

Board of Directors Meeting

November 7, 7 pm

(subject to approval by the Board at the December 5, 2022, Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://oregoncountryfair.net/recording-of-nov-7th-board-meeting/>

Board Directors present: John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), Lily Harmon-Gross (outgoing), Paxton Hoag, Tom Horn (President), Anthony “AJ” Jackson (VP of Membership Engagement and Services), Spirit Leatherwood (outgoing), Kevin Levy, Lisa Parker (VP of Bylaws and Policy), Ann Rogers, Sam Rutledge (outgoing), Arna Shaw, Jon Silvermoon, and Sue Theolass. **Other Board Officers present:** Hilary Anthony (Co-Treasurer), Lynda Gingerich (Co-Treasurer), and Stephen Diercouff (Secretary). **Staff present:** Kirsten Bolton (Executive Director), Alexis Maddock (Co-Event Manager), Mark Malaska (Co-Event Manager), Sierra McComas (Site and Facilities Manager), Vanessa Roy (Marketing Manager), and Norma Sax (Office Manager, Board meeting scribe)

The minutes of this Board meeting are presented with motions and votes without discussion. If you would like to view the discussion, please go to the YouTube recording at <https://oregoncountryfair.net/recording-of-nov-7th-board-meeting/>

The Board is looking for a recording secretary to take and write the official minutes of Board meetings. If you are interested in this officer position, please write to norma@oregoncountryfair.org. Please tell the Board about your interest and qualifications.

Announcements (*YouTube video 1:56*)

Sue (Food Committee liaison) announced that applications for new food booths will be available by November 18, 2022, and accepted from December 1, 2022, to January 20, 2023, at 5 pm on <https://oregoncountryfair.net/applications-forms/>. The Food Committee does not know at this time if the Fair will need new food booths in 2023.

Jen-Lin Hodgden (Feedback Coordinator) said that the 2022 feedback report and notes from the evaluation meeting are posted on <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2022/10/2022.Feedback.Report.pdf> and https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2022/10/2022.Evaluation.Meeting.Notes_.pdf

Lily announced that the Board met in closed session on October 19 and 20 about a personnel matter. The Board retreat was the weekend of November 5 and 6 to welcome and begin the orientation for newly elected Board members.

Minutes Review (*YouTube video 6:15*)

AJ moved and Paxton seconded to approve the October 3, 2022, Board meeting minutes.

- Motion passed: 9-0. George was absent for the vote.

Agenda Review & New Business (*YouTube video: 7:46*)

Move up Board action on the first item in Old Business to directly after this Agenda Review (Jon S.)

Motions withdrawn:

- Write a letter to the Black Cultural Festival requesting additional information and clarification (Jon S)
- Allow outgoing Board members to address the incoming Board and membership (Sam)
- 2023 Voter Pamphlets in Mailer (Sandra)
- Sanction from the President for Board members or membership who make threats in our public meetings toward the organization or an individual (AJ)

Motions tabled:

- Create a Task Force for changing Fair dates when the Fourth of July falls on Tuesday of event week (Spirit)

Old Business (*YouTube video: 13:08*)

Lily moved and Sue seconded to accept the results of the 2022 election for the Board of Directors of the Oregon Country Fair and to seat John Alexander, Tom Horn, Kevin Levy, and Arna Shaw to three-year terms and Anthony Jackson and Anne Bennett Rogers, to one-year terms.

- The motion passed unanimously: 9-0. George was absent.

Outgoing Board members stepped down and incoming Board members took office.

AJ moved and Jon seconded to approve Tom Horn as President of the Oregon Country Fair.

- The motion passed unanimously: 11-0. Tom recused himself, and George was absent.

Tom moved and Paxton seconded that the Oregon Country Fair have three Vice-Presidents: Sandra Bauer, Lisa Parker, and AJ Jackson.

- **The motion passed: 7-1-3; Jon opposed; Sandra, Lisa, and AJ recused themselves. George was absent.**

Paxton moved and Tom seconded to approve Stephen Diercouff as Secretary of the Oregon Country Fair.

- **The motion passed unanimously: 11-0. George was absent.**

Tom moved and AJ seconded to approve Hilary Anthony and Lynda Gingerich as Co-Treasurers of the Oregon Country Fair.

- **The motion passed unanimously: 11-0. George was absent.**

Staff Report – Executive Director (*YouTube video: 1:17:10*)

- *Financials*

- 2021 Financial Review, 990 and CT-12 are done.
- Crew and staff budgets will be given to the Budget Committee for their review on November 11, 2022.
- Working on quotes for the Shuttered Venue Operators Grant (SVOG) audit that must take place by December 2023 and provided to the Small Business Administration.
- I am currently working on SVOG classifications and budget allocations to meet the grant requirements.
- We will conduct a financial review for 2022, as well.

- *Culture Jam*

- Robin Bernardi has resigned as the Youth Program Director.
- Her last day is November 18, 2022.
- I will post this position November 28 – December 19, 2022, and begin interviewing in January.
- Robin has agreed to stay on in a consultant role to train her replacement.

