

Board of Directors Meeting
December 6, 2021, 7 pm
Zoom remote online and live streamed on YouTube
YouTube recording link:

<https://www.youtube.com/watch?v=odLEZQ1U9W0>

(subject to approval by the Board at the January 3, 2022, meeting)

Board Directors present: Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman, Cynthia “Peaches” Peachey, George Braddock, Jon Silvermoon, Lily Harmon-Gross (President), Lisa Parker (VP of Bylaws and Policy), Paxton Hoag, Sandra Bauer (VP of Philanthropy and Fund Development), Sam Rutledge, Spirit Leatherwood, and Sue Theolass. **Other Board Officers present:** Stephen Diercouff (Membership Secretary), Hilary Anthony (Co-Treasurer), Kimberly “Kimmo” Howard (Recording Secretary), and Lynda Gingerich (Co-Treasurer). **Staff present:** Kirsten Bolton and Alex Zabala.

Announcements *(YouTube video 15:50)*

Sue said the Eugene Holiday Market is in full swing at the Lane County Events Center. It will be open from 10 am to 6 pm, December 18 ,19, and 23. December 24 it will be open from 10 am to 4 pm. Come support hundreds of small businesses.

Lily noted the Board has met in two special meetings (as specified in the bylaws previously called closed sessions), on November 29 and December 6, to discuss personnel and legal issues. No decisions were made by the Board at those meetings.

Minutes Review *(YouTube video 17:20)*

Lisa P. moved and Paxton seconded to approve the November 1, 2021, Board meeting minutes.

Jon S. said he would not vote in favor, noting in January 2020 the Board passed a motion authorizing the Recording Secretary to provide Board minutes in summary form, with the summary to include arguments in favor and against the motions. He said those summaries have been absent from the minutes, and goes against the motion.

Motion passed: 11-1; Jon S. opposed.

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

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

Kirsten said the Financial Planning Committee action items to vote on will be two items instead of five.

Kirsten asked to table the OCF Drug-free Workplace Policy until the January 2022 Board meeting.

Jon S. tabled the Elmira Grange Botanic Festival request to redirect donation funds.

Member Comments (YouTube video 23:45)

Lily said the Board is committed to its work as a governance board. The Executive Director has oversight of the employees. Personnel matters are confidential, and there will be no discussion of job performance or evaluations for current or former employees during a public meeting. Member input is a time for the Board to hear the opinions of membership and feedback is valued. For any members who want to give feedback on personnel issues, it is most appropriate to share in writing.

In order to protect the legal, confidential, and fiduciary responsibilities this Board has to the organization and our employees, members are asked to not talk about employee performance or evaluations.

Member feedback on sensitive topics can be emailed to:

- the Board of Directors at board@oregoncountryfair.org (new email)
- the Board President at lilyclearwater@gmail.com
- the Fair Office at office@oregoncountryfair.org.

Emma said when we come to Fair, we are told we are a family. It is a community and we work together to create something magical, different, and kind. Over the years, she has become less wide-eyed at the magic but she still has reverence for that feeling, and loves the moments when it hits her unexpectedly how special it is. It is worth the sacrifice and worth protecting. Emma asked the Board members to read a letter she submitted to the Board, officers, and staff.

Mary said the Fair has a reputation among the communities of color, and it is mostly not good. The Diversity Committee is working to change that, and this committee consists of people from those communities who have not felt welcome at the Fair, but who love the Fair and are dedicated to help change happen. Letting go of our privilege is hard work, and if you are white, able-bodied, and straight, you do not have to do it. But if you are not, you are always on guard because the attacks can come from anywhere and you never get to feel safe.

Training Fair staff and crew by the Diversity Committee is creating understanding for Fair family who did not have this opportunity previously. Mary said the committee does not offer just lip service, and has active advocates for people who need backup. Some employees knew the Fair needed help and were allies with the committee. Now the sudden employment change hurts, and the committee feels the hard-earned hope has been ripped away. This is very significant for the future of the Fair.

Brooks expressed concern that an email to the Board does not allow membership to hear issues being expressed, and thinks there is no way to communicate true and authentic feedback to other members. He said there is rising white supremacy and dehumanizing rhetoric that stands in opposition to the work of equity and inclusion. As a leader and organizer in this community, Brooks asked for swift action so the organization is not negatively affected.

Lucy said at committee levels she is witnessing less and less opportunity for various points of view to be expressed and it greatly concerns her. She agreed with Brooks about members being restricted in what they can say, in regard to the suggestion that members send their comments in writing.

Amy said in this time of division we are asking you to govern and demonstrate leadership. You are tasked with making policies and decisions that support and enhance the culture of the Oregon Country Fair. In moments such as these we must ask ourselves: "What does that mean? What does our culture look like? Are we a culture that supports and honors diversity? Are we a culture that treats one another with respect even amidst differences? Does our culture create a safe and supportive working environment?"

