

**Board of Directors Meeting
August 7, 2023, 7 to 9:20 pm**

(Subject to approval by the Board at the September 11, 2023, Board meeting)

YouTube recording link:

<https://www.youtube.com/watch?v=BOS4ZbWPq1A>

Board Directors present: John Alexander, Sandra Bauer (VP of Philanthropy and Fund Development), George Braddock, Paxton Hoag, Tom Horn, Anthony "AJ" Jackson, (President, VP of Membership Engagement and Services), Kevin Levy, Lisa Parker (VP of Bylaws and Policy), Ann Rogers, Arna Shaw, Jon Silvermoon, and Sue Theolass. Absent Board Members: none. Other Board officers present: Hilary Anthony (Co-Treasurer), Lynda Gingerich (Co-Treasurer), and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director, Mark Malaska (Co-Event Manager), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Mauricio Valadrian.

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=BOS4ZbWPq1A>.

Announcements

(YouTube video: 0:01:45)

Stephen: The Board election is coming up soon. The petitions deadline passed and none were received. Candidate statements must be received by 8 pm on August 20. If you are a Fair member (if you received a wristband or a Worker Day pass in the last 3 years), the deadline to register to vote is 8 pm on September 21. October 15 will be the Annual Membership meeting, which is a hybrid meeting. Ballots due at 8 pm PDT on October 21. The ballots will be counted on October 22 and the winners will be announced. There are four directors up for 3-year terms. Information is on the .net site.

AJ: Fentanyl is a not-so-silent killer, killing many in our community. Eight folks were lost last weekend and 16 were lost the week before to overdose. Please, everyone going to festivals and parties, be safe. Get Narcan training if you can.

Paxton: Fair evaluation meeting is August 20, day after the picnic, at Entertainment Fire Pit. Generally, it runs from 11 am to 2 pm or 3:30, whenever they are finished. People can talk about whatever they want to discuss about this year's Fair.

Cynthia Peachey: Carbon Neutrality Working group has put together a transportation survey and it was posted on the website today. Please go to .net site to take the quick and anonymous

survey. Info on Phase I project with PSU is on the website as well. Thank you for participating and carpooling.

Norma: Teddy Bears will be out in the woods on August 19. Please join us 2 to 8 pm. The Sugar Beets will play and there will be food and sides provided. You can bring an extra dish, if desired. You can camp Saturday night but not Sunday. There will also be a memorial for Denny Guehler, "the voice of OCF Main Stage."

Minutes Review

(YouTube video: 0:08:51)

**Lisa moved and Tom seconded to approve the minutes of the June 25 meeting.
The motion passed: 11-0-1; Jon Silvermoon abstained.**

**AJ moved and Lisa seconded to approve the minutes of the July 16, 2023, meeting.
The motion passed: 11-0-1; Jon Silvermoon abstained.**

Agenda Review and New Business

(YouTube video: 0:11:57)

Arna moved and Lisa seconded to approve the August 7 agenda.

Lisa moved and Arna seconded to amend the Agenda by moving the motion to appoint AJ Jackson as President from New Business to the first position of Old Business.

The motion was approved: 12-0.

Lisa moved and Arna/Paxton seconded to approve the amended agenda.

The agenda was approved: 12-0.

Member Input

(YouTube video: 0:17:25)

Sue: Comment regarding our recent event: Not having crafters listed in the Peach Pit was very saddening. There were very few photos of craft items, food and none of Energy Park in the Peach Pit, which seemed like serious lapses. The website is missing a lot of pictures of key parts of the Fair that are not entertainment-based. That is a disservice to the parts of Fair that are not being promoted, such as uplifting and spiritual aspects of the Fair. Crafters and booths represent a huge part of the income stream of the Fair, so they should be better promoted.

Nancy: I agree with Sue, it was disappointing that Crafters were not listed. I've been a 40-year crafter and we have long felt like unappreciated second-class citizens and it's very disappointing. On Tuesday or Wednesday before Fair, that was when I got a notice to indicate what I wanted the Peach Pit to say, which was obviously too late to be printed. I also missed the water truck. I liked the guys coming with hoses because the path can't get saturated enough without it. Please bring

back morning water trucks. Also, ID wasn't checked when getting wrist bands — not a good idea. People were allowed to do Booth Rep business who weren't Booth Reps. Those types of things need to be dealt with in a strict way like they used to.

Mike: Media Crew team member, offering perspective about media happenings at the Fair — particularly the booths with KLCC and KRVM. The Fair should change the way it does media broadcasting. KLCC has abandoned Eugene community and have become NPR basically. They no longer announce arts events or concerts. Their booth at Fair was barely staffed. They have a lot of clout in advertising for the Fair, but we need to stay true to our community values more. The one fundraising event they run is an alcohol event and they pollute the airwaves two or three months of the year at the expense of all the other community events. I don't think they should get that "hot tub" booth perch at the Fair. They are also bullies and abandoned the Oregon community. KOCF deserves the perch instead.

