

## **Board of Directors Meeting**

**October 2, 2023, 7 pm**

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

Zoom remote online and live streamed on YouTube

**YouTube recording link:**

<https://www.youtube.com/watch?v=hZ-DLIjFh4>

**Board Directors present:** Anthony “AJ” Jackson, (President, VP of Membership Engagement and Services), Sandra Bauer (VP of Philanthropy and Fund Development), George Braddock, Paxton Hoag, Tom Horn, Kevin Levy, Ann Rogers, Arna Shaw, Jon Silvermoon, Lisa Parker (VP of Bylaws and Policy), John Alexander, and Sue Theolass. 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) and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven “FireDIC” Berkson. AJ introduced Steven, who is a longtime volunteer on Fire Crew, an experienced meeting facilitator and is knowledgeable of Robert’s Rules. Welcome and thank you for your service to this organization.

### **Announcements**

Stephen: Reminder that the Annual Meeting is October 14 at 6:30 pm, hybrid in person at the Longhouse or on Zoom. Ballots due by 8 pm October 21; postmarks do not count. If you haven’t received your ballot, contact [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org) ASAP. Ballots will be counted on October 22 and results will be announced then.

### **Minutes Review**

*(YouTube video: 0:03:18)*

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

### **Agenda Review**

*(YouTube video: 0:04:25)*

**Jon Silvermoon moved and Ann seconded to move PCUN motion from New Business to Old Business.**

**Motion passed by unanimous consent.**

### **Member Input**

No members wanted to speak about items not on the agenda.

## Staff Report – Executive Director

**Administration:** The Board of Directors Election is October 21, 2023. The Annual Meeting is October 14, 2023, at 6:30 pm at LCC Longhouse. It will be broadcast on YouTube. It will be recorded. Ballots are due at the Eugene office by 8 pm on October 21.

We are currently accepting resumes for the open Event Manager position. The deadline to apply (was) October 6.

The Guideline Change form will go live on the .net site on November 1, 2023, and close on December 15, 2023.

**Financials:** The 990 and CT-12 Tax filings are done and in this month's Board packet. Budget season has begun and a Coordinators Meeting was held on September 20 at 6 pm via Zoom to answer questions and explain the process. The recording of the meeting was sent to all Coordinators on September 21. Coordinators budget requests are due October 31. Capital Improvement project requests are due January 31, 2024.

**Event Management:** Met with LTD to discuss 2023 ridership and contract for next year. It cost approximately \$15 per rider for the bus service this year (compared to \$1.75 in past years). Next year we will have to go through the same process as this year: Do an RFP for service which LTD does on our behalf. If a private company bids, LTD is out. If no bids, then LTD can provide service again, if they have the resources available. If we lose LTD, we may need to create an incentive to carpool.

**Site:** The compost slab is slated to be poured in October. The roofs of the Winery Building, Caretaker Yurt, Dug's Green and Alice's have been cleaned and treated for moss. Site cleanup and winterization of the buildings is underway.

**Marketing:** Fourth-quarter direct donor and merchandise campaign launched October 1. Merchandise has been reordered. If you didn't get something from the Fair that you wanted, you can order it now.

### Treasurers' Report

*(YouTube video: 0:09:20)*

Hilary: Tax filing drafts for the 990 & CT-12 are in your packet are not signed or submitted, so please give Kirsten feedback this week before she signs them and sends them in. Thanks to Coordinators for getting receipts in by September 30, which will allow a more complete financial picture. We undersold on admissions and internal inventory so our income was lower than budgets had prepared for. We will discuss this more at the Annual Meeting. Gratitude to Lynda at her final Board meeting as Co-Treasurer. She has brought so much to the organization.

Lynda: This is her last Board meeting as Co-Treasurer after eight or nine years, when she began working with Budget Committee. It's been a great experience. Grateful for the trust and

support that the Boards have placed in her. It has been a lot of fun working with Budget Committee and also challenging, but there's lots of good work to be proud of. Wednesday is the first budget season meeting of the year. Thanks to everybody who allowed her to do the role. Props to Hilary and we are lucky to have her, and she has learned much from Hilary as well as enjoyed it. Will join Main Stage Crew and try something new, see you on the path.

