

**Board of Directors Meeting**  
**October 5, 2020, 7 pm**  
**Zoom remote online and live streamed on YouTube**  
**Zoom recording link:**

[https://drive.google.com/file/d/125T\\_MRmSvBpeqtzAoU8XZ6dIpm6pdh6C/view?ts=5f8206ee](https://drive.google.com/file/d/125T_MRmSvBpeqtzAoU8XZ6dIpm6pdh6C/view?ts=5f8206ee) (subject to approval by the Board at the November 2, 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. Indigo Ronlov facilitated the meeting.

Please note, there were technical difficulties with the YouTube livestreaming for the first half of this meeting. The link to the Zoom recording is:  
[https://drive.google.com/file/d/125T\\_MRmSvBpeqtzAoU8XZ6dIpm6pdh6C/view?ts=5f8206ee](https://drive.google.com/file/d/125T_MRmSvBpeqtzAoU8XZ6dIpm6pdh6C/view?ts=5f8206ee)

Peaches removed the Old Business to expand the Committee Reports segment of Board of Directors monthly meetings to include "Committee Reports, Requests and Recommendations."

### **New Business**

Approve the continued partnership between OCF and Portland State University, Institute for Sustainable Solutions, phase II, as proposed by ISS to further work toward the OCF’s goal of becoming a carbon-neutral event by the year 2025 and allocate \$7,889, to be matched by ISS in the amount of \$10,800 for phase II of this partnership — Peaches

Call out for members with experience to assist the OCF fundraising team in the formation of a donor database and the further development of fundraising strategies for OCF projects and programming — Peaches

Direct Bylaws Committee to perform a comprehensive review and update of the bylaws — Lisa P.

### **Staff Reports (Zoom video 2:20)**

**Wally:** As we transition out of summer and into fall, we also transition from navigating a challenging 2020 to planning for 2021. The Board has motions on the table with directives for me and the staff. The staff and I have a plan on how to fulfill those directives and are diligently working through the extensive details and variables involved.

Per the Board motions, RFPs have been sent out for a DEI (Diversity Equity Inclusion) Consultant and a DEI Education Consultant. The Diversity Committee is working on a fleshed-out proposal for the Advisory position. I also attended a “How to Be Anti-Racist” workshop last month. I appreciate the tireless work of all those doing this work, and the opportunity to continue to learn how I can be an ally for and support our BIPOC family.

Last month the Board and then the staff participated in Board Governance training with Marc Smiley from Solid Ground Consulting. While we have engaged Solid Ground in contracted work, Marc provided this workshop for free because he is dedicated to our future success. I thank Marc and Solid Ground for their support of our community.

We have filed our 2019-990 this past week. Getting the 990 complete is a lot of work. While we usually pay for an outside service to do most of it, to help save us money, Hilary stepped up and did the bulk of the work on it this year. Once again, thank you Hilary for all you do for this organization.

Kat Kirkpatrick is retiring as the Grievance Administrator. We have put out a call for applicants to fill this important position. Kat will stay on to mentor the new Administrator into the position. I want to thank Kat for her years of service supporting our community. The Grievance Process is an important part in making our community strong.

Work share and furloughs continue and will increase over the next few months. I want to thank the staff for staying resilient through these times. Please help support them with your patience, self-sufficiency, and appreciation for their hard work and dedication.

It has been a great honor to serve the Oregon Country Fair community thus far. Everything I do as the ED is put through the filter of "Will it bring us together?" I hope we can all keep this in mind as we embark on the upcoming election season. We are here to work on a mission greater than ourselves. We will get there by working together. As we engage each other, especially through these tough times, let's practice empathy for each other and ourselves.

**Crystalyn:** First I wanted to let you all know what my work/furlough schedule is through the rest of 2020 so that folks understand my availability. I will begin a two-week furlough starting October 11, returning to work on October 25, then begin another two-week furlough beginning November 15 and returning November 29. My final furlough period for 2020 will be December 13 through January 2, 2021. There is some possibility that the last furlough may extend further into the new year, but is unknown at this time.

If you find yourself needing assistance that you would normally reach out to me about during the time when I am gone, please contact your crew's BUM and/or back up BUM. They will try to help you with whatever you may need, or direct you to someone who can.

Regarding 2021 — Thank you so much to everyone who attended the Board Work Session on September 28 and the Budget Office Hours on October 4, as well as everyone else who has provided input. If you have ideas for 2021, please fill out the survey posted on [www.oregoncountryfair.net](http://www.oregoncountryfair.net).

The management team has started working on the 2021 Event Work Group as defined by Wally in the 2021 Tactical Plan and we will be in touch with stakeholders as things progress. We will also try to put draft outlines of possibilities onto the .net site on November 6. We will have a town hall type meeting at 4:30 pm on November 8 to receive member input (please see the .net site as the date approaches for more information).

On an exciting note, I wanted everyone to know that we are currently caught up on all merch orders and will be releasing some new merchandise soon! The new merch will make great gifts for friends and family and will be available throughout the holiday season. Since the merch program was launched, we have had \$7,745 in donations, \$181,000 in gross sales, with the net revenue being at just over \$108,000 (figures are as of the evening of October 2). I also wanted to let the folks who have been volunteering and creating for the

merch program know how grateful I am for their participation and tireless dedication to helping OCF. I would be remiss if I didn't also thank everyone who has already and/or will purchase merch. We are very grateful for your support!

**Shane:** The site staff has been busy in the last few weeks as we continue maintenance to the various pieces of infrastructure on site. We have begun clearing gutters and roofs in preparation to weather the Oregon winter. Repairs to the Chubville roof have been completed, and we continue to finalize the materials list and cost estimates for the Chillville roof. During the coming week we will be repairing the ramp access into Alice's as it is no longer structurally sound. We will also be reseeding East 13th, Despain Lane, Bus Admissions and other areas as soon as the ordered seed arrives.

We lost another substantial branch on the Shady Grove Maple tree a couple of weeks ago. Our consulting arborists will be down from Portland soon to assess the tree and to help determine our next course of action. We have another maple located at the winery that fell over on Saturday, severely damaging the pumphouse. We have cut power to the building, secured the area, and will be salvaging the pressure tanks and whatever else we can. Once these items are removed, we will be cutting the tree free of the pumphouse, cleaning up the debris, and removing what remains of the building.

I will be furloughed on November 1, which will continue through the end of year. The other site staff have been working reduced hours (32 hours a week instead of full time) through much of the summer and hours are scheduled to be reduced further on October 11. Jeff will be working only 24 hours per week until December 6 and then he will be furloughed through the rest of 2020. Because of safety concerns when working on site, both will be working Friday through Sunday, and Durwin will work an additional day each week until the week of December 13. He then will be reduced to 24 hours per week through the end of the year.

