

Board of Directors Meeting

December 4, 2023, 7 pm

(Subject to approval by the Board at the January 8, 2024, Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link:

<https://www.youtube.com/watch?v=V8BdyR-nNNE>

Board Directors present: John Alexander, Sandra Bauer, George Braddock, Paxton Hoag, Anthony “AJ” Jackson, (President), Kevin Levy, Lisa Parker, Arna Shaw (Vice-President), Jon Steinhart, Sue Theolass, and Teresa Vaughn. Absent Board member: Tom Horn. Other Board officers present: Hilary Anthony (Treasurer), and Stephen Diercouff (Secretary). Staff present: Kirsten Bolton (Executive Director), Mark Malaska (Event Manager), Alexis Maddock (Site and Facilities Manager), Vanessa Roy (Marketing Manager), Norma Sax (Office Manager), Tierra “Sunny” Arthurs (future Assistant Event Manager), Steven Berkson (Facilitator) and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven Berkson.

Announcements

Paxton: OCF TV stream is on the .net main page; scroll down and click on the TV image. They are streaming a lot of older footage from Elders and virtual Fair.

AJ: Saturday Market Holiday Market is every day through Christmas Eve. Lots of local vendors and fun if you want to spend money locally to support our community of artists.

Steven Berkson: WOW Hall membership party is Saturday, December 9.

Minutes Review

(YouTube video: 0:03:30)

Arna moved and George seconded to approve the minutes of the November 6 Board meeting and the minutes of the November 20 Board work session on EAB (Emerald Ash Borer). The motion passed by unanimous consent: 11-0.

Agenda Review and New Business

Agenda approved by unanimous consent: 11-0.

Member Input

AJ: As a member, wants to reach out to community to say thank you. Last weekend he participated in a gathering to support a Fair family member. It was a beautiful thing to watch, and it was a reminder of what community means. Hopes to see more in the future. Much love to Spirit and Bryon.

Staff Report – Executive Director

(YouTube video: 0:06:40)

Kirsten: Administration:

I am happy to announce that we have hired Tierra “Sunny” Arthurs as an Assistant Event Manager. Her first day will be January 2, 2024. She has been a volunteer with OCF for more than 20 years. She served as the Entertainment Camp Host for the last several years where she was instrumental in creating the campsite map that accommodates around 600 tents. She also served as

the Entertainer Liaison for Main Stage last year, which was a newly created support position in 2023. Please take the opportunity to welcome her to her new role.

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.

The Eugene office will be closed December 18 through January 1, 2024. The office will reopen on January 2, 2024.

Staff Annual Reviews are complete.

The 2024 Budget Requests went to the Budget Committee on November 15. The Board will vote on the 2024 Budget at the January 29, 2024, Special Board meeting.

As a reminder, Coordinator Capital Improvement requests are due January 31. The Board will vote on the 2024 Capital Improvement requests at the March 4, 2024, Board meeting.

The Database project is in full swing; a team has been created to develop it. All members of the team have signed non-disclosure agreements as a requirement to work on the team. This is to ensure volunteers' personal information is protected. We are currently working on a data privacy policy that all volunteers will be provided at the time they first log into the system to create their volunteer profile. It will inform them of the measures we take to protect their personal data. All volunteers will be required to provide their name and date of birth to get a wristband. This is to make sure inventory is given to the authorized person. This is already a practice. We will encourage volunteers to give their email addresses so that we can keep them informed of any changes to our data privacy policy. We will ask the Board for a Work Session in April to demonstrate the functionality of the database. Training sessions will be held for Coordinators in April, as well. It is the goal to have all of the following groups in the database (some may not be in until 2025): