

Board of Directors Meeting
January 4, 2021, 7 pm
Zoom remote online and live streamed on YouTube
YouTube recording link:

<https://www.youtube.com/watch?v=Ma6T8CFsYtk&feature=youtu.be>

(subject to approval by the Board at the February 1, 2021, meeting)

Board Directors present: Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman (President), Cynthia “Peaches” Peachey, George Braddock, Lily Harmon-Gross, (First VP, alternate), Lisa Cooley, Palmer Parker (alternate), Paxton Hoag, Sam Rutledge, Sandra Bauer, Spirit Leatherwood and Sue Theolass. **Other Board Officers present:** Heidi Doscher (Membership Secretary), Hilary Anthony and Lynda Gingerich (Co-Treasurers), Kimberly “Kimmo” Howard (Recording Secretary), and Lisa Parker (VP of Bylaw and Policy Compliance).

Announcements (YouTube video 1:55)

Lily: We invite you to attend a Board work assembly regarding 2021 event scenarios scheduled for Monday, January 18, 2021 at 6 pm. The management team, BUMs and others worked on the proposed event scenarios, and this work assembly will be to discuss what preparations will be needed. Anyone is welcome to attend, and questions can be submitted via email to lilyclearwater@gmail.com.

Palmer: January 18, 2021, is also Martin Luther King Day.

Minutes Review (YouTube video 4:10)

Sandra moved and Spirit seconded to approve the December 7, 2020, Board Meeting minutes.

Lisa Parker: The Bylaws Committee report showed Lisa C., but it should be Lisa P.

Sandra moved and Spirit seconded to approve the December 7, 2020, Board Meeting minutes with amendment to the Bylaws Committee report.

Motion passed: 10-0.

Personnel Update (YouTube video 5:45)

Colleen: With sadness and gratitude, we announce that Wally has resigned as our Executive Director. We take this moment to thank him for his many contributions, including his work on Fair Cares, diversity, and fundraising. We wish Wally the best in all his future endeavors. Thank you, Wally!

Statement from Wally: I am grateful for the opportunity to serve as Executive Director for the Fair. I wish the best for the community, and I am still committed to doing what I can for the Fair.

New Business (*YouTube video 7:15*)

AJ: I move to appoint Colleen, Lily, Lisa Parker, Sandra, and Craig to the ad hoc transition committee, empowered to finalize contracts and agreements including: the scope of work with Page Two Partners and hire Page Two Partners recommended Interim Executive Director, Elizabeth Field.

AJ moved and Sue seconded to move appointing Colleen, Lily, Lisa Parker, Sandra, and Craig to the ad hoc transition committee, empowered to finalize contracts and agreements including: the scope of work with Page Two Partners and hire Page Two Partners recommended Interim Executive Director, Elizabeth Field from New to Old Business.

Spirit suggested to amend to the motion to say Craig Smith, since he is not a Board member. There were no objections.

As amended, AJ moved and Sue seconded to move appointing Colleen, Lily, Lisa Parker, Sandra, and Craig Smith to the ad hoc transition committee, empowered to finalize contracts and agreements including: the scope of work with Page Two Partners and hire Page Two Partners recommended Interim Executive Director, Elizabeth Field from New to Old Business.

Motion passed: 10-0.

Paxton moved to appoint Kimmo (Kimberly Howard) to the Bylaws Committee.

Sam asked for a vote on the ad hoc committee's review and recommendations at the February meeting regarding proposal to involuntarily terminate or suspend the membership of a member.

Sandra submitted a motion regarding creating a Fixed Assets Policy and Priorities Committee.

Member Comments (*YouTube video 12:00*)

Lucy: I wanted to express some disappointment that the fundraising efforts were not more robust. I would expect to see a letter going out to folks on our newsletter mailing list to do direct fundraising, and was disappointed that did not happen. I went ahead and made a donation myself that I sent to the Fair office. Thank you.