Or are we a ruthless and calculating culture? A culture where emboldened individuals use intimidation, bullying, rumors and manipulation to support the personal agendas of a select few? In our culture is this behavior rewarded? Or do we keep striving to be better, to elevate our interactions, to demand more of ourselves and how we treat each other?

Amy sees our stagnation generating from people's fear of taking a stand or speaking up about something that could alienate them, make them unpopular or lose a vote. Is this what effective governance and leadership look like?

To Amy, leadership is humble, it asks for help, it is always learning, it makes mistakes and is accountable for them. Leadership is working with and for others. Service, not power is the heart of leadership. Please reflect on what good leadership looks like to you. Strive for it in your own heart and encourage and support it in others. Hold accountable those who mistake power for leadership.

Iana said she has been part of the Fair her entire life, and appreciates the political work that gets done because she knows it is a taxing process and is not the whole entirety of what we are creating at the event. She said bureaucracy needs to happen, and thanked those who step up to be leaders because it is a difficult task.

At the same time, Iana wants to ask for healthy shame and humility because that is what is needed for racial and environmental justice. We are trying to be an alternative society, and we have to be able to embody it more. She is embarrassed about the lack of movement the Fair has taken toward equity for everyone who participates, regardless of the power that each individual holds.

Iana said other, younger organizations have taken radical stances on being equitable, and gave the example of the Board wanting to edit the racial justice statement the Diversity Committee created after George Floyd was murdered. She feels there should be a level of embarrassment for the Fair leaders not listening to the marginalized communities who are here, showing up, and attempting to create this change. It is hard work but we can work together because we have the common love and appreciation for what we are trying to build.

In the past year on the Diversity Committee, Iana has felt both frustrated and appalled around distrust and disparaging comments toward the committee members who are

volunteering their time, going outside of their comfort zones, and often reinstating trauma to themselves.

FireDIC thanked the Board for being professional, committing to being a governance Board, and recognizing there is a variety of perspectives and experiences throughout the Fair family regarding many issues. Not everyone feels they can express themselves or bring up a problem they encounter to the authorities of our community, so it is important to recognize how many people you do not hear from and to not jump to conclusions about what the Fair family thinks or what is in their best interest.

FireDIC said he is aware we need to improve our sensitivity, welcomeness, and inclusiveness across the board. He said people from all sides are attacking each other and disparaging individuals by name. Our culture came from focusing on things that we had in common, could share, and build upon, but instead it is becoming narrower. The range of speech and thought, in order to be acceptable to community, is leaning more toward exclusion of some for not conforming.

Marlene said as a former meeting facilitator and Fair participant since 1984, she can understand the desire to restrict input and feels what is happening with the Fair echoes the divisiveness in the country. We are not going to resolve issues until everyone can be respectful, leave out the negativity, look for commonalities, and find ways to move forward. Marlene said she is very unsure about continuing her participation, and it breaks her heart.

Ayisha feels discouraged about eliminating member input ahead of knowledge of discord, especially when we know members are upset who have true feelings and true commitment to the Fair being ongoing and loving the way we know it to be. Censorship of the membership is scary to her and deeply problematic.

Ayisha has a lot of respect for what it means to adhere to what makes a business move forward. However, when there is consensus to the livelihood of the business it is a signal of something much bigger. She hopes we can find a way to really build and actually understand that this kind of censorship is a display of lacking trust, empathy, and transparency toward those who actually make the Fair what it is.

Palmer is astounded at the change in the way we have serviced our employees and does not know when we will be healed from the harm done. There are many people who are not quite sure how much more time and love they want to give to an organization that does this.

Aaron said we have been through some tough times for many years, and deep breaths are in order. She applauds the decision to keep personnel issues confidential and not discussed in open sessions, and is very supportive of our current staff.

Heather hopes the Board continues to focus on governance because it is extremely important to continue forward with staff to stick to the huge projects undertaken with the NAO

and processes that have gotten us to where we are now. Flip-flopping will get us nowhere, and we might as well give this our best shot.

Arna understands there are varying opinions on personnel matters, but hears a lot of the same feelings from the different viewpoints such as hurt, lack of trust, and lack of respect. If you are not giving specific names, it is sometimes hard to tell whose side you are on, and we cannot continue to ping-pong back and forth around this stuff. We need to settle on a course, and move along. Arna supports the current staffing situation, hopes the bad feelings subside, and wishes the organization well.

