

**Board of Directors Meeting
September 11, 7 to 9:15 pm**

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

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://www.youtube.com/watch?v=Qm-5bsjpU88>

Board Directors present: Sandra Bauer (VP of Philanthropy and Fund Development), George Braddock, Paxton Hoag, Tom Horn, Anthony “AJ” Jackson, (President, VP of Membership Engagement and Services), Jon Silvermoon, Lisa Parker (VP of Bylaws and Policy), Kevin Levy, Ann Rogers, and Sue Theolass. Absent Board Members: Arna Shaw, John Alexander. Other Board officers present: Hilary Anthony (Co-Treasurer) and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Mark Malaska (Co-Event Manager), Alex Zabala (Office Assistant), 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 detailed discussion. The entire meeting, including discussions, can be viewed on the YouTube recording at <https://www.youtube.com/watch?v=Qm-5bsjpU88>.

Announcements

Stephen: International ballots (for the OCF Board election) were sent last Friday, Alaska and Hawaii ballots went out today to give extra time. This weekend there is an election work party to get ballots sent out on Monday. If anybody wants to get more involved, we would love some help this weekend preparing ballots due to short staffing. Contact elections@oregoncountryfair.org if you're interested in helping. The deadline to sign up as member is September 21 to vote in this election. The Get Out the Vote Candidate Forum will be October 1 from 4 to 7 pm. You can email questions to candidates at gotv@oregoncountryfair.org ahead of the forum.

AJ: The Board has had three closed sessions since last Board meeting. Topics were personnel and real estate and one vote was taken.

Ann: Elders have a retreat on September 16. The business portion will run 10 am to 1 pm followed by a potluck and a walk around the Fair. Look at the dot-net site for more information. Fifty years ago today was the day the Chilean military coup took place, that resulted in people being disappeared, murdered and exiled, which negatively affected some of our families.

AJ: Today is anniversary of 9/11, so take a moment to acknowledge those who passed and families that continue to be affected by what happened on that day.

Minutes Review

(YouTube video: 0:06:13)

Lisa moved and Tom seconded to approve the minutes of the August 7 meeting.

Jon Silvermoon: Does not believe the minutes are an accurate reflection of what happened at the meeting and won't be voting to approve minutes until they are changed.

Stephen: Learned of a motion prior to his service as Secretary to change the format of the minutes to include summaries of arguments for and against motions, so this may satisfy Jon's concerns.

The motion passed: 8-0-2; Jon Silvermoon and Ann abstained.

Agenda Review and New Business

(YouTube video: 0:10:50)

Sandra moved and Tom seconded to approve the September 11 agenda.

Sandra moved to table the Best Practices item until next month, due to Arna's absence.

Jon Silvermoon moved and Sue seconded to add New Business: 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, 2022. Jon said Reyna Lopez from PCUN contacted Kirsten and him after the two-week deadline to add New Business and he wanted to add the item so that the membership would know it would be discussed and that Reyna would know also rather than inviting her to a meeting without positively knowing it would be discussed. AJ said he will pull his co-sponsorship if we put it on today's agenda because he had agreed to put it on New Business in October and move it from New Business to Old Business at that meeting, but does not want to skirt the rules, which is not equitable. Ann said time-sensitive issues need to be able to be addressed in this way. Lisa said that Jon is requesting an exception to the rule. Jon pointed out that he had emailed Stephen that the Board could choose to make an exception to the policy at September's meeting so that the membership knows that it will be on the agenda.

The motion to add New Business failed: 5-4-1; Sandra, Tom, AJ and Kevin opposed; George abstained.

The motion to approve the September 11 agenda passed: 10-0.

Member Input

(YouTube video: 0:36:36)

Steven "Grumpy" Gorham: Can you tell us what was voted on during the executive session? AJ said that when the Board is in discussion about real estate, personnel or legal matters, we do not report out anything more than the fact that meeting(s) took place and if a vote was taken.

Staff Report – Executive Director

Administration:

Alexis Maddock has been transferred to the position of Site and Facilities Manager. He is an excellent fit for this position as he brings years of experience in construction management and 30-plus years as a volunteer. I have posted the open Event Manager position. Resumes will be accepted through October 6, 2023, at 5 pm. A Hiring Council, which will include BUMs, will be created to review resumes and conduct interviews.

