

Board of Directors Special Open Meeting
February 18, 2022 – 7 pm
Zoom remote online and live streamed on YouTube
YouTube recording link:

https://www.youtube.com/watch?v=iX_bE-nRhbQ

(subject to approval by the Board at the March 7, 2022, meeting)

Board Directors present: Anthony “AJ” Jackson (VP of Membership Engagement and Services), Colleen Bauman, 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), and Lynda Gingerich (Co-Treasurer). **Staff present:** Kirsten Bolton and Mark Malaska. **Absent:** Kimberly “Kimmo” Howard (Recording Secretary).

Announcements (YouTube video 2:00)

Lily announced Cynthia “Peaches” Peachey has resigned from the Board of Directors.

Lily noted the Board met in closed sessions on February 8 for legal reasons, and February 18 for legal reasons and team building.

Sue said the Kareng Fund art bingo fundraiser scheduled for February has been postponed until August.

AJ asked us all to soul search as a community and said we should never use the n-word. He also asked that discussions not continue referring to him as a token person. Out of respect, to move forward in healing, AJ asked for conversations around those things to stop.

Colleen said the Committee Best Practices Workgroup will be scheduling more meetings soon.

Special Open Meeting Review (YouTube video 2:15)

Lily said the upcoming motion is in response to the December 2, 2021, Board meeting. She also wanted to speak to the recent meeting held with a Diversity Subcommittee and some of the Board members. While she knew some Board members were being excluded, Lily attended the meeting because of her commitment to more dialogue, and Board liaisons should be attending committee meetings. The OCF Bylaws does restrict committee or Board members from gathering for a meeting. The Board has put much work and compromise into the motion.

Lily expressed to other Board members that it might be hurtful to not invite all Board members to the sub-committee meeting, and suggested a smaller Board representation. Lily apologized to AJ, Spirit, and Sandra for the impact of her own actions, knowing the importance

of having a unified Board. She also knows that smaller group sessions are where much of the work and editing processes get done. Lily believes the small group meeting is an avenue for member participation.

Lily read the following statement:

“I’d like to start tonight by announcing that Peaches resigned from the Board, effective last week. Peaches, thank you for your service to this organization, and for your dedication to your Board and committee work. It’s been an honor to sit on this Board with you.

Colleen, Sandra, and I called this session, pursuant with Bylaw Sections 3.3 and 4.4 in order to dedicate time to the motion that has been left unresolved at the last two Board meetings.

The motion on the table is a response to events at the December 6 Board meeting, but I am aware that there are more recent events that have captivated the community and I’d like to speak to those for a moment.

Earlier this month, I, and eight other Board members were invited by a subcommittee of the Diversity Committee to participate in a meeting to discuss the tabled motion. Sam and I, as Board liaisons, had discussed the importance of dialogue between me, as the maker of the motion, and the Diversity Committee. When Sam posed that idea to the whole Diversity Committee, the committee found it to be more appropriate for the subcommittee on committee composition to be the venue of the conversation. Though there are no guidelines in our Bylaws that dictate how committee or subcommittee meetings are called, and who should be invited, I felt that inviting most Board members and excluding others would be divisive and hurtful. I, and other Board members who received that invitation had an email discussion about the fact that it may be hurtful. Ultimately, I chose to attend the meeting for three reasons: I believe in dialogue and relationship building; I am a new liaison to the Diversity Committee, and it is the (so far informal) wish of the Board that the liaisons be present for all committee meetings; and this motion is important — the Board has put a lot of work into this motion and the compromise it represents, and I felt it equitable and crucial to allow the Diversity Committee members on this subcommittee the opportunity to dialogue with me about the motion since they were on record as saying it felt too punitive. I needed to understand more of their thinking before finishing my edits of the motion between the January and February meetings.

I do not intend to make excuses for my actions, but rather offer explanations for why I participated in a meeting called by others that I was concerned might be hurtful, and which some of my fellow Board members and the membership find suspect. Speaking about motions in committee meetings, and in smaller work groups, is the way much of the editing process gets done — this is normal Fair business. Many other committees work in this way, and I do not want that avenue for member participation to be curtailed. I did suggest that the Board send a smaller representative group of committee members and liaisons to the DC subcommittee, but that idea was not widely supported.

