

Board of Directors Meeting
September 12, 2022, – 7 pm
Zoom remote online and live streamed on YouTube
YouTube recording link:

<https://www.youtube.com/watch?v=RSuJP0zOYYc>

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

Board Directors present: Anthony “AJ” Jackson (VP of Membership Engagement and Services), 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:** Hilary Anthony (Co-Treasurer), Kimberly “Kimmo” Howard (Recording Secretary), and Stephen Diercouff (Membership Secretary). **Staff present:** Alexis Maddock (Volunteer Support Specialist), Kirsten Bolton (Executive Director), and Mark Malaska (Assistant Manager), Sierra McComas (Site and Facilities Manager), and Vanessa Roy (Marketing Manager).

Announcements *(YouTube video 14:40)*

The Annual Membership Meeting will be held Saturday, October 15, 2022, 6:30 pm, at the LCC Longhouse. The location is 4000 East 30th Ave. in Eugene.

Lily said the Board met twice in closed session to discuss personnel items. Two votes were taken during those but they are personnel matters, so they will remain confidential.

Minutes Review *(YouTube video 15:55)*

Sue moved and Paxton seconded to approve the August 1, 2022, Board meeting minutes.

Motion passed: 10-0.

Agenda Review & New Business *(YouTube video 16:55)*

Lily removed the data management policy until a motion draft is ready.

Lily said she will move to appoint Michael Schulze to the Elections Committee.

Jon S. said that Reyna Lopez from PCUN was present, and asked that the Pineros Y Campesinos Unidos del Noroeste (PCUN) sponsorship be the first Old Business item.

Lisa P. added to New Business: recommended Bylaw changes to Article V: Members, Section 2(a) Eligibility and Admission, and Section 5(a) Termination of Membership.

Note: At the August 1, 2022, Board of Directors meeting, the Board unanimously approved the motion to direct the Bylaws Committee to add clarifying language to Article V: Members, Section 2(a) Eligibility and Admission, as recommended by the Membership Secretary.

Lisa P. added to New Business: The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

George added to New Business: Effective immediately, the Fair revoke the COVID-19 vaccination policy. The Board directs the Executive Director to remain current with recommendations of the CDC as it relates to preventing transmission of the virus, and make recommendations to the Board that will inform a future COVID-19 vaccination policy for the organization.

Spirit added to New Business, and asked to move it from New to Old Business: Direct the Elections Committee to include a printed voter pamphlet in all mailings that serve as the notice for our annual meetings.

Jon S. added to New Business: Accept the Eugene Black Cultural Festival's offer for dialogue.

Lisa moved and Sue seconded to move the following motion from New to Old Business: The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

Sam asked Lisa why it needed to be moved from New to Old.

Lisa P. said the annual membership meeting is coming up, and the deadline to register as a member is in three days.

Jon S. said the ballots are going to be mailed out before the next meeting so the membership secretary needs to know who is eligible to receive ballots. This would be a relevant motion.

Sam said he does not see the urgency since the Membership Secretary confirmed in June that he does not have any way of verifying participation. Sam does not think anyone will have their membership revoked because they didn't participate in the 2022 Fair.

Motion passed: 8-2; AJ and Sam opposed.

George moved and Paxton seconded to move from New to Old Business: Effective immediately the Fair revoke the COVID-19 vaccination policy. The Board directs the Executive Director to remain current with recommendations of the CDC as it relates to preventing transmission of the virus, and make recommendations to the Board that will inform future COVID-19 vaccination policy for the organization.

Sandra said there should be time for the membership and Board to think through the ramifications and does not support moving to Old Business.

Lily said this is a significant motion for Fair family who are still vulnerable to the virus, and we need to give the opportunity for them to weigh in on the pros and cons.

Jon S. agrees with Sandra and Lily.

Motion failed: 4-6.; Jon S., Lily, Lisa P., Sandra, Sam, and Sue opposed.

George said there is a track and field event scheduled onsite and exemption for the event could be given, and allow for discussion of the larger questions about amending our current vaccine policy. The event participants are scheduling and preparing for their event now.

Kirsten said the event is scheduled for mid-October this year, and they are aware of our current policy. Sierra met with them to discuss logistics. If we wait to vote until October, then it would put us very close to the event date for planning purposes.

Lily said the current discussion was outside the bounds of the agenda and wished George had included this information prior to the vote to move from New to Old.

Spirit moved and AJ seconded to move the following motion from New to Old Business: Direct the Elections Committee to include a printed voter pamphlet in all mailings that serve as the notice for our annual meetings.

Spirit said this motion is timely due to elections when ballots go out, and also due to finances.

Membership Secretary Stephen said it may be too late this year, as the ballot envelopes are already being prepared and the postage amount would need to be adjusted. Because ballots need to go in the mail in one week, this is not feasible.

Lily said the letter in the envelopes has information on how someone can request a printed copy of the voter pamphlet.

