

Board of Directors Meeting
February 1, 2021, 7 pm
Zoom remote online and live streamed on YouTube

YouTube recording link:

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

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

Board Directors present: Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman (President), Cynthia “Peaches” Peachey, 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). **Staff present:** Crystalyn Frank, Liz Field, and Shane Harvey. **Board Directors absent:** George Braddock (Palmer voted in his stead).

Announcements (YouTube video 15:55)

Lily: The FairCARE working group had a town hall for stakeholders about the grievance process changes and updates being worked on. There were about 30 attendees and we were able to get member feedback and acknowledge where more work is needed to improve the process and ensure equitable access. FairCARE will publish the updated grievance process information in the near future on the oregoncountryfair.net site.

Minutes Review (YouTube video 18:00)

Sam moved and Sue seconded to approve the January 4, 2021, Board Meeting minutes.
Motion passed: 10-0.

Agenda Review, Amend, Approve (YouTube video 20:45)

Lily: Add to New Business a motion to appoint Jasmine Guyette to the Elections Committee.

Lily: Update the New Business “ED Search Process” motion to designate the Board chair, working in consultation with others, to develop the executive director search process, including a broad timeline, proposed budget, and involvement of a search committee.

Palmer moved and Paxton seconded to approve the agenda as amended.

Motion passed: 10-0.

Member Comments (YouTube video 23:00)

Craig: Speaking to the Fixed Assets Committee agenda item, it is so important that we take a look at the assets we have and work to maintain them. Personally, I am concerned about

the number of houses we have that are empty and degrading in the weather. I am in support of this motion.

I also support a Fundraising Committee as it is important to take fundraising to a Board and executive director level as is done in most nonprofits. A committee to work on fundraising, sponsorships, grants and a more robust donor campaign to fund projects will help our organization. With COVID, we can no longer count on our essential event to generate the revenue. With other revenue opportunities we will be able to maintain our philanthropic intentions.

Kirk: Hang on loved ones, spring is coming. There will be a presentation later in the meeting about the virtual Fair.

Lisa P.: People who might not otherwise have access, that are in Group 1A for receiving the COVID-19 vaccines, can sign up at White Bird Clinic to be vaccinated. More information is available online at whitebirdclinic.org.

Jon S.: For the Fundraising Committee agenda item, I would like to suggest you think about this in broader terms, in terms of development or resource development, because such a group could also be looking at soliciting in-kind donations which technically are not funds but it is part of the broader development aspect. So, I hope you are looking at more than just cash, but you are also looking at how to mobilize resources from the outside to further the Fair's mission.

Staff Report (*YouTube video 27:45*)

Liz: It's great to be joining you today. I am presenting the staff report to you, but this is a team effort and Crystalyne and Shane are present to answer questions.

As part of this move away from operational presentations at the Board meeting, Crystalyne and Shane will be piloting an Operations Open House session on Sunday, February 21, and Sunday, March 21, from 4 pm to 5:30 pm. These will be opportunities to engage with members (outside of Board meetings). More info will follow on the .net site.

Currently, the Fair is staffed at roughly 70 percent of overall capacity of last year at this time; administration and operations (excluding site and facilities) are approximately 50 percent of 2020 capacity at this time.

I want to emphasize my gratitude to the staff team for welcoming me and moving the organization forward in the face of considerable constraints during this pandemic. The team is stretched thin, as we work to respond to a multitude of needs. We are aiming to streamline efforts and further prioritize how we use our time, and welcome your support on this front.

It is inspiring to see the tremendous commitment and contribution of volunteers. We, as staff, will look to continue to build on ways to leverage volunteer talent, while recognizing the functions that must be handled by staff.

Regarding funding and operations, we were thrilled earlier this month to receive an unexpected \$50,000 unrestricted gift from the Seattle Foundation, following the recommendation of an anonymous donor. A huge thanks to that donor!

Another positive development — our application for the second Paycheck Protection Program was approved for almost \$103,000. This funding will help offset our personnel and operating expenses. Thanks to Crystalyne for leading this effort, with considerable contributions from Mary and Hilary.

Crystalyne, who is budgeted to have additional furlough weeks during the months ahead, will be adding more attention to revenue-generating initiatives.

In terms of site and facilities management, during recent weeks the site has flooded three times, causing bank erosion and tree loss and some booths have been damaged as well. The team will assess and document damage, and begin to reach out to booth reps to discuss next steps. Like Crystalyne, Shane has additional furlough time budgeted this year. His current focus is on compiling winery data for the Board's information — to support informed decision-making on associated options.

Programming discussions regarding a virtual Fair and scenarios will follow, tonight.

Robin has begun initial thinking, with others, on ideas for a possible virtual Culture Jam this year. As ideas take more shape, along with budgetary implications and potential revenue opportunities, we will keep you informed.

I have spent considerable time in January climbing the learning curve, and still have a way to go. I greatly appreciated briefings that Wally provided to me in support of a smooth transition. The Board leadership, my Advisory Team, and others have provided welcomed guidance and support as well. I really appreciated that others are giving me time to settle in.

AJ: I have some questions about how we will assess the damage on our property. I understand Shane is focused on the winery, but do we have other staff paying attention to damage and other issues?

Liz: While Shane is focused on the winery, he is absolutely paying attention and onsite working with his team.

Shane: The staff is all back together, including Jeff. We are assessing the damage and expecting more flooding. We will be contacting stakeholders and volunteers about how to move forward as weather permits.

Treasurer Report and Budget Items (*YouTube video 35:20*)

Hilary: I am excited by the gift from the anonymous benefactor, and want to say thank you. Also, thanks to Crystalyne for working on the second PPP loan. These two funding opportunities make a huge difference for us.

We are working with staff on getting up-to-date budget reports in the Board packets, and will soon have December 2020 reconciled and future cash projections based on the new revenue sources. In February we will work on the virtual Fair budget, and assess where we are in relation to the next event we can have and the capital projects that were put on hold.