Because of the reduced schedules, the Fair site will only be open Friday through Sunday, 10 am to 4 pm until further notice. Adopting this schedule will help facilitate crew work parties, respond to issues brought to our attention by visitors, and maximize fulfilling maintenance needs, while working safely together. We apologize for any inconvenience, and appreciate your patience and flexibility as we navigate the pandemic and all that comes with it.

Crystalyn and I had the opportunity to meet with a few OCF volunteers who are doing bioremediation in Blue River following the fires. Their product would help filter out any toxins in the soil and runoff, thus helping to protect our essential watershed, revitalizing the soil and also helping to reduce erosion during the rainy season. Thank you, Dennis Todd and Paxton, for taking time out of their Sunday afternoons to talk about this project with the rest of us. I will continue to meet with the bioremediation group and let the OCF volunteers know of opportunities to help with any possible fire recovery efforts as they arise.

The rest of this month will be spent doing routine maintenance, creating a Site Work Group that will create the maintenance schedule for 2021, and engaging with stakeholders to identify any currently needed upgrades and repairs, and any possible capital projects. The group will also provide information for possible funding options. I am helping Crystalyn with the 2021 Event Working Group in several areas such as permit research, helping make sure there is opportunity for stakeholder input.

I am also working on creating the 2021 SFM (Site Facilities Manager) budget proposal and helping other staff where needed with theirs.

On a personal note — a long-time friend and Fair Family member passed away this week. Thank you so much to those that helped their transition happen peacefully at home. My heart is with everyone who is experiencing loss.

**Robin:** Though I've touched on pieces of this during the last few months, I want to wrap up the summer with a recap of Culture Jam's activities and share my gratitude to the many heartfelt people who helped make the programming happen so successfully. Even without a traditional Culture Jam camp this year, we really did have a 2020 Summer Season! We held online workshops for youth each week for nine weeks with Community Check-ins as bookends, one on June 20 and one to close on September 19.

I want to send a huge shout-out to Chisa Moon Nemoto, who was a huge inspiration and creative partner. We also had a close core working group who offered inspiration and partnership: Lucy Kingsley, River Aaland from Ophelia's Place, and Polly Bates from Oakland, California. I want to thank the CJ Staff members that showed up to support the youth during the workshops and all the presenters (including the two teen leaders).

Not only were two of the workshops led by teens, we also had a team of CJ young people, our "CJ Ambassadors," who promoted the workshops each week on Snapchat and Instagram for us. I want to thank both long-time CJ staffer Kenya Luvert; and Sola Adebisi, CJ facilitator from one of our partner youth organizations overseas, LifeBeat out of London, for leading the Community Check-ins with such light, truth and heart. It was exciting to have workshop presenters like Sola, tuning in from London, and Jenna Waite from another partner overseas, the One Love Camp sponsored by the Bob Marley Foundation in Kingston, Jamaica.

Moving forward, I have scheduled meetings with several CJ partners — also grappling with how to translate their in-person youth work into this new world. Conversations with them will help me consider possible options and collaborations for Culture Jam in 2021.

### **Committee and Working Group Reports (*Zoom video 18:07*)**

**Elections Committee:** Heidi noted the Virtual Annual Meeting was held October 11, 2020. Ballots are due on Saturday, October 24, 2020, by 8 pm PST to the OCF Office at 442 Lawrence, Eugene, Oregon, 97401.

**KOCF report:** Dean reported that the new transmitter cabinet is coming along. It's in my shop and I'm placing all the equipment in it so it can be bolted in place and ready to go once the pad and antenna construction are completed. I just ordered the last of the big pieces today. Construction of the pad and antenna began on Bolton Hill on October 13.

If you had the opportunity to read last month's Sound Bites article you may have noticed I am segueing into being the station engineer and handing off the Manager position. I will continue to be the point person for communications between the OCF and the FCC, so no legal changes there will be needed. I have been working with Sean Cummings since July to provide him with training. He's beginning to work with both Fair staff and station volunteers. We'll continue to do training until January. Because I'm not leaving the KOCF organization, I'll continue to be available as a resource after that.

I am very impressed with Sean as he has been sharing with me some of his ideas with how he'd like to see the station operate. He has been involved in radio and a couple of community stations since his college days. Sean also played drums in several bands over an

eight-year span, recording several albums and EPs, touring the U.S. three times, the West Coast several more times, and Europe once. He moonlighted as a concert promoter for about a decade, ran a concert calendar website, and has written music columns for local newspapers. He's been attending the Fair and helping at the KOCF booth, with a camping pass, for the last three Fairs.

I would like to say thank you for allowing me to shepherd KOCF into existence. It has been an incredibly rewarding experience. I must say it had been a desire of mine to be the station manager of a broadcast facility. With the work of building new transmission facility, it became very apparent that I cannot do justice to both station engineering and station management. That and my wife of 40 years has recently resigned. We are hoping to do some traveling. Both are reasons for my reducing the load. Thank you again; it has been an honor.

Crystaly: I attended the first KOCF Board Meetings and understood many of the concerns that were raised. Dean and the volunteers took KOCF to something I never dreamed possible. Thank you for being such an incredible philanthropic arm of our organization, and representing OCF beautifully.

**Food Committee:** Sue said the next Food Committee is Wednesday, October 21, at 5:30 pm. Please visit the .net site for online meeting link information. The fall food booth town hall will be Saturday, October 24, from approximately 1 to 4 pm.

**Diversity Committee:** Jon S. said most of the work this past month has focused on the equity, inclusion, and advisement team proposal. We have our minutes to our meetings and subcommittees on the .net site. The full proposal is on the .net site, so anybody can look at that.

The committee decided to recommend that the advisement team be present at all open and closed meetings of the Board, at the committee's discretion. We asked Jack to ask for an attorney's opinion on that. The attorneys indicated that they do not see any issue with the advisement team proposal as it has been developed by the Diversity Committee.

The committee hopes the Board acts on this tonight, but we understand the concern about the dollar figure. We thought that it was important, because we are asking folks to do professional-level work, and we are asking folks to come into an environment that could very well be emotionally challenging. This was a necessary component of the committee's proposal.

I want to thank the Board members and the rest of the committee who attended our last meeting. I thought it was a fruitful discussion, and there were revisions to the proposal based on that feedback.

Our regularly scheduled meeting is the fourth Monday of every month. We schedule additional meetings and will let folks know, as we have been meeting two to three times per month for the last several months.

Wally: Thank you, Jon and the whole Diversity Committee for your extra work that has been put in the past couple months. You can see the dedication, the heart, and time that goes into it.

