

## OCF Board of Directors Work Session on “Board of Directors Agreement of Values and Behaviors” Minutes

May 15, 2023, 7 pm

*(Subject to approval by the Board at the June 5, 2023, Board meeting)*

Zoom remote online and live streamed on YouTube

**YouTube recording link:**

<https://www.youtube.com/watch?v=DSQT6pxbmBQ>

**Board Directors present:** John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), Paxton Hoag, Tom Horn (President), Anthony “AJ” Jackson, Kevin Levy, Lisa Parker (VP of Bylaws and Policy), Ann Rogers, Arna Shaw, Jon Silvermoon, and Sue Theolass. **Board member absent:** George Braddock. **Board officers present:** Hilary Anthony (Co-Treasurer) and Stephen Diercouff (Secretary). **Staff present:** Kirsten Bolton (Executive Director).

The meeting was facilitated by John Alexander. He welcomed everyone to the Working Session of the ad-hoc committee that was comprised of himself, Arna and Paxton to put together the draft document.

### Agenda Review

Link to Board of Director Agreement of Values and Behaviors DRAFT:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/05/Board-of-Directors-Agreement-of-Values-and-Behaviors-Draft.pdf>

### History

John Alexander: Over the years, members have expressed concern about the health of the Board of Directors. We knew what we inherited when we became new Board members, but the new Board members are also experiencing dysfunction currently. There is personal conflict that conflicts with ability to collaborate and accomplish the important work that they’ve been elected to do by the membership. As Tom became president, he’s been taking these concerns very seriously and regularly encouraging the Board to operate more professionally and more in alignment with the OCF values and missions. After the Board retreat, he appointed Paxton, Arna and John to the ad-hoc committee to come up with Board of Director Standards that are in alignment with OCF Codes of Conduct and that may help to address concerns that have affected past and current OCF Boards.

Tom: Thanked John for facilitating. It’s important to acknowledge that the Fair has a very large membership, and the multitude of people experience the magic of the Fair differently. Some people know a lot about the Board, and some don’t know much. He communicates often with membership. The focus of the fiduciary responsibility is to be as visible as possible in the work they do and hold the highest level of standard in their operations and behaviors to show the membership that we are working on their behalf. We need to be guided by a document that can be revisited if necessary. Thank you, Arna, Paxton and John, for doing the work of creating this draft,

which is a living document. Wants feedback from membership. As a Board, they have stumbled in his six months as a Board member, but they keep picking themselves back up.

John: The ad-hoc committee has been meeting regularly over the last six months. Tom gave occasional feedback, so the document now is a living document. Today they'd like to identify points of agreement and points of divergence. Seeking adaptive improvement. Format will be a little different. Using Zoom hand-raising function. Chat allowed for ideas and input and chat will be saved for future reference. Ask people not to rehash past situations and rather talk about hypothetical analogous situations, if relevant. AJ asked for grace and equity on this point. John said the ad-hoc committee reviewed lots of source documents in creating theirs, including Oregon Revised Statutes that apply to nonprofit organizations, Russell's orientation materials, nonprofit organizations (Mott Foundation, etc). General comments already received include suggestions about simplifying, reorganizing and only being redundant intentionally. Also, perhaps an emphasis on the multi-faceted nature of Fair is necessary, since it's not just the three-day event, but also has a philanthropic aspect, youth programming, community outreach and stewardship.

### **General Comments about Introduction, Principles and Values and Fiduciary Responsibilities**

Martha Evans: Very impressive, thank you for all your hard work! That said, second paragraph in the intro doesn't make any sense.

Sandra: Unsure about big part of intro (second and third paragraphs) in Code of Conduct. Can be more succinct because you cannot capture everything, you just need to capture values. Fiduciary responsibilities are hugely important.

Hilary: Thanks for work on this and chance for feedback. Under principles and values, include statement about Oregon Country Fair, commitment to mission statement, commitment to health of our community. Values are a big can of worms so we should have something that shows that these commitments are to OCF, not just any old nonprofit.

Lisa: Thank you so much John, Paxton and Arna for all your work and for this opportunity to give input. Really likes the overall structure of document, flows in a way that makes sense.

AJ: Appreciates all the hard work on this. As he was looking at the document, the idea of what the document is trying to address comes to mind. He likes the details but hopes it can become more relevant to what we've been dealing with; the elephant in the room is big behaviors. For example, there are behaviors because systems are not in place to address them, so looking forward to consequences when people can be held accountable. Organization has been reluctant to hold people accountable, so we need to focus on that part.

Martha: Definition of objectivity is included— add something about subjectivity too.

Sandra: Concerned that the concepts are so big and vague that it's hard to hold anybody accountable to them. All seems like subsections of being ethical and acting with integrity so maybe we could shorten it.

Arna: In section on Principles and Values, they weren't expecting to hold people accountable there. The Conduct section is for that. We just wanted to capture values in this section.

Kevin: Thanks for awesome work. Ask about openness part— are you wanting to see a change in the way motions or votes are made? Add language about being transparent.

Arna: Going to be as open and transparent with our membership, avoiding motions in private as much as possible. Only restrict information when we must. Doesn't see it as a change in how we do things right now.

John Alexander: When we have closed meetings, be clear about why it's happening.

Lisa: Intro could be condensed. Second paragraph doesn't fit well with the rest of it, but she likes the spirit of it. We are Directors of the nonprofit corporation. When revising Bylaws, they made careful distinction between OCF Organization vs. OCF event, so maybe the language should be congruent with new Bylaws language proposal.

Jon Silvermoon: Is this supposed to be Principles and Values by which individual Directors will behave, or is it a document that says how the Board will act collectively? They are two different things. Paragraph about openness talks about how the Board will act collectively, so maybe we should have two separate documents for individuals vs. the Board as a whole.

John Alexander: We are trying to do both in this document.

Paxton: Regarding openness — also had a little trouble with this section because sometimes we can't be open with membership.

AJ: Agree that these are broad concepts. Things we should be doing. Document is not much different than training new Board Members take. Not hearing the bulk behind it. We should be open, but what happens if we're not? If we don't have consequences, this document just seems like a hope. Wants a document that has authority to make folks think twice about not acting in accordance.

Sue: Sees small businesses missing from the list of who we support. Would like to see that included and acknowledged. Maybe also include reference to entertainers.

## Conduct

Hilary: Board passed Bylaws, Guidelines and Personnel Manual, which have codified those as policy. Would like to see something in the Conduct about Board's responsibility to make policy and monitor it and amend it when needed. At some point we should have a cohesive policy manual. We have many working documents, some being policy and some guidelines that the Board might not be directly responsible for.

John Alexander: Compiling policies through motions that are passed. Maybe we include something about going back to motions that reverse prior motions. Silence is agreement at this point, at least in his perspective.

Jon Silvermoon: No. 1 needs some more work. When Common Ground consultant met with the Board, they talked about the role of Board members vs. volunteers. While Board members volunteer on a crew, they are not acting as Director, so a distinction is needed. Once again, seeing things that pertain to Board as a whole vs. individuals, and he thinks they should be separate. No. 11 — "Respect confidentiality, when appropriate." "When appropriate" is too subjective.

Sandra: No. 1 — different take than Jon. Over and above any crew participation, we are Board members. It's a hat you can't take off, so language should be clearer. Many could be condensed. No. 9 — how do you hold a person to it? As individuals we don't have authority to hold any one Board member to it, since we are one of 12. This needs to be clear in a lot of these. They are vague, such as No. 15. I think some of these seem more like meeting norms than code of conduct. Maybe

this isn't the place for them, even though we would benefit from reading them before Board meetings perhaps.

Paxton: On No. 1, I continually objected to the language of this one during our meetings. I would eliminate "and its membership" because we are there to serve the best interest of the Fair which may not serve the best interest of the membership. We represent the nonprofit, not necessarily the people who voted us in. By doing a good job representing the Fair, that gets us the votes. Don't like last sentence period. As to "respect the opinions of Board, staff, Directors and members," I find myself doing that a lot and I don't necessarily find myself being respected in return. It's just the way a Board of Directors is sometimes. We do need to respect everyone as a goal though.

Arna: No. 11 — "Respect confidentiality when appropriate" came from our attorney who said that exact thing to us at our retreat. Goes with No. 10, respecting that we have privileged information. There has been a tendency to keep more information than necessary away from the membership.

AJ: Going to use a vague example. No. 11 and No. 10: one of the things I talked about with others is that there may have been certain times over the last few years when a Director engages in a behavior or says something that is hurtful to another Director. Going to use an example because I think it's important for the membership to hear it. If a Director advocates for the N word to be used in meeting spaces in a closed session, as a marginalized person, it is in my purview not to keep that information private because it harms and is racist. It goes beyond bar of confidentiality. No. 11 meets that bar, letting Directors know that if they engage in behavior like that, it will not be protected under confidentiality. I have an obligation as a person trying to guide this organization to eventually be an anti-racist organization, not to keep actions like that confidential.