We also are working on how to deal with becoming more of a governance-oriented Board and committee, so there are a lot of changes coming. Going forward, I hope we deal with our growth issues and how to control, guide and steer it in an inclusive way that gives us long-term solutions.

Lynda: We will be working on the virtual Fair budget in the coming weeks, along with budget considerations for the other alternative event scenarios. As the Budget Committee weighs in on these things and the potential risks, our goal will be to make it through whole year in order to be able to put on our next live event, as we also consider our community and being together.

Committee and Working Group Reports (*YouTube video 41:00*)

Ad Hoc Committee, report on membership termination or suspension: Sam said that since the formation of this committee, the member in question has voluntarily withdrawn their membership on a temporary basis while next steps are reviewed. The hearing in the motion made last month is withdrawn, but the committee has recommendations for the Board and organization for moving forward.

Brooks: I was selected by the Ad Hoc Committee members to serve as facilitator and chairperson for the committee. The committee also includes Kenya Luvert, Dr. Johnny Lake, Dr. Carolyn Harper Knox, Dr. Alan Cohn, and Philip Moses. We follow the OCF Committee Best Practices Manual as much as feasible and decisions are made by consensus. We would also like to express our gratitude to our Fair Grievance Administrator, Dr. Barbara Short, and to the Board liaisons, Colleen Bauman and Sam Rutledge, for their perspectives and support.

The Ad Hoc Committee that was formed to address the proposed suspension or termination of a member's Oregon Country Fair membership has created a series of recommendations that arose from discussions surrounding this incident.

The committee believes this event has the potential to impact the Fair in a positive and broader way, to draw attention to relational issues and to come up with strategies to sidestep negative patterns. This kind of conversation should not be problem driven — it is reactive rather than proactive, and we should not be behind the curve on these issues. We must do something positive instead of reacting to things that are treated as isolated problems.

What proactive work can the Fair do around race and gender issues? This is a generational issue, and it is not an issue unique to Fair. If these issues are dealt with in an isolated manner, the solutions will be limited, and the problem will keep occurring. We cannot continue to approach these issues in the same manner as we have always done. The Fair has reached a maturation point that requires us to do something very different instead of piecemealing processes together. The Board should take explicit and visible leadership on these issues, and we are making these recommendations to establish that work on these structural issues should live, grow, and evolve in perpetuity.

Ad Hoc Committee Recommendations:

1. Name the problem — white supremacy and white supremacist structures. The ability to be honest about this is the beginning of this conversation, not the end of it. No one wants to

be racist, but all of us are racist because the system in which we exist (society, including counterculture) is racist. We must own it.

2. Recognize the ways our structures perpetuate inequities while formulating strategies to open the systems for fairness, sharing, and inclusion. Once we have a common understanding of the problem, we can begin to address the root of conflict. Challenging structure is where the real work is going to happen.

3. All the processes we have currently to deal with relational issues should be woven together into a unified process. Collaborate with FairCARE to complete a comprehensive examination of how all relational issues are addressed from the most informal grievances (BUMs) up to grievances that reach the Board. Complete an organizational assessment and data analysis about where grievances and conflicts come from. We need to learn the best ways to attend to them. This effort may take two to three years.

4. Create a new and inclusive process for selecting organization leaders and admitting new members to the Fair family.

5. Fair leadership needs to create equity: to share advantages and privilege in the OCF community, to change how the Fair hierarchy functions, to decide leadership and to implement decisions.

6. Develop methods to hear and respond to structures and thought patterns that perpetuate insensitivities and inequities and work to proactively address these structural issues. One option might be to have each committee provide a monthly update that could be included in their monthly reports to the Board. Another option might be creating a physical space at Fair to work on these issues. These are only two suggestions, and this should be worked on, at all times, by the whole of the Fair family.

7. Develop and implement an education program. The power at the Fair is distributed across the Fair. Where is the training for these crew leaders and booth reps regarding equity, relational issues, racism? The people who are making these decisions need education to understand what to be looking out for, what to value, who to be sure is included.

8. Define the process for membership suspension/termination in the Bylaws and better make clear what membership entails. For instance, comporting oneself in an anti-racist manner. Define what a member/Fair family is. Create an inclusive organization that is committed to robust equity. Expand on conditions of membership.

9. The Board has passed a motion to install conditions of membership with universal education that continues and expands as people move into leadership positions. Fund and implement this process. This work is essential and necessary for the organization.

10. Create an ongoing educational component for the Fair — a yearlong process might allow people to deal with these issues to build capacity for the Fair — to build relationships. Look at inclusion and relationship as an ongoing educational part of the Fair. OCF can and should educate the public about equity. This can be a standing part of the Fair's process — this is who we are. We educate people about equity.

11. Address cognitive dissonance of giving up the advantages that one has, especially for those who have worked so hard to attain those advantages. How do you best take care of Fair family without creating advantage? Create an ongoing process, not a one-off approach.

12. The Fair should act as a living/growing organization, not a time capsule. You can have traditions and grow, too. There must be some movement. There must be some growth. There cannot be the same people coming every single year. You are going to die if you are not growing. Lottery passes for staff and conscious inclusion of marginalized communities should be considered, as should proactively increasing diversity in entertainment, crafters, and food vendors.

13. Remind, sensitize, and inform ourselves and our collective community of the expectation and necessity to practice and support inclusiveness, fairness, respect, and awareness to best facilitate and encourage understanding within our community of those among us who do not have the advantages of being white, male, able-bodied, straight, and cis. This practice will work to build trust between individuals from marginalized communities and those with privilege to establish that all are valued. Learn, grow, engage with grace, humility, and generosity of spirit as we continuously endeavor to promote a sense of belonging and affirmation of diverse identities.