- *Administration*

- Norma Sax will serve as the interim Board scribe until a Board recording secretary is identified and confirmed by the Board.

- *Fair Care*

- There is a Board Stakeholder meeting on the draft Progressive Solutions Policy November 10 via Zoom.
- There was a meeting with the BUMS in October.
- The Membership Stakeholder meeting is scheduled for Thursday, December 8, 2022, at 6 pm via Zoom.

- *Projects*

- Dug's Green Gutter Replacement – scheduled for mid-November

- Paint interior of Dug's Green – Jan/Feb
- Durables Dishwasher Install – done
- Chillville Roof – done
- Reefer Dock dismantle – done
- Compost Slab quotes — Excavation quote is \$20k, still waiting on slab quote
- Picked up geodesic domes in Portland on October 6
- Rebuild pump house at Winery – done
- Entertainment Applications are up on .org site and will close on February 15, 2023.
- 2023 Guideline Change request form is up on .net site and will close on December 15, 2022.
- Craft Applications go on .org site in January 2023 and will close in April 2023

Treasurers' Report (YouTube video: 1:27:08)

Hilary: I am not aware of any budget items needing review tonight, and as Kirsten mentioned, we have the 990 completed. We are working on the revenue projection and are presenting that to the Board, which has gotten copies of the proposal that came from the Financial Planning Committee. It is to reinstate the proposed increase of booth fees around 10 percent that we had postponed for 2022. The actual projection of revenue and the proposed prices are on the .net site at https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2022/11/2023_Revenue_Projections_Totals_and_Pricing.pdf.

We are trying to schedule a Board work session to talk about the finances, capacity, and growth management, and lead into the revenue projection. Stay tuned as we try to find a date for that.

Lynda is excited to work with the new Board. The staff has been gathering all of the budget information, and will pass it along to the Budget Committee.

Sandra moved and Sue seconded to approve the carryover of the shuttered venue operators grant. (YouTube video 1:32:25)

- **The motion passed unanimously: 11-0. George was absent.**

Member Input (YouTube video 1:34:25)

Committee and Working Group Reports (YouTube video: 1:41:32)

- Committees should send their reports to the Secretary, Stephen Diercouff (recordingsecretary@oregoncountryfair.org).

Old Business (Continued) (YouTube video 1:42:05)

Paxton moved and Sue seconded to appoint Lawrence Taylor to the Bylaws Committee.

Jon S. moved to call the question. (YouTube video 2:25:56)

- **The motion failed: 5-6; Tom, Kevin, John Alexander, Arna, Sandra, and AJ opposed. George was absent.**

AJ moved and Arna seconded to table the motion. (YouTube video 2:29:25)

- **The motion failed: 5-6; Lisa, Ann, Paxton, Sue, Jon S., and John A. opposed. George was absent.**
- **The motion to appoint Lawrence Taylor to the Bylaws Committee passed: 10-0-1; AJ abstained. George was absent. (YouTube video: 2:40:19)**

New Business for December 5, 2022, Board meeting (YouTube video: 2:41:30)

- Conflict of interest declaration for Stephen Diercouff (Sue)
- Formation of a Resource Development Committee, formerly known as Fundraising Committee (Jon S.)
- Direct the Executive Director to hold all recordings of open meetings and post them on the .net site to be available to membership to watch (AJ)
- Financial Planning Committee review projections of 2023 (Paxton)
- Update bank signers with new officers. (Sue)
- Disclose a conflict of interest. (AJ)
- Appoint Michael Connelly to the Diversity Committee (AJ)

President's Peace (YouTube video 2:44:15)

Thank you, Lily, for supporting me in learning.

I'm literally 16 hours into this, so I just very much appreciate it, and I appreciate you helping with a meeting tonight. So, I owe you a debt of gratitude.

I wanted to reflect again something that Sam said earlier about democracy and about our ability to work together in difficult times. I think the Fair represents something that is a beautiful community, and something that is a beacon of light in a time that is really quite difficult. Elections are occurring right now; we don't know what the outcomes are going to be, and it is incredibly important that we pull together. We can have difficult conversations. We can move through those conversations into something useful and beautiful.

We have some days ahead of us as a society that could be difficult, and that are going to require all of us to put aside any pettiness that we might bring to any situation outside of the fair to the Fair.

I work oftentimes with kindergarteners, and they teach me a lot about the world because they see the world through very innocent eyes.

Our work to me is about grabbing on to the things that are good in life, and recognizing the difficulties of having hard conversations, but also recognizing the ability to come through those conversations in a way that moves our community into a better place.

So, I just I really appreciate all the learning that I'm doing.
I appreciate all the help and I appreciate the ability to dig into some really neat things
this year.

So, thanks.

Thanks, good luck, Board of 2022-23!

Oh, yeah.

**The next Board of Directors Meeting is
Monday, December 5, 2023
Zoom remote online and live streamed on YouTube.**