I have already apologized to Spirit, AJ and Sandra in other fora, but I’d like to reiterate that sentiment again tonight. To the three of you, I’m sorry for the impacts of my actions. I was aware that this might be divisive, but I did not foresee how significantly this created an “other” group among the Board. We as a Board need to be a unified body, even when we disagree, and

in order to serve this organization best, we need to build trust and collaboration. I apologize for not taking a stronger stance to prevent this damage from occurring. I am truly sorry for the pain this has caused to you as individuals, and the ways in which you feel this has prevented you from fulfilling your duties as a Board member. I would also like to extend an apology to the membership for the whole situation, especially as it has made you feel as though there was not enough transparency in the highest leadership of the organization, and for the disruption this has caused to our community in a time that we should be coming together to prepare for our essential event.

I have learned from this conflict, and while I can assure you that it was not in violation of our Bylaws or the Oregon State Statutes governing nonprofits, it was still the wrong way to engage with the committee. My intention was not to be secretive; it was to roll up my sleeves and to get to work, with as much feedback as I could gather. I am committed to creating better processes to prevent these kinds of harms from happening again.

I would call for us all to remember that any of us is able to make mistakes. It is the lessons we take from those mistakes, and how we will incorporate that into our lives going forward that is important. Forgiveness is an essential part of working in community.

We have something really huge in front of us. We're going to have an in-person Fair for the first time in three years. Main Camp will begin in just over 90 days. This organization deserves us to get to the business at hand. The Board has other crucial time-sensitive business coming up in March. We are planning to come back together on our land, working as teams and crews and booths to tend our spaces, to nurture the growth of our fairy forestland and open our gates and arms to the folks who come to enjoy the magic for the day. The land needs us to come together in work parties. The projects necessitate us working shoulder to shoulder with our crewmates. The paths call us to our booths. Let us practice resilience. Let us celebrate our strengths instead of our occasional disagreements.

There will be more time to work on how we communicate and how we strike forth at resolving this conflict. There are already wheels turning to begin that work. And so now I choose to be solution oriented. Those of you who know me, know I believe in relationship and compromise, and I hope that there are more of you out there who value the same things. Peace building requires of us to extend an olive branch even when it feels like doing so will take the last bit of energy we have left.

We are so lucky to have this event as one of the foundational parts of our lives. I know I am. For my whole life, it's been the place I come back to year after year to check in with myself about who I am, and how I want to interact with my chosen community. It's a festival, it's a family reunion, and it's a spiritual recharging. I'm sure that is the case for most of you out there. We have the opportunity to create a magical party on land we own and steward, and invite thousands of friends. How lucky are we?"

Old Business: Diversity Committee (YouTube video 13:45)

Lily moved and Colleen seconded an amended version of the Diversity Committee motion:

There is much work to do to make the Oregon Country Fair more welcoming to members of marginalized communities. This work requires a collaborative working relationship between the Diversity Committee, Board, officers and the membership. Incidents at the December 6 Board meeting require that the Board respond in an equitable way to improve committee processes.

Therefore:

- 1. The Board directs Board liaisons to ensure that all committees follow the most current Committee Best Practices Manual essentials and recommended practices.**
- 2. A Board liaison will be present at committee meetings. All committee open meetings held online will be recorded, the recording to be held by the Board president and available for Board members by request, and used for the sole purpose of supporting the functioning of the committee. In addition to permitted reasons for closed sessions as listed in the Committee Best Practices Manual, the Diversity Committee may also hold closed meetings in the instances when the DC is asked to assist with a sensitive situation, with the approval of the Board liaisons and the Board president. Minutes will be reviewed by the Board liaisons and the President prior to publishing and will be included in the Board packet. Closed session minutes will include members present, topics discussed, and decisions made, and will be submitted to the President of the Board to hold confidentially. The OCF Board is responsible for the proper functioning of committees and may attend any committee meetings.**
- 3. All Committee reports to the Board of Directors will be included in the Board packet and delivered in the OCF Board meeting by a Board liaison or the President.**
- 4. The OCF Board continues to value collaboration and will engage with the Diversity Committee in a facilitated process to establish a working relationship to further the work of diversity, equity, inclusion, and transformative justice.**