**Member Input (Zoom video 27:15)**

Grumpy: Regarding the upcoming budget motions, the amount set out for staff is too low. This year we have set \$480,000 for staff. Bringing it down to \$400,000 is unrealistic to keep the staff that we have and need. Thus, this figure should not be below what we have this year or at the very least \$450,000.

I see several problems with the equity and inclusion advisement team proposal. One problem is paying the members of this team. We are a volunteer organization and if you create this team, they should not be paid. Some say that these are professional consultants. They may be, but we have many "professionals" who volunteer. This group will be going to many meetings with a lot of volunteers. They should not be paid. Besides, we are short on money because of the pandemic and these individuals should be volunteers.

Brooks: To respond to Grumpy, it would not necessarily be members. The point of the advisement committee is to have BIPOC and LBGTQIA people in the room when decisions are made by the Board that could adversely affect queer or people of color, so the Board could be helped by the lens they have to offer. The reason we should pay an Equity and Inclusion consultant is because we have harmed people and we need to correct that.

Thom: Because this is such an important issue, the advisement team, I hope we are able to discuss it later. It will require a lot of time. It is an urgent issue, and by all means, worth the money.

Jon S.: I have three agenda items I wanted to comment on. One, I have searched and cannot find the copy of the Employee Manual on the .net site that you plan to vote on tonight. As the person who made the motion to revise the manual, given the changes that the Board made, I would have liked an opportunity have looked at that before you vote on it.

On budget proposal number four, like the input I gave at the work session, it is important that any alternatives that you come up with for other activities the Fair might do next year — that you are explicit in how those activities relate to our values and our mission, so we can help evaluate them.

For the advisement team, I urge you to move on this tonight. It is going to take some time. If you are worried about the money, allocate what you can and we'll see if we can work with it.

Dean: I have been watching the Board agenda for many years. It appears to me the process of setting the agenda needs to be revised. We have issues with building an agenda that is not possible to get through in the amount of time that the Board has set aside for doing the work. It reflects poorly on the organization of the Board itself.

It is important at this point, because of the upcoming election, for you to add to the retreat agenda to create an executive team or council that does the work of putting together the agenda.

Crystalyn: I fully support the proposal from the Diversity Committee regarding the advisement team. I hope it gets approved tonight because this work is desperately needed.

Diablo: I whole-heartedly agree with what the diversity-inclusion team is saying. The amount is miniscule. The work is really hard and it needs to be done.

This is my first Board meeting, and I have been Fair family since 1992. I am concerned about if the Fair has a policy on lasers, especially late at night and the danger it invokes.

Brad: I have seen in several places online where there has been a slate of five candidates put forward and being endorsed. A slate of five candidates being endorsed by anyone is not a good thing for our organization. It is not a good look for a public interest nonprofit, especially a slate that only calls for voting for five people, and advocating for throwing away a vote. We have a plethora of good people running for the Board. I encourage everyone to use all their votes, use their minds, and vote for the best people.

Robin: I also think people promoting slates of candidates to vote for is extremely divisive. It is a sad statement on our organization.

Heather: OK, then let's not call it a slate. Let's call it, these are the five people I support. This is utter nonsense. There is no problem with endorsing five people, just don't call it a slate, and there is good reason to only vote for five. If you vote for a sixth person, then you might get them instead of the five you really want.

Sam: As a candidate for the Board of Directors, I would like to make a pledge. I am not going to participate in any negative campaigning. I would call on all the other candidates in this election to make the same pledge: No negative campaigning; we will not cut each other down; we are going to speak to our own strengths and why we think we are the best choice for this Board of Directors.

Everyone who is running, is somebody I would be excited and happy to work with. Even with past differences on some issues, this is a great group of people and I am happy to look at us as the potential leaders of this organization.

### **Treasurer Report and Budget Items (*Zoom video 38:00*)**

Hilary: I want to thank everybody who came to the Board working assembly to discuss the four budget motions. We were focusing on how to realign the current year operating budget in time, and a focus to get a better look at an operating budget, to make plans for an uncertain future.

In addition to completing the 990 tax form, we received the final compiled financial statements from the accountants. We will have those and the year-to-date financial report for the Virtual Annual Meeting. This is a short turn-around, as the annual meeting is early this year, compared to others.

I am so impressed with James Bateman and Crystalyn for the fabulous merchandise sales effort. There are other wonderful people helping that allowed for its success, and we will do more. We netted about \$100,000. We already knew about \$50,000 of it would be absorbed in our 2020 operating costs.

Between the \$20,000 we have already added for the DEI Consultant and \$35,000 more because of increased costs of health insurance and payroll, we have accounted for the whole \$100,000. Staff is working hard to do another merchandise sale to take advantage of other opportunities, whether it be for fundraising, grants, or aid. I want to remind everyone

we have staff going on furlough and we are looking at reducing benefits. We have a very uncertain year coming up that we are trying to plan for.

I went to a Diversity Committee meeting and spoke to many members, and we all talked about \$20,000. It seemed like the committee had identified their priorities with a consultant for education, and I know feel blindsided there is a \$15,000 proposal that the Diversity Committee never contacted me about. I recognize the importance of the work the committee is doing, but feel frustrated that it is not being coordinated with the overall effort.

**Peaches moved and Paxton seconded the following motions related to budget and financials: (Zoom video 42:45)**

**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 presales 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.**

Spirit: I wanted to extend my gratitude to Hilary, Lynda and Wally for the work they did on pulling this together. In appears in most part due to a lot of what was shared by our Board Consultant. I just really appreciate the process going into this, and also the work session. I thought all the way around how this is how we should be doing our work, and inviting more member input. I want to extend my gratitude for the great work.

Lisa C.: I echo what Spirit said. I appreciate Hilary and all of you who worked on this, and everybody that was at the last meeting. I definitely support these motions.

Wally: Thanks to Hilary and everyone else who has helped with this super-important work. This is what will enable us to move forward as an organization. I have concerns with being able to pull it all off with \$400,000 in payroll. I completely understand the limits we have with money, but I want to do what we can and look for options to increase that so we can keep the team together, keep operations going, and keep the "lights on."

Paxton: I also want to thank the work that went into this. We really have to plan for where we will go next year, and years beyond. We know we will not be doing what we did last year. It is time for this work, and thanks to the treasurers to get it started.

**Motion passed: 10-0.**

**Peaches moved and Paxton seconded the following motion related to budget and financials: (Zoom video 51:25)**

**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.**

Aaron: I am fine with this motion. I think we need to get moving on this plan. It sounds like staff has already been working on it. It does not have to be part of the motion, but I would like to request the survey that Hilary sent out be posted in a really obvious place on the .net site so we can see the list of ideas. We can also publicize them by sending out a group email, so that membership can send in more great ideas to be discussed about this. There are a lot of possibilities, and it could be a lot of fun to figure out all the ways we can generate funds and have events.