Dani spoke in support of the Board and the democracy we use to elect those who have to make important and difficult decisions. She agreed with Heather and Arna that we need to continue on the path we are on, and if needed we can pivot and continue to do better. Dani appreciates the designated email address for the Board (board@oregoncountryfair.org). While she understands the suggestion for members to submit their input in writing, not being able to have discourse at an open forum does not sit well with Dani. She thanked the Board for their service and the ED for having to make difficult decisions, and said she has faith and trust in the leadership.

Lisa C. said when she was oriented as a Board member two years ago there was a big discussion about the NAO report and moving to a governance Board. We now have a new ED to help with operations and she supports their work and hard decisions. The current Board must also support those decisions and the ED. Lisa C. appreciates the hard work of the Board.

Britania said like many others, she has struggled to eat, sleep, work, or think of much else than OCF this week. OCF is part of her identity and lifelong plans. She has been shaped by the teams she has worked on for the last year and decade, and has impacted the community and other nonprofits as a DEI facilitator and educator. The Fair has such an opportunity to steward just leaders that track the risks of abuse that are inherent in positional power in a society ruled by values of white cis heteropatriarchy.

OCF is not utilizing our great privilege and responsibility, to be an example of practicing anti-oppression in everything we do. Anti-oppression work is essential to be in a right relationship with business. We will not make it to our next seven generations if our Board does not prioritize above all else holding those in positional power (including Board, staff, and coordinators) accountable for the abject violations of the Code of Conduct and OCF values of diversity, equity, inclusion, and the corrupt oppressive and classist labor practices.

Jon P. said during this discussion it is important to observe those who were previously and very much in favor of the more executive system we are operating on now being not so much in favor of that method. He has heard the reverse at other times. As we go through our various forms of governance, when different views prevail and become our form for that moment, the thing that gets sacrificed in the transitions is member input.

Jon P. feels that while the decision to limit member input on personnel matters seems appropriate at this moment for this meeting, he thinks we should return to our more traditional practice, ongoing and looking in the long term. Member input should be a strong element of our governance system prior to decisions coming to a Board vote.

Shelly wanted to point out the astounding hypocrisy that has been going on for quite a while. There has been a rampant culture of bullying, retaliation, and ostracizing, and she is looking forward to a clean slate and a new future.

Lily expressed heartfelt gratitude to everyone in attendance at this meeting for adhering to the guidelines for member input regarding personnel matters knowing that it was a change from the norm and was uncomfortable. She said the guidelines were not censorship, and the request for member input in writing on personnel issues is to protect legal and employment possibilities for many people involved and for the organization.

Giving members the opportunity to write to the Board allows members to write as much as they want, while meetings have time constraints. There are other venues besides Board meetings for members to share their opinions, feelings, and thoughts. Please utilize the new email address, board@oregoncountryfair.org, or contact an individual Board member directly.

Carl T. said without the people who have run the last three Fairs, he does not know how our next event is going to happen.

Grumpy hopes the Board can find a way to share what is submitted in written format, and does not think it should be private. He thinks making member feedback less public is problematic.

Staff Report (*YouTube video 1:03:10*)

Statement from Kirsten: Fifty-two years ago, an amazing social experiment was rooted. Through hard work and lots of play, overcoming challenges, and committing to our values and vision, Oregon Country Fair has been able change and adapt with each new season.

Let us acknowledge that we are in difficult times. Let us also remember that with effort, hard work, determination, and positivity we can do anything. With thoughtful intent, let us refocus and recommit to our Fair family goals:

Our goals to improve organizational effectiveness, to foster better communication and information exchange, to maintain and improve our land and facilities, to steward our lands through ecological standards, to create experiences that attract and include more youth and elders, to prioritize community outreach and philanthropy, to support artists and entertainers, to increase diversity, equity, inclusion, and to support a healthy culture for participation by volunteers and members.

Currently we are going through some growing pains. I made some difficult decisions recently, and hope you all understand they were not made lightly. I apologize if my recent

decisions have impacted individuals. I want to take this opportunity to thank Crystalyn and Shane for their service to the Fair.

As Winter Solstice nears, enjoy the holidays with loved ones and look forward to the promise of rejuvenation in the spring. When the sun is shining warm, we will come together on the land again and reunite with our enchanted Fair in the forest. With a renewed spirit, let us show the world and the next generations of Fair family how magical we are.

Executive Director's Report from Kirsten: We received a Supplemental Grant award in the amount of \$690,953.60. It has the same conditions as the original grant and can be used for expenses like utilities, payroll, equipment, supplies, insurance, and event specific contracts. This extends our use period until March 2023.

We will be adding Lily, as President, to the following bank accounts as a signer: Key Bank, Banner Bank, Columbia Bank, NWCCU, OCCU, Providence Bank, and Beneficial Bank.

Kirsten has been attending many meetings, including Fixed Assets Committee and all Budget Committee meetings. We rebooted the COVID Response Team. Weekly Coordinator meetings wrapped up in mid-November, and Kirsten continues weekly staff meetings.