Dean: I want to comment on the previous Board group of members, there was an agenda item about changing the number or length of terms for Board members and I do not think it ever came to a vote. My understanding is that Board members would do three-year terms and there would be 12 board members serving, so every year four new members would be voted in.

I support this because the KOCF radio station is governed by the Board of Directors and has control. If the Board has more than a 50 percent changeover, then KOCF has to go to the FCC and get approval for the new Board governing the radio station. By changing the terms of the Board members, it will change things dramatically for the radio station.

Aaron: I want to comment on technical difficulties. The Zoom link does not work, so that is why you are not getting much member input. Let us find a way to fix that next time.

Colleen asked for the online technical folks to fix the technical issue.

Paxton replied to Dean's comments: The motion on the term limits has been sent to the Bylaws Committee and is being actively worked on. I encourage you, Dean, to send your comments to the Bylaws Committee, because it is pertinent.

Heather: Because we could not get into the meeting could you please post Wally's letter somewhere right now so it can be read by those of us who were trying to use links that did not work?

Colleen offered to read Wally's statement: I am grateful for the opportunity to serve as Executive Director for the Fair. I wish the best for the community, and I am still committed to doing what I can for the Fair.

Heather: Was there a statement about when his resignation is effective?

Colleen: It is effective now.

Treasurer Report and Budget Items (*YouTube video 20:06*)

Hilary: I want to start by thanking Wally. I have enjoyed him and look forward to seeing him in the future. I look forward to his good tips about Fair food, and it will be nice to see him again.

We made it through this crazy pandemic 2020 year. In my accounting world, the years are bundles so the Board report that had the financial statements for 2020 this year are significant. It is going to show what happened during that entire year, but they are not completed yet. At this point, there are still payables that will accrue and we do not have the endowment earnings, which could be fairly significant for the fourth quarter of 2020.

We also have a few capital projects this year, booking depreciation, bank reconciliations and final adjustments to work on. All these matters are the basis of the draft final report. Even in this horrible crazy time, we had more money than income, and more income than budgeted. We also had fewer expenses.

We will give updates to our guardrail scenarios and look forward to what we can do in this next year safely to get us to our next event with some revisions. Lily will be making a motion later that we are responding to the passage of the new COVID Relief Act. We will find out what we can qualify for, whether it is the second phase of the PPP, small venue relief, or other provisions. Those opportunities will help us decide what activities we decide to do, and the timing of things will affect the payroll. We want to get through this safely and will still have a lot of uncertainty. In the meantime, the treasurers, staff, Budget Committee, and others have a lot of work to do.

We have got short-term planning issues that we need to figure out, and hopefully we can start rebuilding our financial strengths and be able to add back in projects we had prioritized. We will need to rethink the automatic designations, and go back to the first steps of

planning since we are in a different situation than we were before. Lynda and I are hoping to work with the Budget Committee to make the process efficient and effective so we can manage, steer and plan, and take a step back to think it through more clearly.

Lynda: I will give a quick update on the Budget Committee. There was no activity this month as we are waiting on more details on the event scenarios. Once we do, we will become engaged again and look at the financial impacts.

Lily moved and AJ seconded the Board authorize the OCF managers and officers to apply for pandemic relief programs including the second Payroll Protection Act and other provisions the Oregon Country Fair may be eligible for, including the relief for independent performance venues. In order to apply for these provisions, the Interim Executive Director may modify the payroll plan in order to staff the application process, the timing and workload of staff as described in proposals for the 2021 work plans, and budget may be adjusted to take advantage of the provisions of the PPP and other relief programs. Changes are to be ratified as information and decisions allow.

Lily: The purpose of having this motion is so when a new grant or fund comes up, staff and the interim ED are empowered to act very quickly because some of the grants only have a short window of time to take action.

Jon S.: Would this include things like the Oregon Community Foundation's grant cycle that comes due early in February, and the other funding cycles at other foundations that are giving money for COVID emergency operating funds?