Remedios Rapoport: Fair represents social change through things like Community Village, Energy Park, alternatives ways to live to help make the world healthier. Promotion for these values were lacking. Couldn't find crafters in Peach Pit. Been trying to connect Fair to Deep Transformations Network people but our website doesn't show anything about our deeper values. We look like just another fluff music festival — we need to demonstrate gentle revolution work to help make a better world. Let's keep improving Country Fair and demonstrating the values we are supposed to stand for.

Paxton: Remind people that Feedback form is on the website if you have observations. Feedback goes to relevant crews. It's an effective tool to get feedback where it needs to go.

AJ: Take a second to acknowledge that I am thankful for everybody that participates in this organization. I believe everybody is doing their best. People are often trying to fix a problem at these meetings, and it can make it feel heavy and negative. Let's maintain empathy for folks who are trying their best. As we are critical, put ourselves in others' positions.

Executive Director's Report

(YouTube video: 0:32:07)

First, I would like to give a heartfelt thank you to all the volunteers, artists, crafters, restaurateurs, and entertainers for making the 2023 Fair a success. Your gift of time and energy makes each year magical. I hope all of you were rejuvenated by the community we create. I want to thank the employees for their tireless efforts in supporting the annual work of the Fair. Their commitment to the Fair and to supporting the volunteer's efforts has helped make everyone's job easier, and we couldn't do it without them. Every event is different. The challenges we faced last year weren't the challenges we faced this year. What makes us successful every year is our ability to overcome the challenges. Through our co-creative efforts, we have survived the pandemic. I look forward to continuing our journey of transforming culture in magical, joyous and healthy ways for many, many more years.

Administration: Sierra McComas has resigned her position as the Site & Facilities Manager. Her last day was July 9. She decided to pursue work that is more in line with her professional goals. I want to thank her for her contributions to the organization and we wish her the best in her

future endeavors. I posted the position on July 11, and it closed today, August 7, at 5 pm. A Hiring Council will be created to review resumes and conduct interviews.

I have created a new position called Site Supervisor and promoted Corey Stidham to the position. He will work closely with the new Site and Facilities Manager to prioritize and accomplish the many tasks associated with managing 500 acres and multiple facilities.

The Board of Directors Election is October 21, 2023. August 20 at 8 pm is the Candidate Statement deadline. Please email them to elections@oregoncountryfair.org. September 21, 2023, is the deadline to register to vote in this election cycle. The Annual Meeting is October 14, 2023, at 6:30 pm — Location TBD. Ballots are due at the Eugene office by 8 pm PDT on October 21, 2023. A Candidate Forum will be scheduled — date TBD. The deadline to submit Advisory petitions was July 31.

Marketing: The Media covered our event well. Social Media coverage was excellent. Advertising was effective. Ticket sales were robust. Commemorative Sales were the second highest ever. The Peach Pit Artisan Directory didn't happen and we are working to make sure that doesn't happen again. Here is a brief explanation of what is needed to align the process for equitable inclusion for all artists: The Artisan Directory in the Peach Pit was excluded in 2022 and 2023. Last year, many things were delayed by our return to an in-person event. This year, we had challenges with coordinator turnover and changes to processing booth packets. We also had more than 100 vendors take a leave in 2022 who had to be contacted about their intent to sell in 2023 before Booth Registration could begin. These are the most recent issues that prevented the Peach Pit's ability to provide a printed Artisan Directory.

The ability to print a directory has ongoing challenges that need to be addressed. First, the timeline for vendors to sign up for Fair does not align with the deadlines for the Peach Pit. The application to become a new vendor ends on April 1. The jury process follows and is completed by mid-April. From there, all of those vendors must access the Wait/Share list to find a booth. They cannot be added to Artisan Directory until they know where they can be located. The Wait/Share list is dependent upon Booth Reps responding with their intent to sell and any changes to their businesses. The Peach Pit cannot print an equitable, useful list of artisans without this information.

Booth Registration works very hard at compiling all this information, and they usually get their start in April. The deadline for the Peach Pit to go to final edits is May 15 and then directly to print by the first week of June. Its distribution to local businesses starts June 15 and goes online at the same time. Booth Reg is still working on getting people into their booths until July.

Second, the information given to the Peach Pit by Booth Registration is inadequate for the task of helping our patrons shop with our vendors. The information that is available is a list of names without business names and keywords. The names are only for vendors who are current Booth Reps. The list excludes anyone who is sharing a booth or new to the Fair. That means hundreds of vendors are not included on the list when it is given to the Peach Pit.

