

Board of Directors Meeting

March 1, 2021, 7 pm

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://www.youtube.com/watch?v=NHmFAbol-fs>

(subject to approval by the Board at the April 5, 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, and Sue Theolass. **Other Board Officers present:** Heidi Doscher (Membership Secretary), Kimberly “Kimmo” Howard (Recording Secretary), Hilary Anthony and Lynda Gingerich (Co-Treasurers), and Lisa Parker (VP of Bylaw and Policy Compliance). **Staff present:** Crystalyn Frank, and Liz Field. **Board Directors absent:** Spirit Leatherwood (Lily voted in her stead).

Announcements (YouTube video 17:19)

With a heavy heart, Spirit announced the passing of two more Fair family members: Chris Baker, longtime and committed volunteer on External Security Phun Crew (formerly the Dragon Crew) 7 pm-midnight. Chris was also the owner of Sweet Tooth Glass. Mizzah was a longtime volunteer on Internal Security, Alice’s Rove Crew, also 7 pm-midnight. Both Chris and Mizzah were loved by many and will be dearly missed. Spirit said it was also the anniversary of her dearest friend Peter Nunn’s passing and her heart was elsewhere, so she would not be present for the rest of the Board meeting.

Minutes Review (YouTube video 19:25)

Colleen asked if there were any objections to approving the February 1, 2021, Board meeting minutes. There were no objections, so approved by the Board.

Agenda Review, Amend, Approve (YouTube video 20:10)

Colleen asked if there were any agenda items to be removed or held over until next month, or any business items to add. There were none.

Colleen asked if there were any objections to approving the agenda. There were no objections, so approved by the Board.

Member Comments (YouTube video 20:50)

No member comments at this time

Staff Report (YouTube video 21:32)

Liz: My report is on behalf of the staff team, and I'd like to acknowledge their work — Mary, Robin, Shane, Jeff, Durwin, and Crystalyn. Staff has been busy. They continue to catch up after being furloughed, and are making progress on new issues and initiatives.

Crystalyn will address the Virtual Fair budget. The budget process was an iterative one, and we have scaled back costs to boost our net revenue and provide a quality event.

The first Operations Open House was held online February 21, with 50 attendees in a lively Q & A format. The next Operations Open House will be Sunday, March 21, at 4 pm. Members are encouraged to suggest topics in advance by filling out the Google form located on the oregoncountryfair.net site.

The site was flood-free in February and staff has completed the damage assessment from the previous storms. They will consult with the Construction Crew and develop plans to provide access to reps from damaged booths and facilitate related repairs.

In February, site staff hosted two small work parties in the highlands. Our gratitude to volunteers from the Beaver Open and Site Crew for their valued efforts. Site staff is in the process of planning a variety of work parties to begin in mid- to late-March. Some will be crew specific due to the specialized nature of the work. Others will entail an open online registration process, so keep an eye on the .net site for further information.

Management has been working with our land use attorney and others on Oregon Senate Bill 405, ensuring our NCU remains in place post pandemic.

In the meantime, we will issue a statement to the community to help clarify the situation regarding the 2021 Fair, until the Board can formally issue a decision. The statement is expected to read: *The decision regarding whether or not to hold our 2021 traditional large public fair in July is pending, though it appears unlikely at this time, due to public health concerns.*

The Fair site was to be closed on Saturday, March 13, to host a cross-country event for Elmira High School. Otherwise, Aero gate will be open daily from 10 am to 4 pm. After 4 pm, please park outside the gate and walk onto the property.

Treasurer Report and Budget Items (YouTube video 26:00)

Hilary: The Board has been given records of our reconciled bank accounts for 2020, but there are still some adjustments to be added before it goes to the accountant. Mary and our outside bookkeeper have been working hard on the financial reports and reconciling the bank statements to ensure more reliable error-free reports for the Board in a timely manner.

The Budget Committee has also been reviewing the information and where we are with guardrails we set in place. We also now have the \$50,000 anonymous donation and the second PPP loan. There may be other COVID relief programs we can apply for. In reviewing the finances, we have the Virtual Fair coming soon and are continuing merchandise sales.

We hope to have a better forecast later in spring when we have more information. Then we and the Financial Committee can start to put together an assessment and plan for moving forward to when we can have another in-person event. We have to analyze and work on things that are broken or need updates, and how to get through an interim ED transition period.