Thank you to all of the volunteers who participate in committee meetings, and it is a pleasure for Kirsten to get to know and work with the volunteers. She personally thanked the COVID Response Team: Wren Arrington, Lisa Parker, Sandra Bauer, Colleen Bauman, Hilary Anthony, George Braddock, Jessica Metteer, Breeze Powell-Spivey, John Whiddon, and Lily Harmon-Gross.

Alex Zabala has been hired as the Office Assistant, and thanked everybody for a lovely and warm welcome. He has been on the Booth Registration Crew since 2015, and is delighted to be on staff.

Staff budgets are finished and have been reviewed by the Budget Committee. Kirsten received competitive quotes for 2022 staff health insurance, and is recommending we stay with the Providence Gold Plan with an increased cost of 6.75 percent. She has budgeted for continued 8 percent employee contribution. Kirsten recommends staying with Ameritas Dental with an increase of 3.9 percent, and for a retirement plan contribution of 6 percent.

The Fair Office will be closed December 20 - 31, 2021.

Treasurer Report and Budget Items (*YouTube video 1:09:05*)

Hilary said they are finalizing budgets and are still working on capital projects. The Board will be presented with the operating budgets and capital projects at the end of January 2022. We are still working with a lot of uncertainty. We started with the 2020 budget as a baseline and analyzed the income, but there are many "what if" questions relating to regulations and the number of people. Our forecast may need to be adjusted with the substantial number of risk and unknowns. The Shuttered Venues Grant provides a tremendous amount of safety net for us.

Lynda said there will be a Coordinator Budget Committee meeting on Thursday, January 13, 2022, from 6 pm to 8 pm.

Committee and Working Group Reports (YouTube video 1:12:05)

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.

Bylaws: The committee continues to look at the NAO recommendations, and feels we have addressed most of the time-sensitive matters in our comprehensive review thus far. We will be creating a work plan for 2022, and regularly scheduled Bylaw Committee meetings will be on the third Tuesday of each month, unless otherwise noted.

KOCF: Acknowledgment went to Andy Goldfinger, longtime KOCF Program Director, who will be retiring from that role at the end of the year. Andy will continue to host the Music Gumbo show. Allen Mullen will be taking over as Program Director. We finished our fall pledge drive and say thank you to the Fern Ridge and Fair communities for the continued support.

Fixed Assets: There are ongoing projects at Dug's Green, and we are getting bids for the rehabilitation of that residence. We are reviewing the qualifications for the EPUD efficient energy assistance, and at what level of energy efficiency versus cost we should aim for.

The majority of the high value winery equipment has been sold. We have been discussing the impact of a compost area in Outer Limits on Traffic Crew's use for parking. We are looking at a more compact compost option, so as to not impact other uses of the Outer Limits property.

We are scheduling storage area tours to inventory the contents and how they are being used. We are almost done with the cost analysis for a temporary campground at Outer Limits, and give thanks to Heather for reviewing the financial and regulation requirements. Thank you for Roseanne Costello for a great map of the Outer Limits property which is invaluable for helping to plot different uses.

Fixed Asset Committee meetings are typically held on the second Monday of each month.

Craft Booths: The next committee meeting is Wednesday, January 12, 2022, at 6 pm.

Food Booths: We have been surveying the food booth reps about their plans for 2022 and the intense challenges they may be facing. Many are excited about returning to our event and are making their own plans for increasing COVID safety within their booths and camps. A Food Booth Town Hall is being planned online for Sunday, January 30, 2022, from 1 pm to 3 pm.

Endowment: The OCF Bill Wooten Endowment Fund has awarded a total of \$15,000 through a one-time funding opportunity for projects supporting Fern Ridge children in the midst of the COVID-19 pandemic. The Endowment Fund will resume its regular grant funding process this winter. The COVID-related grants were made to schools and nonprofit organizations serving youth in the Fair's neighboring Fern Ridge area, and tangibly represents the Fair's deep appreciation of our home community. The grantees are:

Fern Ridge Middle School: Many students are struggling with controlling frustrations related to returning to the classroom setting after a year away. Funds will be used to create a "break space" staffed by a support aide who will help identified students with individualize plans for developing coping strategies.

Lane Arts Council: Out-of-school creative learning has been limited for Fern Ridge youth because of the pandemic. Funds will support the Fern Ridge Library in bringing three artists to work with 5- to 10-year olds in exploring puppetry, watercolor painting, and wire art. If necessary, the artists will create and deliver art kits to local families.

Rural Art Center: COVID-19 interrupted the Center's plan to launch a Crow-Applegate-Lorane school district-wide African American Cultural History project. Funds will support resumption of the launch for a project which includes film study, live dance performance, a gospel choir concert and literature appropriate to each grade level.

