

Introduction

As Directors of the Oregon Country Fair (hereafter Fair or OCF), to honor the trust in leadership granted to us by our members, we will hold ourselves to the highest of standards when conducting the business of our Fair. In addition to following the Fair's *Code of Conduct*, we will follow the standards outlined in this *Board of Directors Agreement of Values and Behaviors*. We will also work together to progressively hold ourselves accountable to these standards.

As Board Directors we agree to collaboratively maintain intentioned focus through our behaviors, approach, discussions, agendas, and decisions in a way that reflects the best of our Fair as we strive to meet our responsibilities granted to us by our membership.

Directors are elected by our membership to oversee the business of the Fair. We are responsible for policy and financial decisions, setting the direction for the Fair, and maintaining the organization's core business affairs through oversight, guidance, and support of the Executive Director and committees. We do not manage staff, crews, or operational committees, which is the job of the Executive Director. We work for the good of the organization and by doing so support our membership in their work for the Fair. We recognize the thousands of volunteers and the tens of thousands of hours they give to our essential event, and our responsibility to them. As Board Directors we agree to collaboratively maintain intentioned focus through our behaviors, approach, discussions, agendas, and decisions in a way that reflects the best of our Fair as we strive to meet the responsibilities granted to us by our membership.

Principles and Values

Accountability. We agree to adhere to the standards outlined herein and hold ourselves and each other accountable based on the consequences described below.

Ethics and Integrity. We will be ethical and behave with integrity in all OCF interactions.

Honesty. We will act honestly at all times.

Compassion and Respect. We will treat each other and our membership with compassion, respect, and kindness.

JEDI. As Directors we will promote justice, equity, diversity, and inclusion through our words and actions.

Openness. We will be as open and transparent about all the decisions and actions we make. We will give reasons for our decisions and restrict information only when guidelines, laws, and the organization's interest clearly demand it.

Objectivity. In carrying out all business we shall be open minded and equitable.

Responsibility. As Directors we will hold ourselves responsible for our words, actions, and decisions.

Leadership. We will promote and support these principles and values through leadership and example.

Fiduciary Responsibilities:

Duty of Care – The duty of care is what an ordinarily prudent person would exercise in a similar position and under similar circumstances. This means that as Board Directors we have the duty to exercise reasonable care when we make a decision as a steward of the organization.

Duty of Loyalty – The duty of loyalty is a standard of faithfulness; as Board Directors we must give undivided allegiance when making decisions affecting the organization. This means that we can never use information obtained as a Director for personal gain, and must act in the best interests of the organization.

Duty of Obedience – The duty of obedience requires us as Directors to be faithful to the organization's mission. We are not permitted to act in a way that is inconsistent with the central goals of the organization. This duty also requires us as Board Directors to obey the law and the organization's internal rules and regulations.

Conduct

We agree to:

1. Recognize that our purpose as the Board is, at all times, to serve the best interests of the Fair and its membership. We will serve as Board members at all times when conducting the business of or participating as part of the Fair. This responsibility comes first, whether in a Board meeting, on a committee, or as a crew member.
2. Keep current on all issues before the Board and of interest to the membership. We will be prepared for Board meetings by reading all materials beforehand.
3. Keep the membership informed about issues affecting them and listen to their feedback.
4. Act professionally, responsibly, fairly, effectively, efficiently and without bias.
5. Use professional language at all meetings.

