

OCF Board of Directors Meeting

Monday May 1, 2023 7 pm

(Subject to approval by the Board at the June Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link:

https://www.youtube.com/watch?v=h6_siNp6SwI

Board Directors present: John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), Paxton Hoag, Tom Horn (President), Kevin Levy, Ann Rogers, Arna Shaw, Jon Silvermoon, Anthony "AJ" Jackson, (VP of Membership Engagement and Services), Lisa Parker (VP of Bylaws and Policy), and Sue Theolass. Absent Board Members: George Braddock. 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), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), Alex Zabala (Office Assistant), and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Al Ullman.

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=F6jFhF5-y8A>.

Announcements

Sue: The PNW is currently in a dire blood donor shortage. Please donate if you can. You will help save a life.

Norma: The Spring Fling is this Saturday May 6 at WOW Hall starting at 6:30, which includes an amazing array of raffle prizes. There will be baskets this year so you will have 12 chances to win a basket full of goodies. There will also be a silent auction for some of the items. Please come and dance to High Tolerance.

AJ: Let's acknowledge Mr. Belafonte's contribution to civil rights and music and the arts. RIP my friend. Chris: Got to meet Harry Belafonte in Eugene and speak with him, which was remarkable because he used to walk around the house and sing his songs, which he still does today.

Arna: I am happy to announce the recipients of this year's Jill Heiman Vision Fund grants. They are:

Centro LatinoAmericano, who will offer programs and workshops such as seed-saving and basket-making through its Líderes (Leaders) program in the Organic Community Garden. The program helps participants develop leadership skills and build a support network as families learn to grow, harvest, and process organic food.

Community Supported Shelters, who will install greywater filtration systems to provide an environmental approach to wastewater in their Safe Spot Communities. CSS is working with

the University of Oregon's Landscape Architecture and Environmental Studies to build the four-planter filtration systems.

Looking Glass, who will purchase tools and gear for the Lane-Metro Youth Corps for projects that will restore natural resources around Lane County.

Northwest Center for Alternatives to Pesticides (NCAP), who will boost awareness of communities impacted by pesticide use through a media campaign and radio show outreach.

Ann: Elders are having their retreat on Saturday the sixth from 10 am to 5 pm and it's a potluck lunch.

Norma: Longtime fair booth participant Paul Fuller from Divine Salad booth near Main Stage has passed away. The family will keep the booth open.

Minutes Approval

(YouTube video: 00:10:47)

AJ moved to approve the minutes of the April 5, 2023, meeting. Tom Horn seconded.

Jon Silvermoon proposed that Committee Meeting notes should not be included in Board minutes because they were not discussed at the meeting. John Alexander offered that other boards have a motion to approve all regular committee minutes; maybe we could include a regular agenda item to do that. Jon proposed a friendly amendment to put an addendum to add committee notes at end of the minutes. AJ said that he would like to vote on the motion as is because this is how we've been doing the minutes for a while now, including the committee notes.

John Silvermoon moved to amend the motion to include committee meeting reports as an addendum. Ann seconded. Ann said there were meeting summaries that had not yet been approved by the committees, putting the Board in an awkward position. AJ encouraged Board Members to talk to staff about taking care of these types of issues ahead of the meeting. Arna: if committee minutes are not included in Board minutes, then perhaps the board liaisons should write reports for the Board. AJ: minutes that are submitted are supposed to be approved.

The motion failed: 5-5-1; Kevin, Arna, AJ, Tom, and Sandra opposed; John Alexander abstained.

The motion to approve minutes passed: 7-1-3; John Silvermoon opposed; Paxton, Sue, and Ann abstained.

Lisa moved to approve minutes from the April 17 Board Work Session. Ann seconded.

The motion passed: 10-0-1; John Silvermoon abstained.

Agenda Review

(YouTube video: 0:26:39)

Arna moved to table Personnel Policies Committee appointment because new information is not ready for the Board meeting yet.

Arna moved to table George's potential conflict of interest because he's not here and too sick to manage the issue at this point.

**Arna moved to approve the May 1 agenda as amended. Tom seconded.
The motion passed: 11-0.**

Member Input

(YouTube video: 0:30:00)

John Govsky: I encourage Board to consider going to electronic elections rather than paper ballots. He has run some electronic elections for non-profits he's been involved with. It saves money, time and paper. They are very secure and still allow paper option for those that need it, but it would save the organization a lot of money.

AJ: encourage people that organize sober meetups to advertise themselves a little more at Board level so we can get the word out. Sue offered that Community Village has had sober meetings every day at 11 am and 9 pm in Community Village that have been taking place for about 25 years.

