

**Board of Directors Meeting  
November 6, 7 pm**

*(Subject to approval by the Board at the December 4, 2023 Board meeting)*

Zoom remote online and live streamed on YouTube

**YouTube recording link:**

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

**Board Directors present:** John Alexander, Anthony “AJ” Jackson, (President, VP of Membership Engagement and Services), Ann Rogers, Lisa Parker (VP of Bylaws and Policy), Sandra Bauer (VP of Philanthropy and Fund Development), Thomas Horn, George Braddock, Paxton Hoag, Kevin Levy, Arna Shaw, Jon Steinhart, Teresa Vaughn and Sue Theolass. Board members absent: Jon Silvermoon. Board officers present: Hilary Anthony (Treasurer), and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Mark Malaska (Co-Event Manager), Alexis Maddock (Site and Facilities Manager), Vanessa Roy (Marketing Manager), Steven Berkson and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven Berkson.

**Announcements**

Sue: Food Committee news: New booth application is up on the site. Not sure if they will need new food booths, but it’s best to be prepared. Food Committee looking for new members, seeking experienced booth vendors and specifically women.

AJ: Board met in closed session October 18 and October 23 to address personnel matters and cast votes.

**Minutes Review**

*(YouTube video: 0:03:16)*

**Sandra moved and Thomas seconded to approve the minutes of the September 25 and October 2, 2023, meetings.**

**The motion passed 11-0 (Board members present from previous Board in effect in September and October)**

**Agenda Review**

*(YouTube video: 0:04:48)*

Paxton said Kevin is not able to give the Emerald Ash Borer report, so report presentation is stricken from agenda. All the information will be presented at Emerald Ash Borer Work Session on November 20, 2023.

## **Ratify 2023 Election Results/Appoint Officers**

**Arna moved and Lisa seconded to approve the 2023 election results submitted by Stephen Diercouff, Secretary of the Fair.**

Board members elected (all are three-year terms now):

Sandra Bauer  
Anthony Jackson  
Jon Steinhart  
Teresa Vaughn

**The motion passed: 12-0.**

**Kevin nominated Anthony "AJ" Jackson as president of OCF Board and Jon Steinhart seconded. Elected by acclamation (nobody else nominated).**

**John Alexander nominated Arna Shaw as Vice President and Thomas seconded. Elected by acclamation.**

**Arna nominated Hilary Anthony as Treasurer and Sandra seconded. Elected by acclamation.**

**Sandra nominated Stephen Diercouff as Membership Secretary and Kevin seconded. Elected by acclamation.**

AJ said that right now they do not have a candidate, so they are not filling the Recording secretary position.

### **Member Input**

None

### **Staff Report – Executive Director**

*(YouTube video: 0:14:18)*

Congratulations to Teresa Vaughn and Jon Steinhart for their election to the Board of Directors and thank you to Jon Silvermoon and Ann Bennett-Rogers for their Board service. Thank you to the elections committee for their hard work on making this year's election run smoothly and to all the volunteers that came out to help count the votes.

Administration: We are currently interviewing candidates for the open Event Manager position. It is our goal to have the successful candidate selected and hired by January 2024

The 2024 Guideline change form is on the .net site and will close on December 15. The Board will vote on guideline policy change requests at the February 2024 Board meeting. We are working on guidelines and a reservation form for site meetings and events. Areas included are Main Stage,

Alice's, Dragon Plaza, Xavanadu and Miss Piggy's. We expect to have Dug's Green available for hybrid, day meetings in the spring and will have a reservation form for that, as well.

The Eugene office will be closed: November 23-24, December 18 to January 1, 2024. Staff Annual Reviews will be conducted in November.

The 2024 Budget Request goes to the Budget Committee on November 15. Coordinator budgets were due October 31. Coordinator Capital Improvement requests are due January 31.

Event Management: The Spring Fling is set for Saturday, May 4, 2024. Teddy Bear Picnic is set for Sunday, August 18, 2024. Craft applications will run from January 4, 2024 – April 1, 2024. Craft jury occurs in April 2024. Food applications will run from November 1, 2023 – January 19, 2024. Entertainment applications will run from November 1, 2023 – February 15, 2024. Teen Crew applications will run from March 1, 2024 – April 14, 2024. Coordinators must declare their interest in having a Teen on their crew in March 2024. Booth Registration deadline to declare attendance is March 1, 2024.