The Board of Directors Election is October 21, 2023. September 21 is the deadline to register to vote in this election. The Annual Meeting is October 14 at 6:30 pm at LCC Longhouse. Ballots are due at the Eugene office by 8 pm on October 21. The Candidate Forum is scheduled for October 1 at 4 pm via YouTube. Please email your questions for candidates to gotv@oregoncountryfair.org.

Renewed the Trademark of "Oregon Country Fair," Trademark #4583572. It will take five to six months to be approved and once approved, it will be good through August 12, 2034.

The League of Oregon Cities is having a convention in Eugene and has selected our site for a Tour on October 13 from 9 am to 12 pm.

Renewed our Sam.gov account through October 2024. This is the site that qualifies us for Federal grants.

Financials:

We received an insurance payment of \$151,000 for the loss of the Winery House.

Our ATMs at the Fair issued \$957,000 dollars this year; last year it was \$700,000.

We passed our SVOG (Shuttered Venue Operators Grant) audit and all documentation has been submitted to the Federal Audit Clearinghouse and the Small Business Administration. A copy of the audit findings is included in the Board packet.

I am happy to report that we don't have to give back any money and that we spent it all in accordance with the grant requirements.

The 990 and CT-12 Tax filings are almost complete and will be provided to the Board at the October Board meeting.

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.

Budget season has begun, and a Coordinator Meeting will be held on September 20 from 6 to 8 pm via Zoom to answer questions and explain the process.

We will be changing the denomination of the Food Vouchers this year and are asking all Coordinators to give feedback on their shift schedules and food voucher allocation by October 31, 2023, to help guide the decision on the best way to change this. We can't keep printing 100,000 food vouchers, it is costly and no printer wants to do it for us anymore.

Event Management:

The Teddy Bears Picnic was a success. The weather was perfect, in the mid-80s! Thank you to all the volunteers who came out to enjoy the picnic and thank you to the volunteers who helped put it on!

The annual Beaver Open took place September 1 – 4. The weather was wet, but the tournament was a success.

The annual Elmira High School Track Meet is scheduled for Thursday, September 14. Up to 500 youth from around the state participate.

The new OCFISD (OCF Information System Database) project is underway. Meetings are being held with coordinators and others to determine functionality needs. We anticipate rolling it out in first quarter 2024.

Site:

The compost slab is slated to be poured at the end of September. The Winery House debris from the fire has been removed, trenching for electrical and water is complete, and a new power pole is being installed. Site cleanup is still underway.

Marketing:

The 2023 Commemorative Sales hit the highest revenue ever achieved. Be sure to check out our merchandise site at merch.oregoncountryfair.org. Items that sold out at the Fair are being reordered. All of our posters are available for reprint. We will do a fourth-quarter merchandise sales push. Fourth quarter direct donor campaign will launch October 1.

The Guideline change form will go live November 1 and close December 15.

Purchased a computer from Next Step for \$100, after the \$500 nonprofit discount, to host Fair TV which is the archived live stream and historical video of the Fair. You can watch it on the .net site. We hope to have a public channel featuring Main Stage archival footage soon.

Culture Jam was a huge success. Congratulations to Jans and his team for bringing it back in 2023.

Treasurers' Report

(YouTube video: 0:44:50)

Hilary: SVOG (Shuttered Venue Operators Grant) Audit Report is opinion that comes from CPAs that audit us. Huge shout out to Alex, Kirsten and Norma for their work on this financial cycle. Whole thing has gone very smoothly, and it helped us tremendously.

The Board gets monthly draft financial statements, which are a work in progress. By September 30, all outstanding bills will be reconciled. Toilet bill still outstanding. We regained market losses in our Endowment funds. Received a distribution of \$26,000 from the Endowment, making it look a lot better than last year.

Food voucher denomination change will be a huge change. We have 100,000 food vouchers that went out last year, printer won't print more than that, so if we redenominate from \$3 to \$5 or \$10, that's different than changing value per hour, we will no longer have one food voucher per hour, which is a big change from how we allocate hours. We're asking Coordinators to submit crew schedules to revalue food vouchers. Should it be per shift rather than hour? We don't want to cut people short on food vouchers, but it will take some work to figure out a new way to conceptualize.