We acknowledge that the events of December 6 were damaging to this community, and we are hopeful that with these new committee processes we will embark on a new chapter of diversity work. The OCF remains committed to changing our culture to be more welcoming to diverse communities and the Board is excited to lead this effort.

Coyote asked for examples of “a sensitive situation” where the Diversity Committee would be the only and most appropriate resource to give an assessment.

FireDIC said everyone has best intentions, but it still means we must be responsible for our conduct. He feels the entire organization was attacked and threatened by the Diversity Committee at the December 2021 Board meeting, and that they continue to rationalize their behaviors and argue they can exclude members they accuse of wrongdoing. The recent subcommittee meeting with only some Board members was hurtful and unethical. FireDIC said the Diversity Committee has repeatedly stood by their actions that have led to this motion. What is the point of overseeing a committee with people who refuse to take any accountability and are unrepentant about their conduct?

FireDIC said the current Diversity Committee approach should be dissolved and start anew with a group that is receptive to diverse views from the membership and will seek to unify us. Every Board member who participated in the subcommittee meeting and/or kept it

secret should recuse themselves from these decisions or pause the Diversity Committee and seek a third-party review.

Brooks said he has worked his whole life to dismantle racist and supremacist structures. He said it has been deeply damaging and dehumanizing how people in this organization have repeatedly accused him of being racist. As a gay man, he has been a victim of hate speech and said it feels like a deep bone-chilling injury. Folks in marginalized communities say they do not feel safe with the Board, the Diversity Committee, or among membership.

Brooks said it is scary that anyone should feel the need to defend their humanity to this Board, especially for an ostensibly liberal organization like OCF during a time of rising white supremacy and fascism in our body politics. Why should the Diversity Committee be called out for talking over the Board president or disregarding meeting processes, when others in positions of power are doing the same? The work of creating equity, including folks, and achieving diversity at all levels of the organization is our number one stated goal at OCF.

Brooks said the work can be painful. He hopes we can all see and have empathy for those who are in pain right now, and apologized for his role in pain caused. He is engaged in OCF processes to be accountable for his own actions. Brooks said it is imperative for the Board to lay out a pathway to healing for this organization. One that holds accountability and justice for all.

Martha suggested amending the motion to include that the Board and Diversity Committee re-examine the mission of the committee. There seems to be a big gap with the mission and what the committee stated at the December 2021 Board meeting.

Lawrence said having previously served on the Board, he knows there is usually more going on despite best efforts to be transparent. He is pained by what he called “the same old stuff,” such as former coordinators calling for a recall, which he said does not seem terribly productive. Lawrence encouraged us to take a deep breath, and said we are largely a community of goodwill that wants to do good things.

Tina feels also that there is more going on than she may know, and does think Facebook is an appropriate place to have these conversations. There are varying perspectives about what happened at the December 2021 Board meeting, and she said it is inappropriate to expect higher standards of marginalized people than of others, especially with such distinct power inequities. Tina supports the Diversity Committee.

Heather S. said regardless of different opinions, we need to do something about the real-world damage done by allowing these situations to be presented and argued ad nauseum in Facebook groups. Social media drives political polarization, and it is pure folly to think our community has been unaffected.

Jeffrey said the motion does not go far enough. Having been on committees in the past that have failed, he feels it is appropriate to put the current Diversity Committee on hold. If diversity, equity, and inclusion were not on the radar before, they certainly are now.

Heather K. said this conflict is not old, and there are not two sides that have done wrong. The Diversity Committee made threats because they were upset two staff members were let go. Does the Board believe that was the committee did in December and since then is really OK, or is the Board afraid of the committee?

