

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

<https://www.youtube.com/watch?v=unl6Qxb8vYw>

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

**Board Directors present:** Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman (President), Cynthia “Peaches” Peachey, George Braddock, Lisa Cooley, Palmer Parker, Paxton Hoag, Sam Rutledge, Sandra Bauer, Spirit Leatherwood, and Sue Theolass. **Other Board Officers present:** Heidi Doscher (Membership Secretary), Hilary Anthony (Co-Treasurer), Kimberly “Kimmo” Howard (Recording Secretary), Lisa Parker (VP of Bylaw and Policy Compliance), and Lynda Gingerich (Co-Treasurer). **Staff present:** Crystalyn Frank, Kirsten Bolton, Robin Bernardi, and Shane Harvey.

**Board Directors absent:** Lily Harmon-Gross (First VP).

**Announcements (*YouTube video 15:05*)**

Sam said the virtual OCF Annual Membership Meeting is Saturday, October 16, at 6:30 pm. The Zoom link is currently posted on the oregoncountryfair.net site, and the YouTube link will be posted on the .net site before the start time. Election ballots are due at the OCF Office no later than 8 pm, Saturday, October 23, 2021: 442 Lawrence Street, Eugene, Oregon, 97401.

Jon P. said the WOW Hall’s Community Center for the Performing Arts annual meeting for members is November 14, where the budget is approved and they elect their board members. In order to run for election as a board member for the WOW Hall, the candidate needs to be a registered member at least 30 days in advance.

Lisa C. wanted to remind us to be attentive to teenagers during this time, adding that a suicide hotline is available to offer help and someone to talk to: 1-800-923-HELP (1-800-923-4357). It is important for adults to spread the word and be responsible for open communication with our children.

Kevin said he has teenagers and agreed with Lisa C.’s message. Kevin is a write-in candidate for the OCF Board and hopes to have a fundraising event to help give back to the Fair, and will keep us posted on updates.

Membership Secretary Heidi said if a voting member has not received their ballot in the mail yet, please email [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org) for assistance.

AJ said Eugene Saturday Market is open every Saturday from 10 am to 4 pm, with the last outdoor market on November 13. Their indoor Holiday Market at the Lane Events Center begins the weekend of November 20-21.

### **Minutes Review (*YouTube video 19:25*)**

**Paxton moved and Sue seconded to approve the September 13, 2021, Board meeting minutes.**

**Motion passed: 12-0.**

### **Agenda Review, Amend, Approve (*YouTube video 20:40*)**

Sam asked if there were any objections to approving the agenda.

Colleen noted the organization flow chart agenda item is tabled.

Colleen added the following New Business: Remove Wally Bomgaars from the Key Bank credit card account and add Kirsten Bolton.

**Colleen moved and AJ seconded to move the Key Bank credit card account item from New to Old Business.**

Palmer stressed the importance of not waiting to action this item.

**Motion passed: 12-0.**

### **Member Comments (*YouTube video 24:15*)**

Heather K. clarified the Board facilitator's request that members limit their meeting input to a minute and half.

### **Staff Report (*YouTube video 25:55*)**

#### **Executive Director's Report from Kirsten:**

Oregon Country Fair is happy to announce that we are the recipient of a Shuttered Venue Operators Grant from the Small Business Administration in the amount of \$1.279 million. The monies were received on September 16. This award will assure our continual operations as we work to bring our 2022 event to fruition. Many thanks to the members and staff who helped make this grant a reality: Spirit Leatherwood, Hilary Anthony, Crystalyn Frank, Mary Callaghan, Floyd Prozanski, Peter DeFazio, and Dan Whelan.

For the 2022 year we are required to do a "Single Audit" for expenditures over \$750,000 in a fiscal year. We have requested a quote from Jones & Roth to accomplish this audit. We have been making progress on the check signer changes.

Weekly meetings with the Board Advisory Team continue and include planning for the Board Retreat coming up October 29 and 30. The retreat agenda will have a Diversity, Equity and Inclusion presentation by Cliff Jones. Other meetings include the budget, path planning, coordinators, fixed assets, and staff one-on-ones.

Thank you to the many volunteers who participate in committee meetings. Special thanks to Heidi Doscher and her team for their work on the upcoming Board elections.

Staff member Robin Bernardi has changed to part-time and will focus exclusively on Culture Jam. We will be seeking to hire an office assistant and assistant manager as we look forward to our 2022 event.