Spirit said that is valid, but would still like to discuss all the merits providing the pamphlet via mail this year.

Lily asked Stephen if it did not pass from New to Old, would there still be a way to act on it this year? Stephen said it would cause the ballots to be mailed late.

Motion passed: 10-0.

George added to New Business: Suspend the COVID-19 vaccination policy as it relates to outdoor activities of the Oregon Country Fair.

George said it would allow the track and field meet to better prepare, and would also allow volunteers who were not able to attend our event this year an opportunity to be onsite.

George moved and Spirit seconded to move from New to Old Business: Suspend the COVID-19 vaccination policy as it relates to outdoor activities of the Oregon Country Fair.

Jon S. said if this was solely limited to making an exception for the track meet, he would vote for it. But he is ready to vote for all activities, because most activities onsite are outdoor anyway.

Lily reminded the Board the discussion should only be about the merits of moving from New to Old Business.

Sam said he fails to see a distinction between this motion and the one that the Board just voted on, so he will vote no again.

Spirit said she was willing to move from New to Old Business, knowing that a friendly amendment can be made.

Motion passed: 7-3; Jon S., Lisa P., and Sam opposed.

Lily asked the Board if any agenda items could be tabled due the long list.

Spirit said the motion about changing the 2023 event dates could go to the bottom of the agenda item list.

Sandra added the following item to New Business: Sponsor the Moisture Festival for \$5,000. She said the festival will be going through a transition with their event location for 2023 and could use the support.

Member Input (*YouTube video 37:50*)

Grumpy asked if the Annual Membership Meeting would be a hybrid meeting with people able to participate via Zoom?

Lily said the goal is to have a hybrid meeting and is currently being worked on by staff and volunteers.

Amy H. and Thom B. gave the following 2022 Compost Report from the Recycling Crew:

2022 has been a year of many new beginnings, and that is certainly true for the Oregon Country Fair's Compost Program. After a two-plus year hiatus, the Recycling Crew, along with support and guidance from Management, successfully moved the Fair's compost operation to its new home at the Outer Limits/Winery property. This big step required many changes in the collection and transportation of the collected materials, requiring safe, creative, and flexible solutions on many fronts, while performing the necessary composting operations in the absence of supportive infrastructure.

In addition to the successful relocation, the Recycling Crew has made great strides in pursuing methods of improving the composting process and producing soil from paper and other commercially compostable materials.

Commercially compostable products are mostly carbon-based, and successful composting depends on accessible nitrogen. To address this challenge, Recycling Crew has been working with liquid EM1 (beneficial microbes) and the creation and application of Bokashi (EM1-inoculated material, generally bran and molasses) to help decomposition. These microbes consume different material as well as each other's waste, helping to break down needed nitrogen and make it accessible for the health of the soil while simultaneously increasing the rate and heat of decomposition.

EM1 products really began being used in the OCF's composting in 2019, in which 25 gallons were used, in comparison to more than 100 gallons in 2022. The increase in the amount of EM1 in the 2022 pile has produced excellent results.

The processing of compost involves turning (aerating) and watering the pile, which introduces oxygen that the microbes need to thrive. The compost piles have been turned by

Recycling Crew volunteers twice a week since July 10. Turning the piles twice a week interrupts the egg-laying cycle of flies, in addition to providing oxygen and moisture to feed the microbes. The turning of the piles moved to a weekly schedule after the Teddy Bear Picnic.

During the pre-Fair period, Recycling Crew took the food scraps generated by pre-Fair Kitchen and layered them with donated Bokashi in lidded 55-gallon barrels. These barrels fermented during the entirety of pre-Fair and then were mixed in with the paper compost as it was generated and inoculated with the EM1 spray during the aeration and watering process.

Gustav, from Construction Crew and Teraganix, graciously volunteered his time, expertise and the Bokashi used in the treatment, and Kyle and Aryeh from Mycophyte Solutions provided their volunteerism and knowledge of EM1 beneficial microbes and their application.

The combination of these techniques, the institutional knowledge of all three of these volunteers as well as the experience and passion of Recycling Crew Coordinator Thom Barr, has brought the Fair's Compost Operation to the next level. Success is being demonstrated on a scale unmatched by festival or commercial composting operations.

Upon a recent visit to the compost site with representatives from the DEQ and the County, the OCF was given enthusiastic feedback and support for the work being done.

The decomposition of both the paper and food-grade compost piles this year has been expeditious due to the rapidly reproducing microbial colonies that create substantial heat. (Temperatures for both piles have ranged from 138 degrees to 148 degrees!)

At the time of this report, the piles are already turning to soil. The Recycling Crew hopes that both piles will be reduced to soil by the end of October.