Lily: This includes any type of grant that our staff and executive director see fit to apply for.

Robin: In reply to Jon S., there is an exciting grant from the Oregon Arts Commission that is up to \$40,000 for operating costs that was advised to me by Liora Sponko, who used to be one of our staff members and executive director for Lane Arts Council.

Hilary: As we learn about the details of the PPP and the requirements to qualify, we may have to accelerate the work schedules of staff in order to be eligible. I appreciate that the motion verbiage is open-ended so we can stay nimble and flexible.

Motion passed: 10-0.

Lily moved and Sandra seconded the following check signing motions:

1 a) The Board directs the treasurers and staff to remove John "Jack" Makarchek, Stephanie Talbot, and Wally Bomgaars as a check signer from accounts at the following financial institutions:

Banner Bank: Money Market, Money Market, Business Checking

Beneficial Bank: Money Market, Beneficial State Bank CD

Columbia Bank: Business Growth Checking, Columbia Bank CD, Columbia Bank Business MM, Columbia Bank Premium Business MM

Key Bank: Business Interest Checking, Key Business Reward Checking, Key Business Silver Savings MM, Key Business Silver Savings MM

NWCU: NWCU Business Share, NWCU Business MM

OCCU: OCCU Business Savings, OCCU Business MM

Providence: Providence Partner CD, Providence Commercial Platinum MM

1 b) The Board directs the treasurer and the staff to remove Norma Sax and Denise Schadegg as check-signers from the following account: Banner Business Checking.

2) The Board directs the treasurers and the staff to add Colleen Bauman, Lynda Gingerich, Hilary Anthony, Crystalyn Autochovich, and Shane Harvey as check signers on all accounts at the following financial institutions.

Banner Bank Comm Center: Money Market, Money Market, Business Checking

Beneficial Bank: Money Market, Beneficial State Bank CD

Columbia Bank: Business Growth Checking, Columbia Bank CD, Columbia Bank Business MM, Columbia Bank Premium Business MM

Key Bank: Business Interest Checking, Key Business Reward Checking, Key Business Silver Savings MM, Key Business Silver Savings MM

NWCU: NW CU Business Share, NW Community CU Business MM

OCCU: OCCU Business Savings, OCCU Business MM

Providence: Providence Partner CD, Providence Commercial Platinum MM

3) Oregon Country Fair requests read/view access for Mary Callaghan, OCF bookkeeper, and Elizabeth Field, while employed as Interim Executive Director, on all accounts at the above-listed banks.

Spirit: In hearing the names being removed and added, I am shocked to hear some of it. It seems like there are a lot of names being added, and is this usual? Is there anything out of the ordinary?

Hilary: Adding our second treasurer is the only new change. Managers have always been included. Our bookkeeper used to be a check signer because sometimes two signatures are needed. Typically, officers do not sign operational checks, but this is an extraordinary time and it is important in case of emergency and if staff is not available to sign.

The only other unusual thing we are doing right now is changing the account that food vouchers get reimbursed from, so that it does not come from our main checking account. Once that is redirected to a new account, we will add those signers back. We have a lot of accounts that are designated for specific things like the endowment or KOFC, and when we are flush with cash, we do not want to go over the FDIC insured limits at any one bank. We want to keep the accounts so that they are already set up to use when needed.

AJ: Do we have an internal auditor that is paying attention to all these accounts throughout the year?

Hilary: Administrative Assistant Mary Callahan acts as our internal bookkeeper. We hire an outside bookkeeper as an independent contractor who comes in monthly to reconcile the bank accounts. Annually, we hire an outside accountant to do a financial report. As a treasurer, I also look at the bookkeeping at least two or three times per year in great detail, but do not access them daily. We have done what we can to create checks and balances, and are always looking at our systems to ensure it is appropriate.

Motions passed 10-0. Sue was absent, so Palmer voted.

