able to help the Fair become even more wonderful for future generations."

Jon S.: I agree with others that not allowing member comments after individual agenda items is not a good step for member input. I have some concerns on a number of the agenda items. I think the item regarding Board term lengths needs to get referred to the Elections Committee to figure out an implementation schedule.

I also think for the budget, it is important for members to know what the effective FTE of all the staff positions are. I understand the caretaker has been put on workshare, and is working hourly. I think that has potential liability for a wage and hour claim. It is my understanding the Executive Director changed the terms and conditions of his own employment, and I wonder what the Board role was in that. I do not think it is appropriate for the Executive Director to change the terms and conditions of his own employment.

Brad: Now more than ever, remember to be patient with yourselves, and be patient and kind with others. We have no idea what everyone is going through.

I agree with others about member input. The agenda item list is long and I have operational input that might be helpful. I think these Zoom meetings can be longer, and we can have member input.

Dean: I urge you to support Peaches' motion for the Committee Best Practices Manual. It is intended to be a living document, where changes can be made, so we can continue to work on it as needed. It is going to help process for the Board and committees as we move forward.

**Treasurer Report and Budget Items (Zoom video 1:12:00)**

Hilary: We have completed our draft financial statements, and will finalize it with the accountants. The 990 is completed and was filed today.

I worked with Lynda and Wally on follow-up to a survey conducted with the Budget and Financial Committees, the Board, officers, and staff. The survey was to get a sense of issues to consider in changing the budget process and planning for next year. The follow-up includes the four motions Peaches added to New Business. This next year will be quite different, and we are trying to plan in an inclusive manner that is also timely and allows us to research different options. As we move to a governance Board, this will be good practice for us.

The proposal is two parts. One part is the motions, and the other is operations which Wally has primarily worked on. He will be using planning task forces, staff, and committees for different portions. Once the Board and operations have vetted the options, then we can move forward. There is a Board Work Session scheduled for Monday, September 28, 2020 at 7 pm, with a plan to get member input after the presentations. Please check the .net site for more details.

**Sandra moved and Aaron seconded to approve a staff budget of \$485,000 for the balance of 2020, as a budget adjustment.**

Spirit: Per the Board's request, Wally and staff have taken the time to look over work plans and work within the budget. So there has been a process and I want to thank Wally and staff for their work on this.

Palmer: I do not quite understand where the money came from and how it is being spent. I hope our ground crew stays on the ground because we have lots to do.

Aaron: At our last meeting, we were discussing a staff budget of \$475,000. The amount in the current motion is a compromise, and something Wally can work with and hopefully the Board can work with as well. We have been discussing this for months.

Spirit: We have had personnel meetings and emails with various budget scenarios, so the Board has had a chance to review this.

Paxton: This is just the final process of our budget process from last January. We never actually passed the personnel budget when we made adjustments due to the pandemic.

Hilary clarified the amount of \$485,000 is for the entire year of 2020. Sandra and Aaron agreed to amend the motion.

**As amended, Sandra moved and Aaron seconded to approve a total staff budget of \$485,000 for 2020.**

**Motion passed: 10-0.**

**Old Business (Zoom video 1:26:50)**

*Note: Some Board members offered to delay their agenda items to the next Board meeting because of time constraints.*

**Sue moved and Peaches seconded to approve the August 3, 2020, Board meeting minutes.**

**Motion passed: 10-0.**

**Aaron moved and Sandra seconded to allow directors to attend Board meetings remotely, except the Annual Board meeting, from this date forward. (Zoom video 1:29:30)**

Aaron: We are required to follow Oregon corporate law. Lisa Parker did some research, and my understanding is this is already a law. We may not need to vote the law in but we do need to follow it. So, we may not need a motion if the Board can agree to follow the law. Then we could move on to approving Committee Best Practices Manual.

Lily: We have to follow the law, or something more conservative. Our Bylaws do not state that Board members are required to attend in person.

George: I think it is important when possible, that we be able to look at one another in person. The online Zoom meetings are disorientating and a lot is lost. It is a good motion, but would like to add the verbiage "when justified" for special circumstances.

Lily: I support not having to attend Board meetings in person, but I want us to think through how we can actualize it. If we can meet in person, but someone needs to remote in, then how will it work for them to be heard by others and participate? Before we say yes to this, we need to consider what the process will be and how staff or our online volunteer team are involved.

Aaron: I have done some research with Sean, and we could do one computer with split screen for participants, and also combine the in-person and remote participants for viewing on YouTube. The technology is there, and may take some time to sort through, but it is not impossible. If the Board chooses, we can bring this to a vote, which could be better for clarity given the comments about the laws.

Palmer: There has been a desire for remote participation for people who do not live in the Eugene area. It would save on travel expenses. The wording of the motion states "except the annual Board meeting," but this year we will be meeting remotely.

