

## ELDERS COMMITTEE MEETING MINUTES – Final

Thursday, May 27, 2021

**LOCATION:** Online (Zoom)

**MEETING TIME:** 7:00 p.m.

**COMMITTEE MEMBERS PRESENT:** Diane Albino, Alan Cohn, Heather Kent, Kay Kintzley, Michael James Long, Robert “Mouseman” McCarthy, Eric Nicholson.

**COMMITTEE MEMBERS ABSENT:** Robert Jacobs, Ann Rogers-Bennett, Patricia Van Esso

**OTHERS:** Roberta Austin, Darlene Colburn, Katie Cousins, Kehn “mambo” Gibson, Carolyn Gsell, Nancy Hafner, Percy Hilo, Annemarie Hirsch, Paxton Hoag, David Hoffman, Chris Howe, Carol Newman, Mark Pankratz, Jon Pincus, Licia Shultz

### **AGENDA:**

- Approve April minutes
- June meeting(s)
- New Website presentation – Annemarie & Carolyn

**Approve April 2021 Minutes:** Alan made a motion to approve the February minutes. Mouseman seconded. Motion was approved 8 – 0.

### **June gathering at Kay’s:**

Licia asked for clarification on the Elder Committee’s gathering at Kay’s place. Mouseman said that there was general agreement to have an organized meeting with facilitation. The gathering will consist of social time with food followed by a meeting. The agenda will focus on topics for discussion. People can bring their own meal or a potluck dish to share. Everyone brings their own utensils as there will be no kitchen access for cleaning up. Scribe will take minutes during the meeting.

Chris Howe said she had two dates written down for June meetings.

The plan made at the April meeting was to have the gathering at Kay’s, and then have a zoom meeting the following (4<sup>th</sup>) Thursday. Carolyn explained she would not be available to scribe at the 4<sup>th</sup> Thursday meeting.

Eric recalled that after the last meeting there were some emails going around that deciding to not have a 4<sup>th</sup> Thursday meeting.

Eric said he won’t be coming to Kay’s because of Covid. (scribe’s note – Eric messaged on 06/03 that he decided to attend but wants plenty of air space – “please do not approach or feed the poisonous leper”).

Kay already conveyed that she doesn’t want anyone coming to the party who isn’t vaccinated. Ground rules will be clear – all attendees vaccinated, and nobody comes in the house. MJL said that on KEZI tonight there were only 5 new Covid cases.

Nancy asked if it would be possible to plug in a crock pot outdoors. Mambo has portable power sources he’d be willing to bring to the gathering. Kay can accommodate 5-6 plugins outdoors.

### **June 4<sup>th</sup> Thursday Zoom meeting, yes or no?**

Licia asked if anyone was vehemently opposed to canceling the zoom 4<sup>th</sup> Thursday meeting and nobody objected.

Carolyn will ask Robin to post that there is no regular zoom meeting in June. The live meeting will be announced on the .net site without specific information but will provide the [eldervolunteers@gmail.com](mailto:eldervolunteers@gmail.com) email address for anyone with questions. The primary information for the meeting at Kay’s will be communicated via ECOCF listserv.

### **The New Website**

Annemarie walked us through the various pages on the new site. Everyone showered appreciation for good work done. The subcommittee continues to look for feedback on any of the narratives and job descriptions. Some job descriptions are missing and content is needed. Relevant photos are a welcome contribution. Contact [ocfelderwebsite@gmail.com](mailto:ocfelderwebsite@gmail.com) either with photos attached, or ask about best way to share larger photo files.

Questions were asked: Will there be a link to the minutes from the .net site? YES. Paxton says the actual minutes need to be posted on the .net site.

Paxton has photos to contribute and needs to know how to link them. The SLR is a perfect addition to link to Peach Page. Mouseman would like to see a link to Late Night Trips. Carolyn said she has the information about Late Night Trips and will get it on the site at some point.

Mambo seconded Late Night Trips.

Suggestion was made about putting a link to our site on the .net site.

Mambo suggested that for Elder Applications that we include that the 20 years of service does not need to be consecutive. Was so happy to see Chris Browne's picture on the welcome page.