Dave W: is pleased to see the format for exchanges that was not Facebook during the recall experience. Maybe the format could be used for other topics, even though it might require some moderation. It was a good experience of communicating with Fair Family outside of FB.

Staff Report – Executive Director

(YouTube video: 00:35:12)

Financials

2022 Year-End Financial Statement preparation for the CPAs is under way
We will begin the SVOG audit and the tax filings in August 2023

Hybrid Meetings

Per a Board Motion, I am reporting progress to date as compiled by Vanessa and Dean Middleton:

Still waiting on Northwest Youth Corp to open for business before making final recommendation to the Board

Likely hybrid meetings won't happen until after the 2023 Fair

Administration

The on-site Coordinator meeting on April 16 was well attended
Lots of information was exchanged

Next meeting is June 4 at 2 pm at Alice's Fire Pit

Staff T-shirts will be available for pick up

There will be no fireworks this year on the Fourth of July

Next year, with the shift of the event to July 12 – 14, festivities may return

Ticket sales are on par with previous years

3-day tickets are sold out

We are approximately 30% sold out

Entertainment lineup was announced Thursday, April 20, via a social media blast.

Spring Fling is Saturday, May 6 at WOW Hall in Eugene

Doors open at 6 pm

We have received a large amount of raffle donations

The raffle is a fundraiser for Culture Jam

You can buy your raffle tickets online with a credit card on the .net site

Credit cards, cash or checks can be used at the event

An email will be sent to all members with a sample of some of the raffle items

Four Winds Database

About 25% of Coordinators have not logged into the database

Reminder that the user manual is on the .net site under Coordinator Info

Please change your password immediately once you log in the first time

Four Winds will close on June 30 at 11:59 pm

Received another insurance payment for \$3k for the repairs to the What Barn for a total of \$18k

Our deductible is \$1k

Total cost is approximately \$19k

Repairs are complete

10K willow saplings were planted along the banks of the Long Tom River in April

If all goes well, we hope a minimum of 20% will survive

Please take extra precautions to avoid the saplings

The willows will help with bank erosion and give shade

2023 contracts:

Honey Buckets contract - done

Ritz Sauna - pending

Whitebird – Done

Verizon COW Tower – meeting set to identify location, they have said yes ahead of time

AT&T COW Tower - Done

T-Mobile COW Tower - Done

Equipment Rental – work in progress

Dodeca Art Barn - pending

LTD – We are continuing conversations with LTD

First Student - done

Western States Flagging - pending

ATMs - pending
Radio Contracts - Done
City of Veneta Banner Permit - Done
Life's Best In Tents - Done
Commemorative Sales Printing - Done
Staff T-Shirt Printing - Done
Water Hydrant Meter Rental - pending
Dust Control - Done
Ice – Done
Refrigerated Trailers - Done
Towing - pending
Lane County Sheriff's - Done
Guidelines Printing – Done

Permits:

Right of Way Permit - pending
2023 Outdoor Assembly Permit, Farside - Pending
Camping - pending
ODOT – pending

Emerald Ash Borer (EAB)

Has potentially been found as far south as Salem:

<https://geo.maps.arcgis.com/apps/dashboards/e6ff6b60f63b4c489cdee61315a85535>

No firewood is to be brought to site; no firewood is to be taken from site

No wooden pallets on site

Contact site employees if you need firewood or a plastic pallet

Please do not bring live edge wood to site

Contact Site Manager if you have questions

Treasurers' Report

(YouTube video: 0:41:16)

Lynda: This is to inform you of my resignation as Co-Treasurer of the Oregon Country Fair, effective November 4, 2023. After much consideration, I decided that it is time for me to step down from my role.

I have enjoyed my time serving as Co-Treasurer, along with Hilary Anthony, and I am grateful for the opportunity to have contributed to the Fair in this way. However, my other personal and professional commitments have made it increasingly difficult for me to fulfill my responsibilities to the best of my abilities. With the hiring of Kirsten and all the excellent folks she has added to staff, I feel that the Fair now has the expertise, commitment and support on board to

manage and continue improving our organizations financial processes. My hope is that the treasurer role will continue moving towards oversight and governance and the hands-on work will be done by staff with support from volunteers. There has been so much progress in this area that I feel confident and comfortable resigning at this time.

I appreciate the trust that the various Boards have placed in me during my tenure. I will do everything in my power to ensure a smooth and seamless transition for my successor.

OCF, and the relationships within it, will continue to be an important part of my life, and I look forward to my next role, whatever it may be.

Thank you again for this opportunity, and I wish you all the best. It's been a real pleasure working with Hilary also.