Veneta Elementary School: The pandemic restricted the ability of teachers to provide students with creative enrichment opportunities. This school-wide program will bring the therapeutic magic of the arts via a professional musician who will teach each student to perform a Cajun fiddle tune, and help musically illustrate a short folk story.

Wordcrafters: In this time of pandemic stress, teachers are desperate for arts instruction to provide avenues that help students make meaning of the challenges they are facing. This collaborative project with Elmira High School will help them do so through an arts residency with a professional writer focusing on spoken word writing/performance.

Also, the annual Leslie Scott Imagine Grant Award is given to the funded project that best represents former Fair General Manager Leslie Scott's contributions to the Fair, which included providing opportunities for youth, reaching out to our neighbors, and nurturing creativity. This year's awardee is the Rural Arts Center.

LUMP: The committee extensively discussed past and current water challenges and future needs. We reviewed Recycling Crew's proposal for a new compost barn and solar array at Outer Limits, which includes a concrete slab necessary this year if we plan to recycle food waste at our next event.

Our 2022 work plan includes continuing discussion of indigenous knowledge, controlled burns, adaptation to climate change, water system upgrades, grey water recycling, potential loss of Upper River Loop due to erosion, revisiting staff parking onsite, and planning for more facilities and camping for elders.

Path Planning: We met in November and members of Rainbow connection and the BIPOC crew joined as guests to finalize plans for booth spaces to secure for the next Fair. They

will join again in February to further refine this vision. The next meeting in December will be a full committee meeting to review applicant letters of interest.

Diversity: A PowerPoint presentation was shared that included an update on DEI learning opportunities, a census update, consultant survey results, and advisory recommendations for the Board. Some members of the committee feel they have been attacked; the presentation included their accreditation and composition.

A YouTube channel has been created to host learning opportunities for Fair family, and several recordings are already available. The committee is planning a panel discussion with the DEI consultants, more DEI workshops and learning opportunities. The committee feels an OCF census is critical.

The DEI Consultant Survey was not intended to be a statistical example, and the committee has been reviewing and working to redact personally identifying information from the survey comments to prevent retaliation. It requires intense and emotional labor, indicating many of the comments are harmful and degrading. Some of the survey comments were shared in the presentation.

Advisory recommendations and concerns to the Board included: concrete slab for Recycling Crew, pathways for access if ticket prices are raised, and personnel suggestions. The committee representative expressed potential repercussions if the Board does not act on their recommendations.

FairCARE: The new grievance process is up and running, and documents and forms for the process can be found on the .net site. We are currently reviewing applications for new FairCARE workgroup members.

Elders: Thank you so much to Alan Cohn who is resigning from the committee! He has been part of the Fair since 1972. Two more Elder status applicants were approved.

We have had ongoing discussions about the increase in age to receive Elder status. The budget revenue projection included a motion to increase the age to 57 this year. Elders recommend no increase until 2023. The committee will present a motion later to help refine the process to work collaboratively with the Budget Committee, and will not present a motion yet for an age increase.

Old Business (*YouTube video 1:42:15*)

George moved and Paxton seconded to approve the 2022 Revenue Projection price increase recommendations with one revision: the fees for both food and craft booths will remain the same as the 2020 level.

George said consideration was given to food and craft booths for the overall cost increases in doing business and significant damage to onsite facilities, as we move into our third winter since we have had an onsite event.

Hilary said tight parameters were used for the revenue projection that is based on admissions of 45,000. At this level we can fund the operating budgets that we have completed

so far, and a substantial portion of the capital projects as well. We have a lot of projects to get done, and the Board was encouraged to pass the motion.

Lucy spoke in favor of no increases in fees for food booths due to hardships on family businesses. Hilary said the revision includes no increase in the booth fee, only the pass fee.

Peaches agrees with the revision to the fees.

Sue gave thanks for the considerations given.

AJ said he would not be voting on any motions until the Board acknowledged the actions of the Diversity member who gave an extensive committee presentation and shared their screen without letting the Board know of their intentions.

Sam thanked the Financial Planning and Budget Committees and will vote in favor. He looks forward to when we can meet in person again.

Colleen declared she represents a food booth, and it was confirmed there is no conflict of interest in voting on this motion.

Jon S. is concerned about the size of some of the price increases in our time of COVID, with one being that "day of" prices are all going up the same for all of the days. We should be charging less on Sunday to drive more admissions that day.

Lynda said the revenue projection planning did include analyzing what other festivals are charging, along with the knowledge of risks and uncertainties, and a price point was established that is manageable. With the data we have and much thoughtfulness, we are willing to try something different.