Jon Silvermoon: Had a question for Hilary. On 990 form in the statement of functional expenses, it appears we count 10 percent of our management expenses under fundraising expenses? Correct?

Hilary: That comes off financial statements presented in accordance with generally accepted accounting principles. We get that from a conventional time analysis of all employees, and program areas, so indirect expenses get allocated in that manner.

Jon Silvermoon: Isn't Spring Fling a fundraising expense? Is Merchandising a fundraising expense?

Hilary: Asked for time to research and look at it and circle back.

### **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:** John Alexander is the Board liaison to Diversity Committee. He said the meeting was set for one of the last Mondays of the month, but another standing meeting was in conflict, so they decided to change the time to the fourth Wednesday of the month at 6 pm. Change hasn't been advertised in the Minutes yet, so announcing here and will be integrated onto OCF calendar.

**Emerald Ash Borer Work Group Report:** Kevin Hillery is Fair Arborist and Co-Chair of EAB Task Force with Glenn, reporting to LUMP. Emerald Ash Borer was first discovered in Forest Grove about 15 months ago. Last fall, 33 trees were affected. In Oregon Department of Forestry August 2023 report, 130 infected trees were found, so it is spreading. It has entered the next town over, Cornelius. Now it's spreading north and has doubled in size. It's still only in Washington County and there is a quarantine in effect.

In October, beetles aren't flying and are in the trees. There are trap trees set up in Willamette Valley, with three trap trees in Lane County. At OCF fairgrounds, traps are girdled trees that are stressed and trap beetles so you can look and destroy the trees in the spring. We'll know more in the spring if it catches some. We'll also know more from the Forestry Department's September report. EAB task force has an outline of a preparedness and a response plan concept that they are trying to turn into a plan. They gave two talks during the Fair and there is an hour-long YouTube video of it full of information about EAB and its effect on the Fair.

<https://www.youtube.com/watch?v=WWG43gTU5Lk>

## Old Business

*(YouTube video: 0:20:21)*

**Jon Silvermoon moved and Paxton seconded 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)**

Reyna Lopez from PCUN: The gala raises funds for the Ramon Ramirez Legacy for Organizing. This will be the third gala that OCF has sponsored. They are trying to fundraise \$100,000. PCUN organizes, engages, and supports workers to be at the table with employers and political leaders and in the streets demonstrating worker power. They organize in fields to get people engaged into what it takes to give workers power. Legislative advocacy: They were able to pass a historic victory for farmworkers, getting farmworker overtime after years of being excluded from FLSA workweek. For more equitable elections, they sponsor bilingual Latinx voting efforts. For healthy workplaces: There is a worker outreach program and programs on ICE raid resistance, combatting sexual harassment in the workplace, and smoke and heat protection. Radio Poder: PCUN leads several programs on sister organization’s radio and has native languages (top two indigenous languages in the farmworkers community) in addition to Spanish, reaching from Junction City to Wilsonville. The gala is a fun party and we enjoy having you there.

AJ: Happy to financially support this organization, but we also have power of the people, lots of people who believe in great causes, who march, do work, and get movements going and legislation passed. I would hope organizations would reach out to us when those types of things are happening, so we can help support them with the power of our people.

Paxton: Has supported PCUN for over a decade; they are very effective in Oregon. Fair was started by a bunch of tree planters — solidarity.

John Alexander: Great to hear more about what you’re doing. Please share the slide that Reina shared.

**The motion passed by unanimous consent.**

*(YouTube video: 0:29:14)*

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

**Arna moved and Sandra seconded to approve the Committee Best Practices Work group recommendations about closed committee meetings.**

### **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 seven 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**

Arna pointed out that Sue had a friendly amendment last time this was proposed that has been incorporated.