Aaron asked Jack to address his concerns about part of the motion.

Jack: To clarify, I was questioning if December was a reasonable timeframe.

Palmer: This operational work is important. I have concerns about the timing, because of the staff being on workshare or furlough for the remainder of the year.

Crystalyn: We are working on a coordinator email that will include a link to the survey.

Hilary: The main question I had about this motion was how much the Board was interested in outlining particular activities to be included in this research, and how much was going to be left up to staff. My hope is that it will be a fairly simple approach, and it will be a lot of work for the next six weeks. With staff being on furlough over the holidays and December, staff needs to let us know if January is even doable. We do not have much lead time to plan for an alternative event in 2021, if we wait until the end of January or beginning of February. There is so much uncertainty about what we will be able to do.

Crystalyn: It is a lot of work, but we also do not have a choice. The management team has a plan for how to get it done as best as we can.

Aaron: I see this as being really brief summaries, in terms of the summary of budgets and the continuation of recommendations we wish to continue to develop. I do not see these as being in-depth, at this point. Once the Board identifies the variety of opportunities they want to pursue, then it can get more in-depth. Some things may be really simple, and I think that we will do more than one event. I trust the staff will put together something really great for the Board to look at.

Paxton: I agree with Wally, this is a lot of work. I have my own reservations about accomplishing this, but I think we have to do it. We are coming up on next year soon, and December is a worthwhile target. We need to think rapidly, and I want to make sure Shane and Crystalyn have input in that work. We also need to look at one-day options, in addition to three-day. I also agree with Aaron and Hilary, as I don't expect finalized budget details but more of ideas of what we can do.

Sandra: This is a decent plan in terms of what options we want to pursue, and an initial identifying phase of possible projects going forward. I hope we are able to address all of our stakeholder groups like music, vaudeville, craft, and food and try to find something

to help each of these different groups to stay engaged and give them an opportunity to make some money. These become funding mechanisms for the Fair as well, to add on projects that we are not able to fund right now. It is a great starting point, and December is a good deadline.

**Motion passed: 10-0.**

### **Old Business (Zoom video 1:02:53)**

**Sue moved and Paxton seconded to approve the September 14, 2020, Board meeting minutes.**

Spirit: There was something omitted that I shared in addressing the Board at the last meeting. It was at the end of the meeting, and Sam and I kind of went back and forth. He did not understand what I was saying, and I was trying to get something in the last minute and a half. It was my turn to speak, and I was speaking specifically to something that Dean touched on tonight, which is about how our agenda is.

We spent much more time doing committee-officer-staff reports. We limited member input. We also extremely limited Board business in our agenda, which is what I was speaking to. Kimmo chose to omit it, but I would like to have it into the record if I am going to vote yes on this. I think that what is included and not, based on opinion of the recording secretary, is inappropriate.

We are all doing the best that we can, and I would like to put it in there. Board members do not really have a chance to address the Board. I can during emails, but we do not get a lot done that way. Obviously, that is not why we do business. I think we need to be addressing this and I like Dean's idea of putting it the agenda at the Board retreat. I hope that it is taken into great consideration.

I would like to add my words to be put in the minutes. I said specifically, we spent an hour and half on committee, officer and staff reports. We cut off membership input and Board business. We are never going to get through this if we continue to do our business like this. I would like to have that put back into the minutes before I vote yes.

Aaron: Do we have to have some sort of a vote about having the information put back into the minutes? I agree with Spirit. Her words need to be put into the minutes. Our meeting minutes need to be recorded neutrally. How can we get to an agreement about these words will be put back in?

Indigo: My experience from the past is that if someone brings up something that was omitted from the minutes, it is spoken in this moment and gets acknowledged and put into the record. A vote is not needed to acknowledge that. It just needs to be spoken that it was omitted.

Palmer: I think Kimmo does an outstanding job, and far better than I would be capable of.

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

Based on discussions at the last Board meeting, Lisa C. asked to change the wording of the following motion: Board moves there will be no deliberations regarding the election of officers outside of the Annual Board Meeting.

**Lisa moved and Aaron seconded: the Board moves that officer candidates will have a specific amount of time scheduled during the Annual Board Retreat to make a statement of interest and provide personal qualifications. The time allocated will be**

**determined by the retreat work group, and there will not be further deliberations regarding the election of officers until the next open Board meeting. (Zoom video 1:08:38)**

Lisa C.: I already put this in another email to the Board of Directors, so we could keep this as brief as possible. I feel like this is the right thing to do. I would like to keep the conversation about it limited, and I would like to vote on it.

Lisa P.: I was not included in that email, so I have not had time to consider the new wording. This is a whole different motion in the way it has been changed. I feel it should be placed on New Business.

Paxton: This is far too restrictive, and not really workable.

George: I agree it is far too restrictive. The important thing is that the decision is made in an open meeting with the Board. The discussions will take place for whatever reasons are important. This Board conducts a lot of business via email and other ways, and like I said before, this feels like a gag order. I cannot support this in any way.

Lily: I agree with Lisa C. that something needs to be changed with the process, but I do not think this motion is the way to go about the change. We already created a subcommittee of the Board for the retreat agenda, and we have the ability to be flexible with where it is in the agenda and how we address the officer selection. We need to be dynamic, and we cannot have the retreat dictated only by Board motions.

This seem a bit out of process, and I don't think there was enough time to comprehend the way this was changing and the implications it might have, especially since this is an agenda motion to have New Business formed one month prior. It does not have as much transparency as it should have, when that is a broken process, we have been talking about working on.

Palmer: I do not support this. I know there have been many hours spent at retreats discussing selection of officers, but it is important to figure out. If we run out of time at a retreat, then we can schedule more time as needed.

Sandra: I am in favor of this motion. I thought it was a bad process last year. It basically stopped the entire retreat in place, and nothing got done. It was very difficult to come together as a Board and was awful. I appreciate Lisa C.'s attempt to try to solve this problem through a Board motion. The entire retreat process needs to be rethought. There was nothing positive that came out of that, and put us back as a Board for quite some time. I am in favor of trying to fix that.

Wally: I am hearing all of the comments, and agree this is not the right tool to fix this. It is something we need to address. I promise it is already on my mind and has been brought up by the retreat planning group.

Crystalyn: While I have not seen the revised motion, the amount of time this particular topic took up at the last retreat was highly unusual.

Lisa C.: I want to sincerely apologize to those of you who I did not get the email out to. I am not great at following all the emails and I am sorry if that was not included in my replies. The process has to change. Maybe it is not the right motion, but I support it.

