

Board of Directors Meeting
November 1, 2021, 7 pm
Zoom remote online and live streamed on YouTube
YouTube recording link:

https://www.youtube.com/watch?v=95HeQt_SfQs

(subject to approval by the Board at the December 6, 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 Vice President), 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 Bylaws and Policy), and Lynda Gingerich (Co-Treasurer). **Staff present:** Crystalyn Frank, Kirsten Bolton, Robin Bernardi, and Shane Harvey.

Agenda Review, Amend, Approve (YouTube video 17:20)

Please see the New Business section of the minutes for new agenda items added:

Lily tabled the Organization Communication Flow Chart item until further notice.
Lily tabled the 2022 Board Budget until the regularly scheduled annual budget meeting in January.

Lisa P. offered to prioritize the Bylaws Amendments item at the bottom of Old Business.

Announcements (YouTube video 23:45)

Jon P. said The WOW Hall annual meeting was set for November 14, 2021, at 4 pm via Zoom. There will be several days after the meeting to cast ballots.

Sue said the indoor Holiday Market in Eugene starts on Saturday, November 20, at the Lane County Events Center. Note, the Farmers Market will remain outdoors on Fifth Avenue, between High Street and Oak Street, for the 2021 season.

Minutes Review (YouTube video 25:15)

Peaches moved and Sue seconded to approve the October 4, 2021, Board meeting minutes.

Motion passed: 11-0-1; Lily abstained.

Member Comments (YouTube video 28:40)

Martha said the OCF Elections are like the start to a new school year. She is very excited and gives her support to all as we move forward from the pandemic. Peaches and hugs to everybody!

Barbara said the pandemic has taught the Fair that we need more revenue streams. She noted that natural organic reduction, otherwise known as human composting, becomes legal next July and is an idea to bring in revenue and help the community. Barbara said she would email the Board more information about this end-of-life option. She feels there are many folks who would pay for this service in advance, knowing their grieving families would not have the cost burden and their remains would nurture the earth.

Ratification of 2021 Election Results (*YouTube video 25:55*)

Lily moved and AJ seconded to ratify the 2021 Election Results.

Board members elected to a three-year term: George Braddock, Lisa Parker, Paxton Hoag, and Sue Theolass. Board members elected to a two-year term: Jon Silvermoon and Sandra Bauer.

AJ thanked those who participated in the elections. We cannot do this without you.

Spirit thanked all who ran and worked on the elections. Special thanks to write-in candidate Kevin Levy for his valiant effort.

Peaches thanked outgoing Board members Lisa Cooley and Palmer Parker, who have served with great heart, humor, passion, willingness, and hard work. She also thanked the Elections Committee and expressed how she misses the in-person ceremonial changing of the Board members.

Colleen said she has a tremendous amount of gratitude to Lisa C. and Palmer for all they brought. It was a joy to serve with them, and best wishes. Welcome to the new Board members who are ready to pitch in and help us. Thanks to Heidi and the Elections Committee, who have done an excellent job with this process.

Motion passed: 12-0.

2021-2022 OCF Board of Directors:

Anthony "AJ" Jackson, Colleen Bauman, Cynthia "Peaches" Peachey, George Braddock, Jon Silvermoon, Lily Harmon-Gross, Lisa Parker, Paxton Hoag, Sandra Bauer, Sam Rutledge, Spirit Leatherwood, and Sue Theolass.

Board Officer Selections (*YouTube video 38:30*)

Colleen moved and Paxton seconded to appoint Lily Harmon-Gross as President.

Colleen fully supports Lily and working with her has been a delight. She has faith and confidence in Lily and said we are very lucky to have her.

Mary Drew enthusiastically supports Lily because she is organized and spectacular at meetings. Lily is a good friend to many parts of the Fair and would be a fantastic representative.

AJ supports Lily and thanked Colleen for her amazing service this past year as President during such trying times.

Lisa P. thanked Colleen for her steadfast and very hard work this year, and she is thrilled to support Lily.

Paxton thanked Colleen for her helpful work to the organization. He said Lily is ready for this, and he is impressed with her use of resources. She will do wonders for the Fair.

