

**Board of Directors**  
**August 7<sup>th</sup>, 2023**

**Old Business Motions**

- Personnel Policies Committee Appointment – Sandra Bauer (AJ & Arna)
  - The Board moves to add Sandra Bauer to the Personnel Policies committee.
  
- 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:

1. Provide the board and others with succinct information of the committee's work.
2. 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

1. 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.
2. 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:

1. Committee name
2. Approved committee mission statement and additional directives.
3. List chairperson(s), officers, facilitator, scribe, and liaisons.
4. a. Voting members.  
b. (Optional) years of service on the committee.
5. Confirmation that minutes are posted on the .net site.
6. Summary of work performed.
7. 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.

### **New Business Motions**

- The Board moves to Establish an Oregon Country Fair Board of Directors Rules of Order (John Alexander, Sandra Bauer, George Braddock, Paxton Hoag, Tom Horn, Anthony Jackson, Kevin Levy, Lisa Parker, Ann Rogers, Arna Shaw, and Sue Theolass)

Whereas a common understanding of the Rules of Order is necessary for the Oregon Country Fair Board of Directors to function Fairly and efficiently;

And Whereas the Board has not adopted a standing set of Rules of Order; The Board resolves that in matters of meeting process the Board will follow (in order):

1. The Oregon Nonprofit Corporation Act (ORS65) and the bylaws of the Oregon Country Fair, using the stricter rule when both statute and bylaw address the matter,
2. Official Board Policies, as embedded in the forthcoming OCF Rules of Order,
3. Established local custom,
4. Robert's Rules of Order as the authority of last resort when all the above are silent on the issue;

The Board further resolves that the Board will:

1. Create an ad hoc Rules Committee whose term coincides with the current Board term and can be extended by the incoming Board during its term,
2. Appoint members to the Committee, and
3. Refer matters of process to the Rules Committee for their recommendations on Board meeting process policy;

The Board further resolves that, after a Rules of Order is adopted, the rules will be reviewed at every Board retreat so the incoming members will be familiar with them, and refer any desired changes to the Rules Committee at the first meeting of the new Board.

- The Board moves to elect Anthony (AJ) Jackson as President of the Fair (Tom Horn, Sue Theolass, Sandra Bauer, Paxton Hoag, Lisa Parker, Kevin Levy, Jon Silvermoon, John Alexander, George Braddock, Arna Shaw, and Ann Bennet-Rogers)

Whereas: On November 7, 2022, the Board of Directors elected Tom Horn as President and Sandra Bauer, Anthony (AJ) Jackson, and Lisa Parker as Vice Presidents. The Board year (November 2022 to November 2023) was divided into trimesters, and the President assigned each VP a trimester in the event that the office of the President was vacated. Sandra Bauer was assigned the first trimester (November 2022 through February 2023), Lisa Parker was assigned the second trimester (March 2023 through June 2023), and Anthony (AJ) Jackson was assigned the third trimester (July 2023 through October 2023); and

Whereas in accordance with Article IX, Section 6 of the OCF Bylaws, in the event of the death of the President, the Vice President will become President for the remainder of the term; and

Whereas Tom Horn has resigned as President and is still very much alive, in accordance with Article IX, Section 2 of the OCF Bylaws, the Board of Directors must elect a new President to serve until the next annual Board meeting; and

Whereas the vacancy of the President's office occurred during Anthony (AJ) Jackson's trimester;

I, Tom Horn, move that the Board elect Anthony (AJ) Jackson as the President of the Fair for the remainder of the Board term ending at the next annual Board meeting, to be held on November 6, 2023.