Heather – if you go to the .net web page, if you go to Path Planning it goes to a Path Planning webpage. Currently, Lump and Path Planning have their minutes on their own page. Heather doesn't see why we would have to post minutes in two places.

Paul E. Compton talked about disability access to website (not those exact words).

Jon Pincus mentioned FARTS that was started by Elders.

Spirit applauded what Elders bring to the table and that we are the most engaged group.

Someone suggested posting previous years' schedules to give people an idea of how things go.

Spirit doesn't see any reason why we can't link our minutes from our new site to the .net site.

Mouseman – wristbands needed for late night trips.

Carolyn – Weebly site is free no frills and so we can't do a lot of things on the site. We won't be posting videos.

David – How about closed captioning on Zoom meeting (not to do with website).

Paul – Hi res images – will they be available on the 2D peach pages (server) after the fair is over? Paxton should know in the next week or two how the 2D and 3D Fair will be set up.

Licia recommended speaking with Jerry Joffe and Terry Baxter about archiving. This was started by elders.

#### BYLAW CHANGES – JON P.

Jon P. brought up recently proposed changes to the Fair's bylaws. Spirit sent an email to the Wonderful Elders listserv just prior to this meeting pointing out that a vote on the bylaws change would occur at the June board meeting and wanted to make Elders aware of the changes. The link to the proposal is <https://oregoncountryfair.net/wp-content/uploads/2021/05/bod-letter-bylaw-changes-art-v-and-viii.pdf>.

Jon talked about his concern that many of the board functions that up to now have been done in public could potentially be done in closed session. He doesn't think this is a good idea. He also stated that the proposed changes would prevent Elders from requesting certain information.

Jon asked if Spirit would explain bylaw changes a bit more.

Spirit expressed Kudos to the board and bylaws committee for holding off on the vote until the June meeting so membership would have time to review and discuss. The changes have to do with the current bylaws that require the board to vote in open session only. Changes would allow the board to vote in closed session specific to personnel, legal, and real estate issues.

Spirit still has questions. There are a lot of proposed changes and membership should pay close attention, go through the material, and ask questions. Spirit is specifically curious as to what problems the changes are solving and what

problems these changes could be creating. Are there additional guard rails needed around these changes? Spirit reference article VIII-1 – the wording currently includes “for the event” and proposed wording is “for the Fair”. Article VIII-9 -Removal of guard rails around closed sessions. Spirit remains open and is interested in others’ opinions. She considers these changes big and noted that the proposed changes will be voted on at next board meeting (June).

Jon asked Spirit if she could speak to, with regards to the change that would eliminate or limit the ability of members to request some information, could she describe what that is. Jon believes that a portion of the bylaw that allows membership to request information has been eliminated. Spirit will look into this. She expressed her desire to look for unintended consequences, that there are positives to some of the changes, but that she’d like to make sure that the gap is closed.

Jon said that he didn’t have the document in front of him but has read it and feels some concerns, and also that he may not understand them correctly. He underscored the important of the bylaws, that they are the bottom-line rules of the road, not just for the board, but for everybody. It’s important to have enough time to discuss the changes. He said there has been a tendency in recent times to change bylaws a bit too quickly; that time is needed for full understanding when bylaws are changed.

mambo had a couple of issues with this. Last month he talked about the distance between the board and membership created by just the pandemic and Zoom. Then at the last (May) board meeting, member input was limited to 90 seconds per person for the entire meeting, but this was not discussed at the previous meeting. This further distanced the membership from the board. He felt that the 90 second rule was a secret vote.