Heather replied to a comment Sam made in a published statement saying, “we are all afraid.” She said she is pissed, and if afraid it is because the Board will do nothing to deal with the petulant kicking and screaming in the middle of the living room floor of our family home.

Jon Steinhart said he is opposed to the motion and asks it to be withdrawn because it is performative nonsense instructing the Board and liaisons to do a job they are already supposed to be doing. The motion also does not deal with any of the actual issues.

Jon Pincus said the Board needs to get back to having open governance as its standard. There cannot be business at secret meetings, especially meetings that other Board members are not invited to. No Board member that we voted in should be disenfranchised or excluded for any reason, regardless of your own opinion. He does not agree with recent Bylaw changes that allows for closed governance. Unless for legally required circumstances, there should be no closed committee or Board meetings.

Ann said people were rowdy at Board meetings before they changed from operational to governance. We all need to address the institutional and systemic racism, and do it equitably.

Kara said as a marginalized member of the Fair community, she is both afraid and angry to see the white supremacy culture alive and well in the Board. The way this motion has been presented is unethical and burdens marginalized committee members and does not consider the ways in which DEI work requires confidentiality. The way it has been presented on social media is unacceptable. We must require the Board to work with additional consultants to provide best practices and DEI when it comes to creating change in an institution.

Ed said the last few years at OCF have been the most difficult in decades, especially with COVID. We are looking at five months until our event and our volunteer network is of critical importance. Ed supports the other motion to conduct an investigation into what happened, and we should cancel our event if not. He said he was shocked and embarrassed by the Diversity Committee’s actions and the trust has been eroded. The only way to get trust back is truth.

Woody opposed the motion, but expressed favor in non-actionable listening sessions with the Diversity Committee, Board, and membership with a moderator.

Jeff E. worked with the Diversity Committee for the 2021 Virtual Fair and said he had a great experience with Iana, Brittani, and Brooks. He knows them to be bright young professionals who are very dedicated to the Oregon Country Fair. Together we produced panels and discussions on DEI topics that included some of the Fair history. We need to give the Diversity Committee a chance to do their work, as they care about the Fair and are trying to make the world a better place.

Grumpy said we need to move forward, not backward. We should not be punishing people. He said the best part of the motion is “... the OCF Board continues to value collaboration and will engage with the Diversity Committee in a facilitated process.”

Sam moved and Jon Silvermoon seconded to amend item #2 in the motion so that it states that all committees are required to record meetings held online, not only the Diversity Committee:

2. A Board Liaison will be present at committee meetings. All open meetings of all committees held online will be recorded, the recording to be held by the Board President and available for Board Members by request, and used for the sole purpose of supporting the

functioning of the committee. Minutes will be reviewed by the Board Liaisons and the President prior to publishing and will be included in the Board packet. Closed session minutes will include committee members present, topics discussed, and decisions made, and will be submitted to the President of the Board to hold confidentially. The OCF Board is responsible for the proper functioning of committees and may attend any committee meetings. In addition to permitted reasons for closed sessions as listed in the Committee Best Practices Manual, the Diversity Committee may also hold closed meetings in the instances when the DC is asked to assist with a sensitive situation, with the approval of the Board Liaisons and the Board President.

Sandra does not think some committees need this directive, but is willing to support the motion amendment as a compromise.

AJ expressed not being sure of his vote, and does not understand why we cannot hold people accountable for their actions. We keep getting further away from what happened. Not all committees need oversight, but the actions of the Diversity Committee show they do. This is not about the Board against marginalized people, because he is marginalized.

AJ said the Diversity Committee showed no remorse, and refers to him as being part of a white supremacist organization. The committee is not wanting to work in a collaborative way. He does not support the motion amendment.

Spirit said this may be a way to resolve some issues with other committees when there are complaints. It is nice to have the recording and not a version of someone's minutes. However, it is unfortunate it comes under the guise of holding a committee accountable for the way they behaved. Spirit understands there needs to be room for the work of the Diversity Committee, but there is no excuse for their behavior.

Motion to amend item #2 passed: 9-0; AJ and Spirit abstained.