14. Fully disclose the nature of an issue when asking individuals from marginalized communities to mitigate problems that are directly related to that person's race, gender, etc. Prepare future committee members about what they are walking into. Tell people when it is about race or about other issues.

15. Accept and implement the recommendations of Board committees unless there is demonstrated legal or fiduciary responsibility to act otherwise. If the Board is not able to deal with these issues, then they should not be making the decisions about these issues. This leads to tokenization and creates additional harm when the perspectives of individuals from marginalized communities are ignored. The Board must respect the process and the committee work that was done and not use pretexts to stifle recommendations of a committee.

16. The motion and process for terminating/suspending a member can work as outlined; however, a clearer description for what triggers this process should be defined.

17. Create venues for collaboration: FairCARE, CeDaR, Diversity Committee, Board, Ad Hoc Committee, etc. can work together to help develop and refine these ideas.

Colleen: Working with this amazing group was inspiring and fascinating, and my heartfelt thanks to them. Also, thanks to the outgoing Grievance Administrator, Kat Kirkpatrick, who helped with setting up this group with Barbara.

Lily: Thanks to Brooks and the rest of the committee for your hard work, agility, and flexibility this past month in this monumental task with short notice to emotionally prepare. I am pleased by all of the recommendations to create a collaborative, holistic, and dynamic approach to conflict resolution. I am heartened that we can identify a lot of places the recommendations are already happening at the Fair, which makes me feel it is much more achievable. The phrase of weaving a unified process is fantastic and I am excited to be part of it.

Spirit: I echo the gratitude. The committee was given a task and then evolved beyond that and brought us words of wisdom. I appreciate the energy put into it, especially in the holistic approach for the Fair instead of the one-offs, and it will be a huge step forward. So, my heartfelt thank you. I am impressed with the professional report given by Brooks.

With the working group, will it automatically include the Ad Hoc Committee, or how will this group be formed?

Sam: I drafted a motion to form a working group with the expectation of getting feedback over the next month and adjustments can be made. I would be the initial chair of the working group and offer an open invitation to anyone in Fair family, with specific invitations to the Ad Hoc, Diversity and Bylaws committees because of the direct correlation, and can include the FairCARE group also. Once the working group has their first meeting, they will elect a permanent chair.

AJ: Thank you, Brooks, for the powerful presentation. I want to go back to the idea that a lot of folks who have been harmed in the recent past, including myself, feel like something was glossed over here. For now, someone has given up their membership, and there is no follow-up. A lot of what we have been talking about went into the committee's report, and how do we make this work — because we just got presented with it not working with an individual.

We need to do a better job of not just forming these committees and doing this work on paper, but how we implement this stuff so that the harm stops. There was a lot of work and a good presentation, but I do not want us to lose the moment and let things slip under the carpet after the events that have brought us here now. I would like feedback on what happens next in addressing the events. It should not be controlled by an individual; it should be controlled by the organization.

Brooks: In speaking for the committee, we agree with AJ. As far as what we can do, I encourage everyone who is listening: In those moments, stand up and say something. Do something and do not let them slip by. It is on all of us to do this work. It is not on one committee, crew or coordinator. We all have to own it, or it is not going to be successful. We need to do a better job of standing up and saying what is right when we see it happen in the immediate term and the structure of the long term.

Barbara: In creating these recommendations, the committee also felt remiss about the harms that had occurred and were not addressed. Yet it was not within the purview of the committee to do so. We created the committee to follow the outlines in the proposal, and that is exactly what we did. Once the situation with the member changed, it took the resolution of that harm or of the issue at hand out of the committee's purview. The committee invested a lot of time and thought toward these matters, and recommendations came from the thought and consideration how that issue came to be.

When the recommendations are addressed by a working group in a collaborative effort across different Fair groups, we can create the structures and systems so that this sort of thing never happens again. It is going to take that concerted effort to ensure the harms are addressed and that our relational issues are healed. I hope it helps clarify, once that person's membership was suspended, it took the act agency away from the committee.

Crystalyne: Thanks to Colleen and the Ad Hoc Committee. This is the process that is being discussed right now and the committee's work was just one part of the organization's response. The operational team also responds to member incidents.

Sam: Responding to AJ, the announcement of the status of this particular member is kind of glossed over, and that is in response to a desire not to talk about the particulars of a member's situation in an open meeting. It may be in the interest of closure for the Board to call a

closed session and have one more discussion about the specifics and particulars of next steps with this member. I do not know that any further Board action is needed at this point, in an open session.

AJ: I agree closure is needed.

Spirit: I want to acknowledge with the resignation of this membership that there was also an apology letter and a question for next steps. The Board has been dancing around the discussion of restorative justice and what that means to all of us in the organization. It should be something that is beneficial in the whole scheme of things.

I also did not like that it may seem as if there is no closure or no next steps. There should be next steps. I hope operations will be working with the member and with the people harmed in defining what those next steps are. It is not fair for those harmed to feel as if there is no way forward, or for them to be hurt so I hope that is considered as we move forward. I hope there is opportunity for restorative justice and to make amends because I believe we need to be a community that models coming together and education, and evolution in this and not just punitive justice.

Ichabod: I think back to an incident back in 1965, when Martin Luther King was being interviewed about the civil rights law (voting rights) that just passed. He was asked if we could make any change. I was awed by his response because he said no. He said things will not change until our hearts change. We have to reach out to people who have racist problems and help them to heal. It is not something we get automatically. It is taught and learned. It is bred into us and we have to help each other unlearn it. We need to reach out and help people heal, and there is no better organization than the Oregon Country Fair.

Colleen: We take very seriously the harm that was caused and protecting people from further incidents. Some steps being taken are not listed here in a public meeting, and this work is still in process. We need to ask for your trust that we are not dropping the ball on this and we are following it out. There was an incident that horrified all of us, and we are doing what we can to make sure it never happens again. Some of that is the education and training we are taking to heart so that we are ready to speak up and own it when there is racism. Thanks to everyone for the hard work by incredibly dedicated good folks.