Working with EM1 and Bokashi treatment is integral in addressing the concerns about leaching of pathogens and contaminants. To fully determine the success of this year's composting, a test of the soil is recommended. The past piles have been tested for typical metal contaminants such as arsenic, barium, cadmium, chromium, lead, mercury, selenium and silver as well as for nutrient levels, providing assurance of the relative cleanliness of the soil and monitoring the presence of nutrients. An additional test for microplastics and dioxin would be advantageous as both of these contaminants are prevalent in waste products and would give a more complete picture of the compost program's successes and areas where work is needed.

The Recycling Crew is eager for the next step of work on the Compost Facility to begin. The siting of the operational pile was chosen this year to not compete with the area permitted for construction. With the permit already in hand, the next step of getting the area for the slab excavated and then poured should begin promptly to allow for curing of the concrete slab before the season changes. Many of the hurdles and concerns faced and voiced about this year's operation will be mitigated by the appropriate infrastructure.

With every improvement in the process there are tremendous advances in quality. The Recycling Crew will continue to work toward the Oregon Country Fair's goal of producing quality soil from what has been called waste and stewarding our land for seven generations and beyond.

Allain asked if a date had been set for a facilitated discussion between the Board and the Diversity Committee?

Lily said a date had not been set and it would not be publicized in order to keep it private.

Allain asked Lily if she was aware of the conversations on the recent podcasts of Black Girl from Eugene where OCF is being publicly slammed. The Fair is being smashed with a biased agenda and dialogue. The Board needs to address it in some way for our membership. This unfinished business that has lingered between the Board and the Diversity Committee is doing damage and there is a responsibility to protect our organization.

Staff Report (YouTube video 49:25)

Executive Director Report from Kirsten:

- Financials
 - o Spent August getting our financials reconciled through July 2022.
 - o Income and expenses related to the event are still coming in. We expect to have a final picture in September.
 - o I would like to add Vanessa Roy and Alexis Maddock to the Key Bank credit card. I need a Board motion to accomplish this.
 - o We have begun the budgeting cycle.
 - o The Coordinator Budget meeting will be held on October 12, 2022, 6 pm to 8 pm. Information will be sent to the Coordinators soon about the Budget process this year.

- Culture Jam
 - o Due to the pandemic, it was decided that the camp should be cancelled. A one-day event did take place.

- Staff
 - o I have reconfigured the staff Management roles:
 - We will no longer have an Operations Manager.
 - I want to thank Redd for his service to the organization.
 - o I have created two Event Manager positions:
 - Mark Malaska and Alexis Maddock have accepted the positions.
 - The Coordinator Contact list has been updated to show which staff members are assigned to each crew.
 - o I will hold off on recruiting a Volunteer Support Specialist for now, as Mark and Alexis will pick up some of these duties.

- Administration
 - o We have begun our 2021 tax filling. I anticipate it to be complete in early October.

- o The Annual Membership Meeting is scheduled for October 15, 6:30 pm to 8:30 pm at the LCC Longhouse. This will be a hybrid meeting, both in-person and on-line
- o The Board Election is coming up.
 - Ballots are due by Saturday, October 22, at 8 pm at the Eugene office.
 - Counting will occur on Sunday, October 23, at the Winery.
 - The last day to register to vote is Thursday, September 15.
 - An online Candidate Forum is scheduled for Sunday, October 2, 4 pm to 7 pm.
- Fair Care
 - o Per a Board Motion, I am reporting back that Fair Care has created a “Progressive Solutions” policy.
 - It will go through stakeholder meetings and we hope to have a policy for the Board to consider at the January 2023 Board meeting.
- Teddy Bear Picnic, Sunday, August 21, 2022
 - o This year was the first in three years; it was well attended.
 - o We didn’t serve food, but did give away a lot of SWAG, T-shirts and posters.
 - o We anticipate returning to our usual style next year.
 - o The annual Feedback meeting that day was well attended and lots of great ideas were flowing.
- Fundraising
 - o We are going to reboot the Fundraising Committee.
 - Want to work on an off-site winter event.
 - Work on Spring Fling in May.
 - Work on a concert on-site in September 2023.
 - o We are launching a direct donor, on-line fundraising campaign on October 1.
 - o We will continue selling merchandise online. Visit the website: merch.oregoncountryfair.org.

Jon S. said he assumed the 2120-21 tax filing will come to the Board for approval prior to submittal. He asked if it would be the October or November meeting? He asked Kirsten if we had or will get a donor database for the direct donor online fundraising, and if there was a plan in place to acknowledge and thank donors, and to steward them moving forward?

Kirsten said PayPal will capture data that can be imported into an Excel spreadsheet, and PayPal also sends a thank you with a tax-deductible notice. Every year in January we send a thank-you letter to all of our donors that can also be used as a tax receipt. We do not have an official donor database and those programs tend to be spendy. We will look to do something more consistent.

Jon S. said he would like the Fundraising Committee to address a donor database program because they are not super expensive.

Lily moved and Spirit seconded to name Vanessa Roy and Alexis Mattox to the Key Bank credit card.

Motion passed: 10-0.