With some funding, we may be able to bring the Database Team's project to fruition in 2022. Staff is working to establish their proposals for the November Budget Committee meeting.

For the Board of Directors, the online Board packet distribution timeline will change from seven to five days prior to a scheduled Board meeting. This will allow time for the most up-to-date information to be included in the packet.

### **Treasurer Report and Budget Items (YouTube video 32:56)**

Hilary spoke to the upcoming budget process and communications that have gone out to coordinators. If your crew is not heavily impacted by structural repairs or safety improvements, we will ask for prudence in 2022 spending needs and for communication to the Budget Committee about projects with the most priority. We expect a spending increase in operational crews like Construction and the Kitchen, while other crews may not have such needs. Our planning is going to be based on our 2020 proposed budget.

With the grant we just received and having an event in 2022, we do not expect financial hardship. We still need to plan for the changes we know are coming, such as needing more paid staff, along with health and safety improvements. We are planning for an attendance like we had in 2016 to 2018, where crew sizes are manageable, and also accommodating growing demographics such as Elders. Our biggest question with capital projects will be: Do we have the human power to complete the projects in time for the event? We need to assess damage and safety improvement costs and our ability to act on them.

Lynda said the Budget Committee is in full swing and reviewing revenue projections based on cumulative data as opposed to being subjective, so as to be realistic with spending expectations. The committee is hoping to recruit more members with data analysis or financial backgrounds. Please contact the Budget Committee if you are interested: On the .net site home page, click on "OCF Budget Committee Seeks Interested Volunteers" in the Latest News section.

Lynda noted the OCF Annual Budget Meeting will be January 31, 2022.

Peaches asked for more clarification on financial planning for repair work and capital projects. Hilary said the planning right now includes the 2020 capital projects and long-term projects, and we have penciled in placeholder amounts for what we anticipate. Some projects may be postponed if needed.

Lisa C. noted the low amount of interest we receive from our bank accounts, and wonders if there are other options to improve the interest rates.

### **Committee and Working Group Reports (YouTube video 44:50)**

*Please visit [oregoncountryfair.net](http://oregoncountryfair.net) and check the Upcoming Events schedule for committee meeting dates, times, and online links.*

*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 .net site.*

*Brief summaries are requested when a committee or work group*

*wants to make a verbal report at Board meetings.*

**Fixed Assets:** Thanks to the Board for last month's motion approving the winery equipment sale. Staff are working on the cleaning efforts in preparation, and we are hopeful for obtaining market price. We know we can bring in more parking revenue with the Outer Limits property, and we are continuing planning for a compost facility.

In looking at solar opportunities, Peach Power Committee member Peaches will be a collaborating liaison with the Fixed Assets Committee. The residential structures at Outer Limits and Dug's Green need extensive repairs, and we are working with staff and the Budget Committee to see if we can make the needed improvements.

The Storage Subcommittee and Shane have been doing much research, gathering ideas, and reviewing maps and will meet with Thom Lanfear to discuss building a storage facility.

In regard to the idea of a temporary campground at Outer Limits, the committee has been creating a compilation of data and will begin the work of determining the value to be included in a proposal to the Board. There will be opportunity for stakeholders to share their ideas and thoughts for consideration.

**Bylaws:** We bring forward as New Business some recommendations that were made to the Board in August 2020 by the combined Bylaws/Elections Committee. The proposed changes are available on the .net site in the Board of Directors Working Documents section. This document also includes a summary of how the changes relate to Oregon Revised Statutes, and the membership survey results in relation to the number of signatures needed regarding removal of a director or advisory resolutions.

At the last meeting, we reviewed the Nonprofit Association of Oregon recommendations again in relation to bylaws, and will be reviewing the suggestion of asking candidates for the Board of Directors to have attended a certain number of Board meetings. The committee next meets on Tuesday, October 19, at 6:30 pm. We will continue our comprehensive review of the bylaws, with the meeting minutes posted on the .net site.

**Path Planning:** The last meeting included Kirsten. Dean and Colleen were re-elected as committee co-chairs, along with Amy and Kirk, who will be taking over the duties in January. Jennifer was re-elected as scribe, and Otis as co-secretary.

Eleven committee members remain committed, and they hope to gain four additional members to help diversify representation. Letters of interest are being accepted.

We recommend that Shady Grove entertainment take a year off and be used more passively with removal of a structure close to the riverbank.