Member Input:

Jonathan Pincus: Spoke about this at the last meeting. "Sensitive subject matter" is so broad that it essentially undoes the intention of the whole motion. These are Board advisory committees on broad topics, so there is no reason for them to happen in closed sessions, other than the three subjects in the original motion. Including "sensitive issues" makes normally a-political committees into political arenas. Opens the door to talking about people and not giving them a chance to speak. Lisa Parker gave a list of committees that need closed meetings for various operational reasons, which are reasonable exceptions that can be applied for. It will undo the collaborative nature of the committee system.

Heather Kent: Who decides what is sensitive subject matter? It's greatly subjective.

Lainy Kins: As a member of the committee, we discussed this at great length. When we came up with completed version that Arna presented in August, we had left out sensitive issues because we could not determine or define what sensitive issues meant. I sent a letter from myself to the Board regarding a letter Lisa Parker sent to the committee. All of the exceptions were noted and there is a process for having closed meetings. They would have to tell the Board and request a private meeting and tell them the purpose of the closed meeting and all Board members would be present. Sensitive issues does not allow for the Guidelines to be clear. The purpose of the Guidelines is to foster collaborative communication amongst all members. Please don't include that amendment; go back to original motion.

Board Input:

Tom Horn: **Offer friendly amendment to include officers as well as Board of Directors. "Board of Directors and Officers" in two places of motion, which was accepted by Arna and Paxton.**

Paxton: Likes the friendly amendment but is inclined to vote against the entire motion. For one, its creation was due to potential abuse by one committee, which is not good practice. Reporting practice is too difficult. I have complained all the way through in development of this. I don't like any Director attending any meeting. I am more open to Officers attending. It happened to me once that the committee was forced into inviting me to a closed session, but I felt like an intruder, and I was not comfortable.

AJ: This is complicated because we need to clarify when closed meetings can be held and disagrees with Paxton because he believes the motion fixes an issue that caused a great divide among the Board because a committee called a meeting and invited nine Board members but not the three remaining Board members. We can make policy based on one committee that is causing disruptive issues. It is the Board's purview to make policies that fix a problem. Every Board member needs the same opportunities to get same information as other Board members. This motion is attempting to fix that problem, even if it's not perfect. This motion is necessary for us to do our jobs as a Board.

Arna: **Accepts friendly amendment and Sandra accepted too.** Some committees do need closed meetings. She always thought they needed the "sensitive subjects" caveat. Talking about individuals or Booths needs confidentiality. Doesn't have a problem with meetings being closed with approval of liaison(s) and Board president. Whole Board shouldn't need to decide on each closed meeting. Thinks it's important that all Board members be allowed to go to closed sessions. We have to have some trust. We need to oversee our committees. If they want a meeting that Board members can't attend, it would make me distrustful of them. This policy is important. Did it arise because of one committee? Yes, but only one acting out doesn't mean others won't. Not having a policy sometimes doesn't work, and we found that out. Diversity Committee issues caused this, but we will be a better-run organization by setting clear expectations. This seems simple to me, even if language is a little complicated. Meetings aren't being closed just to keep people out, we need to be all about transparency. I don't think this will be abused. Board members will attend and ensure that. Encourages everyone to pass it. If this doesn't work, we could change it down the road.

Sandra: Urges Board members to pass this. A lot of work has been done. It's nearly impossible to define "sensitive issues" to cover all possible issues, so we have a check and balance, which is having liaison and Board president say that it's a sensitive issue, announce to the Board and if a Board member has an interest, they can attend. Gives committees leeway to do their work, and if it's confidential, it can be. The charge made to Best Practices when approved was about how committees relate to Board and membership and that is the definition of a closed meeting policy, so I believe it satisfies the charge we were given.

John Alexander: Is this partly about if there is a closed meeting that it's open to Board members and Officers? Yes, so if there is potential abuse, Board members can attend and regulate.

**AJ called the question and Sandra seconded.**

**Motion failed: 2-10; Sandra, George, Paxton, Jon Silvermoon, Sue, Tom, John Alexander, Ann, Arna and Kevin opposed.**

Jon Silvermoon: Opposes the motion due to similar concerns as Paxton's, but additionally is concerned with second paragraph where it says "All committee, subcommittee, ad hoc and work group meetings of OCF Board appointed committees are open to all Fair members with certain exceptions." This has implications we might not fully understand. Do we need to post all subcommittee meetings on the calendar and announced? Do I have to invite Board members to my house if I am working with another committee member on something for the committee? Need to clarify language and implications. Don't think we should pass this without clarification of what that means.