Lucy recalled the Budget Committee did recommend a lower price for Sunday. Sue clarified the Sunday price is lower than Saturday for advance ticket sales, and thanked Jon S. for his continued advocacy on this matter.

Motion passed: 10-1; Jon S. opposed and AJ abstained.

In lieu of a motion to change the qualifying age to 57 in 2022 for an Elder camping pass, the following motion was made:

Spirit moved and George seconded to assign the Budget Committee and Elders Committee Liaisons, in consultation with the Elders Committee, to recommend a process to gradually increase the qualifying age for elders from 55 to 60 years old at the April 2022 Board Meeting for implementation in 2023.

Spirit emphasized the desire for a gradual process with more collaboration.

Lisa P. asked if there was a goal date to reach 60 years of age.

Spirit said if a process decision is made in April 2022, then it will allow enough time for people to plan for the 2023 changes.

Jon P. appreciates the motion including the concept of collaboration.

Lucy said this conversation is long overdue and as a Budget Committee member she hopes to be involved in the collaboration effort to solve this.

Kirk said he wished we were finding ways to lower the age for Elder status, and appreciates a gradual process.

Ann said the Elders Committee has been discussing this for years.

FireDIC trusts the Elders to deal with this in a sensitive way, but wants there to be mindfulness for those who want to become Elders with a progressive process that considers the number of years someone had already put in.

Lisa C. agrees with FireDIC and hopes the motion is passed.

Carolyn said the average age that people apply for Elder status is around 60 to 61 years.

Jon S. agrees there should be time for people who are going to be affected by this change to provide their stories to the Board. One of the reasons for Elder status was to allow younger people to step into Fair positions. He suggested a measurement in the process that combines someone's age and their length of service.

Sam said the timeline and collaboration aspects make sense. As the parent of a teenager, he thinks about the Elders program being an opportunity for people to move out of positions but still remain part of the Fair family. We are an intentional community in which people find an identity through their work for Fair. We need to make room for individual capabilities and not just a set age.

Spirit gave thanks to Carolyn and Katie C. for their help in gathering Elder information, and looks forward to input from all ages.

Motion passed: 11-0; AJ abstained.

Lisa P. moved and Sam seconded to approve the proposed Bylaws amendments as recommended by the Bylaws Committee at the October 2021 Board meeting.

Lisa P. reviewed the document titled "Bylaws Committee: New Business October 2021 – Motions for Bylaws changes," which is available on the .net site under Board Working Documents and includes the specific proposed Bylaws language 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 states 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)*

Jon P. thinks the specific language changes to the Bylaws should be more easily accessible when the Board is voting on Bylaws amendments.

Lisa P. said the exact wording of the changes has been published on the .net site for 60 days, but does appreciate the feedback and will work on ensuring the link information is provided.

FireDIC said it is sometimes difficult to find information on the .net site. He suggested that the members should vote on Bylaws changes and the Board should limit their authority. He also said the due date for advisory resolution submissions should be after the Teddy-Bear Picnic.

Lisa noted this motion is the result of the work of the combined Bylaws/Election Committees as requested by the Board a long time ago.

Spirit offered a friendly amendment to change the due date for advisory resolution submissions until after the picnic. Lisa declined the friendly amendment on behalf of the work and rationale of the combined committees.

Jon S. noted the Annual Meeting agenda is due 55 days prior to the meeting, and the agenda should include any advisory resolutions to be voted on by membership by that date. He agrees the July 31 date should be changed, and asked what the process would be if someone submitted an advisory resolution in January.

Lisa P. said the Oregon revised statutes speak to that process and that is why bylaws changes need to be made. Sam read the proposed language changes.

AJ noted that he was chastised earlier in the meeting for trying to speak up, and now there is back and forth dialogue with no limitation. He said it was not equity.

As meeting facilitator, Lily said it is important to have dialogues with committee and Board members, but not people talking over each other. She apologized to AJ and offered to discuss it further with him at another time.

With the concerns expressed, Peaches asked if the Board would consider a vote on everything except the advisory resolution submissions due date. Spirit agreed with Peaches so there would be more time to understand why July 31 was chosen.

Spirit asked for clarification if a member called a special meeting for the removal of a director, and whether the members voting needed to be present or could vote via mail. Lisa P. said the current changes do not address that. Sam confirmed the current bylaws (Article VI, Section 4) states "in person or by absentee ballot."

Jon S. asked if the Board would accept a friendly amendment to remove the advisory resolution submissions due date proposed change (Article VI, Section 1) from the motion. Lisa P. and Sam reluctantly agreed, noting all the previous work of the committees, the legal advice received, and based on the Oregon revised statutes.

As amended, Lisa P. moved and Sam seconded to approve the proposed Bylaws amendments as recommended by the Bylaws Committee at the October 2021 Board meeting except for the advisory resolution submissions due date proposed change (Article VI, Section 1).