Virtual Fair group report from Kirk: In order to continue the work to get us steps ahead by the Ad Hoc Committee, Diversity Committee and other work groups this past year, our Fair in the Clouds virtual event presents opportunities to continue to engage in those areas. Last year the virtual Fair had a steering group and many lead people who at this moment we have not reached out to, but they will be contacted. The event last year was crazy and organic as more and more people offered different things.

There is a virtual Fair digital presentation available on the .net site with illustrations, graphs and video links. We reviewed what was done last year and already have good groundwork in place than can be repeated with some improvements. There is a lot of work of talented technical expertise that goes into figuring out how to get all the parts to operate smoothly online, which will require financial support.

The presentation offers analysis on last year's volunteer efforts in terms of the number of volunteers and the number of volunteer hours according to the different roles of leads, support,

and subject matter experts. We also collected streaming metrics as to how many showed up and how many hours were spent, and it was quite a lot and was successful. Given our compressed amount of time and minimal funding, we achieved a wide variety of successes with international viewership, and with merchandise sales and donations bringing in actual revenue.

The goals for 2021 Fair in the Clouds include ample lead time, funding, appropriate staffing, advertising and promotional pieces, pre-registration, and work with craft crews and coordinators. With increased user experiences and online traffic, the revenue potentials include merchandise sales, underwriting, donor support, unique services, and more.

The three main initiatives for the virtual Fair include the 2D experience, m8rix 3D experience, and Community Village. The hope for 2021 is to better organize the groups working on the different initiatives to cross-communicate with each other, instead of working as separate entities so that we can get a better result. We also put together a Gantt chart, which is a project management tool to help sort out complex projects, including the topics of design, establishing teams, visioning and programming, and execution timelines. We will be reaching out to the Budget Committee to determine what numbers are feasible, and will be bringing it to next month's Board meeting.

Crystalyn and Kirk are acting as the contacts for the 2021 virtual event, and can be contacted via email for those with further questions.

Lynda: When can the Budget Committee expect information from the virtual Fair group about their budget proposal?

Kirk and Crystalyn replied that more time was needed.

Lynda: I need to question if it is worth the time and effort, and want us to think about whether we are in the business of doing a virtual event or an in-person event. We need to look at our priorities. I love the virtual Fair and want to do both, but we need to take some consideration and take a hard look at if it is going to put our physical event in jeopardy. We can throw a lot of resources at a virtual event, but there are some hard decisions and perspectives that need to be looked at with the long-range picture in mind.

AJ: Do we have a ballpark figure of what the total cost of the virtual Fair last year?

Crystalyn: It was less than \$1,500.

Colleen: It is my understanding the Board already said we are ready to invest in a virtual Fair. We are waiting on more details and a budget.

Spirit: I saw in the presentation an area for generating revenue that included underwriting, fundraising, donors, etc. I am curious if the proposal to the Budget Committee will also include opportunities for fundraising for the virtual Fair, because to take it to the next level it we are going to be talking about more than \$1,500 without us having a revenue-generating stream.

Paxton: We can do the virtual Fair and generate revenue, too. The virtual Fair will be done in perpetuity, in conjunction with the regular Fair. When the regular Fair happens, it will provide a tremendous amount of media for the virtual Fair, which is one way of expanding our connection to the world. Thanks, Kirk, for the proposal presentation — it is very interesting, and I like the timeline. Most of the funds spent last year were for server time, and it was mostly a huge volunteer force and many of them are returning.

Kirk: We regard the virtual Fair as a revenue generator, as it did last year. With more effort, we can increase the online traffic. We have been hunting alternative events and revenue streams for a long time at the Fair, and the virtual Fair is one of those opportunities. The difficult question is money in our difficult times and the guardrails around it, but we need to consider the request for monetary compensation by the uniquely skilled technical folks offering their expertise.

Spirit: I would like to know if there is consideration of fundraising to put on the actual virtual event as well, in addition to generating income, in the proposal for the Budget Committee.

Kirk: We do not have the specific proposal at this moment.

Hilary: Thanks to everyone who made the virtual event happen last year. I had a great time and the content was super fun. This looks much more complicated, and I think we should keep it simple with access and entry in the interface, and emphasize the content in a wonderful experience. We do not want to burn people out and lose focus to cover the costs. Personally, I do not feel the merchandise sales to be a revenue stream of the virtual Fair. We need to consider pay walls, the underwriting, and not going overboard with staff time spent in relation to other Fair projects. I am encouraging us to keep it simple and doable. If someone feels like their vision means it is more expensive than what is realistic for the Fair right now, then maybe that vision does not fit right now.

Diversity Committee report from Jon S.: We thank the Board for the meeting the other day and we hope that we can set up meetings like that on a periodic basis. The question is going to be: What is the period? I will be talking with you more about that.

Contracts with the consultants: We are working out a few clarifications about the work plan they have submitted with that. I had hoped that we would have those contracts in place tonight but just a few more days and we will be ready to move forward with that.

The committee will be back on its regular schedule with the next meeting on Monday, February 22.

Elders Committee report from Spirit: Kudos to the Elders who have continued to meet in absence of our physical event. We are continuing to receive and approve Elder applications. The holiday get-together was really fun online, and we are planning for an Elder retreat in the fall, hopefully in person. We reviewed the 2021 event ideas and are supportive of them, especially energy given to Halloween and an in-town event if it becomes possible.

Kudos also for a DEI conversation that was uncomfortable, but will continue as we move forward to become more diverse, equitable, and inclusive. The wisdom the Elders bring to these conversations and the accountability is refreshing.