Hilary: I am going to miss Lynda. She has been in the position during periods of huge changes and she is a wonderful person to work with. Also, she won't be present during vote for upcoming old business item about the Elders, so she will speak on it now. What the Board did in December 2021 was ask Budget committee to work with Elders Committee to move elder age from 55 to 60. Sandra has been at a lot of meetings. The Committee did a lot of research and had a lot of conversations. There are a lot of capacity conversations in various groups to accommodate growth. We need to get good information about the ages of our membership and when Elders may graduate. There was an assumption that the number of Elders would even itself out but it's not happening; instead it has doubled in the last 10 years. It's the only program we have that has unlimited growth. We need to slow the growth and remind people that we can't disproportionately affect our growth as a Fair.

Committee and Working Group Reports

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

Committee Best Practices: Met on Wednesday, April 12 at 6 pm and their agenda and notes are available here: <https://oregoncountryfair.net/committee-best-practices-work-group/>

Fixed Assets Committee: Met on March 13 and their notes are available here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/03/FAC-Minutes-3-13-23.pdf>

Food Committee: Met in closed sessions on February 28 and March 28. Minutes are available here: <https://oregoncountryfair.net/food-committee/>

Land Use Management Planning (LUMP) Committee: We discussed finishing up our annual report to the board. Anna and Jain will work on this. The Emerald Ash Borer work group reported on their tree inventory work, mapping, and messaging. The Green Zone Narrative article will be in the May FFN with live links for forms. We decided to use our new email:

lump@oregoncountryfair.org for committee members and members by position. Glenn will report on biodiversity documentation in May. Next meeting Tuesday, May 9, 6 pm, zoom only

Path Planning Committee: Met April 16 and the report is available here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/04/4-16-2023-Path-Planning-Agenda.pdf> . Also met on March 19 and the report is available here:

https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/03/BoD-report-3_19.pdf .

Old Business

(YouTube video: 0:48:55)

Bylaws – Officers

Arna moved to direct the By-Laws Committee to develop the appropriate wording to amend the by-laws to require the President and Vice President(s) to be duly elected Board members. Kevin seconded.

Member Input:

LT: He supports this motion and believes President and Vice President should be Board members. Conversely, Treasurers and Secretaries should *not* be elected board members.

The motion failed: 7-4; Sue, Jon Silvermoon, Paxton, and Ann opposed.

Personnel Policies Committee Appointment – Sandra Bauer

Tabled until June.

Potential Conflict of Interest – George Braddock

Tabled until June.

New Business

Committee Best Practices Work Group - Manual Revisions Recommendations (Arna & Sandra)

The Committee Best Practices Work group recommends the following Best Practices' manual revisions:

1. BOD Liaison Role

"Committee Facilitators and Board Liaisons are responsible for ensuring that all present at committee meetings adhere to the Code of Conduct and will set and ensure that each member of the committee and other individuals, whether present or absent, will receive respectful and equitable treatment."

2. Closed Committee Meetings

The purpose of Board committees is to provide information and recommendations to the Board, and in that role closed meetings should be rare and only used when absolutely necessary. All committee, subcommittee, ad hoc and work group meetings of OCF Board appointed committees are open to all Fair members with certain exceptions, as described below. All criteria below apply to committees, subcommittees, ad hoc and work groups. Any Director may attend any closed meeting.

Process and criteria for a closed meeting:

The OCF Board of Directors may request by a motion that a committee address a topic requiring confidentiality.

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.

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, the agenda items to be discussed in closed session must be clearly marked as closed and arranged within the agenda in a sequence that consolidates the closed topics in a contiguous section of the meeting prior (to) or after the primary agenda topics.

Permitted Topics for Requesting Closed Meetings

- Legal, personnel and real estate
- When an approved Board motion allows for a committee closed session.

3. Committee Annual Report

The purpose of the annual report is:

Provide the board and others with succinct information of the committee's work.
Ensure the committee is meeting the committee's mission as identified in the original board motion that created the committee.

Committee Annual report to the Board and membership

An annual report shall be submitted to the Board and officers by date chosen by each committee and annually thereafter. All accumulated annual reports shall be submitted to the staff no later than March 15, to be included in the April Board Packet.

Committee Annual reports shall be posted to the .net site after board approval.

Liaison(s) Role: Liaisons are responsible to assist committees to provide their annual report in a timely fashion.

The annual report will include the following information:

Committee name

Approved committee mission statement and additional directives.

List chairperson(s), officers, facilitator, scribe, and liaisons.

a. Voting members.

b. (Optional) years of service on the committee.

Confirmation that minutes are posted on the .net site.

Summary of work performed.

Work plan for the coming year.