In the meantime, we are making decisions about 2021 expenditures and assessing the risk of those decisions. Even with some uncertainty, knowing we have a cushion to work with, we are comfortable with the forthcoming Virtual Fair and personnel cost recommendations.

Lynda: I want to thank the Budget Committee members for their work toward consensus in this tumultuous time, and being thoughtful, responsible, and professional.

Lily moved and Palmer seconded the Board authorize an increase of \$5,000 in the Page Two Partners contract for interim services.

Lily explained the increase is for the personnel budget.

Motion passed: 10-0.

Lily moved and Palmer seconded to authorize the OCF Lead Professional (or their designee) to apply for, execute, apply for forgiveness of, and execute forgiveness of, any pandemic relief programs, including the second Payroll Protection Act and other similar programs the Oregon Country Fair may be eligible for, including the relief for independent performance venues. In order to apply for these provisions, the current Lead Professional 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 the 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.

Motion passed: 10-0.

Lily moved and Paxton seconded to accept the Budget Committee's recommended \$29,000 budget for the Virtual Fair proposal.

AJ asked about the cost compared to last year.

Crystalyn said the budget last year was just over \$2,000 and most of it went to musician licensing.

AJ asked what the increased amount would be used for.

Crystalyn replied the money would be used for IT costs, website design, entertainment, operational costs, and being able to offer merchant services for consumers to buy from our artisans. We are also going to do more fundraising efforts, and will have live hosts to interact online. We hope to have more variety in content options, such as workshops and music features. Last year the Virtual Fair had about 55,000 viewers, and this is an opportunity for people from all over the world to participate in the Oregon Country Fair. We are very excited to have more planning time and an increased budget for the 2021 Virtual Fair.

Paxton expressed support of the motion, especially with the success last year on a shoestring budget. This is a huge project, and the proposed budget amount is practical.

Sam said the proposal is fantastic and important for our brand as we move through a second year of not having an event, especially with fundraising potential. We are marketing OCF to keep it in our minds and voices. This online opportunity will expand our skillset, even in a post-COVID world.

Lisa P. agreed with other comments, said it is conservative, and is in support of the proposed budget.

Moira expressed concern about issues last year with people trying to log on with phones, and other technical issues with connectivity and wanting to ensure that is considered. Virtual Fair is a great way for us to expand, and reach all alter-abled people who cannot experience it in person anymore.

Crystalyn noted accessibility to the various Virtual Fair projects is being addressed, and there will be an effort to get the information out about the different ways of engaging through technology.

Motion passed: 10-0.

Committee and Working Group Reports (YouTube video 49:30)

Committees and work groups are asked to email their minutes or reports to the Fair staff 10 days prior to the Board meetings for inclusion in Board packets and posting on the oregoncountryfair.net site.

Brief summaries are requested when a committee or work group wants to make a verbal report at Board meetings.

Paxton honored two committee members who have recently resigned, and thanked them for their service over the years:

Katie Cousins — Elders Committee

Robert Jacobs — Personnel Policies Committee

Diversity Committee report from Jon S.: The consultants are now all on board and the Diversity, Equity, and Inclusion (DEI) work is progressing. Contracts have been signed with Dr. Johnny Lake, Mark Harris, Siobhan Cancel, and Oblio Stroyman. Fair family should look for some communications around this over the coming months, and the committee hopes that if you are asked to provide your opinions that you do so.

At its regular meeting on February 22, the committee discussed working with the Fair's new fundraising committee to raise funds for DEI work. In particular potential funding sources include about a dozen foundations with deadlines from summer to early next year. The committee also discussed the Virtual Fair and formed a subcommittee to work on diversity content.

Thom will give an update on the Fair's diversity work at the upcoming Food Booth Town Hall. Work on the diversity census continues and we received some good feedback from Board and officers who filled out our draft census form. The committee also discussed the Fair CAREs work and revisions to the grievance procedures and decided to invite Fair CAREs to a meeting.

The committee also reviewed the status of the Ad Hoc Committee's recommendations. Finally, the committee met in closed session to discuss details of the consultants' contracts and a diversity issue that had been brought to the committee's attention.