KOCF report from Sean: We are continuing to add new programing, including our new Celtic music hour that is hosted by Katherine Rose, who is a new programmer to KOCF. We are also adding a Native American culture program and a folk world music program. We look forward to bolstering the KOCF community connections in the context of the pandemic, and are preparing for our first pledge drive of 2021. Our goal is to surpass our 2020 totals.

Craft Committee report from Sue: The January Craft Committee meeting included a discussion with a few Diversity Committee members. We talked about ways to have a more diverse and inclusive crafter presence at OCF, continuing to diversify the jury panel and outreach to booth reps. We were asked if gathering data on the diversity of crafters and applicants had been considered and if there was a way to boost diverse applicants for booth allocation. These are items we will look into during our upcoming meetings. We all agreed to have a deeper look into cultural appropriation. The input from the Diversity Committee members is very much appreciated. Plans for the Craft Town Hall were worked out. Our next meeting is February 10.

Craft Committee held our first Craft Town Hall on January 24. We shared information on committee purpose, what assistance we can offer, and where to find resources on the .net and .org sites. There were reports from Katy of Booth Registration and Adam of Craft Inventory; Crystalyne gave the management report and update. Britania gave a Diversity Committee presentation, providing examples of how we all can get more involved and active in making the Fair a more welcoming, diverse event. We have work to do to make the Fair a safe place for the BIPOC community. Many participants expressed willingness to take on this work.

The 2021 Scenarios were given, lots of input followed. Several suggestions were given to help crafter participation in Virtual Fair along with many thanks to everyone who worked so hard and well on 2020's virtual experience. There were lots of ideas to improve the Artisans' Directory and support for crafters in general. Craft Committee will host more Town Halls this year.

Food Committee report from Sue: Food Committee met January 27. We worked on plans for the next Food Town Hall for February 28, 2021, that will be held via Zoom. With the help of Booth Reg, the invitation will be sent next week. Our next meeting is February 24, 2021.

Bylaws Committee report from Lisa P.: We continue to meet monthly to work on the comprehensive review and update of the bylaws, consolidating various information into a centralized repository. We are making progress and are happy at the prospect of adding Kimmo to the committee.

Path Planning Committee report from Paxton: Path Planning met in January and passed a motion to amend draft guideline changes that food/craft booths provide hand sanitation.

An additional motion was passed unanimously which reads: "Path Planning moves that this committee recommends the smoking kiosk located by the Sauna be eliminated."

Folks from Rainbow Connection joined as guests to update the newly planned space for virtual Fair and future events. They expressed that getting the word out via social media that these spaces are created would be important this year.

Path Planning will add to their monthly agenda a discussion on 2021 Fair planning. The next meeting was set February 14, 2021, from noon – 3 pm via Zoom.

LUMP report from Paxton: LUMP met online January 12. We discussed parameters for our gray water project grant applications while our staff is intermittently furloughed.

We reviewed our upland forest plan for the LUMP manual, carbon sequestration, and our work plan for February and March.

Paxton will request that the Board delay acting on the property motion until March so that our operations manager and other staff and LUMP and other involved committees can consider it and provide feedback.

Old Business (*Zoom video 1:39:45*)

Paxton moved and Palmer seconded to appoint Kimberly Howard to the Bylaws Committee.

Motion passed: 10-0.

2021 Event Scenarios

Shane: The Board and staff are considering the scenarios and the three-day event as we monitor the restrictions on gatherings due to the pandemic. We want to ensure our event's non-conforming use status is in place, whether we are able to have our historic event or not. We will update membership when we have information on our land use and our event. Please stay tuned.

Lily moved and Peaches seconded to direct staff and management to explore planning and executing of a fall harvest celebration, possibly to include a haunted house woods or other outdoor activities at the winery property, with public health and safety as a paramount concern. This may be a multiple-year project if public health remains a concern.

Lily: I am super excited about the idea of a fall event at the winery. I know some do not want a haunted house, but I think there will be a choice in activities that we can offer. My main concern is health and safety. Our best bet at planning an event where we can come together is the fall, and keeping it outside with some flexibility.

Aaron: I think this is a great idea. Even if we still have issues with COVID, we could have a drive-thru haunted tunnel and the winery is perfectly poised for that, especially with the building.

Jon P.: I like the idea of a Halloween event at the winery. However, I do not see it as supplanting or filling the need for the Fair. I am also concerned about the NCU and am glad to hear Shane is working on it, because it is paramount to be sure we hold on to it.

Brad: I love the idea of moving forward with the winery, and the timeframe is more realistic than summer. This will be interesting work I look forward to. There is plenty of ghost grapevines for a haunted event.

AJ: I am wondering if we have answered the question about this kind of event, selling wine, and the agricultural use of the land and if this keeps with our land use agreement.

Shane: We can have four winery gatherings if we apply for permits through Lane County. They do not necessarily have to go through the SUP and it is not tied to wine.

Colleen: It could be every weekend in October and we could make some money.

Palmer: I spent many years as Evil Santa in the Lone Pine Farms annual corn maze. Sadly, Lone Pine is no longer. But we have lots of resources with ideas and ways of having an event that we know will attract visitors.

Peaches: I love this idea, and favor both winery and Halloween events because they are fun and have broad support for coming together. This seems the best chance for an event with COVID concerns.

Sam: I love the idea of doing a harvest event at the winery. We need to include in the planning being meticulous about knowing when our deadlines are to pull out and backload as much of the expense as possible. It worries me to plan any sort of event where we might be sinking costs that we cannot get back, so we need to consider preserving our assets with minimal loss.

Colleen: Much of the planning would not be lost, because we can use it in the following year.

Lily: Does operations know yet by what date we would need to consider paying deposits for needed services? We might want to include that in the motion or have another clause to address Sam's concerns.

Crystalyne: It is on our radar, but we do not have dates yet.