Committee and Working Group Reports (*YouTube video 41:07*)

LUMP report from Paxton: We did not have a meeting in December, but will meet in January. We will start reviewing the green zone documentation in the LUMP manual.

Diversity Committee report from Jon S.: We continue to meet and may be rescheduling our meeting this month if we end up using it for purposes of meeting with the Board at that time. So, we will post on the oregoncountryfair.net site if we have our public meeting this month, and if we end up changing the date and time on that.

I was going to report a little on where we were with working on Wally with the consultants. I hope we can get in contact with the interim ED as soon as possible so that we can move forward with getting those contracts in place. I am sure you all (the Board) received the letter the committee wrote you folks, but I want to reiterate the committee's feeling that we need to move forward with Sam's motion and dealing with the issues behind Sam's motion, and encourage you folks to act.

KOCF report from Sean: Our new transmitter is finally up and running. We have been testing and ironing out kinks. You can tune in to 92.7 on the FM dial and listen to OCF's radio station throughout the Eugene and Springfield area. We have done some exploration on the footprint, and depending on weather and geography we have been able to pick up reception as far south as Yoncalla, west to Walton, north to Harrisburg, and east to Thurston. Big thanks to Dean, Andy, Stu, Randy, Wally Bowen, Ryan, Allen and Steve who are all of our volunteers involved in the operations side and for getting this new transmitter functional over the past few weeks. We are excited at KOCF for 2021, and will be launching two new programs in the near future. One is a Celtic music show and the other will be an indie show. So, keep tuned in!

Virtual Fair report from Kirk: We have begun to meet again and will be looking at ways to make things simpler, what needs more work and attention, and how to generate revenue and community support, and family support. We hope to put together a packet with an outline of the plans and identify budget and support needs by early February. It is difficult to have meetings when key management is on furlough. We are lucky to have Cotterpin join us to share her event and manager expertise!

Lily: As a reminder, we invite 2021 event scenario stakeholders to attend the work assembly scheduled for Monday, January 18, at 6 pm.

Craft Committee report from Sue: We are hosting a Crafters Town Hall (2021 and Beyond) on Sunday, January 24, from noon to 2:30 pm, online. We will be reviewing possible 2021 scenarios and exploring ways to keep the crafting community connected.

Food Committee report from Sue: We are planning a Food Town Booth Hall on Sunday, February 28, online. More details will be announced at the February Board meeting and will be posted on the .net site. The committee has sent a survey to the Food Booth Reps to help with our overall planning.

Old Business (*Zoom video 50:05*)

AJ moved and Sue seconded to move appointing Colleen, Lily, Lisa Parker, Sandra, and Craig Smith to the ad hoc transition committee, empowered to finalize contracts and agreements including: the scope of work with Page Two Partners and hire Page Two Partners recommended Interim Executive Director, Elizabeth Field.

Colleen: To give context, Page Two Partners is a firm we interviewed after it was suggested, and are impressed with their team being well-versed in nonprofit business and change management. They bring an objective perspective and can lead a board and staff through an organization transition, while addressing specific stabilizations, sustainability, and capacity building needs over a limited time period. Their professionals work as partners and back each other up to assist organizations through transitions which typically last about six months, and that will include the start of hiring our future executive director.

Specifically, we will be working with Liz Field who we (the Board and transition team) have interviewed and are impressed with her skill set. She is highly recommended and more details about her experience can be found online at <https://www.pagetwopartners.com/team/liz-field>. Liz has more than 30 years of global experience and has served on many prominent Oregon nonprofits, and leading organizations through challenging and contentious issues. She is experienced in leading executive director search processes, coaching executives and boards, and supporting the onboarding and transition of leaders. Liz has a BA from Amherst College and MBA from Yale University. We are excited and hope the Board will vote to hire Liz!