Elders Eligibility Work Group Recommendation (Sandra & George)

The Board moves to approve the Elders Eligibility Work Group recommendation for the process for raising the Elders eligibility to age 60.

We recommend a 10-year plan, that would gradually increase age eligibility every two years, over a 10-year period. If implemented now, an applicant would need to be at least 56 years of age for the 2024 and 2025 Fairs. They would need to be 57 years of age for the 2026 and 2027 fairs, 58 years of age for the 2028 and 2029 fairs, and 59 years of age for the 2030 and 2031 fairs and 60 years of age from 2032 and after. No-one is delayed longer than one year till age 60 is reached.

Potential elders with health issues that interfere with their ability to perform their volunteer duties from 55 to 59 years of age would be eligible for the compassion pass program managed by the ED. The passes would be paid for at the same rate as the Elders passes. There would be a yearly application for compassion passes and they are eligible until the age of 59 as long as they cannot perform their volunteer duties. A compassion pass would count as part of the 20 years needed to become an elder. Medical records or doctor referrals are not required.

Meeting Evaluation

(YouTube video: 1:38:12)

Last round for the good of the peach

Dani Derrick: Al did a great job with the constraints, but the meeting could be managed a little better if the tools of Zoom were used, such as comments and hands being raised. She is disappointed in the vote today and believes the President and VP should be duly elected. Thanks, Arna, for bringing it forward and hopes somebody else brings it forward again.

LT: I apologize for misuse of meeting chat. Thanks for reminder of limitations of using it. Wants to assume good intentions of Board members. All Board members should be respected despite differences.

John Govsky: I thought the meeting went smoothly compared to other recent more contentious ones. Not sure about zoom chat rules. Why not use hand raising feature instead of chat to see order of raised hands? Maybe there is a misunderstanding about how it shows the order of who raised hands in which order and that is why it's not used?

Al Ullman: Chat feature is encouraged in YouTube rather than Zoom.

Jonathan Pincus: We won't be getting to several important items but hopes they will be held at the next meeting as Old Business and featured prominently on the .net site.

Paxton: He apologized for coming in and out of the meeting. He had to change computers mid-way through. Thanks for a good meeting.

John Alexander: Thanks Al for the amazing grace and tone that he brings to the meeting.

AJ: Thank membership who showed up tonight and every month at these meetings. I try not to sugar coat things. I apologize to the membership for continuing to be a divided Board, which might be filtering into Committees as well. Doesn't believe Board members are all bringing good intentions to the Board, after having watched a discussion about whether or not the N-word should occur at meetings for 3 months. Next election cycle you should remember when you vote. The meeting went like all the other meetings go, unbelievable that he doesn't get to finish what he is saying. Jon Silvermoon interrupted with a Point of Order and then both were muted by Al.

Sprit: Agrees with what AJ just said. Aaron Kenton said there should be discussion at the end of meetings because membership doesn't understand what goes on behind closed doors unless a Board member shares. Al- you did a great job but would like to see some Robert's or Roberta's rules of order. Would like to see gratitude to Staff who are doing amazing work in challenging circumstances. Thanks to Lynda and officers for all that they do.

Arna: It was distressing having Al mute AJ and she hopes she never sees that again. Maybe we need to build time into the agenda for sharing opinions.

Lisa: The Board passed a Board policy to give Facilitator permission to control the room, so Al has the right to control the room. Lily may have muted people during contentious moments.

Paxton: Invitation to come to Board Listening session on Code of Conduct because this is the type of discussion they have been having, about how to deal with this type of behavior.

Jonathan Pincus: When Board Members are speaking, it's a little different than general membership discussions, so they should be able to make statements within a reasonable time.

AJ: In 2 years he has heard many personal attacks against himself that weren't muted. The 'n' word has been used and those people were not muted. Having his voice muted is very hurtful, especially after all the comments that have been made. This shouldn't be tolerated in an organization that claims it wants to be anti-racist. Al apologized and said he was trying to stop people talking at the same time, but AJ said that he had the floor and Jon Silvermoon was speaking over him so only he should have been muted.

LT: Muting was inappropriate. The Facilitator should have decided about the Point of Order before continuing. When a Point of Order is raised, the speaker should have stopped so the Facilitator could have made a decision. Everyone deserves the assumption of good faith, which is not bullshit, no matter what anyone says.

Board Working Session: Board Code of Conduct, May 17, 7 pm via Zoom

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

No Board Meeting in July; Junely Board Meeting is Sunday, June 25th 4 to 6 pm at Alice's Fire Pit

President's Peace

(YouTube video: 2:06:30)

Thank volunteer and booth members for their work in the community and Lynda for her work as Co-Treasurer.