We tried something new this year that didn't go as planned. We set up a Google Questionnaire for all vendors to submit 60 characters for the Peach Pit that could include their business name, booth location and keywords. We received 40 responses by May 15. We could not use only 40 responses with more than 400 vendors at the Fair.

We reactivated the form at the end of June and received 200 more responses by July 5. We placed an Artisan Directory at every Info Booth. The online Artisan Directory is available to all vendors to update their business info including pics all year until Wednesday before Fair. That was the most equitable way to provide a directory to help shoppers find what they want.

The only way to print an equitable, useful Artisan Directory for the Peach Pit is to work on getting our deadlines to line up. We can work toward this goal this year. The Peach Pit wants to give our patrons a useful Artisan Directory and would appreciate the help of Craft Committee and Booth Registration to find a way that can work for everyone without excluding those who are not current Booth Reps.

Financials: The 2023 event revenue was strong and some revenue streams were the second highest on record. June and July 2023 financials will be presented at the September 11 Board Meeting. This is due to the large volume of transactions that need to be reconciled and we need extra time to accomplish this. We have begun the SVOG grant audit. The 2022 Financial Statements are done. The 990 and CT-12 tax filings are being prepared. Tickets sales came in strong this year. We sold the following number of tickets to the public: Friday — 12,500; Saturday — 15,400; Sunday — 11,500. Expenses are still coming in and we won't know the full financial picture until after September 30, which is the last date Coordinators can submit reimbursement for expenses associated with the 2023 Fair.

Event Management: OCF 2023 Highlights: The weather was perfect! Mid-80s all three days. No major incidents. We lived-streamed Main Stage for the first time, and it was amazing. Efforts to monetize this in the future are underway. Thank you to White Bird for caring for our community. They served more than 4,000 people. Thank you to the many service providers that helped make the Fair a success: Honey Buckets, Ritz Sauna, White Bird, Verizon, T-Mobile, Sunbelt Rentals, United Rentals, Life's Best In Tents, Dodeca Art Barn, LTD, First Student, Western States Flagging, Bear Comm, City of Veneta, Shermann Brothers Trucking, Cascade Ice, Paragon Water, Lane County Sheriff's Office and Lane Fire Authority. There are many more to thank, but I'll stop there. No problems with our many permits, including the Outdoor Assembly Permit that we needed for the first time.

2023 Fair Lowlights: AT&T did not bring a COW Cellular Tower this year. Great effort was put into convincing them to bring one by Floyd Prozanski and the Office of Emergency Management to no avail. I want to thank them for working on it to the last minute. Cellular Service and Internet was a major challenge again. We continue to assess the needs and improve the system annually. There were many rented vehicles damaged. Next year's event dates are July 12, 13 & 14, 2024.

The Teddy Bears' Picnic is Saturday, August 19, 2 pm. BBQ chicken and vegan burgers and hot dogs will be served. Please bring your own utensils and side dishes. This is not a potluck, and we will serve some side dishes. The Sugar Beets will be performing. No camping on Friday or Sunday night. Please, please, please — Pack it in, Pack it out.

Site: The Winery House burned down on July 24, 2023. A spark near the driveway caught the grass on fire and it spread to the house. No site employees were at the Winery at the time of the fire; the neighbor reported it, and Durwin was first on the scene. Thankfully no one was injured

and no other structures were damaged. I have contacted our insurance company — the house is insured and our deductible is \$500. It is insured to \$150k; I will report back on what the insurance company offers. Permits for restoring the power pole and removal of the debris are underway.

Culture Jam: Is happening right now — August 4 through the 11. Forty-four youths are participating with 26 staff volunteers. It's great to have Culture Jam back and fulfilling our mission.

There is a real estate opportunity that will be brought to the Board in an Executive session soon.

Jon Silvermoon: Wants to hear more about monetizing live-streaming bands. This would be a change from what we have done in the past. Please talk to the Board about policy implications. Would bands also profit? Saw a report that North Atlantic Gulf Stream will collapse very soon, possibly by 2025, which is the year we have said we will be carbon neutral, so please update us as soon as you can on where we are on meeting our goal of carbon neutrality by 2025.

Treasurers' Report

(YouTube video: 0:45:05)

Lynda: Reiterate what Kirsten said: Norma is working very hard to pay all the bills, but she needs reimbursement submissions in as soon as possible to do that. Deadline is September 30. Thank you to all the volunteers and Coordinators for staying within your budgets.