Cotterpin: Thank you for the work already done by the Board to get us to the place where we are ready to bring somebody like this in. It is no secret that we have grown organically over the last 50 years from a huge group of beautiful and talented blocks of passion. But those talented blocks are built one on the other very organically and sometimes that teeters. A professional interim ED has the strength, authority and expertise to come in and help us turn that into a really solid foundation to grow forward. I am so grateful for the opportunity for us to experience this as an organization, and to examine ourselves, to learn and grow, and be ready to welcome someone new into this organization.

Jon S.: I just took a quick look at the write-up of her on Page Two Partners website. I am curious if you are aware of her experience or expertise in diversity, equity, and inclusion work.

Colleen: It was discussed with Page Two Partners, is part of their commitment, and she answered our questions well. While I do not have the questions asked of Liz readily available, other Board members can speak to that. Liz answered them more than adequately.

AJ: We had a chance to ask some really poignant questions about what we are going through as an organization right now. As far as equity and inclusion she had solid answers, and I walked away believing she is going to keep us moving forward. She mentioned this is an area where she is open to new ideas and things, and knows we are already in motion with some of our new ideas around inclusion.

Jon P.: Has Ms. Field ever attended the Oregon Country Fair?

Colleen: I do not think she has. She is going to be serving in a role as an interim ED and that is what she excels at. We will all be called on to help get her up to speed on our organization, and will be prepared to help.

Mambo: Thank you Colleen, and I will echo what was said about you last month. You are running a very tight ship. I am going to be very blunt. This is not the time to hire anyone.

There are people who I trust who say Liz's skill set is very good, and I am sure it is. Financially, it does not make sense. We are moving forward whether or not we have anybody at the helm. We have to experience the next year and the year after that. This is not the time to hire anybody.

AJ: This is a perfect time to hire someone like this. Our organization has been struggling with a lot of things over the last couple years, if not more, and there was a big thought process that went into hiring this person. A feeling I got right off the bat, is she is one of the smartest people I have ever talked to and will help us clean up some of our stuff. You can bet we looked at our finances and are not going into this blindly.

Spirit: We did discuss diversity, equity, and inclusion, so thank you to those who confirmed the inquiry. I feel fortunate and blessed that she is going to be joining us for this time period. This is a good time for us to tighten things up, especially as we are transitioning to a governance Board.

I want to give Wally my heartfelt thanks. None of us could have expected the pandemic and the difficult challenges that we have faced. Thank you, Wally, for your kindness and full heart.

Paxton: In giving thanks to Wally, I appreciate all he has done for the Fair. This is a perfect time to deal with this as an interim hire. We are looking at some skills that are important to us, at this point in time, given things are in flux.

Motion passed: 10-0.

Sam moved and AJ seconded the following motion regarding the proposal to involuntarily terminate or suspend the membership of a member:

Formation of the Committee: The Board directs the President to appoint an ad-hoc committee (hereafter, the committee) consisting of not less than three (3) and not more than six (6) Oregon Country Fair members to whom the Board delegates responsibility for undertaking all phases of the process described in the Oregon Country Fair Bylaws, Article V, Section (5) (c) related a member's OCF membership. To the extent that anything in this motion is found to be in conflict with the Bylaws, the Bylaws will control and govern the committee's actions.

Notice and Scope: The committee will consult with the Board President and may further consult with the ED and/or the ED's designee to prepare a notice of a proposal to involuntarily terminate or suspend the member's OCF membership for alleged actions contrary to the interest of the Fair. The President will privately convey instructions to the committee including the name of the member in question and the scope of the proposed notice, which will be defined as narrowly as possible to issues arising from a single incident.

The notice must inform the member that based on the information gathered by the committee, including the member's response to the proposal, the committee may recommend and the Board may decide to terminate or suspend the member's membership.