Treasurers' Report (*YouTube video 57:50*)

Hilary said there are still outstanding expenses but the hope is to have a solid financial and attendance report at the end of September. She has been working hard with Norma and Kirsten, and is appreciative of Kirsten and her skills with QuickBooks, her hands-on ability, and her engagement. It means a lot to the organization.

As we move forward, we will continue to discuss site capacity and ticket numbers. We will have more information after the Financial Planning meeting and next coming months. Information about this topic can be found at the dot-net site (from the homepage, click on Board of Directors, then Board Working Documents). It is a big issue to manage our growth, the goals of the Fair, organizational goals, and program goals.

With the cash flow information provided to the Board thus far, we did not cut our expenses tremendously, but our event income was down by about a third. We do have the COVID grants, \$300,000 from the state grant, and a \$25,000 anonymous grant. We should end the year in good financial shape with some unrestricted money left after using all the grant funds. If we only look at event income, we lost hundreds of thousands of dollars, because our income for the event was so much lower.

Next year is still uncertain with no planned COVID relief money, and still no idea whether our attendance or our capacity will be affected by COVID for 2023. Hilary recommended not adding more spending to the budget. Let's try to hold tight and manage this uncertainty and the potential risk and the potential that maybe some of the money we have at the end of the year will supplement our getting through next year.

Hilary questioned the Board about spending \$25,000 on donations. We have \$20,000 matching Jill Heiman Fund, \$16,000 for endowments, and \$9,000 for community outreach. She recommended the Board wait on donation spending until there is more discussion.

Hilary said she and Lynda have been overwhelmed by paperwork and dealing with delayed responses by coordinators in administering the budget process. They have asked Kirsten to have staff take on the paperwork duties and communications with coordinators. Information will be compiled and provided to the Budget Committee in late November.

The Budget Committee will then take about six weeks to review and then the first couple of weeks in January will be more intense with more meetings scheduled. This will not change the Board and Budget Committee Liaison roles with the Crew Coordinators. Hilary is asking for everyone's support in seeing the big picture and serving the needs of our organization as we move forward.

Lily moved and Sue seconded to close Banner Bank account ending 0139, and Columbia Bank account ending 9496.

Motion passed: 10-0.

Old Business (*YouTube video 1:08:00*)

Jon S. moved and Paxton seconded to use \$5,000 from the community outreach line item for a \$5,000 Silver level sponsorship of El Pueblo Vive, La Lucha Sigue (The People Live, The Struggle Continues), a benefit for PCUN (Pineros Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United) to be held on November 11, 2022.

Mary D. encouraged the Board to support PCUN, Oregon's phenomenal farm workers union, and their brilliant executive director Reyna Lopez, who was present at the meeting.

Ann agreed with Mary and feels PCUN is one of the organizations the Fair should support.

Paxton said it's a wonderful group of people and they are very productive, very active, and he supports the motion.

Sandra said she looked at PCUN's information online and was extremely impressed by their work and what they offer the people they work with. The sponsorship level includes eight dinner tickets, and Sandra likes the option of donating them back to PCUN to be given to people who want to attend their benefit event but cannot afford it. Sandra offered a friendly amendment.

Jon S. said it is important that some Board members attend to represent OCF, and he did not want to second guess a Board members' financial situation, so he hesitates to say all the tickets to be donated back but didn't have a problem with some. He did not want to put Board members on the spot who might want to attend but for which attendance might be a financial issue.

Paxton also encouraged Board participation and said it is helpful to get to know the people we give sponsorships to. They both declined a friendly amendment to the motion.

Sandra offered another friendly amendment that the Board to keep two and give back six of the dinner tickets. Jon S. and Paxton agreed.

AJ said it would be fairer if we give all eight dinner tickets back. If we keep two tickets, who decides who gets those two tickets? We are a divided Board right now, and even making the smallest of decisions is difficult for us. We can figure it out within our own organization and determine an equitable way for someone to attend.

Sam said PCUN does really good and important work in our community, and he feels great about a donation that supports that work. In grade school, Sam said he was visiting farm workers when a plane flew overhead with agricultural chemicals and sprayed on the field next to them. The farmers expressed concerns for their health and safety. Having a union is one of the only ways for workers in that situation to fight for their rights and for safety. Sam said he couldn't be prouder to be part of donating to that important work.

Hilary thanked Reyna for coming to the Board meeting and recommended that the two tickets be given to Board members who have not yet attended a PCUN benefit event. She likes the idea of giving back most of the tickets to farm workers and activists who are already involved with the cause.

Spirit also thanked the PCUN representatives for their attendance and appreciates what the sponsorship is about. She expressed budget concerns, and asked Lily about designating funds to Board members to attend and still give back the eight benefit event tickets. Lily said she could approve if it comes to that.

AJ offered a friendly amendment to donate all eight tickets back to the organization and get this motion approved, because it's a worthy cause. Board members can inform Lily if they would like to attend the benefit. Jon S. and Paxton agreed to a friendly amendment.