Jon Silvermoon said he had legal concerns about recordings because they can be subpoenaed. He gave an example of the Diversity Committee and contracting with consultants. The contractual issues are discussed in closed meetings. If there is a disagreement and something is litigated, the recordings can be used. He wondered if these concerns were raised with our attorneys and what their opinion is.

Jon Silvermoon said there are some people who may not feel safe to speak up on sensitive issues if they know it is being recorded. He prefers to amend this motion to allow time for the attorneys to review and provide feedback to his questions.

Spirit noted the motion verbiage does not indicate that closed committee meetings will be recorded. "Closed session minutes will include committee members present, topics discussed, and decisions made, and will be submitted to the President of the Board to hold confidentially."

Sam said he understood the motion to mean only open meetings will be recorded.

Sandra said she does not agree with a committee being involved in contractual agreements on behalf of the organization. If the DC is asked to assist with a sensitive situation, with the approval of the Board Liaisons and the Board President, this motion still allows for closed meetings.

AJ said he supports recording of the Diversity Committee meetings, because not doing so gives opportunity to say inappropriate things and to become divisive.

Paxton asked to clarify if committee closed meeting minutes would be published. Lily said they will be submitted to the President of the Board to hold confidentially.

Spirit is conflicted about the permitted reason for closed sessions, and said the scope of authority is uncertain. She feels the DC is determining this on their own, as opposed to being led by a directive of the Board. Spirit agrees with Sandra that a committee should not oversee contractual decisions.

Spirit would prefer that officers are included in giving consent for committee closed sessions, and not just the Board President or liaison to the committee. She asked for an amendment. Lily felt it would be more of a hindrance to add in officers. Spirit clarified it could include VPs and President, but not other officers. Spirit said there is a grievance process for sensitive issues.

Lily said any committee can address sensitive issues, and some of them may move on to the Board, to the ED, or management in addition to the grievance process. The Board President and liaison to the Diversity Committee will help determine if it is appropriate for a closed meeting.

Spirit moved and AJ seconded to amend the last sentence in item #2 in the motion to read: In addition to permitted reasons for closed sessions as listed in the Committee Best Practices Manual, the Diversity Committee may also hold closed meetings in the instances when the DC is asked to assist with a sensitive situation, with the approval by majority of the President, Vice Presidents, and committee liaisons.

Motion failed: 6-5; George, Jon S., Lisa P., Paxton, and Sue opposed.

Jon Silvermoon said the Board needs to address the feedback received from our attorneys about what are the conditions and times that someone should not be attending a meeting. He does not feel the motion addresses the feedback.

As amended, Lily moved and Colleen seconded the following motion:

There is much work to do to make the Oregon Country Fair more welcoming to members of marginalized communities. This work requires a collaborative working relationship between the Diversity Committee, Board, Officers and the Membership. Incidents at the December 6 Board meeting require that the Board respond in an equitable way to improve committee processes.

Therefore:

- 1. The Board directs Board liaisons to ensure that all committees follow the most current Committee Best Practices Manual essentials and recommended practices.**
- 2. A Board liaison will be present at committee meetings. All open meetings of all committees will be held online will be recorded, the recording to be held by the Board President and available for Board members by request, and used for the sole purpose of supporting the functioning of the committee. Minutes will be reviewed by the Board liaisons and the President prior to publishing and will be included in the Board packet. Closed-**

session minutes will include committee members present, topics discussed, and decisions made, and will be submitted to the president of the Board to hold confidentially. The OCF Board is responsible for the proper functioning of committees and may attend any committee meetings. In addition to permitted reasons for closed sessions as listed in the Committee Best Practices Manual, the Diversity Committee may also hold closed meetings in the instances when the DC is asked to assist with a sensitive situation, with the approval of the Board liaisons and the Board president.

3. All Committee reports to the Board of Directors will be included in the Board packet and delivered in the OCF Board meeting by a Board liaison or the president.

4. The OCF Board continues to value collaboration and will engage with the Diversity Committee in a facilitated process to establish a working relationship to further the work of diversity, equity, inclusion, and transformative justice.