To mambo, what problems would the bylaw changes solve? None, other than secrecy. What problems would be created by the bylaws? Secrets. The unintended consequences of keeping secrets seem intended (by the board) as in “you don’t need to know until we let you know.” To mambo the secrecy voting runs counter to Oregon State law in terms of public records meeting. His understanding is that discussions can be had behind closed doors, but then the board vote needs to go on record, and he feels that the proposed bylaw changes proposed do exactly that. Bylaw changes often mirror what’s going on with U.S. voting law changes. Mambo said it reminds him of gerrymandering of voting districts to manipulate voting outcomes. He expressed changes like this are designed to shut down voices that are counter to “their” agenda. Who is the ubiquitous “they”? Mambo stated he would struggle to define “they” but that the real problem is lack of oversight. There is no public record and that leads to bad things. It is a bad idea. He also pointed that this bylaw changes involve minutiae, and most members don’t wish to invest their time and energy. Membership wants to trust our elected board members to take care of the details. Yet what the board is doing is eliminating the process. He is really struggling with this.

Mouseman – hasn’t had a chance to review the changes so cannot comment on the proposal. He would like to hear from knowledgeable people at this meeting what their thoughts are on what has already been discussed. Elder meetings are one of the very few places in the Fair where issues like this can get discussed. Mouseman said he has been attending board meetings for years, and he continually sees membership input being whittled down and whittled down, even before the pandemic. At the May meeting, a mandate from the top came down that a member only gets up to 90 seconds during a single meeting to speak, and only gets one turn. Mouseman wants to know how this 90 second rule came about as there was no vote on it by the board. It’s important for us to talk about these things.

Paxton explained that Colleen is the person who determined the 90 second time limit. She views board meetings as the place to do business. Jack was much looser. It is Colleen’s style. Mouseman disagreed, stating that Colleen doesn’t do that at Path Planning meetings. Paxton has trouble with the word “guardrails”. The bylaw changes were recommended by our non-profit attorney, our regular lawyer, and the NAO consultant. Each of these people said that we have a current legal problem holding these decisions out in an open process. He referred to personnel, legal, and real estate issues. They are the ones who recommend we make these changes. Our current process is the problem. Paxton asked

the group to review the bylaw changes and bring concerns to the board meeting. Paxton much prefers that the meeting allows for longer comments, but others don't see things that way. He continues to argue for longer comment periods.

Nancy Hafner agrees that 90 seconds per person is way too short. Even the City of Eugene can do better than that, and they don't have much of an open process. Nancy said that she is familiar with open meeting laws and closed meeting laws. Personnel issues fall under legal requirements and boards are not to discuss personnel issues publicly. All discussions about hiring and firing staff go behind closed doors for legal reasons. At some point the board is required to announce its decision. Nancy asked what else the board wanted to work and vote on in closed session? Spirit cited legal and real estate matters (in addition to personnel). Paxton said that this situation occurs once or twice a year at times when we are running the Fair. To Nancy, these three categories seem to be in line with other entities she has worked with. The rulings in California are the same around personnel, real estate, and legal issues.

Nancy said that in these other situations (e.g. planning boards), there is time allotted for public comment and people are allowed to submit comments on a card. They call on you.

Nancy was confused as to how the bylaws apply to the 90 second rule. Spirit clarified that the 90 second rules are not covered under the bylaws. The 90 second rule has nothing to do with the bylaw changes.

Nancy asked how much time is reserved for membership input? Spirit explained that Colleen is trying different things to find ways to receive input and achieve efficiency.

Nancy said that there are many ways to allow membership input and that the 90 second rule isn't working.

Licia – Let's take a break to admire Katie's fluffy robe!

Michael JL asked questions. Who is suggesting proposed changes? Do these changes resolve any problems that currently exist? Michael agrees that OCF is basically a membership organization that should respect and allow input, ideas and controversy from the membership. He agrees with Nancy that yes there are personnel issues, certain types of legal issues that would be permissible for board-only discussion. But in general, it shouldn't be a blanket bylaw change because we are a membership run organization.

Spirit went next to address Jon P's concern about membership's requests for information from the board. It's true that our interim director and NAO consultant and other typical non-profit organizations do business where they take a binding vote in closed session around these confidential things. Spirit did not consider us to be the type of organization where we need to fall in line with that. She wanted to clarify to the group that all discussions around personnel, real estate and legal issues are already discussed behind closed doors. They are confidential and not discussed openly. The question becomes more about taking a vote behind closed doors. It is extremely rare to have a closed session and voting publicly does hold board members accountable for their actions. If votes are behind closed doors there is no accountability to the membership. Spirit referenced article V-6B – referencing membership input, and she does not see where this bylaw has any proposed changes, so it still holds the board accountable to receiving input. If the bylaw changes are passed, article 5-6B would enforce the reporting of board actions made behind closed doors to the membership. Spirit wants to make sure there are checks and balances.