The Diversity Committee meets regularly the fourth Monday of the month at 6 pm, and everybody is invited to attend. We will have more detail in our written report.

KOCF report from Sean: New Programs this month:

Moccasin Tracks — Deb Reger, Native American public affairs

Pastures A-plenty — Mike Meyers and Jaimari, folk
Island Earth Radio — Mike Meyers, world music with a nature/environmental focus
KOCF Soundsystem — Sean Cummins, dub/reggae

We are continuing to iron out glitches related to the new transmitter as they arise.

Thanks to Dean for managing this process.

KOCF is now an official affiliate of the Pacific Network, with new nationally syndicated public affairs programming starting this month.

A few other new programs are in development. Look for more info next month on local public affairs programming from White Bird, Womenspace, and Ophelia's Place; also, additional new music programming from new volunteers.

Our first pledge drive of 2021 is taking place March 12-21. We are looking to surpass our efforts for 2020 across three separate drives this year, with a goal of \$2,000 to \$3,000 per drive. Our fundraising goals for the year:

Primary: Meet 2021 operational budget.

Secondary: Begin saving toward the next capital project, a physical broadcasting studio; applied for grant from city of Eugene to support Halloween Hullabaloo event in October; exploring additional potential revenue streams in the absence of the ability to do fundraising events.

Palmer said Mike Meyers used to be with KRVM, is intimately involved with live, local music, and has great personal integrity.

LUMP report from Paxton: We discussed concerns about the new Fixed Asset Policy and Priorities committee with both of our Board liaisons (Paxton and Peaches) and other Board members AJ, Sandra, Sue, and Colleen. Concerns that staff and volunteer expertise would not be valued, or collaboration with current committees would not be sought were addressed. We were persuaded that this committee would make our work easier, and be more likely to result in Board action on issues that had been frustrating us.

We are still working on Green Zone documentation, gray water funding options, carbon sequestration and education outreach, and reviewing the upland forest plan for SUP information and the LUMP manual for SUP information.

Additional committee minutes and work group reports are available at oregoncountryfair.net.

Old Business (YouTube video 55:15)

Lily moved and Sam seconded to appoint Jasmine Guyette to the Elections Committee.

Heidi: The Elections Committee fully supports this and would be delighted to have her on the committee.

Motion passed: 10-0.

Colleen read the following statement regarding the Fixed Assets Committee proposal:

Due to a communication breakdown between committees, a concern regarding forming this committee was not addressed prior to the last Board meeting. What came to light during the ensuing discussion is a need for all of us to continue to make strides in equitable access by being willing to appoint new leadership, and to continue to trust each other to always have the best interests of the Fair at heart.

We have to be open to changing our processes if we want to become a diverse and equitable organization. We have learned from this, and we have strengthened our process on the timing of committee reports to the Board to lessen the chance for this type of communication breakdown to happen in the future. Our apologies to Sandra and AJ, and our thanks for their willingness to take on even more volunteer duties.

Colleen asked for the motion to be presented again to the Board.

Sandra moved and Sam 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 board members Sandra Bauer and AJ Jackson will develop the Committee's charter and membership composition needs, in consultation with the Board President and will recruit additional qualified committee members, to be ratified by the board. The Site and Facilities Manager would provide staff support.

Sandra noted this motion supports OCF Vision Goals to maintain and improve our land and facilities, and develop a facilities handbook that identifies and describes its buildings, wells, clean water systems, gray water and septic systems, roads, phone lines, electrical systems, gas systems and other improvements. The Fair will comprehensively assess the capacity and need for improvement of each of the aforementioned systems.

Sandra, AJ, and Colleen attended the LUMP meeting and said they had a great conversation with the committee members. They came to a better understanding of how we can all work together.

Peaches thanked Sandra and AJ for attending the LUMP meeting and engaging in the productive conversations. We are all in this to take care of the Fair.

Lily said this new committee will help us in our goal to maintain our land, properties, and other assets. Staff agrees this will help ground us to our values and make our efforts even better.

Grumpy asked to clarify that water systems are included, and Sandra confirmed.

Paxton noted these goals and recommendations were created many years ago, and he is glad there is movement again. This will help us get a better handle on our properties and what we can use them for.

AJ gave appreciation to the Board members and LUMP Committee for their communication with each other since last month's Board meeting, to ensure we are all on the same page and feel comfortable moving forward.