Site: We had the Eugene office roof cleaned. It is in good shape and doesn't look like it needs replacing for another 5 years. We expect to paint Dug's Green West Wing room in March/April and have it ready to be used as meeting space in the Spring. We have contracted with a manufactured home builder, Palm Harbor, to quote us a 1,200 square foot manufactured home at the Winery. This is to replace the house lost in the fire. This will be presented to the Fixed Assets Committee and then to the Board. The goal is to get it replaced within a year.

We have a new phone number for assistance on site. It is #541-232-4117. It is a cell phone that is shared by site staff. This number is posted at main camp. If there is an emergency, please call 911. Use this number to reach staff for non-emergency assistance.

Marketing: Restocked merchandise that sold out at the Fair this year. It is selling really well. Be sure to go to the .org site and buy some for your friends and family. You can also buy a poster from our archives. We are running a direct donor campaign. Please make a donation, if you are able. If we all gave \$5, it would make a huge difference to our philanthropic giving.

### **Treasurers' Report**

*(YouTube video: 0:18:20)*

Hilary: If you made it to the annual meeting, you got to hear the annual financial report, including budget to actuals YTD and projections to end of year. All info will be on the .net site. We had a couple of big contracts that came back much higher than expected and some pass sales were undersold, so they didn't hit projected revenue, but there have been some other savings and a cash infusion from an insurance recovery, so we might fall within the budget, or only slightly under. WE are in Ok shape but haven't hit stride post-COVID. Financial planning and Budget committee met to propose price structure for next year, which Board covered. It's in New Business this month and will be voted on next month. Going into 2024, the committees planned around keeping same general parameters: 35,000 per day limit and trying to budget in the black. Operating income needs to be at least as much as operating expenses. We started with current budget that included toilet and bus increases and then added 5% inflation increase to everything else and they also put a margin in for food vouchers. We need to redenominate food vouchers, which is an unknown, so

we threw in 10% increase. Then we looked at what it will take to cover that. What we did last year was incredibly optimistic, but previous to COVID the Fair had way more than 35,000 attendees, but last year was closer to 32,000 daily. Adding some fudge room in case targets aren't quite hit. Increase of \$5 per day is recommended for tickets and up to \$125 for SO and Booth passes and increase to Community Village and Teen passes. Increases to other internal passes too should cover the increases. Cost of campers is more than day attendees. Hopes Board and membership will understand changes, discussion can continue over the next month.

### **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.*

#### **Elections Committee report:** (Stephen Diercouff)

Total Membership as of September 21, 2023 (Registration deadline): 5286

#### Ballots Issued:

Total Ballots Mailed:	4604
Ballots Issued at Annual Meeting:	0
Total Ballots Issued:	4604
Registered Members with no mailing address, so no ballot mailed:	682

#### Undeliverable ballots (as of October 31):

Ballots sent but returned by the USPS, unable to forward:	139
Ballots resent:	48
Total Undeliverable Ballots:	91

#### Ballots Replaced:

Lost/misplaced ballots replaced:	20
Spoiled ballots replaced:	1
Total Ballots Replaced:	21

#### Ballots Returned:

Total Ballots Returned:	1193
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#### Ballots returned but not counted:

Ballots Returned Late (as of October 31)	25
Marked more than 4 votes without numbering them:	8
<u>No signature</u> on return envelope:	7
Ballot returned without a return envelope (no signature):	1
Returned with no Xs or checks:	5
Submitted by Non-Member:	3
Total Ballots Returned but not counted:	49

Total Ballots Counted: 1144

Candidate Vote Totals:

Elected to full terms:

Sandra Bauer:	720
Anthony Jackson:	721
Teresa Vaughn:	713
Jon Steinhart:	617

Not Elected:

Ann Rogers:	579
Jon Silvermoon:	427
Saskia Whitson:	290
Cassandra Esposito:	203

Write-ins (3 or more votes):

Shane Harvey:	3
Palmer Parker:	3
Others (35):	37

Voter Statistics:

Registered Voters issued ballots:	87.10%
Undeliverable Ballots:	1.98%
Total Ballots Returned:	25.91%
Ballots Returned late:	0.54%
Returned Ballots not counted:	4.11%
Ballots returned and counted:	24.85%
Total Members voted:	21.64%

Volunteers on the Elections Committee

Thank you everyone on the Elections Committee – Barb Edmunds, Jasmine Guyette, Jen-Lin Hodgden, Merrill Levine, Laura Lunn, Michael Schulze, and especially Heidi Doscher for all your work and support.