Spirit: We need to make sure to keep this revenue neutral or generating revenue. As a reminder, KOFC has a Halloween event in town and we would not want to be in conflict with their scheduled event date. I was in favor of a drive-in concert, but it was not popular. Hopefully, we can have acoustic music for those not interested in a haunted house type of event and determine how many will be allowed to gather.

Sean C: If the larger Fair organization is not going to move forward with the Halloween Hullabaloo and COVID permitting, KOFC will do our usual event at the WOW Hall. So keep us posted as things move forward.

Motion passed: 10-0.

Fixed Assets Policy and Priorities Committee

Sandra: At this time, George will not be able to play a central role in this new committee. AJ has a great deal of interest in this subject, great organizational skills, and is excited. The following motion is updated.

Sandra moved and Spirit seconded to establish a Fixed Assets Policy and Priorities Committee to provide policy and priority oversight and risk management for land, buildings, and equipment. 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.

Initial committee members Sandra Bauer and Anthony Jackson will develop the committee's charter and membership composition needs in consultation with the Board Chair and will recruit additional qualified members. The Site and Facilities Manager would provide staff support.

Sandra: We had a great meeting with Shane, who is in favor of this as it will help him in his job as Site and Facilities Manager. Our Treasurer, Hilary, also supports this motion, and our fearless leader Colleen. Some of the recruiting for additional membership will be people with

specific skill sets that would be important in helping us to determine appropriate policies and priorities in terms of our fixed assets. We will put out a call for members with these specific skills this next month.

Lily: This is a great idea and a way of giving support to operations and management, as well as to our fiduciary duty to our buildings and assets. Including staff is the best way to know what is going on and where there are gaps. This is also a new way of creating a committee, and is an interesting step forward to start with two board members who will tap people to be on the committee. That could work really well for us, but let us pay attention to ensure it does.

Palmer: I am curious about Sandra and AJ's background in site and facilities management.

Sandra: I do not have the skill sets we will be wanting to have represented, but I have the organizational skills to get things done and moving along. I have done a fair amount of build out in different projects, and had my own business for 20 years. My skills also include getting people together and managing the overall startup.

AJ: My skills include the organization of large projects like this and getting things off the ground. I also have accounting skills which is important when looking at our properties, how they are currently being used, and how we can use them to benefit us more. You can call or message me for further conversation about how I can personally help.

Sandra: I respect what George brought to the table and hope he can continue to participate.

Paxton: I am uneasy and concerned about this at the moment, in part because this topic should go to the LUMP Committee for feedback. LUMP has asked this be tabled for a month so they can be consulted, as LUMP has a number of experts that deal with site and facilities. There may be other stakeholders who also need to be consulted with.

Paxton asked if the motion could be tabled.

Sandra: I did talk to Dennis Todd on LUMP about this, and he was enthusiastic about this different committee and would like to be involved. A Fixed Assets Committee would be setting policy and priorities. For example, LUMP is having a difficult time completing some of the winery activities they would like to work on. So, these committees would be working together and would be open to all. This fills a niche for doing some of the property legwork.

Peaches: This is a good idea and has broad support. George has intimate knowledge of the history of the site and facilities, and I hope he is able to help be a consultant. This is a new way of doing motions and forming committees, so as you recruit to have people with specific skill sets, will it be brought back to the Board for approval of the committee members? I need some clarity on this for other committee motions also.

Sandra: The plan was to authorize the committee to select the members from their applications or recruit some people with specific skill sets. That is a little bit different than what we have been doing, and was at the recommendation of our interim ED and that we do it in concert with the Board president. It certainly streamlines the process. A lot of times, the votes we take to add members on committees seem to be just sort of pro forma votes and we do not do much research into them.

This committee is going to be taking on a fair amount of research, in terms of deciding on recommendations from people who have contacts, to vet these people. If that makes some people uncomfortable, I do not mind coming back in March for approval.

Colleen: The committees do recommend to the Board who to add to the committees. So, this motion is a start to let them recruit and indicate who they need to fill this hole.

Shane: I did meet and talk with Colleen, George, and Sandra and we have more meetings scheduled. There is a lot of potential for this motion, but I do understand what Paxton said. I would like to convene with LUMP and Peach Power to continue these conversations, as we have a lot of intelligent people who may serve in this role very well.

Sue: I am uncomfortable with one person representing an entire committee. I would like LUMP to be looped in before we vote on this. I would feel more comfortable knowing the people to be pulled into the committee. Because I know George's skill set and that he may not be a participant, I am not comfortable voting on this motion tonight.

Sam: What if we voted tonight to empower Sandra and AJ to go forward and get a group together and begin outreach, and not give it the official power of a committee until next month when more is known. We could call it a working group or task force. I am hearing the concerns from LUMP about if this new committee would be taking away the work they have already been doing, and that needs to be addressed.

Crystalyne: I think more outreach would be wise.

Spirit: Knowing Sandra, George, and AJ, there will be follow up and not just two people moving forward with an idea. Dennis is collaborative and we will get input on land use. I would like to get the ball rolling on this, at least progress in forming the committee. We need to trust and not micromanage to the degree that we do not get it done.

Paxton moved and Palmer seconded to table the fixed assets committee motion.

Paxton: The committee is already working on getting more people. My point is that Shane mentioned more meetings set up to iron this out. I am uncomfortable with the process, and would like more information.

Palmer: I am not sensing urgency and have concerns. While I understand Sandra and AJ have organizational skills, this is a change in the way the Board creates committees. I am also concerned if George is not at the head.

Liz: In terms of process, you are delegating to two board members to put more thought into the objectives and charter of this committee, and what the needed skill sets are. It is important to step away from the idea that George must be on the committee, and focus on what skills are needed. Once there is discussion and agreement among Sandra, AJ and the Board chair, then you cast the net out for what you need on the committee and move forward.

Clearly there are concerns with how this committee fits with some other committees, and whether those boundaries need to be defined in advance. Having the Board decide and vote on each committee member does not seem like the best use of your time. Sandra's motion is laying out a process and is worth trying.

