

Board of Directors
October 2nd, 2023

Old Business Motions

- Committee Best Practices Work Group - Manual Revisions Recommendations (Arna & Sandra)
 - The Committee Best Practices Work group recommends the following Best Practices' manual revisions:

1. 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. 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.

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
- Sensitive subject matter

2. 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.
- The Board of Directors approves the Amended Bylaws of the Oregon Country Fair, as submitted by the OCF Bylaws Committee. (Lisa Parker & Arna Shaw)

New Business Motions

- The Board moves to Use \$5,000 from the Board Change line item for a \$5,000 Silver level sponsorship of "Transformación," a gala benefit for PCUN (Pineros Y Campesinos Unidos del Noroeste – Northwest Tree Planters & Farmworkers United, to be held on November 10, 2023 (Jon Silvermoon, Paxton Hoag, Sue Theolass, Lisa Parker & Ann Bennett-Rogers)
- Amend the Board of Directors Rules of Order motion passed on September 11, 2023 (John Alexander & Sandra Bauer)

Current wording:

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. At the time the Board makes appointments to the Committee, any Board member wishing to be on the committee shall be automatically appointed.
3. Refer matters of process to the Rules Committee for their recommendations on Board meeting process policy;

Proposed change to read as follows in bold:

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. **The committee shall be a Committee of the Board and Officers.** Any Board member **or officer** wishing to be on the committee shall be automatically appointed.
3. **The Board may** refer matters of process to the Rules Committee for recommendations **to the Board** on Board meeting process policy.