The election committee welcomes additional members and volunteers. Contact us by email at [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org) if you are interested in learning more.

Volunteers preparing ballots for mailing

Thank you also to Sue Barnhart, Colin Doscher, Jain Elliott, Laura Farrelly, John Flanery, Carolyn Gsell, Chelsea Guyette, Phillip Guyette, Bella Moses, and Suzi Prozanski for helping with the ballot preparation.

Volunteers counting ballots

Thank you to our wonderful counting volunteers! They are Hilary Anthony, Sue Barnhart, Moira Carr, Fran Chylek, Heidi Doscher, Jain Elliott, John Flanery, Will Ganser, Lynda Gingrich, Jasmine Guyette, Phillip Guyette, Jen-Lin Hodgden, Aaron Kenton, Suzi Prozanski, and Michael Schulze. You are awesome!

Treasurers verifying the count  
Thank you, Lynda, and Hilary!

Thank you, thank you, thank you!  
Thank you, Brett Rowlett and Rebecca Principe of Get Out the Vote, for facilitating the Candidates' Forum.

Thank you, Alexis, Durwin, and Graigg for the preparation and support so that we could use the winery for envelope stuffing and ballot counting, and Vanessa for getting everything on the web page! Thank you to Saturday Market for loaning us their ballot box!

**Elders held a retreat on September 16** and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/EldersRetreatMtg091623.pdf> .

**Elders met on September 28** and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/EldersCommMtg092823.pdf> .

A joint **Financial Planning and Budget Committee meeting was held on September 27** and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/10/FPC-Minutes-9-27-23.pdf> .

### **Land Use Management & Planning**

(LUMP met Tuesday, October 10. Anna Scott was elected Chair for 2023-2024, Jain Elliott will continue taking notes at meetings, Robert Albano will be our Publications Steward officer. Current LUMP subcommittees are Mapping, Emerald Ash Borer, and Communications. Green Zone's work has been completed. We had a report from the Emerald Ash Borer subcommittee and began planning for the Board Work Session in November. Our draft work plan for this year includes EAB and Communication sub-committee work, and additions to the LUMP manual Our next meeting will be November 14.

### **Committee Best Practices Work Group Summary report for May – October, 2023**

**Summary of Weds. May 3, 2023 meeting** (included in June board packet): The meeting was held online. All Working Group members were present. There was one additional attendee. Out of all 9 attendees for this meeting, 5 were Board members. The group agreed to investigate the status of CBPWG shared drive. Presently there is no clear directive for sharing documents within the group. Expect a report at the June meeting. The group discussed the 02/18/22 board motion that requires a board liaison to be present at all committee meetings. This was tabled for the June

meeting. The group initiated a discussion about how much member input is reasonable at committee meetings. The current manual covers this, but the wording needs to place a stronger emphasis on it. The discussion will be continued at the June meeting. The meeting ran for 1 hour and 45 minutes. The Working Group did not meet in June, July, August, and September.

**Summary of October 4, 2023 Meeting:** The meeting was held online. Five of seven members attended, with one very late arrival and one member absent. Late arrival and absent member were due to budget committee scheduling conflict. Dean Middleton dropped from the group by way of email notification in September. There were 3 other fair family members present. Carolyn Gsell is leaving the work group at the end of the calendar year. The group has a strong candidate to come in and fill that role. There was a discussion about the CBPWG's relationship with the Board and the work group's mission. There was unanimous support for continuing the work of this group. The Working Group makes recommendations to the board for changes to the manual. The Working Group does NOT have the final say. That is the role of the Board. After much discussion about the board motion from 2/18/22 about the board directive for all committees to follow both the essential and recommended practices, the Working Group passed this motion unanimously: To continue leaving the current manual's "essential" and "recommended" practices as is (to not combine them), with the Board motion dated Feb. 18, 2022, to be added to the manual. There was also a discussion about appointing new members to board committees, and the importance of bringing in new members. The meeting ran for 2 hours. NOTE: The Working group forgot to approve the May minutes at the October meeting, hence the inclusion of the May summary report.