Spirit thanked Lisa Cooley and Palmer Parker for their service. She also thanked Colleen for doing years-worth of work during her one year of presidency. Spirit supports Lily for her ongoing work as an officer and gave appreciation.

Peaches thanked Colleen for setting standards and bringing the Board together with her bridge-building skills. This is a great handoff to Lily from Colleen, and they both work well with groups.

Sandra said we would not have made it through this past year without the leadership of Colleen and Lily. Colleen kept us on track with humor and helped us to do what sometimes we did not want to. Sandra expressed that Lily is a good communicator. She is glad for Lily's willingness to step up.

Motion passed: 12-0.

Lily moved and Peaches seconded to appoint Sandra Bauer, Lisa Parker, and Anthony Jackson as a triumvirate of vice presidents with the following titles:

Sandra Bauer, VP of Philanthropy and Fund Development

Lisa Parker, VP of Bylaws and Policy

Anthony Jackson, VP of Membership Engagement and Services

Grumpy asked why three vice presidents and how was it determined.

Lily noted this past year we had three vice presidents, which allows us to capitalize on our Board members' skills and leadership. It makes us a more dynamic team. These Board members are fantastic and go above and beyond in their dedication. This collaborative effort will help us as we move back to a live event in 2022.

Lisa C. asked why there was a need for someone with the title of policy compliance if the entire Board was in charge of policy.

Peaches expressed support and noted there is so much to do as we transition into a new way of doing things. The talent, willingness, and expertise of these folks is an embarrassment of riches. We need all the help we can get.

Peaches responded to Lisa C.'s concern and said we need Lisa P.'s organizational skills to gather all the fragmented guidelines and policies and ensure they are current and do not conflict with each other.

Sam said policy is a shared job and the whole Board is responsible, but having a lead person for this group is really important. Just the same, membership and philanthropy work is important and having someone to lead us in those efforts will make us better. These people are volunteering to take on extra work.

Paxton agrees there is work to do with indexing past policies, our history, and where we currently stand. He is in support of the motion for three positions.

Jon S. does not support this arrangement, and thinks it is important to have one vice president designated in the successor position, someone the president can delegate tasks to, and who can be groomed for succession if the president becomes incapacitated. Three vice presidents with four months each of being in succession is confusing and there are some process

questions that have not been answered. We need to be looking at the needs of the organization when creating these positions, rather than creating the positions to fit individual people.

Spirit said initially she was not sure about three vice presidents. After talking with Lily and taking what she said into consideration, Spirit wants to extend trust and confidence in Lily's team choice. If the Board later decides it is not good for us, then we can take action to change it if needed. There is a skill set here and a leader who will unify, build bridges, and work to quell any kind of contention among any Fair group of committees or individuals.

Lily said succession means leadership development and learning the role of president, but it does not always mean someone who is in a vice president role will automatically become a president. Succession also means having a backup plan, and those willing to serve in these roles are comfortable with being equals with delegated tasks. Lily said every four months each vice president will be designated as the successor to the president if she becomes unable to fulfill her role. She is glad Colleen will still be on the Board for another year and is confident in the team and that the best interests of this organization are taken into heart.

George said as a previous vice president and first vice president, and observing the roles of others in succession to Jack as president, he feels it is important to name one person so that individual can become the principal executive office of the Fair if needed. George believes the proposal for three positions with different focuses that rotate into the succession role is a recipe for burnout and confusion on top of their already involved focus areas. He does not think the pros and cons of this have been thoroughly investigated and that passing the motion is premature.

Spirit supports the motion because the three positions focus on priorities that the organization and Board are working on: philanthropy, bylaws, and membership. As we have moved into more governance, and some members have felt disenfranchised, there is no better person than AJ to make sure to reel that in. There will be coaching by and shadowing of Lily. These are three workhorses. Thank you.

Jon S. said he suspects the motion will pass although an unwise course, and offered his support to help make it as successful as it can possibly be.

Motion passed: 10-2; George and Jon S. opposed.

Lily moved and AJ seconded to appoint Hilary Anthony and Lynda Gingerich as Co-Treasurers.

Lisa P. said yes, yes, yes.