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

**Spirit moved and Sandra seconded that new business placed on the agenda will be fully formed by the time the FFN is released, in an effort to give membership sufficient time for well-thought-out input. This motion would exclude Bylaw motions, as has historically and should remain fully worded as New Business 30 days prior to the Board vote. (Zoom video 1:19:20)**

Spirit: I want to clarify that these are not fully worded motions by the time it is on the agenda, but by the time the FFN is put out. This is something I have been talking to the Board about for a number of years, specifically because people do not understand what the motion is with just a couple of words as place holders. This Board has done better at it, so I am hoping this will not be hard to pass. I think this is a happy medium.

Lily: I like the idea of having fully worded motions ahead of time, but there are also times when things are evolving up until the meetings. If I vote for this motion, I want to make sure that it does not prevent us from making changes as we go. If a fully formed motion is changed by a friendly amendment at a meeting, then it has not yet been published in FFN. I am trying to understand how this would work, because sometimes things do evolve and a three-week deadline to get information in the FFN does give us enough time to do our work.

Sandra: You can still have a robust amendment process. What this does is give membership and people who might be interested in a topic some idea of what direction that it is going. We put place holders up sometimes when nobody knows what it means. You can still go through all kinds of amendments. Part of the discussion would be changing that motion to fit perfectly into what you want to have happen. It gives an alert to people who are interested, and if they want to offer input or not. This will help with transparency.

Palmer: I see this motion modified on New Business, and amended to state that motions will be fully formed "as often as possible," or something like that. Even the most recent motion that we did not pass was modified when the motion was being discussed.

We are elected by the membership to do the membership's business, and I love the fact that members can join us on YouTube or Zoom. But this also runs the risk of crippling the Board's business. The way this motion is written means you have to have your motion fully fleshed out a month and half in advance, and that is restrictive.

Sue: I appreciate the intent, but I am concerned if we have to do too many friendly amendments then it is going to slow our process down even further. If the wording could be changed that we will do our best to put out complete ideas, then I would be in favor. It is too restrictive.

Lisa P.: I also appreciate the idea of having more clearly thought out ideas on the agenda as new business. Quite often, the fully formed motions come out of the discussions. I am concerned this would create a more cumbersome process that would take longer to get things done. We are already struggling to get our work done, and this feels like another obstacle.

**Peaches offered a friendly amendment to change the wording to: "In an effort to fully engage the membership in upcoming Board business, when putting up New Business, motions will be as fully formed and comprehensive as possible."**

Spirit: It could also say that it is recommended that New Business is fully worded. I definitely am OK with a friendly amendment. I want to address a couple of things that might help us work it out, and acknowledge now is the time that we do really need to work it out. Depending on who is making a motion, I am not seeing a lot of us discussing any of our motions. Sometimes, like the way Hilary did with having a work session, but this was not really a motion for a full work session. This has been up here for a while and I have not had any feedback one way or the other, except for a couple of Board members. Either way, I have concerns. Lisa C. had a motion up for a couple months, and there was not a lot of discussion there either.

We are consistently limiting member input at meetings. I do not think this would extend the meetings, because we are limiting member input to a minute or minute and a half, per person for the whole agenda. This gives people an opportunity to be more concise with their input if they know a little bit more. To me, it doesn't have to be exactly fully worded.

Spirit asked Peaches to read the suggested amendment again.

Peaches stated, "In an effort to engage the membership in upcoming Board business, it is recommended that motions put up for New Business will be as comprehensive and fully formed as possible."

Spirit: I would accept that friendly amendment. That makes a well-rounded motion. Sandra agreed.

Paxton: I am a little confused, and ask the amended motion to be read again before we vote. In the past we have dealt with this subject at the Board retreat. We spend time on meeting processes and how discussions are run. I do like the additional notice and would like to see us get more things online. I think we are doing that, and dislike this motion.

Wally: I also think the motion is too restrictive. The amendment almost makes it too loose. To the comments about member input and how meetings are run, it seems better to address it as a whole and not piecemeal. We need to look at how it all plays together, how we get member input and how we make motions and an entire system.

Spirit: I like the idea of putting this on the retreat agenda, and looking at the whole agenda as well, and this could be a part of it. If we have commitment that this will be on the agenda, I would be willing to table it. I will bring it back if we do not address it at the retreat, but hope it can be fit in. I am happy to see if we cannot work this out with the Board, and the new Board as well and come up with something we can all get behind.

Wally: I do not know yet about this as a retreat agenda item because we are considering screen fatigue issues due to meeting online. We have a short weekend retreat, and are talking about continued online sessions. We can talk about how to include this soon in a similar fashion, and is something we should address.

Lily: A group of about six Board members has been working on the agenda for the Board retreat. The meeting process is on the list of things we want to do, but there are about 18 different topics for sessions we want to have at the retreat, all of which are incredibly relevant to the way we do business. This one is not just in the Board retreat intentions, but also the NAO recommendations addressing the way we conduct our meetings. If we table this today, I am willing to include it in a work session.

Aaron: I spoke to our consultant and he has agreed to give his time on this subject at the retreat at no cost. If we decide as a group, then that could be the first step in having a working assembly to flush it out even more. If we are not going to pass this tonight, we have an opportunity to work on it further in the future and come up with some good solutions.

Spirit: I am hesitant to pull this right now. It has been tabled for so many months, and we are near the retreat where we do have the consultant for a couple of hours. I am going to table it one more time, in the hopes it will be on the agenda at the Board retreat. So, thank you for the discussion. I guess this is how we have to do this right now.

**Aaron moved and Lisa C. seconded that 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. (Zoom video 1:36:38)**

Aaron: The past couple of years we have had lengthy discussions about the Guidelines. When changes were submitted, they were not really vetted by the membership. The Board needs to make sure that the members have an opportunity to talk about it. I do not see the need to get involved in an operations discussion about how this will happen. Committees and individuals can start doing their work in a way to make this possible for the vote to happen in whatever month makes sense. The objections to this in the past were about "we only print at this time." Well, you need to get your recommendations out earlier. We can still meet the printing deadline, or we can get a different printer, whatever. That is operational. This is the policy that I am going for.

Crystalyn: Having attended a lot of committee meetings, this has been discussed by many of the committees that submit Guideline change requests. This has not been vetted with them, but they all have significant concerns regarding the timing. They typically do not meet in July or August. They need a couple of months to meet and talk about issues, and it has to do with the timing of the Guidelines. We do not need to get another printer. It is about needing to get the information out for our upcoming event to include with booth registration packets and distribution to coordinators.

I understand the desire behind this motion. The Committee Best Practices offers instructions on minutes and communications, and many concerns can be addressed by getting information from the .net site. All of the recommendations are published in the FFN.