AJ: I agree with Liz, and want to encourage us to think outside of just this motion about the resources that we have around us that we do not use because we are used to one resource or one person doing a job. Part of that discussion has been happening in Elders Committee meetings, about how do we use other people because eventually some of us are going to retire

and move on. We need other folks doing these jobs so that they can keep passing it on and have a future 50 years from now.

Lisa C.: I think this is a great motion, and I feel strongly that we should sometimes work outside of the box. Sandra's motion is the right thing to do. We need to manage these assets, and I understand that LUMP Committee would want to be involved. We involve everybody and I do not think we need to table it. We need to get the right people, right now. Maybe Sandra and AJ are not the "right people," but they are willing to do this and this needs to go forward. This is important for the Fair.

Sam: I do not think we should allow debate on a procedural motion to table. I also am not moved on the argument this needs to include George. We need to allow different people in the organization to do work. What is most persuasive to me is that there are folks on the LUMP Committee who are concerned about the question of whether or not we should form this committee and feel they have not been adequately consulted. We should continue the work but not form the committee tonight. It is a committee we need, but I do support Paxton's motion to table it right now.

Motion to table failed: 4-6. Sue was absent, so Lily voted.

Sam: I would be supportive of this motion if it was changed to not form it as a Board committee, but to move forward with the fundamental foundational work that is needed to make the overtures, and we can come back to it next month for a vote. I can offer a friendly amendment. I am not supportive in moving the motion as it stands since the LUMP committee expressed not being consulted with.

Lily: As Sam suggested, I offer a friendly amendment to direct Sandra and AJ to do more work and come back with a proposal next month.

Colleen: If you are not a formed committee, you hinder recruitment opportunities with the lack of knowing whether it will or will not be an established committee. We are at a loss if we do not at least form the committee.

Sam: Can it be called a provisional committee?

Colleen: If you form the committee with these two individuals, then others being added to the committee will come back to the Board for approval. You can still direct them to include LUMP.

Lily offered a friendly amendment to designate it as a provisional committee with Sandra and AJ who will come back to the Board with further information about adding more members.

Sandra: We can amend it to say that we form the committee, then we put a call out for committee member candidates, and bring it back to the Board for approval in March. That way you will know the candidate names and their skill sets.

Lily: That does not alleviate some of our concerns about the LUMP Committee.

Sandra: I did do outreach. I talked to Dennis and he was going to talk to the rest of the LUMP Committee. I never heard back that there was a problem that they were feeling not addressed sufficiently, and I am concerned that I am just hearing about that now. We also did a lot of outreach to other Board members asking what their support for this committee was, and it was all positive. I feel surprised by hearing these concerns, at this point.

It is important to work closely with other committees that are doing similar or related jobs and to work collaboratively with them. There has to be some degree of trust that we are all working together on this and we will do the best job that we can for the organization.

I understand it is a new way of selecting committee members, and am fine with bringing that back for approval. If you do not think we have the right group of committee members, I am willing to address the issue and continue to find others. I would like to see this approved tonight so we can start getting the work done in terms of prioritizing and putting policy together around our properties.

Spirit: I am confused why we are hesitant given the outreach that even George was included and involved in up until now. We have spent a lot of time on this already. We are not passing policy right now. This is the get-go of a committee getting started. I have seen us pass committees from new to old, such as last month when we were developing a team around the interim ED. The Site and Facilities Manager and the chair of LUMP have been consulted with. Let us move on and let these people get started in forming this.

Paxton: As the way it stands, I will probably vote against it. I suspect you talked to Dennis after the last committee meeting, so it will be on the agenda for the next LUMP meeting. The LUMP Committee asked me to request this be tabled, based on a consensus of what information they had. I am still not comfortable with how we are appointing this. I am in favor of the fixed assets committee in the long run, but not ready to support it.

Crystalyn: I do not understand the rush to establish this committee and hope the process slows down.

AJ: We started this meeting with someone saying we have assets that are unused and losing value because we are not paying attention to them. Postponing this, or saying there is another committee that is dealing with this, is not true. The longer we wait, the more our assets lose value. We need to make sure our assets are working for us and they are being taken care of. There should be agreement with everybody here that it is not happening right now, so that is why we are volunteering our time to do this.

Colleen: Let us not lose sight this was new business last month, and is now old business.

Sam: I am frustrated because this is an important committee that we need, and yet I feel I cannot vote for this motion because the liaison to the LUMP Committee is telling me they have not had enough input. Our SFM said he has more meetings to attend for understanding and fleshing out all the communication.

I am hearing from the maker of the motion that she thinks the concern is all about who is going to be on the committee. The concern that has been raised several times is not that, but is really about the overlapping committees that are asking for further discussion. A compromise was suggested as a friendly amendment, but without that happening I cannot vote for this.

Sandra: I am not sure what the compromise would be. Are you indicating a provisional committee?

Sam: We would have to vote again next month to actually create the committee, but you could get started doing the work now provisionally. Part of that work would be to reach out to the LUMP Committee and have the needed conversation. Then we can come back next month and report on that conversation, and vote on forming the committee.

Spirit: This would be a friendly amendment for these two Board members and the president to bring back committee members for a vote from the Board. The Board is not alleviated from approving the committee members, in which time Sandra, AJ, and Colleen could do further outreach to LUMP and the extra homework the Board is recommending. To clarify, is the friendly amendment for the Board to be voting on the committee members?

Lily: A friendly amendment has not been accepted.

Sam: The friendly amendment I am suggesting was not to have the Board come back next month and vote on members of the committee. But rather, have the Board come back next month and vote on whether there will be a committee which will allow for the work of forming the committee to go forward.

Sandra: We would like to start the work now and would be willing go back to the LUMP Committee and talk to them again. They do land and we are doing fixed assets, and they are two different things. We can have that conversation with them, and get started on a call out for committee members.