Motion passed: 11-0; AJ abstained.

Spirit moved and Paxton seconded to appoint Nancy Hafner to the Elders Committee.

Lisa P. asked for a statement from Spirit about Nancy's interest in joining the committee. Spirit said Nancy sent a letter of interest to the committee and apologized for it not getting in the Board packet. Nancy is helping with their budget and leading a subcommittee for wristbands. Spirit said Nancy is present, committed, and well received by the other members.

Motion passed: 12-0.

Peaches moved and Paxton seconded to authorize the Executive Director to change the bank account signers for all of our financial institutions to add the new president, remove the past presidents and former employees.

a) Add Kirsten Bolton, Lily Harmon-Gross, Lynda Gingerich, and Hilary Anthony as check signers on all accounts at the financial institutions listed below.

b) Remove John "Jack" Makarchek, Colleen Bauman, Stephanie Talbot, Wally Bomgaars, Crystalyn Autuchovich and Shane Harvey as check signers on all accounts at the financial institutions listed below.

c) Add Mary Callaghan, OCF Bookkeeper, to read/view access on all accounts at the financial institutions listed below.

d) Remove Elizabeth Field, former Interim Executive Director, from read/view access on all accounts at the financial institutions listed below.

e) Cancel Crystalyn Autuchovich KeyBank credit card.

Financial institution and accounts:

1. Banner Bank: Comm Center, Money Market, Money Market, Business Checking

2. Beneficial State Bank: Money Market, Beneficial State Bank CD

3. Columbia Bank: Business Growth Checking, Columbia Bank CD, Columbia Bank Business MM, Columbia Bank Premium Business MM

4. Key Bank: Business Interest Checking, Key Business Reward Checking, Key Business Silver Savings MM, Key Business Silver Savings MM

5. Northwest Community Credit Union: NWCCU Business Share, NWCCU Business MM

6. Oregon Community Credit Union: OCCU Business Savings, OCCU Business MM

7. Providence Bank & Trust: Providence Partner CD, Providence Commercial Platinum

M.

Sam said it will be nice to have the right names in the right places.

Paxton noted it is an important procedure required by banks and the state.

Motion passed: 12-0.

New Business Items

Spirit added confidentiality policy.

AJ spoke to the following two motions added to New Business: The motions have relevance because of what happened at this meeting, saying there is room for improvement working collaboratively within our organization, especially our Board committees.

AJ said he has been a witness to bullying and experienced racist behavior from Diversity Committee members. He will not accept racism and tolerate racism from anybody. As a Black man, he is appalled with what he heard at the meeting and from the Diversity Committee, and appalled in the ways the Board is feeling fearful of this committee and not willing to address certain behaviors by speaking up.

- 1) Move that a subgroup be formed to address current issues with the Diversity Committee. This subgroup shall consist of a Board liaison, the Executive Director, two additional Board members, and two named current DC members; to be selected and approved by the Board at the January Board meeting. The subgroup will follow the DEI consultants' recommendation to engage in an outreach campaign to the BIPOC community within the OCF membership. In doing so, the goal of creating a more representative and effective Diversity Committee can be reached. The subgroup, in consultation with a professional DEI Consultant, will review the current makeup of the committee in conjunction with the BIPOC outreach campaign. The subgroup will report back directly to the Board with findings and recommendations no later than the March 7, 2022, Board meeting.
- 2) Move that the Committee Best Practices Work Group explore creating mandatory requirements for committee meetings. Recommended requirements include the following:
 - Meetings are to be recorded with the purpose of keeping records and providing an avenue for non-committee members to review such meetings when not present in open meetings.
 - The Board must be notified by email at least seven days in advance of any closed sessions. The Board should be given the agendas for the closed session.
 - Address community agreements that are in line with the OCF Code of Conduct Guidelines. Perform an annual evaluation of each committee to confirm the committee is still operating in line with their mission and charter, with the intent to provide guidance to realign actions or dissolve committee as the situation dictates.
 - The CBPWG should recommend a clear process for addressing recourse if the committee does not achieve deliverables, complete requirements, or be in violation of the OCF Code of Conduct Guidelines, both as a whole and by individual members of the committee.

Meeting Evaluation (*YouTube video 3:00:45*)

Colleen thanked Lily for an excellent job facilitating the meeting, and thought the challenges Lily faced were hurtful.

Sam agreed it was a difficult meeting, said Lily was admirable, and asked for everyone to respect the meeting facilitator.

Grumpy agreed with Colleen and Sam in that you have to respect the facilitator, even if you do not agree with them.

Ayisha said while it was hard, she admired the way Lily stuck to it.