6. Develop, administer, and advocate policies and procedures that foster fair, consistent, and equitable treatment for all.
7. Consider decisions and policies in relation to the OCF's mission and our commitment to justice, equity, diversity, and inclusion.
8. Ensure that pending decisions and actions made or enacted as individuals or as a group are ethical and are implemented in an ethical manner.
9. Be clear in delegations of Board authority, mission , and direction to committees.
10. Respect and protect privileged information to which we have access in the course of our official duties. We will respect the confidentiality of Director's, staff's, and memberships' personal lives.
11. Respect confidentiality when appropriate.
12. Conduct duties with positive leadership, exemplified by collaboration, respect, open communication, creativity, dedication, professionalism, kindness, and compassion.
13. Create and sustain an environment that encourages all Directors, staff, and members to reach our fullest potential in a positive and productive manner.
14. Work together, maintaining openness to alternative viewpoints and respectful dialog in the face of disagreement.
15. Respect the opinions of other Directors, staff, and members.
16. Regardless of personal interests, support decisions and agreements made by the board that are both ethical and legal.
17. Concern ourselves with what is right rather than who is right.
18. Never forget that, no matter how certain we may feel, that we might be wrong.
19. Graciously accept the decisions that don't go your way.
20. Never let our own errors pass without admission.
21. Offer praise and constructive feedback.
22. Disclose potential conflicts of interest and/or anything that may appear as a conflict of interest or matter of impropriety. Avoid conflict of interest or address them transparently when they arise.

We agree not to:

Knowingly misrepresent facts to board, staff, or membership.

Let our own errors pass without admission.

Speak on behalf of the Board or the Fair, unless I am serving as the President or directed by the Board.

Assume the motives of others are, to them, less noble than mine are to me.

Disparage our fellow Directors, our staff, or our membership.

Engage in any writing, publishing, or speech making that defames any other Directors, staff, membership, or group within the membership.

Use slurs, insults, and historically harmful terms used to describe, harm, or degrade members of identity groups with protected characteristics.

Allow personal problems to be brought into board considerations

To make commitments on any matter that should properly come before the Board as a whole.

Exert our personal will by weaponizing our form of Robert's Rules of Order.

Accountability and Consequence Agreements

As Directors of the OCF Board, we agree to hold ourselves and each other accountable to the standards outlined above. We agree to hold a safe space where we can acknowledge and learn from each other with regards to accountability.

If I recognize that I have not met these standards, I will acknowledge this to the Directors with a commitment to better meeting these standards in the future.

If I perceive that a fellow Director may not have met these standards, I will constructively address that Director privately to "call them in". If that Director agrees that they did not meet these standards, they will then follow the agreement as stated above. If the Director does not agree, I may bring the conduct issue to the attention of the President.

If I continue to perceive that my fellow Director is not meeting these standards and continues to not agree with my attempt(s) to constructively "call them in," I may bring the issue to the Board

President. The President will consult with the Vice President, and if they agree that the Director is not meeting these standards, the President will discuss the situation with that Director.

Addressing Continued Patterns of not Meeting these Standard

The following may result from a Director continuing to demonstrate a pattern of not meeting these standards. The President will further consult with the Vice President, and if they agree:

- The President may write the Director a formal letter about the situation with that Director.
- If the patterns of misconduct continue after a 1st formal letter has been issued by the President the President may write the Director a second formal letter about the situation with that Director, CCing the entire Board of Directors.
- If issues of misconduct persist (2-3 issues) the issues may be brought to the Board for discussion at a closed meeting that will be called by the President as soon as possible, following policies about holding closed Board meetings. At the meeting, the issues of miss conduct will be discussed and the Board may vote to:
 - Request that the Director who continues to have issues of miss conduct tender a resignation to the Board,
 - Request the President or their designee address the issues of miss conduct at a public meeting and/or in an open letter to the membership warning that additional issues may result in suspension based on Bylaws Article VII, Section 3, or
 - Suspended the Director based on Bylaws Article VII, Section 3.

Certain egregious behaviors may be addressed in real time and may be elevated through the levels of consequences outlined above more rapidly.

If issues of conduct persist (2-3 issues) after a public and/or written warning, the issues may be brought back to the Board for discussion at a closed meeting. Such a meeting will be called, and the issue discussed and resolved as outlined in the previous agreement. In the case of a pattern of misconduct, the Board may vote to suspend a Director based on Bylaws Article VII, Section 3. Alternatively, the Board may request that the Director who continues to have issues of conduct tender a resignation to the Board.

Certain egregious behaviors are addressed in real time and are elevated through the level of consequences more rapidly.