AJ thanked both of them for their work in getting us to this point and keeping us financially well. Thank you for continuing to serve this organization.

Sandra said we could not be luckier or have a stronger team to lead the financial pieces of the organization. They have done so much to keep us in good financial shape during this very difficult period of time.

Peaches thanks and fully supports them and is grateful for everything Hilary and Lynda have done.

Colleen agreed with how lucky we are.

Motion passed: 12-0.

Lily moved and Sue seconded to appoint Kimberly Howard as Recording Secretary.

Sam said Kimmo is a ray of sunshine and brightens his day. She brings a wealth of organization and spirit to us all and is appreciated.

Peaches thanked Kimmo and said she does a great job.

Colleen agreed and said we are lucky.

Sandra said it is a tough job and Kimmo helps keep things in line and on track.

Motion passed: 12-0.

Lily moved and Paxton seconded to appoint Stephen Diercouff as Membership Secretary.

Lily thanked Heidi for her years of service!

Heidi said we are lucky to have Stephen and he will do an excellent job.

Sue thanked Heidi for all her years of service and welcomed Stephen aboard.

Spirit thanked Heidi for her decades of service and for being available to answer questions. Our officers do a lot of work, so thank you Stephen.

Paxton acknowledged Heidi for the wonderful job she has done and looks forward to working with Stephen.

Sandra thanked Heidi for being meticulous and organized, and helping to train Stephen in the coming year. She thanked Stephen for being willing to take on this big job.

Motion passed: 12-0.

Staff Report (YouTube video 1:19:10)

Executive Director's Report from Kirsten: Kirsten thanked the outgoing Board members and welcomed the 2021-2022 Board of Directors. She looks forward to working with everyone this next year to achieve the goals of this organization.

The Fair office is open to members Monday through Thursday, from noon to 4 pm. All visitors are required to wear masks and are asked to knock and wait before entering.

We are reviewing a supplemental award opportunity as part of the Shuttered Venue Grant, which would give us more funds and more time to spend it. We will be required to do an audit in 2023 and are actively getting quotes for audit services. For grant compliance, we are also reviewing our policies and getting legal review.

We will be updating check signers with the change in officers.

Kirsten is continuing to attend as many meetings as she can, but does have to prioritize them. If your committee would like her to attend a meeting, please contact her via email with the date, time, and topic for her review. She continues weekly meetings with staff and the advisory team.

In appreciation for our volunteers, thank you to the Budget Committee as they prepare weekly for the upcoming financial year: Hilary Anthony, Lynda Gingerich, Lucy Kingsley, Steve Gorham, Bennett Rogers, Sheldon Doughty, George Braddock, and Sandra Bauer.

Kirsten has scheduled interviews for the Administrative Assistant and Assistant Manager positions. There will be three rounds of interviews for the candidates. She will bring them on board in December.

Planning for the 2022 Staff Budget includes more Honey Buckets and hand washing/sanitization stations. The budget will include two new positions with a DEI focus:

- 1) Marketing — This position will be designed to market the organization year-round and to focus on drawing BIPOC & LGBTQIA+ communities to the organization.
- 2) Volunteer Coordinator — This position will be designed to on-board new BIPOC & LGBTQIA+ volunteers and focus on DEI internal training, as well as support volunteers.

We will also be looking for a new groundskeeper so we can set up Jeff's successor.

Treasurer Report and Budget Items (*YouTube video 1:25:30*)

Lynda said the Budget Committee has been meeting weekly and liaisons have contacted crews with impacted needs regarding the 2022 event. There is a list of capital project requests to review and the committee is continuing work on the staff budgets.

They recently met with the Financial Planning Committee and looked at what has happened and what is yet to come. There is desire to have a top-down decision-making approach based on data, rather than individual philosophies. There is some data missing about who is buying tickets and we are working on that.

Due to the pandemic, there are more risks to plan for in addition to the unknown risks. We still have another winter to get through and a long list of wishes to accomplish. The costs of the products and services we need will increase. We have to plan ahead to mitigate risk, and that means we need more revenue. All pricing will be increasing for the 2022 event. Lynda reviewed the proposed price changes for the various revenue categories.