Lily asked any Board members to notify her if they would like to attend the PCUN benefit. Jon S. said he would plan on attending and was able to cover his cost.

As amended, Jon S. moved and Paxton seconded to use \$5,000 from the community outreach line item for a \$5,000 Silver level sponsorship of El Pueblo Vive, La Lucha Sigue (The People Live, The Struggle Continues), a benefit for PCUN (Pineros Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United) to be held on November 11, 2022. The eight benefit dinner tickets will be donated back to PCUN for others in need.

Motion passed: 10-0.

Guest Reyna announced the PCUN event confirmed the keynote speaker will be Teresa Romero, the first female President of United Farm Workers.

The Board decided to next discuss the New Business agenda items that have been moved from New to Old Business earlier at this meeting.

The following New to Old Business motion from Lisa P. was discussed: The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

Lisa P. spoke to the August motion that passed that states: Direct the Bylaws Committee to add clarifying language to Article V: Members, Section 2(a) Eligibility and Admission, as recommended by the Membership Secretary. During the discussion in August, some Board members thought that a Bylaws amendment isn't necessary for this year for this purpose. Lisa P. agrees, and said the Board could simply declare it as a Board policy. By declaring it as policy, it gives the Bylaws Committee more time to consider bylaws language that addresses other exemption scenarios. The intent of the current motion as a policy is to address the 2022 event, and to take more time on the language of the Bylaws with a more well-thought-out plan for such an amendment.

AJ said asked for clarity on the intent of the motion.

Lisa P. read the motion again: The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

Sandra said this is not a bylaw amendment.

Membership Secretary Stephen said even if a proposed Bylaw amendment were passed, the Board would still need to declare this year as being exempt. He said whether or not he is able to verify someone's participation, should not be relevant to the Board's making motions

and passing Bylaw amendments. We should be passing policies that we want to implement. Stephen supports the current motion being passed.

Sam asked to clarify if passing this motion would mean that a person could become a member if they participated in any of the previous three years not counting 2022, or if the motion was only for the purposes of maintaining membership.

Lisa said the text of the motion specifies maintaining membership.

Sam said he does not think our current Bylaws state that we remove membership for somebody who doesn't participate, so he does not see this motion as necessary.

Lisa P. said she submitted a recommendation to the Board from the Bylaws Committee that addresses Sam's concerns that the Board will vote on next month. Sam said he understood that if it passes next month retroactively, the Board will have needed to pass the current motion in order to examine a 2022 exemption.

Paxton said if the Bylaws state "one of the three previous years," then that would mean 2022, 2021, and 2020. So, the Bylaws Committee will be recommending changing the word years to Fairs next month. The current motion addresses this year.

AJ said this is an important decision and needs more work. The Membership Secretary said it was something that could not be done this year, so AJ does not understand the urgency. There is obviously confusion about this and membership does not have a chance to completely understand it.

The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

The Board took a vote on the following motion, before it was moved and seconded:

The Board will implement a policy exempting the 2022 Fair from Article V: Members, Section 2(a) of the Bylaws that requires receipt of a wristband, other Fair camping pass, or verifiable worker day pass in order to maintain membership.

Motion passed: 8-1; AJ opposed; Spirit abstained.

Spirit moved and Sandra seconded to direct the Elections Committee to include a printed voter pamphlet in all mailings that serve as the notice for our annual meetings.

Spirit said in 2020 the Elections Committee chose to reduce expenses and not include the voter pamphlet. It was published on the .net site and that was the beginning of the pandemic. There were so many unknowns, including when and how and if ever we'd be able to have a Fair. While Spirit understands being fiscally responsible, she also thinks it is a big disadvantage and disservice to the candidates and membership to not include a voter pamphlet in the mailings.

Spirit said if someone does not want to go online to see the candidate information, then they end up voting on name recognition and popularity, and she feels we should be moving toward more informed voting. A separate mailing for the candidate information would be more expensive than including it with the ballot and voter envelope mailings.

Grumpy opposed the motion at this time, saying it was too late for this year and would cause financial impact, especially since we lost money at our 2022 event.

Ann B. does not see any way for the international mailings to have a pamphlet included in a timely manner, and assumes they would have internet access. Ann does support a plan for the pamphlet to be included in mailing again, and suggested a smaller font. She suggested asking members for their preference for a hardcopy or online and said some people would not mind paying a fee for a pamphlet or FFN edition with the information.

Heather K. said it does not make sense to not include all the information in the mailings if we are allowing members to vote by mail. Either we do electronic voting and save lots of money, or we do the proper thing and include the information for the voters from what is mailed from Fair.

Sam said the number of people who would actually request to have a voter pamphlet sent to them on paper is going to be pretty low and he does not expect more of an expense. We have been an analog organization for a long time and the pandemic has pressed us further to accepting more online and computer communications. People have been less resistant to doing things like virtual meetings and using Google docs and other sort of online tools. Voter pamphlets online make a lot of sense. The vast majority of people can read them easily without using paper and without incurring expense of the organization in that format. Sam does not support the motion.

