

CBPWG COMMITTEE MEETING MINUTES – Draft 2 This is a full re-write of draft 1

DATE: November 2, 2022

LOCATION: Online (Zoom)

MEETING TIME: 6 p.m.

WORKING GROUP MEMBERS PRESENT: Anthony “AJ” Jackson, Sandra Bauer (facilitator), Dean Middleton, Allain “Lainy” Van Laanen (scribe), Jon Pincus

WORKING GROUP MEMBERS ABSENT: Arna Shaw, Carolyn Gsell (co-scribe), Sue Theolass

OTHERS PRESENT: Aaron Kenton

The meeting has a quorum.

Opening remark: Congratulations went out to AJ on his reelection to the board. Sandra reminded that minutes and agenda are to be sent to CBPWG, Friends, Vanessa, and Kirsten. (Lainy handles this task).

ADD AGENDA ITEM to bottom of new business:

Per Feb. 18, 2022 Board Meeting motion, rename section of manual about Essential and Recommended Practices – needs to be reformatted to state that recommended practices are now required (see addendum at end of minutes).

Approve August and October minutes

Dean made a motion to approve both the August and October minutes. AJ seconded. The motion carried 4 – 0 on the August minutes with Jon P. abstaining. The motion carried 5 – 0 on the October minutes.

Jon P. abstained on Aug minutes because the minutes don’t show who made the comments. Lainy pointed out that people are referenced on the Aug. minutes.

AGENDA ITEM – Closed meeting criteria

The group reviewed the document drafted by Arna and Jon. Feedback included:

- Reduce wording. Seek brevity
- Closed meetings should be limited to personnel, legal, and real estate issues
- Attorneys have told the fair that closed meetings should not be recorded
- Minutes are required, even if held confidentially
- Committees are advisory in nature, as compared the board meetings.
- Policy discussions should always be open.
- The only disagreement between Jon and Arna is “permitted topics for closed meetings.”
- Jon’s objection is that “sensitive issues concerning individuals” should not be a committee topic requiring a closed meeting.
- The value of a recording is so that a scribe isn’t required to be present at the meeting to take notes.
- Path Planning has been advised to be careful with language when sensitive topics are discussed. To date Path Planning has never had a closed meeting.

- Reminder that Crafts Committee has sensitive issues come up where specific booths or individuals are discussed.

Sandra requested to make a motion to strike the two bullet points under Permitted topics: Sensitive Issues, and reference to DC closed meetings.

Discussion:

- Aaron Suggested to replace these statements with a general statement like: When a board motion allows for a committee's closed session. This way, if there's some change with regards to closed session, a general statement covers the situation.
- Jon –Craft and food committees are not the same thing as individuals. Committees should not be having closed sessions to discuss individuals if they are not judiciary bodies. If the craft or food committees are vetting product in a competition, then it should be up to the board to decide if those types of meetings should be closed. Putting this back in the board's court is appropriate.

Sandra – read directly from the draft document:

Any committee or subcommittee wishing to hold a closed meeting must request and receive prior approval from the Board liaison(s) and Board President and provide notification of their intent to hold an approved closed meeting, including the reason, date, time, location or link, and agenda to all members of the OCF Board of Directors not less than 7 days prior to the planned date of the meeting.

This is the process for establishing a closed meeting. It should not be the entire board that gets involved with every request. Some committees are involved with both Operations and Policy. The next paragraph below refers to grouping "closed" agenda items separately from "open" agenda items.

Sandra – Made a motion to strike the following paragraphs:

Closed meetings held online, like all meetings held online, must be recorded. (Board motion, February 18, 2022).

The Board may appoint Ad Hoc Committees for Legal, Real Estate, or Personnel issues. These committees may hold closed meetings (for proposed or active items in these three areas. They may not hold closed meetings for policy proposals or policy approvals).

Sandra asked if someone would second her motion.

Lainy would second this but said we need to address issue of minutes and recording somewhere (for the purpose of scribe using recordings to write up the minutes).

Sandra read a motion that was approved by the Board. We can take that wording:

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.

Sandra – thinks this needs to go into the document instead of the recording. The board purposely did not include that closed sessions would be recorded when we passed this motion. Sandra also read additional content of a board motion:

The OCF board is responsible for the proper functioning of committees and may attend any committee meeting.

Discussion:

- Aaron – Agrees on slashing the two paragraphs. The way to handle ad hoc committees, where it states, “All criteria below apply to...”, include ad-hoc committees. Favors insertion of actual board motions that Sandra read. Stressed importance that all board directors may attend any board session.
- Jon –The emphasis should be on committee meetings being open.
- Discussion about notifying all board members of all closed sessions:
 - Important to emphasis given current environment.
 - Who is to determine who makes the notification?
 - There is already a notification process in the policy... (Sandra read the board policy on closed meeting notifications).
 - Yes, but how does the notification process work?
Sandra – The board liaison and the board president approve closed meetings, and the board president sends out the primary notice.

Sandra – Adding items to the document will be the next (later) step. The motion (now) is about what to remove from the document.

Sandra made a motion to remove the two paragraphs:

Closed meetings held online, like all meetings held online, must be recorded. (Board motion, February 18, 2022).

The Board may appoint Ad Hoc Committees for Legal, Real Estate, or Personnel issues. These committees may hold closed meetings (for proposed or active items in these three areas. They may not hold closed meetings for policy proposals or policy approvals).