Palmer: I will second most of what Crystalyn said. Everything is published, and this is a restrictive guideline. How are you going to contact stakeholders 60 days before the Guideline changes have been approved by the Board? It does not seem realistic at this point, especially with having so many paid employees on furlough.

Spirit: This one is important to me because it is dealing directly with people's livelihoods. What happened last year with so few crafters being fully informed with something that directly affected the booth holders was really unfortunate. Many complained they were not communicated with. I know there is an agenda thing early on in the year, things get busy, but emails can be sent letting people know what things are on the agenda regarding Guidelines and they need to be involved. People are checking the .net site, and it can be a simple reminder. This gives time for more communication with the Craft Committee.

Sandra: This is something that does need to be corrected because communicating with your stakeholder group is really important. A lot of these stakeholder groups are easily identified. Getting email addresses and sending things out to those folks should be part of the process, and asking for feedback on how it affects the entire community of people. You can be thinking about Guidelines all through the entire year, not just after the Fair. This promotes communication with the various stakeholder groups. It is good process and I am in favor of it.

Lily: This is another good idea to fixing a problem that we have, but I have questions. Is this a single-issue motion for just the Craft Committee? The Guidelines encompass so much more than that and what your job is at the Fair. It is about how we treat each other and the way things get done at the Fair. For some of those, stakeholders are harder to identify and reach out to.

This is also a rigid structure that does not allow for evolution and being dynamic. If the Guideline change recommendation has to be printed for two months in the FFN, and then it comes to the Board for discussion, those Guideline recommendations get changed

during the meeting. We make negotiations and things get clarified, so the FFN would have the intent, but maybe not the final wording.

Aaron: I think the conversation needs to be had with all the stakeholders, if that means sending out blast to all our emails lists. There are certain crews that have access to emails that we do not through our central dispersal information. I am trying to work on a better communication system, but we are all working on that and it is going to take a while. It is not just about the Craft Committee, entertainers, food booths, or anything of that sort.

For example, I am on the Fire Crew. The Fire Crew put in a Guideline change to require everyone have fire extinguishers in their campgrounds, and that is important for the whole Fair. When I say stakeholders, I mean everybody. I am certain Spirit is speaking because she also has a business tied to the Fair as a t-shirt maker, and is more aligned with crafters. I am more aligned with crew because that is where I come from. The intent is for everyone. This is not specific to anyone. We had large discussions about a Guideline change to the code of conduct two years ago. We had large discussions about the last ones that happened to be about crafters.

I look at Guidelines like administrative rules. They are almost like laws and we are required to abide by them. So, they should be vetted well before they are put into effect.

Paxton: Part of this seems to be a breakdown in committee or crew work in not identifying stakeholders and contacting them. Rarely is a Guideline change being recommended on its own by an individual. There is a breakdown early in this chain. I am fine with the schedule we have. To move things 60 days ahead puts us in December, and that is not a month where much work gets done. I do not see this as a practical solution to the problem.

Crystalyn: A lot of the requested Guideline changes are holes that were discovered during that year's event, and some can be talked about for a long time. I hope the people that this would affect the most, like an employee and some volunteers who work on the Guidelines committee, can be consulted for their opinion before this is passed.

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

**Lily moved and Lisa P. seconded the Equity and Inclusion Advisement Team Proposal from the Diversity Committee August 3, 2020, Board Motion: (Zoom video 1:50:45)**

**"As amended, establish an Equity and Inclusion Advisement Team to advise the Board of Directors and management, and request the Diversity Committee to propose specifics to the Board that defines the team scope, procedures, and criteria for appointment."**

**Scope: The Equity and Inclusion Advisement Team will be advisory to the Board of Directors and the Executive Director and serve as a means for decisions to pass through an equity lens. Among the factors that might be addressed through that lens are the following:**

- 1. What values, beliefs and assumptions underlay the topic under consideration?**
- 2. Who should be involved in informing the decision?**
- 3. What is the likely impact of the decision vis-a-vis existing disparities, institutional inequity, intentional benefits or unintended consequences, and the different groups for whom the Fair is striving to be more inclusive and equitable?**
- 4. What are possible revisions to the decision being made that would promote equity and inclusion?**

**Appointment:** The Diversity Committee recommends that this team be comprised of at least three persons selected by the Board of Directors from a pool of applicants solicited and recommended by the Diversity Committee. Applicants should be experienced working in and on race dynamics, equity issues, and relations in regard to culture.

**Procedures:** The Diversity Committee recommends that this team, at its discretion, is able to be present and able to offer its viewpoint at all open and closed meetings of the Board of Directors and adhere to the same confidentiality requirements as Board members and officers (see next paragraph). The Diversity Committee also recommends that the team meet monthly with the Executive Director and monthly with Fair staff. (Based on history, the Diversity Committee estimates that this might involve a minimum of 8 to 10 hours per month for each team member.) Both the Board and the Executive Director would also be able to use the team in other ways.

Given the expertise desired of team members and their challenging role, the committee recommends that team members be paid for their service. In addition, the committee recommends that the Fair enter into a contractual relationship with each team member specifying compensation, requiring adherence to the Board's existing confidentiality requirements, and making each team member liable for any damages to the Fair should they violate confidentiality.

The Diversity Committee recommends that the Board of Directors allocate \$15,000 for potential team compensation for six months. With an understanding that this amount is well below what team members would normally receive as compensation for this type of work, the committee feels that this amount is the minimum necessary for the advisement team to be successful. (The committee projects that the team would be appointed by the Board of Directors at its December meeting.)

The committee recognizes that the team's role and function will evolve over time and that the work of the Diversity consultant(s) to be hired under the recently distributed RFPs will likely inform those changes.

Lily: That is the entire proposal, and is available under Board Working Documents on the oregoncountryfair.net site by clicking on Board of Directors, then [10/5/20 Board Meeting: Relevant Documents](#).

I hear your concern, Hilary, that the \$15,000 was not something that was talked about in the budgeting process, but the Diversity Committee meetings were open to the public and people had a chance to give input there. I am happy to answer any other questions.

Spirit: To be honest, this was a complete shock to me when I saw the \$15,000 request because we discussed a \$600 stipend potentially. As well, we talked about closed sessions very specifically and I inquired about this with other Board members. A committee member responded to specific concerns, and there was an understanding that there was not a need for them to be included in closed sessions.

I feel blindsided by this because I did try to adjust this, as well as the pay, at the last meeting where I was talked out of the discussion. Either way, this is a big number and we already have a number when we do not have an income. I would like to flush this out with the consultant, and go from there. So, I will be a no vote tonight, although hoping we can do better in the future.