### **Old Business**

*(YouTube video: 0:28:15)*

**John Alexander moved and Sandra seconded to 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.

Member Input:

Heather: Concerned because hasn't seen something like this before. Why wouldn't there be a Board Work session on this? All of a sudden, the Board can appoint itself to a committee and have meetings that are not actually Board meetings. Doesn't make sense.

John Alexander: It's hard to get the work done at the Board meetings. Maybe we should have a work session on this. We need more time scheduled together to get the work done.

Sandra: A lot of Boards have rules committees that deal with these kinds of questions and they are standing committees, we just haven't had that yet. We need to determine how decisions are made, which is about process. This is a rules committee and it's more normal to have one than to not. They won't be Board meetings, it's like a sub-committee. All has to be approved by the Board in open session anyway, so that stage would be transparent. Committee would recommend policy to the Board, and group doesn't have independent authority to approve things.

Paxton: Views it as how the Board functions, rather than a way to do nefarious things. Roberts Rules of Order haven't been our norm here, but we are incorporating more of that now. It's what we need to do to get our work done, such as deciding whether you would vote on "calling the question."

Stephen: Doesn't remember any discussion about Rules Committee meeting in closed session. Assumed they would be open meetings, so membership can participate or at least observe. Agrees with Sandra. This is Board members functioning as a Committee, not the Board. They would only do recommendations to the Board.

**The motion passed: 12-0.**

### **New Business**

*(YouTube video: 0:38:19)*

**Update Bank Signers (George Braddock & Arna Shaw).** The Board moves to authorize the Executive Director to change the bank account signers at all of our financial institutions to add the new President, and Mark Malaska; remove the past President and Officers and former employee.



The Board approves the Financial Planning Committee’s 2024 Revenue Projections recommendation (George Braddock & Sandra Bauer).

<b>Proposed</b>	<b>2024</b>				<b>Approved</b>	<b>2023</b>			
<b>Admission</b>	Frida				<b>Admission</b>	Frida			
	y	sat	sun	total		y	sat	sun	total
3-Day	50	50	50	150	3-Day	35	35	35	105
Advanced (6/15)	50	50	50	150	Advanced	45	45	40	130
Full Price	60	60	60	180	Day of	55	55	55	165
kids under 13 not charged admission					kids under 13 not charged admission				
<b>Pass Sales: Crews SOs; trades</b>					<b>Pass Sales: Crews SOs; trades</b>				
SO	125				SO	100			
SO late	200				SO late	140			
Elder	60				Elder	50			
Elder Comp	125				Elder Comp	100			
EC late	200				EC late	140			
Teen	60				Teen	50			
<b>Youth</b>	0	no charge for kids under 13			<b>Youth</b>	0	no charge for kids under 13		
		ep					ep		
		and					and		
worker day	25	cv			worker day	15	cv		
Trades, sell	125				Trades, sell	100			
Trade (Comm Vill/Eng Park)	60				Trade	50			
VS	20				VS	20			
VS late	40				VS late	40			
Oversized	125				Oversized	100			
<b>Registration</b>					<b>Registration</b>				
Booth fees					Booth fees				
1yo	100				1yo	100			
food cart	115				food cart	115			

craft stroller	100	craft stroller	100
craft booth	200	craft booth	200
food booth	350	food booth	350
nonprofit	75	nonprofit	75

**Passes--**

**Registration/Booths**

all passes	125	
Extra		
Late passes	200	
Teens	60	
		no charge for kids
<b>Youth</b>	0	under 13