**Elders:** We continue to take Elders applications, and the committee takes time to confirm applicants' involvement with OCF and eligibility. The Wristband Subcommittee is working to confirm a lead to help with communications. The potential change in age going up for Elder eligibility continues to be a topic of discussion, and whether the extended age requirements should be processed incrementally. If you would like to join the discussions, the next committee meeting is Thursday, October 28, at 7 pm.

**Diversity Committee:** The committee has open meetings on the fourth Monday of every month at 6 pm. The upcoming DEI Board Work Assembly will be held Monday, October 18. We are close to distributing the Fair census and working with the Survey Crew and Kirsten. In determining how to use the \$5,000 budgeted this year for education, we will continue the discussion at our next meeting. Look forward to virtual Fair recordings on diversity.

The consultants will provide us with their final deliverables soon. We hope to be able to start sharing the survey data once we work through it with them. The committee has also spent some time discussing some Facebook posts, and some email communications on the threads that are very questionable as to being racist. We hope people “think twice before,” as they say.

On a personal note, Jon S. urged folks who have questions about the committee’s processes to ask the committee and do not jump to conclusions.

Spirit asked 1) if the Diversity Committee meeting minutes could be updated on the .net site, and 2) if the survey data would be ready by the DEI Board Working Assembly date. Jon S. confirmed the minutes would be posted in the near future but did not know if the Survey Subcommittee work would be done.

#### **Old Business (*YouTube video 1:03:37*)**

**Colleen moved and Peaches seconded to remove Wally Bomgaars from the Key Bank credit card account and Kirsten Bolton be added.**

**Motion passed: 12-0.**

#### **New Business Items**

Board Giving Process Recommendation

Bylaws Committee: Proposed bylaws amendments. Information can be found online at: <https://oregoncountryfair.net/wp-content/uploads/2021/10/Bylaws-Committee-Proposed-Bylaws-Amendments-with-Review-New-Business-October-2021.pdf>

#### **Meeting Evaluation (*YouTube video 1:07:00*)**

Jon P. said when there are changes to the bylaws, he encourages having it as New Business for 60 days. He said if you think everybody knows about them, your view is small compared to the total Fair family.

Colleen thanked Sam for his facilitation style and a meeting well done.

AJ said we are in unique times, and we have unique personalities that all are interested in the betterment of this organization. Sometimes that means we all get passionate about our opinions and what we see. We can have robust discussions and maintain our civility during these conversations. Members are encouraged to participate and speak up in committee and

other meetings. It betters us as Board members and an organization to get your input. Thank you to everyone who shows up.

Spirit thanked Sam for his role in facilitating. She agreed with Jon P. about the bylaws motion being on the agenda for 60 days, due to the delay in the Fair Family News publication.

Sam spoke to the current news about Facebook being toxic to people's mental and emotional health, specifically teenagers. The way the Facebook algorithm encourages conflict, even for our organization, and keeping users in conflict online is how they make their money. Sam said removing himself from Facebook was one of the best things he did for his mental health. We need to remove OCF from Facebook and have another opportunity to talk with and hear each other where we can hear tone of voice or see facial expressions, instead of making assumptions.

Paxton agreed with Sam, and encouraged having a Fair platform for online discussions with our own internal processes. He also gave a reminder the Bylaws Committee motions are on the .net site by clicking on Board of Directors, Board Working Documents, then Bylaws Committee: New Business October 2021 – Motions for Bylaws Changes.

Kimmo thanked Mary Callaghan for getting the email blast out to everyone with the Zoom and YouTube links. Thank you to Sean Bonsell, who is behind the scenes in helping with the YouTube live streaming and the pre- and post-meeting online entertainment. Thank you also to the Zoom co-hosts, Sam and Heidi.

#### **President's Peace (*YouTube video 1:14:55*)**

Colleen said we are all here because we care about the Fair and each other, as just expressed in the meeting evaluation. She agreed with AJ's and Sam's sentiments. Colleen encourages members to watch the meetings, vote in the OCF elections, get vaccinated, and encourage others to get vaccinated because that is the best way to get back to our in-person event in 2022. Be kind to each other and yourselves during these challenging and trying times.

When you watch the meetings online, you are seeing a computer screen filled with volunteers who do their work around their family celebrations, their full-time jobs, their going to school and working on advanced degrees— and they find time to volunteer. There is kindness and gratitude we can share with each other; we should take the time to say thank you. We need to recognize and appreciate what each person is doing as we push through these times and find our way back to a walk on the path together at OCF 2022.

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

Bylaws Committee: Proposed Bylaws Amendments  
Board Giving Process Recommendation