Membership Secretary Stephen D. said the last day to register to vote is Thursday, September 15, and the form is due in the office by 8 pm. Or the form can be downloaded, filled out, and sent to him electronically at elections@oregoncountryfair.org.

Stephen D. said that he only found out about this motion today, and said it would take another week to get pamphlets printed, our current envelopes would not fit, we would need more stamps, and it would be a large expense. He does not feel prepared for the changes with no advance notice. The letter in the current mailers includes the web address for the candidate statements, and he has received only one request so far for a pamphlet to be mailed.

Sue agreed with Stephen D. and said we do not have enough time this year to pull it off.

Sandra is definitely in favor of as much information going out to the membership as possible. It is important for the Board to weigh in on this, and we should discuss what information is included. Unfortunately, the logistics are overwhelming, trying to pull it off this year after hearing from Stephen D.

Jon S. agreed that logistically it will not work, especially the further people are from Eugene and whether they would have time to get ballots back in the proper timeframe. He does not want to hinder that efficiency. Moving forward, it would be good to have on the membership form something that people could check that they'd like to get paper or not get paper. Jon S. suggested the Membership Secretary send paper pamphlets to those who asked for one last year or the year before, even if they have not asked this year as that would be helpful. He said it is too late in the process to be requiring this for everybody.

AJ said in the spirit of keeping members informed, he recognized that there are people in our community and in our organization that live off the grid that do not have online access.

AJ offered a friendly amendment to direct Stephen or the Elections Committee to collect as much information as they can this year, so that we can mail them out next year and go back to the process of including the candidate statements in with the mailing of the ballots.

Spirit did not accept the friendly amendment and said if this cannot happen this year then it can be put it on New Business for next year.

Lily suggested calling the vote.

Paxton said it was too late this year for this motion and appreciated Stephen's comments. He agreed with Spirit that this could be put on New Business for further discussion.

Spirit knows it has been a couple years with no pamphlet in the mailers, but said the cost of mailings and informing our membership is a burden we need to bear as the Board and as an organization moving forward. Spirit withdrew the motion and thanked Stephen D. for his input and knowledge.

George said it is time for us to amend that vaccine policy. It is contingent upon each of us individually to assess our willingness to take risks and to make decisions accordingly. There are good guidelines out there in terms of how to protect yourself, wearing masks, and social distancing. George said he is on site frequently and he did not see anybody out there enforcing the policy. He recommended following the CDC guidelines and that future policies can be adjusted based on the circumstances.

George moved and Paxton seconded to suspend the COVID-19 vaccination policy as it relates to outdoor activities of the Oregon Country Fair.

Ann B. said we can make an exemption for the track and field event. The Beaver Open should have followed the rules.

Tanj supports the motion.

Spirit asked if George would accept a friendly amendment to make the track and field event exempt from the current motion, and put the suspension of the COVID-19 vaccination policy on the agenda as New Business. Lily said she also was going to offer the same amendment. George and Paxton agreed to the friendly amendment.

As amended, George moved and Paxton seconded to suspend the COVID-19 vaccination policy as it relates to the track and field event to be held in mid-October 2022.

Sam suggested another friendly amendment to be less specific, and suggested the motion state "as it relates to any rental event on the property." He said he would need more time to consider changing the vaccine policy for Fair events and activities on site. George did not accept the friendly amendment.

Lily said since the track and field event is a school district event, they can manage their own risks. But she would prefer more time for members to discuss a change to the Fair's vaccine policy.

Spirit clarified with George that he will keep his original motion on as New Business.

Motion passed: 9-1; Lisa P. opposed.

Lily moved and Paxton seconded to extend the Board meeting to 9:30 pm.

Motion passed: 8-2; George and Lisa P. opposed.

Jon S. moved and Paxton seconded to direct the Executive Director to have staff work with IT and Video volunteers to develop a plan and budget to provide adequate software and hardware to hold hybrid in-person and online meetings for governance and operational

functions (Board, committees, teams, crafters, food booths, coordinators, Community Village, Energy Park, etc.).

Stephen B. (FireDIC) said this really should be a motion for the ED to produce a proposal. The concern would be that you are directing the ED to do something that you don't know can be done to your satisfaction or if it's feasible. He noted an issue with hybrid meetings is the background noise, so there has to be plan for how this will work.

Nancy B. said she loves having the meetings hybrid because otherwise she wouldn't go to them at all.

AJ understands this motion, and why it is put forth. His concern is the "etc." and what that means.

Jon S. said the motion lists some examples but not every single possibility.

AJ said we're asking someone to do something that we don't know what we're asking them to completely do. How do we evaluate the success of that person doing that, or the staff doing that if we don't know exactly what we're asking for?

Spirit said Lily is working with others for a hybrid annual meeting in October, and that the Fair has already begun trying to make this happen. Maybe one of our technical volunteers can recommend software for the Board's review. Because of work already in motion, Spirit does not think this motion is necessary.