Spirit: I believe we have been told that behaviors are not what's confidential. I want to address the consequence aspect of violations of the Code of Conduct. There are Bylaws that address certain behaviors by Board members and consequence being 60 days' suspension. That area of the Bylaws should be revisited if you vote in a Code of Conduct. It's also an area that could be expanded and emphasized for things such as repeated violations should be visited as well. When I was on the Board, I began sharing with membership (with Board approval) what the agenda and outcomes from closed session meetings were. This was done monthly during announcements. When Colleen Bowman took over that announcement responsibility as President, she would also share if there were no closed sessions. Maybe something like that belongs in the Code of Conduct to build trust with to the membership.

John Alexander: Would like to focus on disagreement about this idea: We will serve as Board members at all times when conducting business or participating as part of the Fair, also acknowledging the Fair is more than just a three-day event. Some are saying that when they are working on crews, they are just volunteers, no longer Board members. Others saying they always have Board member hats on. Proposed doing a straw poll about where they sit on this idea.

Jon Silvermoon: That wasn't the question. When on a crew you don't have any rights as a Board member. Relationship to management is different than when you are functioning as a Board member. Of course, you're always a Board member, but the rights and responsibilities you might exercise or feel like you're able to do is no greater than any other volunteer.

John Alexander: Had a section on power. Doesn't believe he would have any power if he walked into Community Village and he would like to see Board members not have power, but they do have responsibility.

Hilary: Point No. 16. Regardless of personal interest, support decisions and agreements made by the Board that are both ethical and legal. Is it talking about conflict of interest? Or asking about legal and ethical question? Or asking that people support Board decisions even if they personally disagree? Time to determine whether things are ethical and legal is during the Board vote or before, not afterward. Put aside your individual opinions even if you didn't vote for something, if the majority of the Board has voted to pass it? Poorly worded section.

Jon Silvermoon: If all questions that a Board member might ask attorneys in closed session are not confidential then the types of questions being asked will be limited. It's either confidential or not. If not, why have closed sessions at all?

LT: Regarding No. 16, "interests" might be a problem. Doesn't think "ethical and legal" language belongs there either. No. 11: "appropriate" is not the appropriate word. Should say something about respecting confidentiality "when required" because confidentiality is a duty, and it's binary, it applies or it doesn't. Individual Directors should not take it upon themselves to decide whether something discussed in confidence needs to be confidential. If a Board member violates confidentiality but the remaining Board members remain silent, that allows the divulger to weaponize the information because the remaining Directors cannot respond. Regarding "Agrees not to" section, was glad to see Rules of Order mentioned but disappointed that it was in a disparaging way. Directors shouldn't be weaponizing anything, but purpose of Rules of Order is to keep order. What I have observed not so much weaponizing but flouting the rules and in many cases failing to apply the rules. Hypothetic example: procedure for Motion to Call the question, it requires a second and requires an immediate vote without discussion. In a strictly majoritarian body (where it only takes a majority to pass a motion), a procedural motion to call the question requires 2/3 vote because otherwise a simple majority could close off debate on everything because they could just call the question. Since we have a super majority structure, would suggest having super duper majority of perhaps 9 people to meet the purpose of that which is to permit debate unless a super majority wants to end it. Only other observation is that there was an agreement not to use specific past grievances and grudges, but he is noticing that people are doing that. Thinks it is a fair way to do things, but everybody needs to play by the same rules.

Arna: Regarding straw poll on No. 1, understood what Jon was saying but as individual Board members, we don't have any authority anywhere. Being out in the Fair doesn't change our position in relationship to management. We only have relationship to management as the Board. Individually, I cannot ask Kirsten to do anything other than post something or give a link. As an individual Board member, I cannot do much of anything, so I feel like if I'm out working as a crew member, I am still out there as a Board member, which comes first, because responsibility to membership is always there. I have to hold myself to a higher standard of behavior, which is what we're trying to outline here because we are the leadership of the Fair and we need to model that whether we're working on a crew or a committee or sitting in a Board meeting. I am in favor of No. 1 under Conduct because I do believe we are always Board members first and it doesn't change our relationship. Propose doing straw poll.

John Alexander: Show of hands for “I have to wear my Board member hat whatever the situation, even though it doesn’t give me authority.” Six hands raised.

Sue: Still not clear what that really, truly means. Just to keep in mind that we are Board members and should behave accordingly? Or does that mean that we have voices in decisions?