Worker Day Pass  
W/Th

Worker Day Pass  
W/Th/F/S/Su 25

**Vehicle**

regular 20  
vs late 40  
oversized 125

craft jury fees  
first item 15  
additional 10

public parking 15

**Passes--  
Registration/Booths**

all passes	100	
Extra		
Late passes	140	
Teens	50	
		no charge for kids
<b>Youth</b>	0	under 13

Worker  
Day Pass  
W/Th 10

Worker  
Day Pass  
F/S/Su 25

**Vehicle**

regular 20  
vs late 40  
oversized 100

craft jury  
fees  
first item 15  
additional 10

public  
parking 15

**The Board moves to approve the following correction to Article X1, Section 1 of the By-Laws (Lisa Parker & Paxton Hoag):**

The newly amended version (adopted at the October BoD meeting) reads:

1. Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend was given to all directors in accordance with Article VIII, Section 3, together with a copy or

summary of the amendment or a statement of the general nature of the amendment. [Note the bolded phrase above is missing.]

In order to restore the language requiring notice at the prior Board meeting and to correct the typographical error, here is the proposed correction:

Except as provided in Section 2 of this Article, these Bylaws may be amended by an act of the Board at any regularly scheduled meeting of the Board, provided such notice of intent to amend, **together with a copy or summary of the amendment or a statement of the general nature of the amendment, was made at the prior Board meeting** ~~was~~ **and** given to all directors in accordance with Article VIII, Section ~~3~~ **4**.

**The Board approves the appointment of Jay Shuster to the Craft Committee (Arna Shaw & Sue Theolass).**

**The Board approves the appointment of Isabella Moses to the Jill Heiman Vision Fund Committee (Arna Shaw & Tom Horn).**

### **Meeting Evaluation**

*(YouTube video: 40:06)*

Last round for the good of the peach

Ann: Thank everyone for the past year on the Board.

Arna: Sorry we didn't take a moment to thank Ann Rogers and Jon Silvermoon for their service. This is the shortest meeting she's ever been to, which is great! It was so smooth and believes Steven helps make them smoother. Hopes he will continue facilitating.

Sandra: Thank you Steven for helping keep us on track. Congratulate Arna and AJ on their new officer positions. Congrats to Jon Steinhart and Teresa and thanks Ann and Jon for their service. Thanks Lynda Gingrich for her years as Treasurer.

Paxton: Thanks Ann and Jon Silvermoon for their years of service. Congrats to new board members and on Sandra's reelection. Appreciates the way we are going. This short meeting shows we are trying to work together.

George: Add voice to thank Steven for what he is doing. Thanks Ann and Jon and congratulates Teresa and Jon Steinhart.

Lisa: Thank Ann and thank Jon S for their service; it's been a pleasure. Welcome new Jon S and Teresa to the Board, looks forward to working together.

Jon Steinhart: Thanks for the quick meeting and thanks to everyone here.

**Upcoming Board Work Session:** Emerald Ash Borer— November 20th, 2023. 7 pm via Zoom

**Next Board Meeting, December 4, 2023. 7 pm via Zoom**

**President's Peace**

*(YouTube video: 0:44:50)*

AJ: Thanks everyone for being here tonight. Thanks Ann and Jon Silvermoon for their service to the organization as Board members, committee members and volunteers. Welcomes Teresa and Jon Steinhart, looks forward to working together. Thank staff for making retreat comfortable for everyone. Thanks to the Board for their decision to work together and start anew. Hopes membership starts to see that going forward. Quote: "strength does not come from winning. Your struggles develop your strengths. When you go through hardships and decide not to surrender, that is strength." Our leadership has decided not to surrender. We have undergone hardships in front of you all but have not given up. Wants to let you know that it is the intention of this Board to work better together. Heart was full to see the amount of effort over the weekend retreat to establish a base to work from together. Wants to honor that. Meetings might seem boring going forward because we are doing extra collaborative work behind the scenes. Hopes membership will see a kindness between Board members going forward. Thank membership who voted this year. Encourages you to vote next time if you didn't in this election. Expressed gratitude for what his presidency represents for folks who look like him and the idea that this organization is practicing what it preaches and providing access to marginalized folks. You will see his efforts and he wants to let you know that he does it on your behalf. Thank you for the privilege and honor of serving.