Effective Dates and Hearing Process: The committee will establish an effective date for the proposed termination or suspension. The effective date must be set in a manner consistent with the Board voting on the committee's recommendations at its regular February meeting. The notice must be delivered to the member not less than 15 days prior to the effective date, and set a hearing by specifying a time and method at which the member will

be provided an opportunity to be heard, orally or in writing as they may choose, which must be not less than five days before effective date of the proposed action. Consistent with social distancing related to COVID-19, if the member elects to be heard orally, the opportunity to be heard must be conducted using videoconferencing technology. The notice must be provided to the member by first class and certified mail to their last known address shown on Oregon Country Fair records.

At the discretion of the committee the hearing may hear from others. The hearing will be conducted in private. Board members may elect to attend the hearing to observe the proceedings.

The committee must make findings of fact based on a preponderance of the evidence, and based on these findings must make a recommendation to the Board on whether or not to terminate or suspend the member's membership. The committee must convey its findings and recommendation to the member and the Board President immediately and report its findings and recommendation to the Board at its February meeting.

Once the committee has delivered its recommendation to the Board, the committee will be dissolved.

Sam: This will also include adding to New Business a vote on the committee's recommendations at the February meeting.

Mambo: Thank you, Colleen. Once again, you are running a tight ship. This is disheartening to me on a lot of levels. In no way am I defending his actions.

Colleen: The name has been removed from this motion and from this discussion, and I meant to preface that. We are not discussing names or the incident. We are going to stay focused on the motion as it has been presented and discuss whether or not the Board should do this process of the hearing.

Mambo: The issue I have with this is there is no precedent. We have removed two coordinators in my history with Fair, and at the time of their incidents they took away their coordinator status and did not take away their membership. So, the potential result is beyond what we have done in the past and there is no progressive discipline here, and goes right to off with his head. That is not best practice in any organization.

KP: Considering AJ's reaction to this motion last time, and the fact that he seconded it this time, says a lot about the intent, care, or thought that has gone into it.

AJ: Speaking for myself, I promised the membership that I would not tolerate certain behaviors. Previous Boards may have not had a process or taken action against these behaviors, but this Board will be pressured by me every day to address situations like this. We cannot hide behind the saying that things like this have never happened before. We are planning on being an anti-racist organization and that is where we are moving folks. You are either getting on board or you are not. I love you all, but we are moving forward.

Spirit: Thank you AJ for your grace through this whole thing and taking the time to educate all of us. As a reminder, this is not a motion to terminate or suspend at this point. This is initiating the process in which that may or may not happen. This has gone through many iterations, and a lot of care has gone into making this as fair as possible and looking at the process as a whole, so there is not the feeling of any one individual being targeted. This is how a process should be handled in a fair just way for anybody in this position moving forward. I am

not looking at this as the individual; I am looking at this as the process in our Bylaws. I appreciate the time and care people have taken into this motion, and also the Diversity Committee.

Sandra: Careful thought and collaboration has gone into this motion and process. A lot of people have been listened to and had input. It is a strong approach to dealing with this and giving people closure. We are putting a lot of energy into working on how we deal with these kinds of grievances, racist behavior, and other things that have caused us trouble over the years. We have Fair Cares that is coming online, a new grievance policy, and we are re-doing the Bylaws. I imagine within a few weeks we will have hired the DEI consultants that the committee is currently vetting. There is going to be a lot of change coming. This motion is carefully worked out and I will definitely be supporting it.

Lisa C.: Most know I had some real problems with this. However, from my heart of hearts, I have seen the due diligence of good work that has gone into this motion. It has been thoroughly and thoughtfully procured with an incredible amount of communication and collaborative work. It is a good motion and I thoroughly support it.

Sam: Diversity, equity, and inclusion work is hard and messy. What this Board has been through regarding this motion and the events underlying it is part of that mess. Working on coming through this stuff together and holding hands even when it is hard is part of the important work we do to become the anti-racist organization that AJ was talking about. I applaud everyone on the Board who has taken part. As we are transforming to become an anti-racist organization, we are going to do things we have never done before because you cannot transform without trying new things. I hope everyone is aware of that, and how hard it is going to be. One of the most powerful things we can do is sit with the feeling of discomfort that talking about race causes and to let that feeling be, not push it away.