Ann: Trouble with this, agrees with Paxton. Really concerned when we react to one situation and try and create a method to avoid that situation for future groups. Troubled by this concept, going to lowest denominator for everyone. Doesn't like time restriction and getting permission. Can think of time-sensitive matters that need quicker action. Legal situations sometimes require faster action than the policy allows for.

John Alexander: Appreciates opportunity to discuss these things. Jon Silvermoon brought something up previously. Committees meet between open meetings? If committee needs to work on something, all the work doesn't get done during meetings, so there will be ad-hoc work. Ad hoc work can be done if everyone is invited. Can we fix the other details some other time if the main matters at hand are getting handled today?

AJ: Board has a history of responding to things with policy that we deem important to us. Does not see how managing how Board committees' function is unimportant to us. Committee could try to make language of this motion simpler or parse it more, so it could pass. There is an appetite to ensure that equity among committees is there and that the closed-meeting part of how we do things at Board or committee levels is not used as a weapon. Board has really invested a lot of time in fixing our practices about why we hold closed meetings. If we must meet and exclude membership, we need to share as much as possible with the membership. While limiting those closed Board meetings, sometimes they are necessary. Board should be invited to closed committee sessions and I think policy addresses time-sensitive matters by including liaison(s) and president's awareness of the closed session

Sandra: Read section from policy "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." Subcommittee question: most subcommittee meetings are announced during committee meetings so those that are interested know enough to follow along and attend if they desire. They are open to anyone who is interested.

Sue: Members of two or three committees reached out to her in the last month about the motion. They are wondering how much more control there might be getting exerted on committees. The vast majority of the time they have functioned, our committees have been trusted and done good work for the Board. They are concerned that this feels like mistrust of committees and committee process. Doesn't want to squash camaraderie. A lot of committees work well together. They appreciated the early work in laying out the basics of agendas and protocols and

motions, but they are wary of what might come next. It's not an easy process laid out in the motion. Would love to see something simpler. Committee hasn't been able to meet in months due to myriad scheduling conflicts. Consider tabling this and taking it back to working group to simplify it.

**Sue moved and Jon Silvermoon seconded to send back to the Working Group.**

Lainy Kins (working group member): Committee Best Practices Work Group was put together because committee members are getting work done. It's not invasive to create rules that clarify how the work is done as well as educate our very large membership about how they can get involved. People who are politicizing the membership in a way that doesn't foster what the intention of the group was. We are not trying to control everyone, it's part of educating about democracy and opening doors to new members to step up and join in.

AJ: Point of Order: Make sure people mute microphones when someone else is speaking. Comments while others are speaking are not OK, especially Board members.

Lisa: Regarding sending back to Committee. Back when this was first introduced at August Board of Directors meeting, she objected due to procedural as well as substantive grounds. Committee Best Practices Working Group completed the work they were charged to complete. New charge was to meet again in six months and then annually to assess progress. Work group reconvened ostensibly to assess progress, but then other items added to agenda outside that scope. Agrees with whoever said process is important. It engenders more trust if we have a common understanding of the processes we follow. Supports sending this back to work group for more work because that would serve as a Board charge. Motion needs more work.

Paxton: Asked committee to reconsider and wants to ask them again. It's far too wordy.

John Alexander: Hopes the motioners will respond to moving it back to work group. It makes me anxious when we don't pass motions, especially when people have done a lot of work to create them. We don't have to pass all motions, but we should be able to pass some.

**Motion to send back to Working Group failed: 6-5-1; Arna, Tom, AJ, George and Sandra opposed; John Alexander abstained.**

AJ: Was supportive of sending back to working group until he heard what Lisa said. Hard to hear about support of committees and on the other hand disrespect to this work group, which has done work for many months, which Board knew about. It wasn't until motions came forward that legitimacy of the working group came into question. We need to respect the work of these working groups. This committee has been diligent, and this does an injustice to our processes and Board. The relevancy of this committee is to do work on our behalf. We are not passing things and they are trying to help us do our jobs, we should not call into question the work they have already done; we should instead kindly ask them to rework it. This makes the Board look bad. We need the same rules and standards for all the working groups.