Sandra: I did attend the diversity meeting and expressed concerns about the budget cycle and this amount, because the last time when we were talking about this team, we also

talked about our volunteer culture. We discussed a \$600 stipend per year, and whether they would or would not be employees. I thought we would be talking about something in that range or up to \$2,000 or \$3,000.

We have a lot of unknowns going into our budgeting for next year. The budget cycle is just beginning. This is not a \$15,000 budget, because that is for six months. It is really \$30,000 as I am sure no one wants this to end at six months. Without knowing what our potential income is and all the obligations we have, it is shaky. People complain we do not have enough staff time, but we have to keep the lights on and we cannot write bad checks. There are too many things we have to do. We did give the Diversity Committee the authorization to raise money. Perhaps we could put \$2,000 to \$3,000 for this and they can have a dedicated account for fundraising for different projects relating to the Diversity Committee.

This has to go through the budget process, and we can balance out all the different and huge issues of no income coming in, to even contemplate something at this level. I would ask this goes back to committee and we rethink some parts of this. I do not see how we could approve this number, at this point, and whether we need to look at other obligations we have with very limited funding.

Crystalyn: To make distinctions clear, we have a lot of professionals who volunteer for us. This is different because we are asking people to come and help us stop being abusive towards them as individuals. We have an issue of racism and systemic white supremacy that is affecting BIPOC. And we are now asking BIPOC to come and tell us how to not continue to abuse them. It is vastly different than any of our other volunteer roles.

Aaron asked Lily if she was willing to take the motion back to the committee before they took a vote.

Lily: I would rather take it back to the committee if it does not pass. This is the work the committee was asked to do. I would like to go to a vote, and give the Diversity Committee a chance to speak. That is why we are talking about it tonight.

Jack and Lisa P. ceded time to Diversity Committee members.

Jon S.: To deal with ensuring confidentiality, we wanted to establish a contractual agreement between the advisement team and the Fair. That is one reason to pay them something. You cannot have a contract if you are not exchanging something of value. That is one technical reason for that. Other committee members are here to address why it is important to pay these folks something.

For me personally, if the Board is uncomfortable with \$15,000, allocating something so that we can get started and get the team in place by the first of the year, and maybe address the budgetary questions further in the budget process that you are going through ending in December or January might be another option.

Thom: First, I would like to apologize for people who feel betrayed by bringing a money amount to something that once was identified as a volunteer role. This did evolve under a course of discussions that we had. What we are asking for is an expertise in a field, not just ordinary volunteers.

Second, as evident at committee and Board meetings, there have been interactions. Many of them have been completely inadvertent where people from marginalized communities were hurt by things done and said by people in privileged positions. This is the issue of suffering that we are trying to address. For those of us who are privileged, we do not see this except when we see the hurt. There has got to be a better way. In order to do

this work, the experts will be involved in our behavior that hurts. There is no way that we can have people doing this work, without at least some compensation for it.

I realize there are severe budgetary issues at the moment, but the world is changing beneath our feet. If the Fair wishes to grow into the future and not become irrelevant, this is an issue that needs to be addressed urgently and immediately.

Melissa: I also see the budgetary restrictions we have. I feel like this is an area where we can utilize more fundraising. I agree the motion has evolved over time. Initially, I also thought this would be a good way to plug in our volunteers. When the committee members helped craft this motion, it became clear that it was seen as a professional paid position because of the things mentioned like the sensitive nature of the topics with contractual agreements, and emotional labor put forth.

It was also discussed that the consultant be present at open and closed meetings. With the recognition that sensitive topics may be discussed at those meetings, those are exactly the ones that may benefit from a diversity and equity lens. We see this motion as a partner in the processes of the Fair, and somehow, we should be able to get this done. Whether we want to try and start with a lower figure, it is important to start and move in the right direction.

Brooks: I also want to apologize if we blindsided anyone. That was certainly not our intent. We have been meeting almost weekly, many long hours, trying to work through these four motions.

There is the idea that BIPOC and queer people are not volunteering, but they have spent hundreds and hundreds of hours of really emotionally-sensitive work to get to this proposal and give you the sense of what we are dealing with here, and everywhere.

This is going to take a long time. It is \$15,000, and this organization recently bought a winery. It shows you where we have our priorities, which is in acquiring more land and using that to select a few white people to benefit. I get the world has changed and we did not have an event with our income source, but two people on this committee proved we could fundraise by reaching 10 percent of this amount in less than two weeks. We used those funds to arrange for a full day series of workshops, talks, and bands to play during virtual Fair.

In talking with staff and members for their input, we are hearing a cry and plea for this work. Many of us are doing this work intensely and laboriously, reliving our trauma over and over again because we care about this organization. We are delayed and given half arguments.

These issues go to who we are as an organization. What is important and who are we? Look at the world, and what are we doing that is important? I like Sandra's proposal of putting up a down payment because this motion needs to be passed. We have to move forward, and we are late. The white militias are being called up. This organization is late to the game.

This is temporary and this is just what we have to do now to get people in the room to help us make the difficult decisions that we have all talked about we need to make over the next year. If we are going to make those decisions without Black or queer people in the room, then we are going to continue to perpetuate white supremacy in this organization.

I ask you to please call in reinforcements, and to ask for and accept help. Sell an acre if you need to pay for the work; it is really not hard. I realize this is intense, but this is very personal to us and it is not some abstract thing. This is our soul we are talking about. This is not a path through the woods. I appreciate you listening.

Lily: Another Board member asked if we would accept \$5,000. I checked with three or four of the members of the Diversity Committee who just spoke by private message. I am wondering if Lisa P. will agree until this can go through the budget process. Then we can potentially award it more money in the process.

Lily asked Lisa P. if she would accept an amendment to \$7,500, and Lisa P. agreed.

Aaron: We have set money aside for a consultant to look into all aspects of diversity of the Fair. We should follow through on it. We should also set money aside for education. I am not downplaying the professionalism of the folks who can be helpful to us. We have volunteers who are professionals who are planners, attorneys, firefighters, CPAs, and psychologists who all work for free.

Sandra: This is hugely important work and we do need to get going on it. I would like to hear the treasurers' opinions about the figures, as I would definitely go for \$5,000.

Palmer: I wish it would stay at \$15,000, but I would take \$7,500.

Hilary: Our budgets run until December 31. So, when you say you are budgeting for six months, that is not really how we do it. If the revised amount goes through to December 31, it puts you closer to the amount of \$15,000 for what six months would do. If we are doing \$30,000 for one piece and \$20,000 for another two pieces of it, this is still a huge chunk of a budget with very little money coming in.

We do not yet have a big picture of what our budget is going to be, and the priorities of the Diversity Committee. It feels like a moving target when they keep coming back asking for more, and I feel frustrated with it.