Sam suggested looking at different venues that already have some of this technology in place, which we could rent for our meetings. It might be a more cost-effective way of doing this. Also, the etcetera, which are used at the end of unenumerated lists, are really common in policy so Sam does not see a problem with the motion verbiage.

Lisa P. supports this motion and thinks hybrid meetings are something that we would do well to invest in. She does not think the directive to the ED needs to be prescriptive so that it gives leeway and freedom to work on that without being told exactly how to do it. That is appropriate for a governance Board.

Paxton said the green ticket fund was used and Anna was the one who really figured out how to set up Alice's and create a hybrid meeting space. We have been using it for Path Planning since before COVID and we can easily develop techniques for doing this. Having expertise of management involved in this, and developing a uniform system, will really help us. Paxton looks forward to the annual meeting at the LCC Longhouse.

Lily said this motion is important, and has been empowering volunteers who have the know-how to get this done, and bringing in our staff is what we need in order to maintain the technology and equipment, and to execute contracts. This motion gives Kirsten and her staff the opportunity to give suggestions for all Fair meetings, and that's an important distinction and widening of the net.

Sandra said the Best Practices Committee has been discussing what the protocol would be for hybrid meetings and believes we can be successful. Our first Zoom meetings were a bit challenging, but we have gotten better. It is going to be challenging for a big scale hybrid meeting, and will be interesting to see how we make that work. Sandra supports the motion.

AJ said he felt like a Board member was talking down to him about the explanation of the use of etcetera, and asked that he be able to state questions and concerns without being

given a history lesson by another Board member. AJ noted he has a degree in history from the University of Oregon.

Jon S. said this is more than just meeting at Alice's or meeting at the office. We have committees who meet at someone's house or have a meeting walking around the property. This is more complicated than having a meeting at a fixed location. This motion is important.

Spirit said the Board meetings need to be prioritized and until we have the space to accommodate those, this motion feels premature.

Motion passed: 7-2; AJ and Spirit opposed; George abstained.

Lily moved and Sue seconded to appoint Michael Schultze to the Elections Committee.

Stephen D. said Michael has already been a tremendous help to the Election Committee, and he supports the motion.

Lisa P. said she read Michael's letter of interest, said it was very good, and thanked him for volunteering.

Motion passed: 10-0.

Sandra moved and Lily seconded that the Personnel Policy Committee work with the ED to update the Personnel Time Off (PTO) Policy in the Employee Manual to be in compliance with new Oregon Law.

Jon S. said the Oregon law is not new. The Oregon Sick Leave Law was passed by legislature in June of 2015, and took effect in January 2016. He said when the Board adopted the first employee manual in 2020, he wrote a letter to the Board pointing out the policies, particularly PTO, were in violation of Oregon Sick Leave Law. There are two ways to come into compliance with Oregon law. One is to amend the PTO policy to conform with the Oregon sick leave policy, which is what this proposal before us tonight is doing. The other way to be in compliance with the law is to have a stand-alone sick leave policy.

Jon S. said that as rewritten, this is a very confusing policy that says the first 40 hours of your PTO for any reason shall be considered protected leave under Oregon law, and any leave taken after that is not protected. What that means is that if someone takes a week of PTO to take vacation after the Fair in September or early October, and then get sick in December, the time that they take off for being sick in December does not have the protections of the Oregon Sick Leave Law, because the Fair was saying that you already have used up your protective leave under the Oregon Sick Leave law because you took 40 hours of PTO.

Jon S. said the way the Fair is doing this decreases the protections for employees. It is going to be a disincentive for employees to take leave when they are sick. We want to make it easy and encourage employees to take leave when they're sick. The draft policy also contains changes that are not related to the Sick Leave Law. In particular, employees can accrue up to 40 hours of PTO per year. The current PTO policy does not put a limit. If we approve this policy, we are taking away benefits from employees. This policy also changes the amount of PTO that can be carried over from one year to the next. So this policy is more than just coming into conformance with Oregon law. He said he would much rather have an option where we consider a stand-alone sick leave policy. Jon S. asked if we pass this motion, are we adopting the

language in the motion, or we asking the Personnel Policy committee to work on this and to bring language back to the Board?

Jon S. offered a friendly amendment for the committee to come up with two options to come into compliance with the law: one to change the current PTO policy and the second option to draft one a stand-alone sick leave policy. Then the Board can see each of those options, and evaluate and discuss which best reflects the values of our organization.

Sandra did not accept an amendment, saying it was not a substantial change, and the committee will be going through the manual again this year to update it. Re-evaluation of the PTO and sick leave policies would be on their agenda. Sandra said PTO is a recruiting tool, especially for younger applicants, and it offers flexibility. A sick leave policy has to be administered separately, which involves more time. The policy that we have here today brings us into compliance. This comes from our attorneys who specialize in employment law. This is something that we will be taking up when we update the manual.