Steven: Remind folks not to refer to people by name to keep temperature down.

Arna: Wasn't on this committee the whole time, joined just before being elected to the Board. They were asked to re-evaluate the manual and see what else needed doing. That's what we did.



We found things that would complement manual and help committees. Minutes have been given to the Board on a monthly basis. If the Board didn't like what they were working on or thought it was inappropriate, the Board should have said something then. Work group is doing what it's supposed to be doing. Felt blindsided at August meeting when it was brought up that they shouldn't have been doing that work. Bureaucracy grows as our organization grows. We need more policies to keep us functioning smoothly, which is what this work group is trying to do.

Kevin Levy: Appreciates the work the committee has done. Thinks it's a great policy that solves a problem and prepares us for future problems. Agrees with John Alexander, getting antsy about getting things passed. Would love to see this pass tonight. Wish we could solve word-smithing issue right here right now, but there might not be time. Seems good for the organization.

Paxton: Disagrees with some of the comments. Views the motion as not respecting the work of the committees; seems authoritarian. Prefers to trust committees to do their work. Has seen them be successful over decades. These problems are new and only from one committee.

Jon Silvermoon: Could see himself voting for a motion that addressed this general topic that this motion is trying to address but not *this* motion. Bylaws requires a two-thirds vote to approve a motion; part of that is to make the Board consider all viewpoints, especially when views are held by significant portion of the Board. Was hoping work group could take tonight's comments and rework the language. Can't vote for this tonight. Divisive voices are going to talk about dysfunction again, which is unfortunate. I was prepared to vote on some version, but not this one, which would put us at square one if it doesn't pass. We've heard legitimate concerns of members of the Fair. Plans to vote against motion.

John Alexander: Hopefully we can keep the comments about the motion at hand. Clarify: Why are people concerned that Board members being invited to closed meetings signals not trusting committees?

AJ: Same question as John Alexander, we need to be able to make sound decisions. We don't want to regulate committees, but we do want to regulate this working group? What is the fear of this Board at being notified about closed sessions or attending those meetings?

Paxton: Attends many committee meetings, even ones he's not a member of. Leaves when they are discussing things that are not his business. He views that as respect.

Arna: Doesn't want to table this, it's been tabled every month since June. Vote tonight to be fair to the work group.

Sandra: Troubled by way that this is coming down. Disturbed that this committee needs to get clearance to do the work they were charged with. This came up when we were dealing with Diversity Committee issue. Some of people who are voting against this now said it wasn't fair or reasonable to do for one committee but not others. This is not overreaching. Gives clear expectations and consistency. Policy is our friend.

## **The amended motion to approve Part 1 of the Committee Best Practices Work group recommendations about closed committee meetings:**

### **1. Closed Committee Meetings**

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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 or Officer may attend any closed meeting.

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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

Motion failed: 7-5: Lisa, Jon S, Sue, Paxton and Ann opposed.

*(YouTube video: 1:41:47)*

Arna moved and AJ seconded to accept the Committee Best Practices Work group recommendations about 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.**

Arna: They were asked to come up with a reporting mechanism from committees to the Board. They tried to make it as easy as possible. Committees can choose what works for them. Does not say if they don't have all the officers what to do, which is fine, they just need to tell us what their process is. Not trying to control the committees to force them to have all the officers, just want the information about how the Committee works.

Member Input:

Spirit: Agrees with Arna regarding Board receiving information about the committees. It's in the Bylaws that the Board needs to know what is going on. Bummed about last motion failing. These are Board-appointed committees. Thanks, Arna for your comments.

Board Input:

Jon S: **Offered a friendly amendment: #3 remove chairperson(s).** Why is March chosen for April meeting? Collecting before annual retreat might be a better date to do that, **friendly amendment to change March to October.**

John Alexander: Liaisons do not have duty to write the report; they should be contributing and participating but not dominating or taking on responsibility.