Motion passed: 10-0.

If anyone would like a postcard size copy of the nine OCF Vision Goals, please email Lily at lilyclearwater@gmail.com, and provide your mailing address.

Peaches: The Oregon Country Fair is a philanthropic 501(c)(3) nonprofit organization, and the three-day summer event serves as our primary source of income. Due to the COVID-19 pandemic restrictions on holding large gatherings, the 2020 Fair did not take place and the prospects of a traditional three-day event in 2021 are unlikely. This has profoundly affected our organization, including having to make steep budget cuts.

The Fair has a deep commitment to our philanthropy, land-use stewardship, and the year-round programs that reflect the spirit of the Fair. In order to ensure that both the three-day summer event and these areas of commitment remain strong for the future, we need a robust fundraising program so that:

- overall planning continues, with a focus on making us agile and resilient given ever-changing circumstances;
- the Fair land is maintained and environmental sustainability work continued;
- infrastructure is developed to meet the health and safety protocols we must put in place following the pandemic;
- strategic planning and diversity, equity and inclusion work advance the Fair's commitment to become what we want to be;
- volunteers, entertainers, and artisans are supported and ready to participate in the next event;
- our philanthropy and ongoing programs like Culture Jam, the Jill Heiman Vision Fund, KOFC and DEI Consultancy can contribute to the community and develop to meet pandemic needs;
- important connections to Fair-loving communities and organizations continue.

An ad hoc group for OCF Fundraising was developed in 2020 by our then ED Wally Bomgaars, with members that included Shawn Kahl, Craig Smith, Linda Reymers, Robin Bernardi, and Mary Callaghan. This group ran successful summertime and fall campaigns, and successfully attracted DEI grant funding, bringing in a total of approximately \$18,000 in combined restricted and unrestricted funding. We thank them for all of their good work in raising money, elevating the importance of fundraising to the Fair, and providing guidance on related future direction. It has become clear that OCF fundraising efforts should be ongoing, expanded, and formalized as a committee of the Board of Directors.

Peaches moved and Sue seconded 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, to be ratified by the Board.

Jon S.: I would hope that when you are talking about creating the charter for the committee that you provide avenues for Fair family who do this kind of work for a living to provide input. I think that is going to be very important. I think there is a significant pool of folks who do development work, whether it is individual giving or grant writing, that could be

tapped to help provide a framework for how the Fair might proceed with this kind of work, and that is going to be critical. I am very willing to help if asked.

Sam said a fundraising committee is needed and past due. Being in crisis with COVID is pushing us to do things we should have done a long time ago. We also need to review all the committees and determine if some are no longer needed, or can be consolidated, in order to make our time spent at meetings more efficient and productive.

Peaches noted this motion supports the seventh OCF Vision Goal — to foster better communication and information exchange, which includes timely responses to donations received.

Paxton added this motion supports the eighth OCF Vision Goal — to clarify its priorities and systems for community outreach and philanthropy. We have long needed this committee, and it will be an interesting evolution as we progress through the internet.

AJ expressed support for the motion, and hopes for new and fresh ideas from new people who have not yet been participating in Fair committee work. Colleen agreed this is an opportunity to build new leadership.

Peaches concurred the committee will assess the skill sets needed for different aspects of fundraising. For folks interested who have fundraising experience and are willing to give their time and get more involved, please email Peaches at peachey.cynthia@gmail.com.

Motion passed: 10-0.

Lily moved and Palmer seconded to designate the Board President, working in consultation with others, to develop the Executive Director search process, including a broad timeline and up to \$20,000 budget, appoint a Search Committee, select a search consultant, and execute the related contract, and the Board President will serve as chair of the process.

Lily said having the right ED for us will help us meet all nine vision goals of the Fair.

Grumpy said the Budget Committee is OK with the amount of money for this process, but he questions the timing and asked the motion to be tabled until after the Virtual Fair.

Jon S. highly recommends an opportunity is given for folks who were on the last ED Search Committee to chat with the new search committee confidentially. There are some lessons that are pluses and minuses that should be conveyed to help guide how to move forward. Jon would also like there to be outreach to recruit diverse candidates, and noted Diversity Committee members have their own personal networks in various communities of folks that could be very effective in identifying potential candidates for the ED position.