Kirsten said before she started as ED, the interim ED Liz sent our employee handbook and policies to our attorney, and the attorney's recommendations were provided to the Board. The expert in employment law felt our policy to be more generous than the state requires. To bring us into compliance, the only requirement was the small language change was that the first 40 hours are protected leave.

Jon S. moved and Paxton seconded to move to amend the motion to request the Personnel Policy Committee to develop two options to consider for coming into compliance with the Oregon Sick Leave Law. One, to amend our current PTO policy, and the second, to have a stand-alone sick leave policy.

Spirit said this seems like a complete rewrite or a new motion, as opposed to an amendment, so she will vote no.

Sam asked to call the question to amend and Lily agreed.

Calling the question failed: 5-5; AJ, George, Jon S., Paxton, and Sue opposed.

AJ said calling the question was confusing.

Sam said after calling the question to amend, then Jon's actual amendment can be debated, then voted on. If it passes, we will then vote again on the underlying motion. If it fails, we will return to debate then vote on the underlying motion.

Paxton said it is simpler to have health care with the state as a separate document from paid time off. He has complaints with the current motion and supports the amended motion for two options.

Jon S. said his amended motion doesn't say we are going to do one or the other. It is simply to give us two options to consider. This is a major change. He said we have been out of compliance for six or seven years and is glad the interim ED consulted with the attorney, and is sure it's because of the letter he sent with his concerns. Jon S. does not understand why people aren't willing to consider other options.

Sandra does not think we were out of compliance because Oregon state law is triggered when you have 10 or more employees. Now that we have more employees it will be addressed.

Motion to amend failed: 5-5; AJ, George, Lily, Sandra, and Spirit opposed.

To restate the original motion, Sandra moved and Lily seconded that the Personnel Policy Committee work with the ED to update the Personnel Time Off (PTO) Policy in the Employee Manual to be in compliance with new Oregon Law.

Sandra said Jon's concerns will be taken to the committee for review.

Lily asked Sandra if her motion could encompass Jon's recommendations.

Sandra said she would not change the motion, but would take the concerns into consideration.

Jon S. wanted clarity that policy changes were not part of the current motion.

Sandra confirmed there is a draft with language from our attorneys for the Board's review, but that was not part of the current motion. The motion sends the work to the committee.

Jon S. said he wanted to correct something. The Oregon Sick Leave law requires paid sick leave with 10 or more employees, it requires unpaid sick leave for fewer than 10 employees, so we still would have to come into compliance with fewer than ten employees. He said if this motion passes, he would appreciate knowing when the Personnel Policy Committee will meet to discuss this as he wants to offer his perspective.

Sam will support the motion to be in compliance, and shares the concerns about any PTO counting against a person's protected leave if somebody takes a vacation right after the Fair. It does not seem aligned with our values, and he will be sternly in opposition to a policy that allows for that to happen.

Lisa P. asked if the Board was not yet approving the draft language they were sent, will the draft of the amended policy come before the Board for approval? Sandra confirmed yes.

Jon S. asked if we adopt this motion, are we limiting the Personnel Policy Committee to only be looking at updating the PTO policy? Sandra replied they also need to make other updates, such as the Medicare topic and changing "will" to "may."

Paxton is not in favor of some of this verbiage and thinks it restricts the benefits that go to the employees. It seems that we are not being as generous as we used to be. Paxton would like to be included in the committee meeting discussions.

Motion failed: 6-4; Jon S., Lisa P., Paxton, Sue, and Sue opposed.

Review of Upcoming Agenda Items (YouTube video 2:47:00)

Move to establish an ad hoc work group of Board treasurers and Budget Committee liaisons to recommend a standardized policy for trade pass allocation to former GM's and staff.

Board moves to change the next event dates from July 7-9 to July 14-16, 2023.

Make meeting recordings available to membership.

Bylaws update: Article V, Section 2.

(see recommendation on the .net site under Board Working Documents)

Accept Black Cultural Festival of Eugene's offer for dialogue.

Moisture Festival \$5,000 sponsorship.

Approve the 2021 tax filing.

2023 voter pamphlets in mailers.

Suspend the COVID vaccine policy.

President's Peace (*YouTube video 2:49:40*)

Lily said as we slide out of the summer and into the fall, it is absolutely worthwhile thinking about the cycle of our events, our lives, and of the land. She is reminded of those displaced by the 2020 wildfires in Oregon, and hopes the folks in our family and our community who have been impacted remain safe this season. Autumn is Lily's favorite time of year, and encouraged us to do a little bit of reflection about what a season of dormancy can mean.

As we bring ourselves down from the speed and the schedules of the summer, what might it mean to do some harvesting of our own hearts, planning for winter's dormancy both on our land, of our events, and in our community?

**The next Board of Directors Meeting is
October 3, 2022, at 7 pm.
Zoom remote online and live-streamed on YouTube.**