Heather agreed it was tough and would like to see us as an organization figure out how to enforce the rules of meetings, like is being done with timing of member input. She would like more enforcement of using the Zoom chat to raise your hand to speak.

AJ said this was a heartbreaker of a meeting, and is walking away feeling disappointed in what transpired. He knows we can do better and said it is frustrating when he stands up for himself, thinking he is standing up for everyone in the community, but not getting the support.

Spirit agreed it is hard and a commitment was made to speaking up when we feel there are wrongs being done. She appreciates when AJ speaks up and also the job of the facilitator. The Board has an obligation to give due consideration to all members present, and sometimes more discussion is needed with committees before making decisions.

Paxton noted we had about 140 meeting attendees between Zoom and YouTube, and thanked everyone for their participation.

Lucy said some of the challenges faced at this meeting have to do with not having a lot of opportunity for members to be heard.

Iana thanked everyone for their energy and hard work, and gave gratitude to Lily, the Board, and AJ for what he was feeling. Together we can work to make the Fair exactly what we all love and making it better for future generations.

FireDIC thanked Lily because the meeting was difficult, and thanked AJ for standing up for what he believes in. He suggested when there is inappropriate behavior, using the mute option and disabling screen share will help.

Brooks said it is tough and apologized to AJ because it was not his intention to make AJ feel bad. Brooks said he speaks on behalf of five black women, and there are consequences for having a "token" person on our Board.

Lily addressed Brooks for his charged language, and addressed others for speaking out of order.

Aaron said the Board meeting is a place for members and the Board to speak. She does not feel the facilitator should be the only person to comment when a person is out of line, and sometimes everybody should open their mics and say no.

Britania thanked Lily for her fortitude, skill, commitment to equity, and deep listening. She takes seriously that AJ feels he was treated inequitably, and said it is tough to bring people of color into positions of power in a white-led organization. We need to create more robust structures to support people in those positions, including the leadership on the Diversity Committee and other spaces beyond the Board.

Kevin thanked everyone and said he fully supports AJ and would like to see more respect for the process. He said the message gets lost when there is lack of respect.

Peaches said Lily did an amazing job under tough circumstances, and acknowledged AJ for being called a token because it seemed like a direct insult. Peaches said we should refrain from saying things that we know are going to hurt someone else.

Sandra said the comment made about someone as a token is racist and demeaning, and there should be zero tolerance for that behavior. She is appalled that someone on the Diversity Committee would act that way, and that the meeting just moved on.

Lily said process is important to her facilitation style. The behavior and language at this meeting is worth being addressed. Lily said she asked Brooks to stop his committee report when people started trying to talk over each other, and then they started talking over her. Content and process is important, and we are being sidetracked from addressing the content by a disrupted process.

Lily wants to work on this together and said she has more to learn about how to do it appropriately, and told AJ we need to find a way to stop disruptive behavior in meetings without having multiple mics open at the same time to call it out.

Lynda thanked those who gave member feedback and stayed within the guidelines set forth by Lily. She acknowledged AJ as a Board Member.

President's Peace (*YouTube video 3:14:25*)

Lily said she struggled with what she wanted to say tonight, and some of those thoughts she wanted to share are now completely different. We are in a moment in the global whole world, and in our Fair world, in that we are divided on many issues. The Oregon Country Fair has heart and we are family. Sometimes that means we encourage each other to do better, sometimes we fight, and sometimes it means we have to work harder on nurturing certain relationships. At times our dynamics have dysfunctional components, and we need to work on that.

It disheartens Lily to see elements of harassment on Facebook, or people saying offensive things to other people at this meeting. Lily said practicing what is right according to her own inner compass means that if someone tells her something she is doing bothers them, she stops doing it regardless, if she feels justified in that action.

Lily asked for us to be mindful of our interactions with each other. Certain behaviors and language, like gloating and racially charged words, have no place in our community. We have to do better in coming together as a community and family, challenging each other to take the next step in our anti-harassment, anti-racist, and anti-bullying platforms that we want to have and are in line with our ethos.

Our Code of Conduct applies to online and in person communications, and we can all do better in how we treat each other. We have to do something to heal this divisiveness and prevent fracturing in our community. Change is hard, and we also need to make time for grief. Social suffering and collective healing are important to be done in public, as well as in private.

Soon the days will get longer and we will celebrate a new year. We all need to do some deep digging, and think about where our moral compass in how we treat each other and what is acceptable for our family and community.

The next scheduled online Board Meeting is Monday, January 3, 2022, at 7 pm.

Future Board meeting agenda items:

Bylaws Committee: advisory resolution submissions due date (Article VI, Section 1).

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

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.

Confidentiality policy.

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violation of the OCF Code of Conduct Guidelines, both as a whole and by individual members of the committee.