Hilary said they used a bird's eye view when reviewing the past years' budgets and included areas where we expect increases such as construction and kitchen costs. They used revenue projection formulas to make the predictions and preliminary 2022 budget plan. They propose to land in the black and not have to dip into our reserves. The Board packet includes the projections and five action item recommendations:

- 1) Change qualifying age to 57 in 2022 for Elder camping pass
- 2) Form workgroup to establish consistent policy for passes for former paid staff
- 3) Pass guideline/guidance for purchased teen passes to be used for family members
- 4) Change admission cap to consider both daily and weekend ticket sales
- 5) Price increases in all areas

Hilary said the treasurers are working with the committees affected by the recommendations and will be counting on the Board liaisons to help with communications. Lynda thanked the Financial Committee for working together well and for the kindness and consideration they have shown during difficult conversations.

Spirit asked for clarification about the process for changing the age for Elder status. Hilary said it will be up to the Board to work with the Elders to make the age change and how it will be phased up to the age of 60. The age of 57 suggested in the action items is one option for phase-in.

Jon S. said with the discussion to increase in the Elder age, he hopes there is consideration into how doing that would give less opportunity for younger folks to jump into

those roles. He would also like analysis into the Elder natural attrition rate and if it might reach equilibrium population status at some point.

Committee and Working Group Reports (YouTube video 1:49:20)

Please visit 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.

LUMP: To recap our last meeting, Dennis will send a letter to the Budget Committee about the gray water proposal.

We discussed emails from Rick Valley about indigenous land management using controlled burns, how to encourage beaver activity where we want it, and traditional edibles on our land.

We listed topics we want to choose among to develop our work plan for this season.

Path Planning: Path Planning is currently looking to recruit new members from diverse areas of Fair. A motion was approved to include a “call-out” letter in the Fair Family News with a deadline of November 30. Letters of interest will be reviewed in a full committee meeting in December.

Fixed Assets: Dennis — Liaison from LUMP discussed using the Outer Limits property as RV parking and camping for Fair family and staff because the Fair is losing to the river each year, and there may be a need for more camping within the next few years.

Kirsten — Reported that Fair staff is proceeding with selling the unneeded wine-making equipment at Outer Limits.

Peaches — Peach Power is communicating with EPUD about how to help the Fair fund solar power as a community resource.

Subcommittee reports:

RESIDENCES SUBCOMMITTEE: Shane expects that the cost for repairs to the house at Dug’s Green will be higher than estimated. He will get estimates to give us more accurate information.

STORAGE: AJ reported that the subcommittee is up and running. A tour of storage areas will take place on November 15.

TEMPORARY CAMPGROUND AT OUTER LIMITS: Sandra thanked Heather Kent for her assistance with the analysis. Heather’s experience in creating and running a temporary campground during the Fair is very valuable to the subcommittee. Temporary Campground subcommittee continues its work to estimate revenues and costs for running a temporary campground at Outer Limits. Estimates are being developed for varying numbers of campers, as well as various mixes of tent camping and RV camping.

Startup costs will include clearing campsites, installing fire suppression equipment, and adding utilities such as bathrooms and showers. Next steps will be stake-holder meetings with Traffic, Fire, Camping, and Recycling crews, and other interested parties.

Election Committee:

The full 2021 Board Election Report is included in the November 2021 Fair Family News, with voting results as follows:

George Braddock 828
Paxton Hoag 870
Sue Theolass 825
Jon Silvermoon 614
Lisa Parker 854
Sandra Bauer 748
Kevin Levy (write in) 383

Elders Committee: Thanks to Hilary for coming to the last committee meeting to discuss the proposed age change status for Elder eligibility. A subcommittee will be working on a plan for implementation and analyzing how Elder passes are being used. Information gathering is still needed. The next committee meeting is Friday, November 19, at 7 pm. The Elders Holiday online party will be Thursday, December 16, at 7 pm.

Bylaws Committee: The last meeting was mostly general discussion about future direction with the comprehensive bylaws review. The next scheduled meeting is Tuesday, November 16, at 6:30 pm.