AJ said the money would be used to go out and do the research for hiring a new ED and feels this financing should not be dependent on how much revenue we get from the Virtual Fair.

Sandra said she also does not see any reason to tie this ED hire effort to the results of the Virtual Fair. It is being recommended by the Budget Committee, and there is money for this. It is a professional way of going about doing this work. No matter what we do, it is going to take several months, so getting started now is important.

Sam agreed with AJ and Sandra. We have a great interim ED who is doing a fantastic job, but there are limitations and we need a permanent ED who can guide us into the new world we are going into. We need somebody who can be consistent at the helm as we transition.

Motion passed: 10-0.

Sam spoke to his motion at the last meeting to create a temporary working group to process those recommendations from the Ad Hoc Committee regarding possible membership termination. The motion is withdrawn, but he knows it is top importance that we take those recommendations to heart and we get them to the right places. After making the motion to create a separate working group to process them, Sam heard from a lot of folks that we already have committees, work groups, and task forces working on many of these issues.

Sam and Colleen will go through the list of 17 recommendations and parcel them out to various groups such as Diversity Committee, FairCARES, management, and the ED. The Board will monitor the groups working through the recommendations and ensure they do not get left by the wayside.

Lisa C. asked how the Board would be updated and BE able to continue keeping focused on it, expressing already being bogged down with so many emails and getting reports.

Colleen said Board leadership will include this in their work plans, and a work assembly could also be scheduled. Ongoing updates will be communicated to the Board members. Sam said he is taking personal ownership of following up with the different delegated groups working through the recommendations, with the understanding some of the processes will take time.

Meeting Evaluation (*YouTube video 1:30:00*)

Sam liked how Colleen used unanimous consent for the approval of minutes and agenda. It made sense and saved us time. Membership may have been confused about the change from member input being separate from Board discussion. It is a welcome change but it is important that we talk about those changes as we are making them. When Sam was asked to keep time for member input, he was not sure if he was keeping time for the individual motions also.

Colleen asked if the member input should be intermingled or specifically at the beginning of discussion of motions. Sam suggested intermingled would lead to a better discussion, and wants to ensure people know how much time is given for member input.

Sandra thanked Colleen for the enormous amount of time and energy put into helping the Board think through agenda items, putting good process together, and facilitating efficient meetings. Colleen has an amazing ability to help us reach consensus in what have been very difficult times.

Colleen said it takes everybody to get the work done, and she appreciates serving with a great group of people.

AJ reached out to the folks watching on YouTube. As VP of Membership Engagement and Services, AJ encouraged viewers to join the online open Board meetings or committee meetings and speak their thoughts. We need all of you with your expertise, thoughts, and ideas.

FireCat Tom said we have a great Board, in seeing how issues were brought to consensus, and how the Board worked through last month's hiccups very well. He is in favor of members being allowed to speak at least once per business item. A shout out to coordinators to

encourage their crew members to apply to be members on the newly formed committees was suggested, to better communicate with our larger membership.

Lisa C. said she had the same thought as Tom about reaching out to coordinators to get the word out to crew members. Lisa thanked Colleen for her communication skills and ability to bring us together as a team, and also thanked the rest of the Board for reaching out to be partners together. The communication and team building has been tremendously helpful in her experience with this Board.

Paxton said the online meetings allow for more viewers and participants than our previous Board meeting room accommodated, and noted we had a total of about 75 who joined tonight's meeting from YouTube and Zoom. Paxton also appreciates including in the discussions how a proposed motion meets our OCF Vision Goals.

President's Peace (YouTube video 1:38:00)

Colleen invited First VP Lily to end the meeting.

Lily: I worked outside on the farm today pruning my apple trees, and springtime is here. Daffodils and daphne are blooming, and peonies are coming up. The spring is a time of rebirth and new beginnings. There is life everywhere and all around us. The Board and officers have also been dedicated to rebirth among ourselves with new ways of communication, forging new relationships, and supporting each other in our dedication to our Board work and this organization. These feelings of new growth are happening throughout our Fair communities. Thinking of our new opportunities as we plan another Virtual Fair, and what it means to revitalize ourselves is inspiring to me, and I hope everyone else is feeling inspired and invigorated.

The next scheduled online Board Meeting is April 5, 2021, at 7 pm.