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.

Emerald Ash Borer Work Group: Ann said the group needs to reconvene with Alexis and they are keeping strong tabs on current conditions of Emerald Ash Borer, which is still confined to Washington county. There are strict regulations on movement of firewood, including a \$10,000 fine among other conditions. Hoping to have a work session with the Board after the election. Paxton said first steps are education and looking for Ash trees in your neighborhood. The Path Planning web page has a lot of information where folks can educate themselves. Jon reported that the Board work session would be the third Monday in November (November 20).

Old Business

(YouTube video: 0:53:29:)

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

Tabled until next month.

Elders Eligibility Work Group Recommendation (Sandra & George)

Sandra moved and George seconded 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.

Ann offered a friendly amendment to push each year forward one year. Sandra and George accepted the amendment.

Member Input:

Hilary: Thanks to everyone for their work on this. There isn't an expectation that this will be a radical change, but it will help get a handle on growth. Some people don't get their Elder pass

when they turn 55 now. But Elders population is growing quickly, so we do need to make this change to control the Elder population. It hasn't leveled off yet. Encourages passing this.

Jonathan Pincus: Lots of conjecture about this program. Jerry Schultz put together a comprehensive study of this issue and his analysis showed that this change will make a negligible change in our population, while it will harm a few Elders here or there. Thank you for compassion impact, but young people trying to come up at Fair and efforts to diversify will suffer due to this change. This motion is addressing a problem but not the right one. In some ways we are lacking in crew, including Elders who help out. Encourages voting no on this motion. It will retard efforts to diversify and bring up young members.

Craig Smith: Encourages Board to vote for this. It's a well thought-out plan. Member of several committees and work groups. It has been slow and methodical and it's time.

Board Discussion:

Paxton: Started Elder program around 2002-2004. They thought population would level out around 800, but it has doubled instead. Supports this motion. It has been a work in progress for several years. Survey that Jon Pincus mentioned solidified that most people don't apply for Elders until they are closer to 60 anyway.

Ann: In her friendly amendment, she had listened to folks she lunched with at Main Camp, who were turning 55 after 25 years of participation and they were concerned. Everybody can read Jerry's study of the Elders on the Elders Committee web page.

AJ: This was a process as we started dealing with trying to address population growth. Kudos to Elders Committee for continuing to struggle through this. Lots of good ideas and conversations discussed amongst committee member volunteers.

Sandra: Thanks to Elders and liaisons. Many discussions have been had over the years. Bigger concern and possible misconception is that they didn't take great care to not let anyone be affected by more than one year's eligibility, which is a gentle approach. They worked on it for a year and half to two years. Hopes you will support it.

Jon Silvermoon: Will vote yes but doesn't think it will deal with the underlying population question. A lot of folks apply to be Elders but continue to get their passes through their booth or crew and are waiting until their 60s or 70s to take their Elders pass. The issue is not the number of Elders but the number of people taking Elders passes. Believes the number of new volunteers being brought on could affect future Elder numbers more. Maybe check actuarial tables.

The motion to approve the Elders Eligibility Work Group recommendation for the process for raising the Elders eligibility to age 60 as amended:

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 2025 and 2026 Fairs. They would need to be 57 years of age for the 2027 and 2028 fairs, 58 years of age for the 2029 and 2030 fairs, and 59 years of age for the 2031 and 2032 fairs and 60 years of age from 2033 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.

The motion passed as amended: 10-0.

(YouTube video: 1:14:37)

Lisa moved and Paxton seconded 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.

Member Input:

Steven Berkson: Doesn't have a problem with word "stricter" but does recommend adopting Robert's Rules of Order. All rules must comply with jurisdictional laws; it doesn't need to be specified. If you want to do something different, Robert's Rules allows for making exceptions. It is not ideal to make Robert's Rules of Order the last resort.

Jonathan Pincus: Likes the wording of the motion, recognizing that we do things differently than most organizations.

Board Input:

Paxton: Has been to many Board discussions off and on at retreats and we have regularly rejected full compliance with Robert's Rules of Order. Paxton doesn't like having it as a last resort,

but if it has to be somewhere, that's the spot for it. When things work well, it's when we agree to abide by a set of rules. We agree to work together instead of against one another.