Sandra: I have participated in a lot of Zoom meetings for committees that have both in-person and remote participants. They have worked really well. This also opens up the candidate pool.

Crystalyn: It is doable, but having a larger group with mixed participation is challenging.

Aaron: The technology is sufficient to make it work. My thoughts were that a Board member would want to be in person at the annual meetings. To address Palmer's concerns, we can remove the verbiage "except the annual Board meeting."

Aaron and Sandra agreed to amend the motion.

**As amended, Aaron moved and Sandra seconded to allow directors to attend Board meetings remotely from this date forward.**

George: I think we still need to clarify this option to attend remotely should be justified. The pandemic is a justification, but in the future, we need maximum clarity for why someone cannot attend in person.

Aaron: I am OK adding "if justified," as long as it is not a Board vote to decide what is justification. If someone lives in Arizona, then they should be able to attend remotely.

Aaron and Sandra agreed to amend the motion.

**As amended, Aaron moved and Sandra seconded to allow directors to attend Board meetings remotely, when justified, from this date forward.**

Lisa P.: This motion has implications for the Bylaws. As Lily said, the ORS statutes set the minimum that we cannot go below, but we can be more restrictive. Currently, the ORS statutes allow for remote attendance. Our Bylaws do not address this, and they also do not prohibit it. I hope we

explore the implications for the Bylaws with the Bylaws Committee, rather than voting on it tonight. It may have unintended consequences.

Palmer: I agree with Lisa P., and think it could go to the Bylaws Committee because of the need for justification.

Lisa C.: If people are gone or out of town, they should be able to be on the Board of Directors. I think this should pass, and is important we be able to meet remotely. The world has changed.

Spirit: Instead of having the Bylaws Committee say yay or nay, the Board should be directing the Bylaws Committee to adjust the Bylaws, if it passes. We can always make adjustments down the road if there are implications. Thanks to George for his input about justification. I will be supporting this motion.

Aaron: I tried to keep the wording simple, so that we would not have implications with Bylaws. I think this is straight forward. If something becomes a problem, we can adjust it in the future.

Paxton: I have attended committee meetings remotely from outside the country. I appreciate this option and it is important. We have had work sessions remotely, and they have worked out. Personally, I think we should meet in person where we can better communicate and work together. I agree that it should go the Bylaws Committee, with or without a vote.

Palmer: If I was not clear, I do think this is a good idea. I do not think you should have to justify why you would attend remotely, for the reasons stated in this discussion.

**Motion passed: 9-0-1; Lisa P. abstained.**

*There was conversation about extending the meeting past 9 pm and what the order of the agenda items should be. (Zoom video 1:49:40)*

Jack made a motion to extend the meeting 15 minutes.

Spirit asked how many motions were left on the agenda.

Peaches: If we could vote on the Committee Best Practices Manual, it should not take long because it has already been given opportunity for feedback and revisions.

Spirit: I agree with Peaches, but I do not want to be prioritizing the other agenda items. I would like to put time limits on the rest of the motions unless anyone else wants to table (delay) their motions.

Aaron: I have no objections to spending 10 minutes as long as we do not dialogue about Committee Best Practices because we know it is ready to go. I would like us to have at least two minutes at the end of this meeting to set an additional meeting time and date, so that we can deal with this agenda.

Sam: Before this meeting, I reviewed the Bylaws about who sets the agenda for these meetings. It could be the job of the secretary, president, facilitator, or the Board. The Board option is very inefficient, but we do not have a specific rule.

Kimmo: I know there are gray areas, but I have always tried to keep Old Business in the order they were presented to New Business, to be fair. I agree with Peaches that we should move on to the next agenda item as listed.

Sam said he was also trying to find a fair way to proceed. Jack asked to call the motion. Dean noted the meeting started late.

**Jack moved and Sandra seconded to extend the meeting 15 minutes.**

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

**Peaches moved and Lisa P. seconded to 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. (Zoom video 1:55:20)**

Peaches: Thanks to the entire work group who helped with this manual. It will help the committees work in a way that is more transparent and accessible for the membership. Committee level is where membership action and input is ground zero. The manual is full of resources for facilitating, how to keep minutes and plan agendas, how to make their work more efficient, and function in a productive way. I am proud of this, and hope it passes.

Palmer: It is a great document. My understanding is that this is best practices, rather than required.

Lisa P.: I reviewed the manual and it is a great resource. It will help serve the committees in the work they do, and make member participation more effective. Thank you Peaches and the others for your work on this.

Paxton: I also want to thank Colleen Bauman who has been trying for decades to work on this. It is a wonderful document, and there is a section for Board liaisons.

**Motion passed: 10-0.**

Aaron: I wanted to recognize we have many items on the agenda. One of them is actually three different motions; it has just been truncated on the agenda. I want to propose a motion we have a Board meeting next week.