We acknowledge that the events of December 6 were damaging to this community, and we are hopeful that with these new committee processes we will embark on a new chapter of diversity work. The OCF remains committed to changing our culture to be more welcoming to diverse communities and the Board is excited to lead this effort.

Motion passed 8-0; Jon S., Lisa P., and Sue abstained.

Spirit moved and AJ seconded that the Diversity Committee is put on hold pending a fact-finding investigation conducted by an impartial third party into the actions at the December 2021 and January 2022 Board meetings, and other relevant events, incidents, or situations. The Board president is hereby authorized to hire professional fact finders as deemed necessary. The fact finders will deliver a report with further recommended actions to the Board, no later than the April 4, 2022, Board meeting. If the fact finding is not complete by that date, a one-month extension will be granted.

Jon Steinhart supports the motion and believes the Diversity Committee should be shut down, and we try a different approach. At a minimum, suspend the committee until after the Fair so this drama does not take our focus away from putting on the event.

Martha supports the motion, saying an independent fact finder would serve a good purpose for the Board and membership.

Coyote likes the idea of some cooling off time to sort out a lot of emotions from facts, so there is better understanding. He is curious about what “other relevant events, incidents, or situations” means.

Heather K. supports the motion, saying it is time to press the pause button on the Diversity Committee for the next five months.

Dani said she agreed with Coyote and Heather, and thanked Spirit for bringing fact-finding by a third party as a motion. It is important it be external and non-biased.

Tina does not support the motion and thinks it is a personal vendetta. It is a mistake to shut down marginalized voices who work as DEI consultants in real life. It is not a good look for the Fair.

Kathryn asked the Board to vote in favor of the motion and liked the idea of a cooling off period. The system and relationships are broken, and the Diversity Committee threatened to stop the event.

Arna agrees with a pause and that we really need an outside investigation.

Hall supports the motion and says we need more understanding about what happened leading up to the December 2021 Board meeting between the leadership of the Board and leadership of the Diversity Committee.

Woody supports the motion, but would really enjoy non-actionable listening sessions with the Diversity Committee, Board, and membership. Find a moderator agreeable to the Diversity Committee and the Board.

Mouseman said he supports the motion.

Iana does not support the motion but is fine with fact-finding. With only five months left to the event and all of the controversy, this feels like more silencing and disempowerment. We should focus on the event being open and more equitable for everybody.

Hilary supports the motion and says we need to plan carefully because we are asking for an investigation, and there will be questions from the Board, staff, and committee.

Emma fully supports an investigation, along with a full audit of the scope of work of the organization's DEI efforts as previously recommended by consultants. The motion is an attempt to disband the committee and would be a disappointing direction for our organization. Emma said OCF has not been able to support DEI work, advocacy, or activism.

Heidi P. agrees that finding of facts will be great but does not agree with silencing the Diversity Committee. Working for equity means decisions are based on those that have been marginalized. Our Fair was founded when things were very white and very oppressive. The dominant culture has been normalized into our Fair.

Roberta is indigenous and an Elder, and supports the motion because of the behaviors of the Diversity Committee. We deal with professional behavior here, no matter how passionate we are about something.

Michelle does not support the motion. She has been part of Fair since a little hippie kid and is now an Elder. The people who started the Fair have not gone away, and we all need to check our blind spots. Listen to the Diversity Committee members who speak clearly. Listen and think about our organization.

Ann also does not support the motion. We need to remember in 1969 there were sundown laws in Grants Pass. Any investigation is going to cost money, and we have seen no budget for this. There should be no pause for the Diversity Committee.

Amanda said putting the DC on pause is a bad idea and equivalent of patting every member of a marginalized community within the Fair on the head and saying we will get to you when it is convenient for us and we don't have to think too hard about it.

Diane does not support the motion, but does support a mediated session between the Board and the Diversity Committee. It is totally wrong to silence a committee that is made up of a majority of people who are marginalized. It would be an embarrassment to the Fair.