Lily asked Hilary if our budget could accommodate an amount for two months to get through December.

Hilary: Everything is an opportunity cost. We do not know. We are dealing with uncertainty. The last time we talked with the Diversity Committee, they said everything else would be covered by fundraising. Anything above those guardrails will eat into the amount of cushion that we have. If we arrive at the end of 2021 and cannot do an event in 2022, that is disastrous. We have trees and a pump that we need to repair, we have employees we are struggling to keep on, and it is hard. This is a huge increase in the amount of what the entire project is costing.

Lily asked Hilary about allowing the Diversity Committee \$7,500 if they fundraise.

Hilary: The committee can spend as much as they fundraise, and that is what the motion before did. I am more comfortable with \$5,000. This would be for October, November, and December as we do not typically carry forward. We reset, and then things need to be reapproved for the following year.

Lily asked Jon S. if \$5,000 was enough to get it passed.

Jon S.: If we are talking about money that can only be spent until the end of the year, then \$5,000 would be fine.

**Lily and Lisa P. amended the financial part of the motion to read: The Diversity Committee recommends that the Board of Directors allocate \$5,000 for potential team compensation through December 31, 2020.**

**Motion passed: 7-3. Aaron, Lisa C., and Spirit opposed.**

**Sandra moved and Lisa C. seconded to approve the OCF Employee Manual from the Personnel Policies Committee. (Zoom video 2:24:41)**

Sandra: The Personnel Policies Committee has worked closely with a human resource professional. We followed best practices and were in keeping with industry

standards, so that our final product would be a road map for the ethical and legal treatment of employees. The HR professional's help was invaluable as we updated a version of the manual that was last updated in 2010. The committee started to compile the basics of what we needed to do last December, and now have an updated OCF Employee Handbook. Much of it is legal, so it has been vetted by our attorneys. After the Board feedback on the handbook, and senior staff on the safety section, we went over the handbook again making final changes where needed.

The Employee Handbook is an important tool for this organization. This is an important communication resource for both the employer and the employee. It provides guidance and information related to the organization's history, mission, values, policies, procedures, and benefits. It contains the information on the working conditions and behavioral expectations that guide employee actions in the workplace. The handbook makes it clear what the employer is expecting from the employee and is a shared approach to addressing workplace issues so we have the best potential for a harmonious, fair, employee and employer supportive workplace.

I hope you all vote for this. We have had two opportunities for feedback, and have addressed all of the concerns that have been forwarded to us.

Crystalyn: I want to express that all of my senior staff questions have not been answered. There was one small part where Shane and I provided feedback. There were more questions and things were not really clear. I would hope that the Board would be providing clarity, and I have not heard anything since.

Peaches: I want to thank the committee for doing the work and consulting with the lawyers. In addition to what Crystalyn just said, was this ever shared with the membership?

Lily: I do wish membership had a chance to read this, as there is some value in membership expertise. I read some things that did not make sense to me, and there are professionals in our ranks who I would have liked to hear from.

Sandra: This is a personnel issue, largely legal, and HR best practices are involved. Something like this is not typically shared with membership. Once this is approved, these are the guidelines by which we manage our staff and it will be shared with them. It is typically not shared with staff either, although we did share the staff part with them.

Referring to what Crystalyn said, some of it is just a matter of education in the matter of ways to handle difficult situations, but would not be something you would put in a handbook. We went through every comment one by one, made necessary changes and made notes where we would be communicating different strategies for them.

Crystalyn: There are also things in the handbook that imply the Board has approved things, but they have not been discussed. For example, an HR Committee. What is its purpose and who will decide who participates?

Sandra: The HR Committee was removed from the document.

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

**Jack moved and Lisa P. seconded the following motion: 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. (Zoom video 2:33:20)**

Sandra: My only problem with this is that it is out of order. The Oregon State law reads:

(1) A member of a public benefit corporation or mutual benefit corporation may not be expelled or suspended, and a membership or memberships in such corporations may not be terminated or suspended, except in accordance with a procedure that is fair and reasonable and is carried out in good faith.

(2) A procedure is fair and reasonable if the procedure takes account of all relevant facts and circumstances or if the articles of incorporation or bylaws set forth a procedure that:

(a) Gives the member notice in accordance with ORS 65.034 not less than 15 days before the expulsion, suspension or termination and states in the notice the reasons for the expulsion, suspension or termination; and

(b) Provides an opportunity not less than five days before the effective date of the expulsion, suspension or termination for the member to be heard, orally or in writing by a person or persons authorized to withdraw the proposed expulsion, termination or suspension.

Spirit: I have the same concerns as Sandra. I also reached out to ask some clarifying questions of Jack regarding what this might look like to see what services might look like, and I did not get a response. I asked Wally for an update for where he was with this person, because this is a process that has some precedent. We have a consultant coming in to discuss with us how we deal with specific things. I want to see this process play out with an Executive Director, what that looks like, and making recommendations to the Board. Right now, I feel like we would be stepping all over Wally's toes. I think we should wait.

Lily: This motion specifically addresses Sandra's concerns. This is not removal of membership. This is saying the things that could happen before the removal of membership. I also think it is inappropriate to ask Wally where he is at with this. Conflict resolution within this organization needs a realm of confidentiality. I am hopeful this does not step on Wally's toes, because this is just a parallel process to what he may be doing, if he even has a secondary process. It is uncomfortable to talk about someone at a public meeting like this, but I would like to give it as much confidentiality as possible and let the conflict resolution process have a chance.

Crystalyn: I fully support this motion, and we need to start saying "no" more strongly to racism.

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

#### **President's Peace (Zoom video 2:41:18)**

Jack: I am really sorry we did not pass the last motion. Given the situation, this is a bad message. Restorative justice certainly would have been an important piece of coming to a resolution to give respect to the Board.

I love you all.

#### **Draft Agenda for the November 2, 2020, Board Meeting Remote Online Meeting 7 pm**

New Business, move to Old Business: approval of OCF 2020 Elections  
Approve October 5, 2020, Board meeting minutes

Approve the continued partnership between OCF and Portland State University, Institute for Sustainable Solutions, phase II, as proposed by ISS to further work toward the OCF's goal of becoming a carbon-neutral event by the year 2025 and allocate \$7,889, to be matched by ISS in the amount of \$10,800 for phase II of this partnership — Peaches

Call out for members with experience to assist the OCF fundraising team in the formation of a donor database and the further development of fundraising strategies for OCF projects and programming — Peaches

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

Direct Bylaws Committee to perform a comprehensive review and update of the Bylaws — Lisa P.

Recommendations of Bylaws and Elections Committee, to include Board composition and term length — Paxton