**Aaron moved and Sandra seconded to have a Board meeting on Monday, September 21, at 7 pm. (Zoom video 2:02:26)**

Sam noted that it may not be enough advance notice for a Board meeting, according to our Bylaws. Crystalyne confirmed the notice has to be no less than seven days, and we would not be able to put notice out until tomorrow.

Lily: This motion needs to be moved from new to Old Business before we can have this vote.

Aaron: Announcing this at tonight's meeting would count as notice for the seven days.

**Aaron moved and Sandra seconded to have a Board meeting on Monday, September 21, at 7 pm, and move this item from new to Old Business. (Zoom video 2:03:44)**

**Motion failed: 5-5; George, Lily, Lisa P., Paxton, and Peaches opposed.**

**Paxton moved and Sandra seconded to extend the meeting 15 minutes. (Zoom video 2:08:56)**

**Motion passed: 6-3-1; George, Lily, and Lisa P. opposed; Peaches abstained.**

The next agenda item: Board moves there will be no deliberations regarding the election of officers outside of the Annual Board Meeting.

Lisa C.: This might not have to be a motion at all, or a bylaw change. There should be no discussion about officers and elections at the retreat. The retreat should be focused on training people, onboarding, and making sure everybody knows what is going on for the upcoming year. If we need to find a different way to elect officers, then we should come up with that. I do not have a real motion, but I put the agenda item up for discussion. We have another retreat and elections coming up soon.

Sam asked Lisa to clarify if she was making a motion, or was offering to delay it.

Lisa C.: I do not want to table this, but I also do not want to get into a big discussion about it.

**Lisa C. moved and Sandra seconded to approve that there will be no deliberations regarding the election of officers outside of the Annual Board Meeting. (Zoom video 2:12:59)**

Paxton: Having been to a lot of Board retreats, that is where we actually sit down and have to work together. Choosing officers has been a significant part of that. Having training without knowing how the Board is going to move forward with officers is not very smart. I view talking about officers as part of my job, and the Board retreat is valuable time.

Aaron: Having a time at the retreat for training and introductions, for people to get to know each other is critical. I do not think it is the appropriate time to choose officers. The appropriate time is at the Annual Board Meeting. If people have an opportunity to get together, learn and work together at the annual retreat, then that will be the way they decide who they think is worthy of those positions. Those positions should be chosen at the Board meeting when the new Board is seated. I support this motion. My experience the past couple of years, is that this would be a way to be clear and transparent when choosing officers.

Palmer: I agree with Paxton. It is no secret this is a divided Board, and has been that way for a while. It is probably why so much of our past retreat was spent on officers. We already do choose the officers at the Annual Board Meeting. I agree training should happen at the retreat. I do not understand how selection or discussion of officers is going to happen in a transparent way if it is not going to happen at the retreat.

George: The way the motion is worded that selection of officers can only be talked about at the annual meeting, it is sort of a gag order.

Spirit: The reason why it has been smooth prior to a couple years ago, is because there has not been a tremendous amount of change in the turnover of the Board. With more turnover, there are questions about how we are going about our processes, and electing of officers is one of them. It has been the biggest source of contention I have experienced with the Board, from the get-go — having these discussions in closed sessions and members totally blind to what is happening.

At our first Board meeting this year, the Board was completely blindsided because nothing we had discussed and essentially agreed to was followed through. New Board members were completely flipped upside down. We need a more transparent process that is less contentious because it has been a source of distress.

Aaron: As far as discussing deliberations at the Annual Board Meeting, the way most people deal with electing officers is people nominate people for the positions. Motions are made for those positions, a vote is taken, and it passes or fails. It is normal for officers to be elected in open session.

I understand George's concern, but would not consider this a gag order. Maybe the wording could be softened somehow. But I am totally against the entire retreat being spent on something that should be transparent in an open session. It should be handled by the Board itself. I support this, and would be willing to come up with more friendly wording.

Lily: I agree the officer selection process might need some revamping. I have only been to two retreats. At both of those retreats, anyone who was there would say that the agenda was completely dominated by the officer selection. That is not appropriate, because we have work to do at the retreats. However, I do not think it can happen in all public meetings.

Let us say we spend 12 hours at the retreat and then another one and a half hours at the Board meeting talking about selection of officers. If, in fact, we can take less time then would the 12 hours really be necessary? And if it was not necessary, then what business did any of us have sharing those comments. The Board needs to decide to set a time limit at the retreat, and stick to it.

We did deliberate officers and discussed it at an open meeting last year. I cannot tell what preventing this conversation from starting at the retreat will accomplish, except to monopolize the entire November meeting with this conversation.

I do agree some change needs to be made. We should still start the conversation at the retreat, but should be more clear on whether those comments made are necessary, would they also be said in public, and set up a process so that we do not spend 12 hours on it.