Aaron supports the motion to clarify what happened with a third party who is not involved. No one is saying the committee will be suspended; this is just an opportunity to look and see what we need to do next.

Ayisha said we should absolutely have an investigation because it would be freeing for the Diversity Committee in every way. She would like to know who will be choosing the third-party and ensure there is no affiliation with the Fair in any way. The motion feels like a personal

attack on the Diversity Committee, and if it is not that then it says that the Board will deal with it when convenient for them.

Lynda hoped the motion could be separated into two motions. If the motion does not pass, she hopes the investigation will proceed in some way.

Kara is categorically opposed to what is currently written in the motion. She said the DEI Consultant Report recommendations have been ignored for two years. The DC feels they have been wronged by the Board, not the other way around. Any fact-finding based on this motion is inherently suspect.

Jon P. said the divisive comments in this discussion indicate why we need an independent investigation. A short pause might be helpful, but he is not in support of decommissioning the committee. Jon P. liked Woody's suggestion for listening sessions. We should all be putting on the Fair.

FireDIC feels like some things in the motion are being re-characterized, and said the committee can still do their work. The questions are about the nature of the committee's work and whether or not that is how the work should be pursued. Because of the behaviors and racially charged claims, there should be pause just as you would if there was a sexual harassment claim.

Spirit said the motion has changed since its first iteration, and said the motion would be much stronger if based on her personal emotions. She considered the words from our legal counsel and others she does not necessarily agree with. This motion does not silence anybody, but the pause is imperative at this point.

Spirit said this motion allows time to take a deep breath and use a facilitative process to have a working relationship. As a whole, and not just a committee, we can look again at what DEI advancement means for our organization. This debacle is costing us time and money, but the reality is the committee does not have the same legal obligation that the Board does. We need to get on the same page, and Spirit does not think the Diversity Committee understands the harm they have caused. This pause will allow everybody to have a voice and give their side of the story, because there are serious allegations.

AJ said he wished he could wave his magic wand and that we would all start seeing the humanity in each other, and that he would be able to speak his own truth and have his own opinion. He feels people have forgotten the color of his skin, and does not like being categorized as part of a bunch of white folks who are marginalizing others.

AJ disagrees with the methods of the DC, saying they are not working. Is it inclusion if you exclude the only person of color from a meeting? Is he not also a marginalized person? He holds a position on the Board because he ran for the Board and was elected. AJ has been doing DEI work for 20 years and should not be ignored or asked for his resumé.

AJ does not feel the motion goes far enough, and feels the DC has made accusations and is projecting the same behaviors they accuse others of. If we could come to an agreement with the organization right now to treat each other like human beings then none of this pause would need to happen. The Board is being vilified as a group because we are trying to find a way forward by including everyone. The pause is for the whole organization.

Paxton said he would like to talk more to AJ in person, and feels an investigation is needed with legal review of protected classes. However, he does not agree with a pause for the

committee so does not support the motion. Paxton said a pause will derail the work that has been done with Path Planning and marginalized Fair groups over the past several years.

Lily supports an investigation by a third-party and figuring out what the next steps will be. The last motion to create better committee processes is what will offer us the benefit of a pause. Leading up to our event, there may be things the Diversity Committee will need to address and we should not suspend them. We need the Diversity Committee, and the hope is that the previous motion tonight will address the past issues.

Sam has been a professional investigator for 10 years and is certified with the Association of Workplace Investigators. It is not best practice to suspend individuals or groups, pending the outcome of an investigation. The motion already passed tonight will make sure there is appropriate oversight of the DC as we move forward. Sam's preference is to vote only on the investigation portion.

Lisa P. supports a comprehensive investigation by a third-party, but does not support the motion as worded. She said the timeline may not be realistic. The suspension of the committee looks retaliatory and is not in the best interest of the organization.

Sandra said there are serious allegations that have been brought forward regarding members of the Diversity Committee. The reason for the pause is to stop the harm from continuing and allow time for fact-finding. Sandra supports the motion.

