

Board of Directors Meeting

January 9, 2023, 7 pm

(Subject to approval by the Board at the February 6, 2023, Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://www.youtube.com/watch?v=8AwAnkYm1TY>

Board directors present: John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), George Braddock, Paxton Hoag, Tom Horn (President), Anthony “AJ” Jackson, (VP of Membership Engagement and Services), Kevin Levy, Lisa Parker (VP of Bylaws and Policy), Ann Rogers, Arna Shaw, and Sue Theolass. Board director absent: Jon Silvermoon. **Other Board officers present:** Hilary Anthony (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 meeting was facilitated by Al Ullman of White Bird.

The minutes of this Board meeting are presented with motions and votes without discussion. The entire meeting, including discussions, can be viewed on the YouTube recording at

<https://www.youtube.com/watch?v=8AwAnkYm1TY>

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

Announcements

Sue Theolass said the Food Committee is still accepting applications for a possible opening. They will know at the end of February if there is space for a new food booth or cart. Applications are due by Friday, January 20, 5 pm.

Stephen Diercouff, Secretary, said there is the special action to remove a Director. It is not an action of the Board or staff. It is an action of the membership. Stephen, as Secretary, is facilitating the process. The Fair will not be publishing any information about this action. There is a mechanism for the membership to give input. There is an online forum website where members can register to ask questions, post comments, and seek information. Click this link for information on the forum and the informational meeting that is scheduled for January 21.

<https://oregoncountryfair.net/event/board-elections-2/>

Each person who would like to participate in the online forum has to be validated by the Elections Committee that they are a registered member before they are allowed to post.

The Secretary sent an email to all members with registered email addresses with a link to the online forum.

International ballots were mailed January 9; domestic ballots will be mailed on January 19. Ballots are due back to the OCF office by February 18. Counting will take place February 19.

Minutes Review

(YouTube video:3:420)

AJ moved and Tom seconded to approve the minutes of the December 5, 2022, meeting.

The motion passed: 11-0.

Agenda Review and New Business

(YouTube video: 6:08)

The motion to approve the Financial Planning Committee's revenue projection is on the agenda for the special budget review meeting on January 30, 2023.

AJ moved and Arna seconded to approve the January 9, 2023, agenda.

The motion passed: 11-0.

Member Input

(YouTube video: 7:37)

Staff Report – Executive Director

(YouTube video: 16:43)

- Financials

Crew budgets are being reviewed by the Budget Committee this month.

Capital improvement requests will be reviewed by the Budget Committee in February and presented to the Board at the March Board meeting.

We are working on quotes for the SVOG program specific audit that must take place by December 2023. We are also working on our 2022 financial review and 990. We anticipate using the same CPA firm to do all three.

There is a Coordinator budget meeting scheduled for Sunday, January 22, 2023, from 2 pm to 4 pm via Zoom. An email invite has been sent to coordinators. Another will go out a week before and the day of.

- Culture Jam

We will begin the interview process for the Culture Jam Program Director position the week of January 9. We anticipate the position will be filled in early February. The Culture Jam dates will be August 4 – August 11, 2023, at Alice's.

- Guideline Changes

The Guideline change proposal application closed on December 15. Guideline change proposals are on the .net site (<https://oregoncountryfair.net>) under Board of Directors/Board Working Documents and under Documents. The Board received them in this month's packet and will vote to approve them at the February meeting. Once approved, the Guidelines will go through a final edit and be sent to the printers in early March.

- Fair Care

Fair Care has now met with the Back-up Managers, Board and Membership on the draft Progressive Solutions policy. We anticipate having the draft policy ready for the Board to approve in March 2023.

- Hybrid Meetings

Per a Board motion, I am reporting back that we are still looking at locations for hybrid Board meetings. We are trying to find a free location but have found a couple that have the technology needed at a very low cost. We expect to have a recommendation for two or three locations by the February Board meeting.

- Administration

We are working on 2023 contracts.

The second Coordinators DEI Workshop will be held Tuesday, January 17, 6 pm to 8 pm via Zoom. The first one was well received.

We held a focus group meeting with 11 coordinators on November 30. This was to help develop content for the next meeting based on the needs and interests of the coordinators.

- Projects

Entertainment applications are up on .org site (<https://oregoncountryfair.org>) and will close on February 15, 2023.

Craft applications go on the .org site in January 2023 and will close in April 2023.

Food booth applications are on the .org site and will close on January 20, 2023.

Poster artist 2024 application deadline was January 15.

Spring Fling planning is underway. We have secured the WOW Hall for May 6, 2023. We anticipate revealing the 2023 poster at this event. There will be a fundraiser for Culture Jam at this event.

We were granted an extension on our peach logo trademark until September 14, 2023.

Treasurers' Report

(YouTube video: 21:07)

Hilary reported the Budget Committee is meeting now. We're doing a lot of work in January and that's possible because of the work the coordinators and staff have done to give us a lot of background information on budget requests. It's a change in our method so we're all trying out something new. I'm awed at our volunteers, staff, and the Budget Committee, the amount of detail work we do and the level of accountability we hold each other to. Big thanks and you'll hear more about the budget in the next couple of weeks.

Committee and Working Group Reports

(YouTube video: 22:25)

Committees should send their reports to Vanessa (vanessa@oregoncountryfair.org), to be posted on the .net site and included in the Board packet.

Old Business

(YouTube video: 22:40)

Tom moved and Arna seconded to require all New Business motions to be submitted to the Board President, in writing, two weeks prior to the next Board meeting. New Business motions must be proposed by the Board President plus two Board members, or five Board members.

AJ offered a friendly amendment and Tom and Arna accepted to require that all New Business motions must be proposed by four Board members and be submitted to the Board President, in writing, two weeks prior to the next Board meeting.

The Motion as amended failed: 3-8; Ann, John A., George, Paxton, Kevin, Sue, Lisa, and Arna opposed.

The original Motion passed: 9-0-2; Sue and Lisa abstained.

New Business for February 6, 2023, Board meeting

(YouTube video: 1:21:55)

Guideline change proposals (Tom)

The Board moves to accept Guideline Changes as posted on the .net site.

Conflict of Interest (AJ)

The Board moves to accept the potential conflict of interest for the 2023 Ritz Sauna contract between Oregon Country Fair and The Ritz, LLC, for which George Braddock serves as the Board President.

Meeting Evaluation

(YouTube video: 1:21:29)

President's Peace

(YouTube video: 1:35:20)

Tom Horn thanked Al and said: Thank you, everybody. I do hear the comments and I want the Board to be thinking about how we can be the best democracy we can be and how we can do the best work for our members, of which my daughters are two. I do think about what it will look like 50 years from now. I'm committed to figuring out the right process. There are a lot of new Board members and I thank the membership for their patience. We are learning and growing together and becoming more cohesive. I'll leave you with a quote tonight from John Lennon: "We got this gift of love, but love is like a precious plant. You can't just accept it and leave it in the cupboard. Or just think it's going to get by on its own. You've got to water it and look after it and you've got to nurture it." I want to think about that with our Board and taking good care of each other and allowing for dissent and different thinking. I want to wish everyone a wonderful week.