John: It doesn’t mean that I’m going to exert any authority, but if I see that the Code of Conduct is being abused, or any of the other responsibilities. Which of these apply to Board as a group and which apply to each Board member as individuals? Not that you have responsibility to shut things down, but that you are holding yourself accountable to these standards wherever you are and representing the Board in that way. The straw poll tells me that we need to do more work on that language in another Work session.

AJ: Wants to talk about consequences. It’s a struggle not to be able to talk about real examples because we’re here because certain action happened, but we’re not allowed to talk about them. But not being able to talk about how we got to this point is hard. Everyone knows what we’re talking about, it’s not a secret, but thinks we’re doing the whole process a disservice by trying to skirt around what some of the major issues have been on this Board. Can’t support something like this that is not going to address the serious harm caused by misconduct on this Board. People have alluded to me without saying my name for trying to engage in this process. I don’t know what to do here because if we don’t directly address these issues, what we are doing here feels like fluff. As an organization, we skirt around issues without openly talking about them. We are not doing anything unless we directly address the big issues. Lack of consequences is what landed us here. I have had to sit in meetings for three months where it was discussed whether the N word could be used. So, when we came to this process tonight, I was hoping that we would get to a point where we could openly discuss those disgusting behaviors. There should be general agreement that there should be a significant consequence. I could be quiet and stop talking about it but that’s not who I am and if the Board wants to do something about it, that would be my own consequence.

John Alexander: I think we should circle back and do a scenarios-based workshop on this.

Tom: One thing I’m excited about is that the hope is to create a document that is used for perpetuity as a living document that can be used to deal with unacceptable behavior. Currently we have very ambiguous language about consequences, so the intent is that this becomes an actionable document.

Sandra: Regarding No. 1, first responsibility being the Board: keeping organization strong is definitely priority. What this means is that with Board hat on all the times, regardless of other volunteer positions, if there is a conflict between what a Crew and Committee wants and what’s in the best interests of the organization, you must wear the Organization’s hat. That’s the basic thing that any nonprofit attorney will tell us, and I think it belongs in there. Regarding confidentiality “when appropriate,” it was a recommendation from our attorneys and thinks it accurately reflects what goes on at meetings. So, if it’s not a confidential topic, then it’s not confidential, and vice versa. If it’s illegal, it’s not confidential, so I think it’s the right terminology and they explained it thoroughly at the retreat.

Paxton: Disagrees with Sandra on the last point and prefers Lawrence’s language, respecting confidentiality “when required.” Has learned over his years on the Board that there are many things that he does not want to know because then he would be forced to report them. Some of that is crew behavior. I like relating to Fair Family but there are things I have learned about that I

wish I hadn't learned, and I think that's a very appropriate lesson for a Board member to learn. Regarding consequences: Bylaws have a process that he has seen followed several times over his years on the Board and it works well. We just need to look more at that.

Ann: Agrees that "confidentiality, when appropriate" is taken out of context. It's our duty and responsibility which leads back to No. 1, that we are always Board members. Even if you're not a Board member, you should be able to address misconduct to the Board and have them hear it and put it in the minutes. In 2016, I called the Board racist, referring to systemic racism. We have guidelines in our Bylaws, and they need to be better integrated into this and our behavior should always be appropriate. There are times when we get heated, and we need to recognize that those situations occur. Confidentiality is important. We know as a Board there are legal situations such as employment and real estate but sometimes getting to those things are also confidential and we need to recognize that. It does a disservice to members when the confidentiality is broken even if there's no monetary effect. The effect can be big, and we should be able to communicate in confidence when we have issues that require sensitivity.

John Alexander: There are some things we'll need to revisit. Confidentiality issue: confidentiality vs Confidentiality with a capital C. Lastly, when they worked on Consequences section, it got least attention, but they did try to consult Bylaws. We don't want to codify everything in the Bylaws, but we do need policies in place that are married to the Bylaws so that's what they tried to do in first draft of the consequences. Wants to welcome written comments and scenario-based information.

Jon Silvermoon: Asks that those of you who haven't already, look at the NAO report recommendations because they discuss need for Board to be able to have frank discussions and not be taken out of context. Has real issues with consequences section making it difficult to get into them all. What is egregious? Who defines what it is? We have three vice presidents, and it refers to President and Vice president only. What happens if it's a VP or President for whom an issue has arisen concerning adherence to these expectations?

Lisa: Consequences: always good practice that if you have a disagreement with a colleague, try to address it privately first. Doesn't have issue with that part. Likes that if Director does not agree, I may bring matter to attention of the President because it is something that can be figured out promptly instead of simmering. Is curious about President and Vice President. What if you don't feel that they can be impartial? Or what if the President is the Director you have a disagreement with?