Diversity Committee: With Kirsten's help, we will have a DEI library at the Fair office where people can donate books for other people to access to learn about diversity, race, culture, and marginalized populations. We will make an announcement when the books are ready for checkout.

Old Business (YouTube video 1:57:15)

Statement of Recommendation for Covid 19 Vaccine Policy: In the spring of 2020, the world faced a rapidly spreading pandemic unprecedented in most of our lifetimes. In the absence of adequate testing, treatment, or cure, and under the Oregon Governor's executive orders, we were not able to gather together in 2020.

In 2021, we saw the advent of safe and effective vaccines for the prevention of the spread of the virus; however, the slow rollout of these vaccines unfortunately left too many of our loved ones vulnerable and unprotected. And so in 2021, we were once again unable to gather together for our Essential Event.

Out of their love and dedication to our event and the community that it gives rise to, a group of committed volunteers and staff created virtual events for 2020 and 2021 that brought

us together in spirit. These events were bittersweet, both providing an opportunity to connect with one another, and yet reminding us of one another's absence in the physical realm.

Throughout this pandemic, our organization has consulted local, state, and federal guidelines regarding public health and safety when making recommendations that impact our Fair community. The Oregon Country Fair will continue to rely on this guidance for decisions on gathering safely.

On October 21, a group compiled by our Executive Director consisting of medical professionals, event professionals, Board members, and staff met to discuss the Fair's response to the Covid-19 situation and have put forth the following recommendation with a specific focus on protecting our ability to hold the Fair in 2022.

We feel that it is important that we implement this policy as clearly as possible and in a timely manner. We realize and understand that this will pose a difficult choice for some in our community and want all who love our event to have the time and consistent information that they will need in order to make plans and decisions.

Peaches moved and Lisa P. seconded that beginning on January 1, 2022, the Oregon Country Fair will require proof of full and up-to-date COVID-19 vaccination for all persons on site who are eligible, as defined by the CDC to receive a COVID-19 vaccine.

Comments and concerns were made by Wren, Martha, Kirk, Colleen, Jon S., Peaches, AJ, Sandra, Sam, Spirit, and Lily.

Motion passed: 12-0.

Colleen moved and Lily seconded to appoint Sam Rutledge, Anthony Jackson, Sandra Bauer, Sue Theolass, Paxton Hoag, and Cynthia Peachey to a Board work group to consider Board-giving program revisions.

Comments were made by Jon S.

Motion passed: 12-0.

Background information for proposed bylaws changes:

Substantive changes to the Bylaws to comply with new ORS statutes include

- changes address to preferred contact information
- clarifies a member cannot waive notice by inaction (ORS 65.217 states that any waiver of notice must be in writing, signed by the member, and delivered to the nonprofit organization.)
- clarification and separation of petitions for advisory resolutions and removal of a director (ORS 65.324 states that a director may be removed only at a special meeting called for the purpose of removing the director.)
- the number of signatures required on a petition to place an advisory resolution on the ballot
- the number of signatures required on a petition to remove a director
- the due date to submit petitions for advisory resolution for the annual meeting (ORS 65.201 and 65.214 state that any matters to be voted on at an annual meeting must be included in the meeting notice.)

Housekeeping and clarifying changes include:

- changing items to advisory resolutions
- changing recall to removal
- adding what must be included on petition (printed name, signature, and Fair affiliation)

The motions were originally presented at the August 2020 Board meeting, with work completed by the combined Election/Bylaws Committee. The proposed bylaws amendments are uploaded on the .net site, under Board of Directors, then Board Working Documents. The Bylaws committee and Election/Bylaws committee meeting minutes are also posted on the .net site.

Due to time constraints, the proposed bylaws changes will be tabled by Lisa P. until the next Board meeting in December.

Comments and concerns were made by Jon S., AJ, Spirit, Lisa P., and Paxton

New Business Items

Review the OCF Drug-Free Workplace policy to be in compliance with the Shuttered Venue Grant.

Appoint Nancy Hafner to the Elders committee.

Update check signers

2022 revenue projections with five action items.

Endorse conducting a diversity census of the OCF.

Request to redirect purpose of funds donated for Elmira Grange Botanic Festival.