Hilary: Thank you to everyone who is collecting and disbursing money. Commemorative Sales staff knocked it out of the park. It's a combination of design, merch, hours open. The 2022 Financial Statement Review was in Board packet. This is a review that a contracted accountant does, comparing prior years and does all the disclosures and presents information in professionally accepted accounting principles, which is different from how we usually look at the information in our budget. We should put it on the .net site so people can look at distribution of expenses. Statement of Functional Expenses is very interesting and revealing and only nonprofits do it. The balance sheet looks kind of like what we see a lot. Shout-out to Kirsten for her effort to get this report done quickly. We started right before Fair and it's ready now in August, which is earlier than many other years.

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.

Diversity Committee: Met on May 22 and the notes are here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/08/Diversity-Committee-Meeting-Notes-5-22-23.pdf> .

Jon Silvermoon: September 25, 7 to 9 pm there will be a Zoom Board work session about Emerald Ash Borer and the OCF's response in Willamette Valley. Look at LUMP committee page

for more information: <https://oregoncountryfair.net/land-use-management-planning-lump-committee/> .

Old Business

(YouTube video: 0:51:30)

Tom moved and Lisa seconded: The Board moves to elect Anthony (AJ) Jackson as President of the Fair. (sponsored by 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.

The motion passed: 12-0.

Personnel Policies Committee Appointment — Sandra Bauer (AJ & Arna)

(YouTube video: 0:55:45)

Arna moved and AJ seconded to add Sandra Bauer to the Personnel Policies Committee.

Member comment: Aaron: Highly recommends Sandra. She’s already works with the Committee and used to work on an old version of the committee.

The motion failed: 7-5; Paxton, Lisa, Sue, Jon Silvermoon, and Ann opposed.

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

(YouTube video: 1:11:23)

1) Arna moved and Sandra seconded this motion: 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.”

Arna called the question and Sandra seconded. Motion passed: 12-0.
The motion passed: 9-0-3; Lisa, Jon Silvermoon and Sue abstained.

(YouTube video 1:41:30)

2) Arna moved and Sandra seconded this motion:

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 seven 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.

Sue offered a friendly amendment and Arna and Sandra accepted to add one more topic to the permitted reasons: sensitive issues. Also add a clause that emergency closed meetings or portions thereof are permitted, providing the entire Board is notified of the emergency closed meeting as soon as the emergency arises.

Member Comments:

Jonathan Pincus: Anything could be construed as sensitive matters at any time. The point of this criteria is that they have open governance. Strongly recommend against accepting the amendment.

Steven Berkson: Committee wasn't shut down, whether it is ad hoc or not. They have been reporting their progress to the Board every month so questioning why they are doing this work is ludicrous at best and embarrassing at worst. Agrees with Jon and is surprised that the friendly amendment was accepted because other subjects aside from those that are specifically defined are

too subjective. There has been too much difficult history based on people calling subjects sensitive to close meetings.

Spirit: If you will recall, at the February 18, 2022, special Board meeting, sensitive issues were discussed in the context of the Diversity Committee, but it can be applied to other committees too. It was said that the Diversity Committee may hold closed meetings when they have been asked to assist with sensitive situations, with the approval of the majority of the President, VP and Board liaison. Is the goal of this new language to cover all committees to have the same policy? If so, I'm OK with it, as long as it still consists of those three people voting. Board should maybe be doing more homework behind these motions. Committees are supposed to be doing work of the Board and following committee best practices, not some version of it.

Steve Gorham: Agree with Jon Pincus. We should not have committees that are closed so vote No. 2 down.

Aaron: Maybe friendly amendment could be adjusted a little bit. Thinks the intention was for Crafts Committee could do their work because they sometimes handle sensitive topics in their meetings. Crafts Committee doesn't have same rules as Diversity Committee because when there is a Board motion to act in a different manner, that is a valid reason to act in a different manner, but I think this came up around Crafts Committee.

AJ moved to extend the meeting for an additional 20 minutes. Tom seconded.

The motion passed: 12-0.

Jonathan: Remind everybody that this proposed criteria would apply to all Committees. If Crafts Committee needs particular consideration, that is what the focus of the amendment should be.

Sandra moved to call the question and AJ seconded.

The motion failed: 4-6-2; Sue, Paxton, Jon Silvermoon, George, Arna and Ann opposed; John Alexander and Lisa abstained.

AJ moved and Paxton seconded to extend the meeting until 9:40.

The motion failed: 7-5; Sue, Lisa, Jon Silvermoon, George and Ann opposed.

Arna moved to table the rest of the Old Business items on the agenda (remaining No. 2 Best Practices item) that she had brought forward until the next meeting.

Elders Eligibility Work Group Recommendation (Sandra & George): **Sandra Tabled until next month.**

New Business

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 that 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.

Next Board Meeting — September 11, 7 pm via Zoom

President's Peace

(YouTube video: 2:18:28)

AJ: Thank everyone for consistently showing up and being interested in the business of this organization. We need you more than ever. Keep your questions and comments coming and vote, vote, vote.