AJ: We have a big hurdle with consequence section. In my 2.5 years on the Board, it's a bad word for a lot of people. What kind of word would feel appropriate for a majority of the Board members? I think it's the big issue. We could spend years deciding who gives consequences and what they are, so where do we even start? We have a clear need for action based on behaviors, but I don't know where we start to find consensus. That's why I had the idea of starting with consequences for egregious behavior first to see if we can find some agreement. We need to start with the big stuff because the stuff that is more of a judgement call, we can get into the weeds.

Sandra: Likes the series of warning before action in consequences section. Thinks it's a little unclear though. "Calling them in" seems difficult. Is it a substitution for a grievance policy?

Martha Evans: Encourages everyone to step back from specifics because we hope that this is a Code of Conduct for the next several years. Policies can get in trouble when they are trying to only address specific issues. Be comprehensive but big-picture oriented.

Jon Silvermoon: Questions about consequences. Some are talking about punitive action, punishment. I think we ought to think of consequences more broadly than just being punitive. Disappointed that the Fair seems to be abandoning the principle of transformative justice or restorative justice, but that's a concept that would be appropriate when considering consequences so I hope that you would take a more expansive view on consequences here.

Kevin: Speaking of what Martha said about generations of the Board to follow and technology, is there anything about social media? We need to be careful online, keeping No. 1 in mind.

Tom: Thanks everybody for this difficult conversation about accountability. Nuts and bolts of it are difficult because there is a desire and necessity to figure out a person or body to dole out accountability. Follow-up is key once behavior is reported. We need to avoid abuses of power. We are creating something that should be able to be used in perpetuity to help avoid anti-Semitic and racist behavior. It's important to know how to hold people doing those behaviors accountable. I'm excited about this and appreciate all the work.

John Alexander: We are not done; this is just the beginning of the conversation. Thank you for participating!

### **Meeting Evaluation**

*(YouTube video: 1:53:51)*

John Alexander: Plus Delta is a form of meeting evaluation that is quick and geared toward positive change. Doesn't involve discussion. Involves each participants saying this is what they liked, and this is what they would have liked changed about the process and the meeting. 15-30 seconds each.

John Alexander: Appreciates the way the team worked together on this and has expectations that they can agree on some consequences around egregious behaviors.

Ann: Curious about references from beginning. Most important thing is that this is a living document, so things might change in future.

Sandra: Appreciated open discussion. Looks forward to having more discussions on this and coming up with great Code of Conduct.

Sue: Wishes terminology like Plus Delta could be more explained. Appreciates documents were available to read and go through. Glad we could have a calm and focused discussion about this. Thinks we made some progress.

Kevin: Likes dynamic conversation and this is going to be an interwoven living document that won't be completed overnight. Would like to see some "if this, then that" discussions.

AJ: Likes that we're starting a discussion. Adds that if you don't study and address the past, you are doomed to repeat it.

Arna: Liked the discussion, which gave a lot of feedback so the group can revisit. Looks forward to revising the document and bringing back to the Board.

Paxton: One of the things he liked at this Board session, which is one of many, many that he has attended, is that there are more Board members than he thinks he has ever seen at a Work



Session. Truly impressed that we're doing this work together. In the '90s, they were lucky to have half the Board members at a work session. We didn't get to "What's missing" and Kevin's suggestion is a good idea: "If this, then that." Missed Russell's training at Board retreat. He covered all this material in the beginning, which really paid off by getting everyone on the same page. Fair doesn't have a personal attorney anymore, which creates a disconnect, since we use another firm. Likes the consequences outlined in the Bylaws, has seen them followed.

Lisa: Appreciates the opportunity to participate in developing this set of agreements. Thank Subcommittee for bringing it forward in this fashion. It feels truly collaborative.

Martha Evans: John Alexander did a fantastic job facilitating and mirroring.

Dani: Would like to see more membership participating, zoom numbers were low. Thanks for transparency and thank you to committee for putting together.

AJ: In future with Plus Delta, if there is a time limit, you need to be consistent for equity purposes.

Tom: Thanks everybody, it's refreshing to think about moving things forward. Excited to see this document evolve. Very excited about potential to look at historical events and making sure we're taking action where needed. Think about scope and sequence — one year? three year? 15 year? 20 year? We need to be proactive rather than just reactive.

**Next Board Meeting – June 5, 7 pm via Zoom**