Sue: To Arna: Are you willing to clarify language? Committees sometimes have "contact people," not "chair people."

**Arna accepted and AJ seconded the amendment to #3 "chairperson(s) or contact person." "If you don't have a regular facilitator or scribe, please describe your process for choosing them for each meeting."** Regarding second friendly amendment, doesn't want to move the date; retreat is already very busy.

Paxton: Objected to several things on it. Likes the friendly amendment. One of his committees allows all attendees to vote. **Friendly amendment, add "after approval" to language about posting minutes on the .net site.**

Jon Silvermoon: Annual checklist would be removed in lieu of the new annual report. So that means we would need to change that part of the manual as well.

Arna: Doesn't replace portion of the manual. Checklist is an essential part of any meeting and should be done. We should be able to assume all committees are following the checklist. Regarding voting issue from Paxton: if Committees allow every attendee to vote, they just need to say that. We just want to understand how they work, not dictate how they do it. **Doesn't accept Paxton's friendly amendment.**

Lisa moved to extend the meeting to 9:30 pm. Paxton seconded.

**Motion passed. 8-3-1; Tom, George, and Jon Silvermoon opposed; John Alexander abstained.**

Sandra: Problem that this solves is to close the loop on delivering information to the Board. This would allow the Board to review mission and work at least once a year. It would be approved and posted on the website to find out what they're doing and what they're planning to do. Tried to make it as flexible as possible. Some committees only meet once a year like the philanthropy committee. Board could process groups of these reports. Committees have a common complaint about not knowing what the Board is thinking about their work. This would give them that feedback loop. Hopes we can pass this motion.

**The motion as amended:**

- 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) or contact person, officers, facilitator, scribe, and liaisons. If you don't have a regular facilitator or scribe, please describe your process for choosing them for each meeting.**

**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.**

**Motion passed: 11-0-1; Lisa abstained.**

*(YouTube video: 2:05:46)*

Lisa: OCF Bylaws were created before the advent of the internet, lacking provisions for electronic communication. Moreover, the Oregon Nonprofit Corporation Act ORS 65 governing

nonprofits in Oregon underwent amendments effective January 1, 2020. Recognizing the need for a review and update, on November 2, 2020, the Board of Directors unanimously approved a motion to direct the Bylaws Committee to conduct a thorough review and update of the OCF Bylaws. Following the Board's directive, the review was done and updates sent back and forth to attorneys. The committee met 35 times, had two Board Work Sessions and proposed amendments were given to the Board and posted on the .net site. Upon approval, the third column of the document will officially become the approved Bylaws of the Oregon Country Fair.

**Lisa moved and Ann seconded that the Board of Directors approve the Amended Bylaws of the Oregon Country Fair, as submitted by the OCF Bylaws Committee. (Lisa Parker & Arna Shaw)**

Member input:

Lawrence Taylor: Having been involved in at least the end of this process, hopes Board can pass the motion unanimously; it's low hanging fruit. These changes bring the Bylaws into compliance with current rules and clear up language ambiguities. Chance to find agreement and unanimity. This represents three years of work by the committee.

Spirit: This is important, these are our Bylaws. Membership needs to be aware. Membership should have input when Board is voting on a motion. What I see in these changes is eliminating membership input. We used to get 60 days before changes were proposed. Then it went to 30 days. Now there is no requirement because it can go from New Business to Old Business in one meeting. Vote "no" or table it and send back to committee to rework it. We can't disenfranchise membership further when it comes to Bylaws.

Board Input:

AJ: Attended both work sessions and has been paying close attention to conversations amongst the Board. Concerned at most recent work session by unanswered questions. Questions were sent to our attorneys, which were answered to the Board. When we are changing our Bylaws, it's significant, so I don't feel comfortable voting on this motion based on outstanding questions. Membership as a whole has not seen this final product with information that was just obtained from attorneys. Board received letter from FFN asking why Bylaws changes weren't published in FFN. FFN was told the changes were small. I don't accept that. Our Bylaws need to be thoroughly understood by membership and whole Board and this hasn't happened. This is not a surprise to committee, because I already said this. I really appreciate all the work of the committee over these last three years, but I still think we need to ensure membership understands all changes before making them.