Lisa P.: The current process is that we do elect the officers at an open meeting in November. There is a motion made and a vote taken.

Paxton: With the exception of the past two years, the discussion on the selection of officers at past retreats was less than an hour. We have never had enough time for all we wanted to accomplish, but we were able to work on training. I was shocked at how long it took at the past two retreats, and it should not take that long.

Spirit: With all due respect, there has been a change over in the Board. Those board members advocated for change. It is not so much the retreat I am speaking to, but coming up with who we would be voting on because that does take time. I am trying to figure out how to accommodate both and come up with a transparent process.

Aaron: I was told anybody could put an item on the retreat agenda. I think people who want to be officers could give a recap of their experience, why they want the position, and those sorts of things at the retreat, within a time frame. Then we can discuss it further at the open meeting.

I think this conversation needs to continue at the next Board meeting. Then we can continue to work on the motion. We do not yet seem to have a solution to what happened the past couple years. Jack has been our President for 20 years, so there has never been a question about who the President might be. The last couple of years there have been other qualified people who can step into that role. I do not think history is really serving us well in this time of change, and a time with different needs than we had in the past.

Aaron asked Lisa C. if she was willing to continue the discussion of this motion at the next Board meeting, and Lisa C. agreed.

Lisa C.: George, this is not a gag order. Not to be dismissive of others' feelings, but I have only been to one retreat and it was so harmful to my feelings. I think that we can do better. I know we can do better, and I expect us to do better. Let us come up with a different way and a different process. Let us table the motion and have a better discussion about this.

#### **President's Peace (Zoom video 2:27:05)**

Jack: The biggest concern for us right now is our health, safety, and well-being. My heart goes out to everybody who has been evacuated or had tremendous loss. When the rain comes again this will be past us, but the bigger picture is the climate. Thank you to everybody working on the Carbon Neutrality Project, and we need to do better.

We need to do many things better within Oregon Country Fair. With the pandemic, racism, and the wildfires, things are very emotional right now. There is a lot we are changing, right in front of us. Please be patient and kind. I love you all.

#### **Draft Agenda for the October 5, 2020, Board Meeting Remote Online Meeting 7 pm**

Approve September 14, 2020, Board meeting minutes  
Recommendations of Bylaws and Elections Committees — Paxton

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.

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 motions (which are covered in the Bylaws). — Spirit (*Spirit wanted to clarify, it is not fully worded motions 30 days ahead of time, It is fully worded motions by the time FFN goes out to the membership.*)

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

Previously tabled: OCF Employee Manual from Personnel Policies Committee — Sandra

Direct Bylaws Committee to appoint an at-large Board member — Jack

Diversity Committee proposal for Advisory Committee — Lily

In order to maintain his membership status, the Board requires that Chewie engage in a professional restorative justice process, in parallel to the process as outlined by the ED. Failure to successfully complete this process will result in the invocation of the membership involuntary expulsion, termination process per the Bylaws, article V section 5c and ORS statute 65 guidelines. — Jack

The following four motions are related to budget and financials, submitted by Peaches:

1) Direct the Treasurers work with staff and Budget Committee to submit a proposed budget for a December Board vote. The proposed budget will consist of Board and staff budgets for operating 2021 with no three-day event and no Culture Jam camp. The combined Board and staff budgets are not to exceed \$680,000, of which up to \$400,000 can be payroll costs. These budgets are to include 2021 Merch Sales and a 2021 Virtual Event. Adopt the target of having a minimum of \$350,000 of bank deposits in December 2021, and use that target when evaluating what projects to approve. The target amount does not include any deposits that may be on hand due to pre-sales related to a 2022 event.

2) To expand the use of display ad and underwriting announcements to the 2021 Virtual Fair. There are to be no naming rights associated with the underwriting.

3) To direct the Executive Director to bring a recommendation to the December 2020 Board meeting regarding the regulations and health issues related to holding a regular three-day event in 2021.

4) Part 1: To direct the Executive Director to assess four to six potential alternatives to a regular three-day event for 2021 and to bring a preference-ranked list of those events, with one page summaries; summary budgets; and a recommendation of which to continue to develop. The Executive Director will bring the Planning Group's (see Tactical Plan) top-ranked alternatives summaries to the December 2020 Board meeting. These alternatives are meant to be possible activities and/or events that the OCF may do for 2021, particularly if a regular three-day event is unlikely. The summaries will include estimated lead times, staffing estimates, and permitting requirements. To approve any of the activities for 2021, the Board will approve a proposed budget that has been vetted by the Budget Committee. That may happen at the December Board meeting, or up to the last Board meeting identified (in the summaries) as providing required lead time for each activity/event.

Part 2: Direct the Executive Director to report to the Board by February 2021 options and preferences for Culture Jam programming for 2021.