After an apology to Paxton, mambo brought up the 90 second rule again. He said that closed door events have already happened – all personnel issues. We don't get background information. This issue in question is the board's voting process if the proposed bylaw changes are approved.

Jon P. said that regarding the issues around closed sessions, he agrees that discussions around personnel, legal and real estate issues should be discussed in closed sessions to avoid liability. However, the vote should happen in public. He wasn't sure if ORS 65 has the same prescription for non-profits. The reason public institutions are run this way is because they serve a community, and we are a community. The business isn't the board business. it's the membership's

business. Having a vote occur in public makes people more thoughtful and accountable for how they vote (not the discussion, but the votes).

the other matter is that there's another section in the bylaw revision that is being removed that was about requesting information. He believes that ORS-65 covers this subject, but he was unsure and will do further research. Regarding member comment, just this past year the Eugene City Council had to have a whole session of the council to debate reducing discussions from 3 minutes per topic to 2 minutes per topic. If the Eugene City Council can allow 2 minutes per topic, we should consider allowing members to have time to speak to more than one topic. He knows that many people in our organization have contributions to make on multiple topics, and that information is valuable and needs to be heard.

Paxton addressed who suggested the changes. It was suggested by the NAO consultant, by Liz our current interim executive director, and our non-profit lawyer. Paxton emphasized we are a non-profit organization subject to state and county laws, as well as the IRS. There was animated cross talk about being hippies vs. a non-profit organization. Paxton said we are a membership organization and if members don't agree with their board members, they can vote to change them. Colleen made the decision to keep the meetings limited to two hours, hence to 90 seconds per person per meeting. Paxton has argued privately about this. He feels confident that we can achieve membership input without over-lengthy meetings. Open meeting law does not apply to us. The NAO consultant and lawyer said that our process is problematic. The bylaws committee worked on the wording over several meetings and the proposed changes were reviewed by the lawyer. Paxton will continue to argue in favor of increasing the amount of time each person can speak.

Licia asked Spirit if there is any way she could request more time for the membership to discuss the bylaw changes. Spirit said she is willing to put in that request – the fact that Elder committee meetings occur at the end of the month and the board meetings are early the following month doesn't give enough time for Elders to discuss these topics effectively given the short time span.

Jon suggested maybe our board members would consider a working session where we can discuss the bylaw changes. They are important enough that they are worth the effort.

Paxton said there's an urgency to get this passed because of hiring a new ED, and this needs to be done in closed session.

Nancy argued that we are not disagreeing in whole, but we are concerned about the minutiae of the bylaw changes.

Licia reminded us that we should take a minute to remember how important we are to each other, how important this process is, and how much we really care about each other. More praise went out to the website subcommittee.

The next meeting will be at Kay's. Bring your own plates, cups, beverages, and food for self or to share.

Nancy said she read through the last board minutes and was impressed with how concise, specific and grounded the comments made by Elder members were, compared to some board member comments that she found to be terribly hard to follow.

Mambo followed up on a comment that Spirit made about Elders – that we are more invested compared to any other sub-group. Elders are comprised of boothies, traffic, security, etc. We are the only group that comes from everybody.

Spirit agreed with Nancy that some of the board comments were confusing. As board members our comments may appear out of context due to our participation in work groups and other committees, and that what is conveyed may not be understandable to the membership. Board members need to work on doing better with communication.

Spirit asked the group to refer to a letter from Shane regarding Alice's. This was sent via the ECOCF listserv.

Licia expressed appreciate for Carolyn taking the notes. They are super important.

The next meeting is scheduled for Thursday, June 17at 4:30 p.m. Potluck/socializing, and meeting.

the meeting adjourned at 9:05 p.m.