Colleen: Thanks to Sam, not only for hard work but for heart work he did in working with our Board to help us. This was a team effort with everyone contributing along the way.

AJ: I also want to thank Sam for the incredible way for sticking with us and all the work you did. I appreciate you a lot.

Motion passed: 10-0.

Sandra read the following motion for new business regarding a Fixed Assets Policy and Priorities Committee:

Move to establish a Fixed Assets Policy and Priorities Committee to provide policy and priority oversight and risk management for land, buildings, and equipment. The OCF Board has a fiduciary responsibility to ensure our fixed assets are maintained appropriately and safely and are used in the furtherance of the Oregon Country Fair mission and in keeping with the public interest obligation of the nonprofit. This committee will recommend policy and priorities for the stewardship of the organization's fixed asset investments in keeping with the long-term mission and goals of the Oregon Country Fair.

The five- to seven-member committee will consist of two Board members and three to five community members with qualifications that could include but is not limited to property management, real estate, contracting, land use and project management. There will be a public call out for interested parties with applicable skills. Members would serve staggered five-year

terms and could reapply for a second five-year term after a one-year break. The Site and Facilities Manager would provide staff support. Liaisons from relevant committees are recommended.

Sandra: To explain the rationale for this motion, there is a piece of policy and management of our assets that is missing. An example is that we have not been able to move forward on plans for the winery property because there is not an entity that has a responsibility for helping to create policy and priority for what we can do. With input from George, Hilary, Colleen and others who have a lot of information, a committee name and motion was created.

Spirit: I want to say how proud I am of this Board to be bringing such fully formed motions to the table as new business. I have been asking for this for years. I want to express my appreciation to each and every one of you and for the work put into it by George, Sandra, Hilary and others.

Meeting Evaluation (*Zoom video 1:22:30*)

Paxton: I appreciate the rollcall voting as it speeds up the meeting considerably. This has been a good meeting and I am surprised we are done early. Thank you, Colleen, for your organizational skills at meetings to help us get our work done. I want to thank everyone else for coming as we have 54 people watching on YouTube and 42 attendees at the Zoom meeting.

Kirk: Colleen, you are awesome at running meetings and I have enjoyed you at our Path Planning meetings. You run a nice tight ship, and congratulations on doing that along with your vote. Good work everyone, and thank you.

Colleen: I do vote at the request of the other Board members. I had planned to abstain, but I am here to serve at their pleasure.

Chewie: I am less than thrilled with the way this went down. That motion is interesting to me, and it will be interesting to see how it is carried out by the President. I am disgusted by the fact that this Fair is picking and choosing still, after 35 years of membership in this Fair. I am going to leave it alone and see what the President of the Fair comes up with for this. I am so hurt, and I understand other people are hurt too, but this has been my life, and I am destroyed.

Colleen: It had been a goal of mine to work for unification so we can work well together. Looking at the votes tonight being unanimous is a good sign, and I am glad to see progress. I am impressed with the hard work done this month and thankful for people who have stepped up to do our very best.

President's Peace (*Zoom video 1:27:18*)

Colleen: As we say goodbye to Wally and hello to Liz, I am reminded of all the executive directors and general managers who have served the Fair during our 50-plus years. Each of them brought their special talents to the job, ensuring our continued success in fulfilling our mission. We are grateful to each and every one of them. Thank you.

**The next scheduled online Board meeting is February 1, 2021, at 7pm,
with agenda business to include:**

Paxton moved to appoint Kimmo (Kimberly Howard) to the Bylaws Committee.

Sam asked for a vote on the ad hoc committee's review and recommendations at the February meeting regarding proposal to involuntarily terminate or suspend the membership of a member.

Sandra submitted a motion regarding creating a Fixed Assets Policy and Priorities Committee.