Jon Silvermoon: Thinks it's OK to use Robert's Rules in the interim. Did research and discovered different rules of order. Maybe we should research more to find one that more closely aligns with our culture. If incoming Board doesn't extend terms, nobody to refer changes to, which is awkward language. Thinks it's important that all Board members have a say in creating rules.

Offered friendly amendment that either makes Board members automatic members of the Rules committee or says that any Board member that attends the Rules meeting would have full rights of membership when they attend.

Lisa would accept first version of friendly amendment. Paxton accepted.

George: Always reluctant to create new committees. Could this go into an existing committee, such as Best Practices?

AJ: Not sure he likes the change because it doesn't prevent Board members from going in and out of the process and affecting progress.

Ann: Board members would all be eligible to serve on the committee.

Paxton: Generally, we're working on rules for the Board, and it behooves all Board members being involved in the discussions.

AJ: Why do we even need a committee if all Board members are on it? Then it would just be work done at Work Session.

Lisa: Likes that Board members are not mandatory participants, but the option is available.

Paxton: Sees this as formalizing what we have done at Board retreats in the past.

Sandra: Doesn't think another committee can do this work.

AJ: Moved and George seconded to table this issue until next month, since there are so many outstanding comments.

Motion failed: 4-6: Ann, Sue, Jon Silvermoon, Paxton, Tom and Sandra opposed.

Lisa: the reason this motion has come forward is due to difficulties on the Board that she believes arise from a lack of common understanding.

Sandra moved and Lisa seconded extending the meeting by 15 minutes.

Motion passed 10-0.

Sandra: Board Committee (which might include experts who are not Board members) vs. Committee of the Board — they are different.

Kevin: Likes what Sandra was saying about best of both worlds with Board committee, which includes experts.

Lisa: Committee makes recommendations, doesn't vote on things. The Board would still be the voting body. Participation would be optional.

Member Point of Inquiry:

Steven Berkson: Committee of the Board is a subset, rather than Board committee. If you have a Committee of the Board, you meet legal requirement of the Board, so you'd have to follow all those rules.

Paxton: agrees with Sandra that it should be a Board Committee rather than Committee of the Board. Create ad hoc Board Rules committee whose term coincides with their term.

Lisa: Offered a friendly amendment to clarify that the members of the committee are Board members. Paxton agreed.

Kevin asked if the motion as amended would meet Steven Berkson's concerns.

Lisa: Committees can set quorum requirements. Board quorum is currently seven. When the committee is formed, they can set quorum appropriate for the committee membership, which would not necessarily mean the Board had a quorum just because the Committee had what would be considered a quorum. Stephen concurred that as long as they don't take any votes, other than to refer a vote to the Board, they could legally meet that way.

The motion to establish an Oregon Country Fair Board of Directors Rules of Order **as amended:**

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. 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;**

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.

Motion passed: 8-0-2; George and AJ abstained.

New Business

The Board of Directors approves the Amended Bylaws of the Oregon Country Fair, as submitted by the OCF Bylaws Committee. (AJ Jackson & Arna Shaw)

Meeting Evaluation

(YouTube video: 2:10:14)

Last round for the good of the Peach:

Jon Silvermoon: Appreciates Board working together to pass two motions.

Lisa: Thank you Mauricio for facilitating, it's not an easy job with this bunch. Appreciates the Board getting the work done today.

Sandra: Please facilitate from Spain. Thanks!

Upcoming Board Work Session: By-Laws Revisions: Monday, September 25, 7 pm via Zoom

Next Board Meeting – Monday, October 2, 2023, 7 pm via Zoom

President's Peace

(YouTube video: 2:12:51)

AJ: We made it through. Thanks everybody. Two words come to mind: forgiveness and change.

Forgiveness: I believe this is where we need to start to begin the healing process; it's a hard thing to do. People must forgive themselves before they forgive others. I will be first to give myself a little grace for mistakes I have made. I aspire to be better with each moment. Change happens in that way, when people decide to do something as an individual and let it spread to others. Hopes we move forward from this meeting giving ourselves some grace and beginning the change.