Paxton: We can't move New Business to Old Business due to state law, so that's a specious argument. We've had two work sessions with membership input and legal comments. We were just supposed to bring the Bylaws up to state standards, not work on new ideas right now. Bylaws is a batch process. New ideas need to be sent to the Bylaws Committee, but right now we want to bring us up to state standard. Recommends we pass this, and then new ideas go to committee.

Arna: Knows Bylaws Committee really wants this passed at this meeting. They are a great committee and she is impressed by their work. But Bylaws should be published in FFN, even

though they've been posted on the .net site. Would like to see them published in FFN. Not sure how she is going to vote. Does membership need time to read them in FFN? Won't kill us if it goes another month. We have current Bylaws we can use. Bylaws are a very important document. Maybe it's best to slow down.

John Alexander: We can always do better about getting things in front of membership. Will dig in at retreat. I think we've had a good look at this after two work sessions.

Kevin: Simple updates but don't want to lose trust of membership. Give it a month for them to see it to make sure they are on board.

AJ: It has been three years, so I think we can wait a month to publish in FFN.

Sue: Point out that if we want this posted in FFN, we won't be able to vote on this until December.

Ann: Recommendations are all on .net site under Bylaws Committee.

Lisa: Email of concern — she responded and explained process and scope of work. Provided links to documents on the .net site. Response email described concern being alleviated and FFN posting maybe not needed. Lisa agreed to write a letter to FFN with history, process and results.

AJ: Appreciates the reading of the letter, but that is one individual and not the membership as a whole. Other members who spoke tonight want to take a better look, so encouraging Board to postpone so membership can see before we vote.

**AJ moved to table this until December meeting. Kevin seconded.**

**Motion failed: 4-8; Ann, John Alexander, Tom, Sue, Jon Silvermoon, Lisa, Paxton and George opposed.**

**Motion passed. 10-2; AJ and Kevin opposed.**

**John Alexander moved and Ann seconded to extend meeting by five minutes and go straight to meeting evaluation.**

**Motion passed: 7-5; George, Paxton, Arna, AJ and opposed.**

### **New Business**

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.

### **Meeting Evaluation**

*(YouTube video: 2:29:40)*

Last round for the good of the peach.

Spirit: Steven you did an excellent job facilitating.

Sandra: Keeping all these cats corralled is tough and you did a great job and stayed calm and sensible.

John Alexander: Agreed that Steven did a fantastic job. Encourage us to get together and talk more to focus our conversations on the motions at hand. We need to avoid repeating ourselves. Our heart is with the Fair and the philanthropic work we do so our hearts are in the right places.

Arna: Some of the best facilitation we have had in a long time. Happy birthday, Sandra!

Lisa: Happy Birthday, Sandra! Thank you Steven for great facilitation.

Lawrence: Skills are useful, and Steven's evenhandedness and facilitation skills were appreciated.

Kevin: Appreciates Steven's work sharing screen and other helpful things — you're hired!

Jon Silvermoon: I was apprehensive when I saw you were going to facilitate but I had no cause for concern. Thanks for doing it! Thanks Board members; we got some motions passed. This Board can work together, and I hope we continue to do so.

Steven: Thanks everyone for their patience. If the new Board wants me to continue, there are some things we can do to make things feel smoother. I appreciate everyone's appreciation.

Lainy Kins: Thanks for facilitating.

**Next Board Meeting: November 6, 7 pm via Zoom**

**Upcoming Board Work Session: Emerald Ash Borer: November 20, 7 pm via Zoom**

### **President's Peace**

*(YouTube video: 2:34:12)*

AJ: Thanks, Lynda for her service. Happy birthday to Sandra and Jon Silvermoon. Steven — thank you for accepting the facilitator role, you did a great job. Lastly, quote from wresting teacher from

seventh grade. "Good, better, best, never let it rest until the good get better and the better get best." I hope the membership sees us getting better at our jobs and representing them.