Authorize Executive Director to pursue funding for the Fair's Diversity, Equity, and Inclusion efforts from the Spirit Mountain Community Fund, Siletz Tribal Charitable Contribution Fund, Three Rivers Foundation, Collins Foundation, Oregon Community Foundation, Cow Creek Umpqua Indian Foundation, Chambers Family Foundation, Meyer Memorial Trust, and any other foundation, trust, or giving organization that she deems appropriate.

Meeting Evaluation (YouTube video 2:30:30)

Lucy expressed her heart hurts because she feels there is not much time for conversation and dialogue with the community as a whole at Board meetings. She feels there are back stories to the agenda items that do not get brought up, and that the optics of referring people to the .net site for further information is poor. Lucy would like reports to be clearer and more concise.

Jon S. provided the following feedback: I attended the virtual Board retreat last Friday and Saturday and as a newly elected Board member I had my first opportunity to see what topics the Board has been discussing in sessions not open to attendance by the membership. And what I have seen greatly concerns me.

I recognize the need for the Board to be able to discuss legal, personnel, and other sensitive matters in private. I also recognize the benefit of the Board being able to discuss other matters among themselves in detail prior to taking action at a formal meeting, but that

discussion should occur in view of the membership. I am not saying that the membership should participate in that pre-meeting discussion, but that they should at least be able to observe.

Observing gives membership an opportunity to understand how the Board operates as well as the views of individual directors and how they function as a Board member. That information is important if members are to wisely participate in electing the Board.

As a large volunteer organization, it is also important for members and non-members involved to understand the background to potentially controversial decisions if cohesiveness and resiliency of our community is to be sustained.

The pendulum has swung too far. Let us figure out a way to be efficient in conducting our business without denying the membership opportunities to observe us conducting it.

Jon P. agreed with Lucy's sentiments, and some of the changes Jon S. mentioned. Jon P. encouraged the Board to provide direct links to information in the publishing of the Board meeting agenda document, particularly for bylaws and policy proposals, so that membership can understand better. Not everyone has the same technical abilities, and it is sometimes difficult to find things.

AJ wanted to recognize the change created by the Board over the past year, and he hopes it continues going in a positive direction and working together. It is important we do that for the health of this organization that we say we love, and for our membership. We will not always agree and we will have challenges. But if we continue as we have this past year, AJ is excited about our movement forward.

AJ will continue to work on providing a space for membership outside of Board meetings for conversations and genuine discussions between the Board and members, without bashing each other down. We can respect each other's opinions and have a chance to be heard.

President's Peace (*YouTube video 2:37:55*)

Lily said there are no words to appropriately thank Colleen for what she has done for us this past year. Colleen supported both individuals and the whole Board of Directors through a momentous year with tough decisions, including onboarding two Executive Directors and budget challenges. Colleen is a champion of process, works very hard to create a collaborative environment, and models selfless leadership.

Though we wanted Colleen to remain in the president role, she offered an elegant handoff process and continues to be a leader while taking a step back. Thank you so much Colleen for your mentorship, opportunity to learn from you, and your humanity.

Thank you to the incoming Board members and officers: Lisa P., Jon S., and Stephen. Thank you to the outgoing folks: Palmer, Lisa C., and Heidi. And thank you to membership for an excellent response with ballots cast.

**The next scheduled online Board Meeting is
Monday, December 6, 2021, at 7 pm, with agenda items to include:**

Bylaws Committee: Proposed Bylaws Amendments

Review the OCF Drug Free Workplace policy to be in compliance with the Shuttered Venue Grant

Appoint Nancy Hafner to the Elders Committee

Update Check Signers

2022 Revenue projections with five action items

Endorse conducting a diversity census of the OCF

Request to redirect purpose of funds donated for Elmira Grange Botanic Festival

Authorize Executive Director to pursue funding for the Fair's Diversity, Equity, and Inclusion efforts from the Spirit Mountain Community Fund, Siletz Tribal Charitable Contribution Fund, Three Rivers Foundation, Collins Foundation, Oregon Community Foundation, Cow Creek Umpqua Indian Foundation, Chambers Family Foundation, Meyer Memorial Trust, and any other foundation, trust, or giving organization that she deems appropriate.