Discussion:

- Aaron requested an amendment to add the word “ad hoc” to the last sentence of the first paragraph of the Closed Committee Meetings draft.
- Jon doesn’t think the bullet item *Sensitive issues concerning individual* should be included in the document, based on personal experience. Should have narrow list of 3 topics for when closed meetings are permitted. Committees are not operational or contractual bodies. They are advisory bodies on policy or protocol.

Sandra requested a vote on the motion. Jon’s concerns can be addressed once these two paragraphs are removed.

Sandra quoted from the draft: *If a closed committee meeting is planned to occur in the context of a meeting at which topics that are (not) eligible to be discussed in closed committee sessions are also on the agenda,...*

Then down below that it lists “*Permitted topics for closed meetings*”. So it is already spelled out that there are only certain things that can be discussed in closed meetings.

Sandra reframed the motion: All in favor of eliminating the two paragraphs we discussed and inserting “Ad Hoc” into the second sentence of the first paragraph. **Who seconded? Lainy?**

The motion passed 4 – 0 with one abstention (Jon P.)

Next up was a discussion about “Permitted Topics for closed meetings”.

- Sandra – The statement about the DC is based on policy passed by the board. That needs to be in here.
- Aaron and Dean disagree. Jon would feel comfortable with Aaron’s wording to the motion.
- Jon likes Aaron’s recommended replacement wording: *When a board motion allows for a committee’s closed session*. Feels this covers it all. Sensitive issues can be handled through the board and/or FairCares. Specifying the privilege of one committee should not be included. It could inspire other committees to seek the same approvals.

Aaron – Proposed a motion/suggestion that we strike everything under “Permitted topics for closed meetings” and replace heading: “Permitted topics for requesting a closed meeting”. Then first bullet says “Same topics as for board closed sessions”, and second bullet, “When a board motion allows for a committee closed session.”

Discussion:

- Statement about DC should be removed, because as time goes forward, policy may change.
- The idea is to inform committees, and written policy should hold regardless of board making policy exceptions.
- Emphasis on specifying Legal, personnel, and real estate”.
- Needs to be clear a committee can’t willy-nilly hold a closed session.

Sandra – This Best Practices group is about policy. Let’s focus on policy committees. The DC is definitely a board committee and they do have a special exception granted to them by the board in the policy motion that was passed. She thinks it is important to have it in the manual.

Aaron reread her rewrite:

- Heading changed to “Permitted topics for requesting closed meeting”
- Bullet 1: Board closed session topics (legal personnel, and real estate).
- Bullet 2: When a board motion allows for a committee closed session.

Jon made a motion to adopt Aaron’s wording. Dean seconded.

Discussion ensued about whether to include the special provision for the DC to have closed meetings about sensitive topics. It was argued that Bullet 2 of the above motion covers this with a general

statement. Sandra felt strongly that the DC's permission to hold closed meetings should be included, per board motion passed 02/18/22.

Others argued that singling out one committee on a policy is a bad idea. If the board reverses their decision about the DC, then the policy has to be rewritten. The policy should have legs, that lives on in time and doesn't require a change when the board makes new motions.

Aaron reread the motion:

Heading changed to "Permitted topics for requesting closed meeting"

Bullet 1: Board closed session topics; legal, personnel, and real estate.

Bullet 2: When a board motion allows for a committee closed session.

Jon offered a friendly amendment to the motion that removes the words, "board closed session topics". Then the motion would make more sense.

Jon's amended Motion:

Heading changed to "Permitted topics for requesting closed meetings"

Bullet 1: Legal, personnel and real estate.

Bullet 2: When a board motion allows for a committee closed session.

Perhaps the other two bullet points that are not included in this motion could be pointed out using a footnote or an addendum. However, the basic motion covers those two items.

Sandra opposed the friendly amendment and Dean favored it.

Sandra - Would like to amend the motion further to say, "When an approved board policy allows for additional reasons for committee closed sessions".

Discussion:

- Aaron's Suggestion was to remove the word "additional reasons" and replace with the word "other." So it reads: "When an approved board policy allows for other committee closed sessions."
- AJ not in favor of including exceptions in the manual, especially when exceptions are unclear.
- Lainy isn't in favor of referencing specific committees in the manual. Including specific committees may encourage other committees to seek the same exceptions.
- Sandra – The words "When an approved board policy allows for other committee closed sessions" is not clear enough. It is important to make clear that the board can provide additional reasons for closed committees, closed sessions, which they did. This manual has to recognize what happened.
- Aaron suggested this wording "When an approved board motion allows for other reasons for committee closed sessions."
- Pointed out that in the state of Oregon, there are no reasons for closed sessions, except for legal, personnel and real estate. However, because we are not a public non-profit, we are not held to this rule, according to some perspectives.
- Sandra suggested changing the word "motion" to the word "policy".
- Isn't an approved motion the equivalent of a policy?
- Reminded that we just accepted a \$2M+ federal grant. That puts an eye on us
- Including exceptions opens the door. Legal is clear about the 3 reasons for closed sessions.

The final wording to the motion:

Heading changed to "Permitted topics for requesting closed meetings"

Bullet 1: Legal, personnel and real estate.

Bullet 2: When a board motion allows for a committee closed session.

The motion passed 3 -2 with no abstentions. Jon, Dean, and Lainy in favor, and Sandra and AJ opposed.

Round-robin – We got hung up on semantics. We had hard conversations, and nobody stormed out having their night ruined by the meeting.

The meeting was adjourned at approximately 8:00 p.m.

Minutes taken by Carolyn G.

*Addendum:

Board 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.