Jon Silvermoon does not support the motion for many of the reasons others have given. He thinks the Board would pass a third-party comprehensive investigation. He has watched this committee issue get argued and parsed on Facebook, and said he has not responded on social media because our attorneys advised against it. Facebook is not the place to work this through.

Jon Silvermoon moved and Sam seconded to amend the motion as follows:

Move that the Board president is authorized to hire impartial, third party, professional fact finders to conduct a comprehensive investigation into the actions at the December 2021 and January 2022 Board meetings, and other relevant events, incidents, or situations with a particular emphasis on any legal issues involved.

Spirit said the seriousness of the allegations and targeting of protected classes is reason to put a pause on the DC. We have an obligation to protect this organization, and the committee does not seem to understand the harms and risks caused.

Colleen said we just passed the other motion that gives committees work to do, and does not want a pause. The Diversity Committee has already begun their work on reviewing the Committee Best Practices Manual and how to adapt their processes to that. Giving an individual or a group a timeout does not endear proper communication. Colleen thanked Spirit for bringing this forward, but does support the amended motion.

Paxton prefers the amended motion, saying it gets at the heart of what we need to do.

Motion passed: 8-3; AJ, Sandra, and Spirit opposed.

Sue said she is also part of a marginalized community, and does not feel we should put the Diversity Committee on pause.

Spirit said amending her motion just reiterates what we already know about Lily being able to initiate an investigation on her own. The Board is saying they are not willing to hold accountable the DC for their actions. We are assuming risk and there is nothing being done to stop a Board-appointed committee from continuing to target a person of color on our Board, or otherwise.

Jon Silvermoon moved and Sam seconded the Board president is authorized to hire impartial, third-party, professional fact finders to conduct a comprehensive investigation into the actions at the December 2021 and January 2022 Board meetings, and other relevant events, incidents, or situations with a particular emphasis on any legal issues involved.

Motion passed: 8-3; AJ, Sandra, and Spirit opposed.

Meeting Evaluation (*YouTube video 2:06:05*)

Jon Silvermoon did not think Lily's agenda timeline was realistic, but she made it work. Spirit agreed with Jon Silvermoon that the meeting was kept on track. She said her attempt to compromise with other Board members was a waste of time, and she feels bamboozled much of the time.

Mouseman said "same as it ever was."

Hilary said people cooperated with the facilitation and time keeping, and she is appreciative.

Sue thanked Lily for a great job, and everyone who attended and was attentive to the meeting constraints.

FireDIC said Lily did a great job facilitating and knows it was difficult, but hopes going forward there is a clean slate for time allowed for member input when motion amendments are made.

AJ said he predicted this is the way it would go. Nothing done at this meeting changes the energy or strife that is out there, and it is unfortunate. Compromise is a two-way street. AJ feels even with him and Spirit offering compromises, every time trickery happens and they end up on the wrong side.

Paxton appreciated the work Lily put in and appreciates everyone on the Board and those who participated. He felt the meeting was civil and went well with attendance of 150 on YouTube and 88 on Zoom.

Jon P. thanked Lily for doing a good job of facilitating. He hopes as we discuss things moving forward that people can find a way to do that without characterization of individuals. He echoed FireDIC's point about how time is managed for member input.

Michelle thanked Lily and is impressed with how the meetings are led.

Lawrence said this is the first meeting since he left the Board that he attended in its entirety, and he was impressed.

Jon Steinhart thanked Lily for the good job as facilitator. He appreciated the effort of AJ and Spirit to try to get things on track, and is disappointed the rest want to continue with the status quo.

Emma said in her 10 years of volunteering for the event as a disabled person who was given an opportunity to feel included in something beautiful, she has never been more disappointed.

President's Peace (*YouTube video 2:13:00*)

Lily thanked everyone who participated in the Board meeting, and said it has been a momentous task to facilitate the Board meetings the past few months. She knows everyone feels passionately and strongly about the topics being discussed, and understands the concerns about time for member input. Lily was appreciative that everyone at this meeting was respectful and allowed her the space to facilitate in a calm and efficient manner.

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

An updated agenda for the next meeting will be posted on the .net site and included in the online meeting invitation.