AJ: I am hearing that people want the LUMP Committee to decide whether we have an asset committee, so what is the result of us going to LUMP if they say, "we do not need your help." I am trying to understand the purpose of getting an OK from LUMP to form a Fixed Assets committee.

Colleen: My understanding is that the concern is the LUMP Committee being able to give feedback as information that Sandra and AJ can use to help form the charter and mission of this committee. There is a difference between the land and the buildings.

Sam offered a friendly amendment, and suggested verbiage to indicate provisional committee status until approved by another Board vote.

AJ: Is the Board saying with this amended motion that they are not certain that this committee is necessary? Communications with other committees would be a part of the process as we move forward, and working in collaboration with them. I am not understanding why before we vote on this, we want to make sure that Sandra and I are willing to collaborate with them, as it would be part of the process.

Colleen: Sam has suggested an amendment to the motion, or we could add that the Fixed Asset Committee's charter be in consultation with the LUMP Committee.

Sandra and Spirit agreed to the friendly amendment offered by Sam.

As amended, Sandra moved and Spirit seconded to provisionally establish a Fixed Assets Policy and Priorities Committee to provide policy and priority oversight and risk management for land, buildings, and equipment. 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.

Initial committee members Sandra Bauer and Anthony Jackson will develop the committee's charter and membership composition needs in consultation with the Board Chair and will recruit additional qualified members. The Site and Facilities Manager would provide staff support.

The committee's provisional status must be made permanent by a vote of the Board of Directors, no later than the April Board meeting or the provisional committee will be dissolved.

Palmer: I am astounded at the way this whole thing has gone, and do not understand the urgency of this motion. I understand a number of Board members were talked to about this, but I was not. I have a background in construction and facilities management, and the fact George had that skill set was important to me. AJ, I understand you have organizational skills, and that is great, but this is a big change in how we appoint committees.

AJ: This is frustrating. Some of you tried to scare me away from running for the Board saying the job was too big, and I kept expressing to you that I am a grown man with life experience, education, and everything. In our discussing this, my name keeps getting compared to George because you have known him for so long but you have not had a chance to sit down and talk with me.

We are two people on this Board trying to come together and better this organization by looking at our assets and doing the right thing, which we have talked about needing to do for so long. Stop treating me like a child and comparing me to all of these old white guys that you know. It is belittling to me as a person and human being, with everything I have worked for, my education and giving of myself to this organization. I am on this freaking Board, and I am participating every day on this Board.

Motion passed: 8-2. Palmer and Paxton opposed. Sue was absent, so Lily voted.

Peaches read the full motion for New Business agenda item to create a Fundraising Committee:

"Move to create a Fundraising Committee. As initial members of this Board committee, Cynthia Peachey, Sandra Bauer, and Craig Smith will develop the committee's charter and membership composition needs in consultation with the Board Chair and Interim ED, and will recruit additional committee members." More information will be posted on the .net site.

Meeting Evaluation (*Zoom video 2:51:00*)

Michael S.: I was part of the last ED search where we spent more than 600 hours on that process. We had an ED for 18 months, so those hours are gone. There are a lot of lessons to be learned from that process, and I am worried some of that knowledge might be lost with the turnover in the Board members. I would be eager to contribute what I know to Liz or the next group being configured.

In echoing some thoughts on the Fixed Assets Committee discussion that we just suffered through, I think we should be open to different types of leadership, being cautious to the pitfalls of heavy institutional experience and knowledge.

Sam: Colleen, this was a difficult discussion to facilitate and you deserve a pat on the back. There was a lot of confusion, so thank you for managing us through it.

AJ, I heard what you said and want to acknowledge the feelings you expressed. You are a fantastic member of this Board and I appreciate the time working with you, and the perspective and passion you have brought to issues we have worked together on. I have every confidence you will do a fantastic job with the Fixed Assets Committee.

Spirit: Some of us process by reading or listening, and that is why I asked to repeat the verbiage of the amended motion, especially in regard to AJ's name in the motion instead of George. I am very frustrated, as this is not the first time the Board has glossed over, using an equity lens. AJ has brought nothing but expertise to his level as a Board member. I feel frustrated that I was boxed in to vote for this just to see it move forward. AJ, I respect you highly and thank you for speaking your truth. Colleen, this is not a dig on you, because you do a phenomenal job of facilitating. I know you will go over this again and again in your head, but keep up the good work.

Colleen: When I called the vote, I thought the motion wording had already changed from George to AJ.

Sam: The confusion with the names in the amended motion was because it was verbalized, but was not changed in what I posted to the chat box. I apologize for the confusion.

Spirit: Thank you for the clarification.

Lisa C.: So, we thought we were voting on the verbiage in the chat box, but really voted on what was verbalized.

Lucy: Can we all just take a breath? We are in the midst of a lot of change in how this organization operates. It is January, and we are in the midst of a pandemic. There are things that we all have to learn about how this organization has run, how this organization needs to run, and the changes we need to make. We need to remember to be kind to one another. There are a lot of challenges within this organization, within this country and our personal lives. We are all doing the best we can.

Colleen: This was a rough meeting with lessons learned that I take to heart. I have gratitude to each and every one of you. We are doing this together and we back each other up. I will own the mistakes I made and work harder to correct them.

President's Peace (*Zoom video 2:58:30*)

Colleen: We should grow the feelings of trust and respect toward each other because that is our map to success. We can give each other grace and space to make mistakes and corrections. That is an ongoing theme this month as I watch our organization get better and better. Please join us again next month. I care for you all very much, so please be well.

**The next scheduled online Board Meeting is March 1, 2021, at 7pm,
with agenda business items to include:**

Appoint Jasmine Guyette to the Elections Committee
ED Search Process
Create a Fundraising Committee
Working Group for Ad Hoc Committee recommendations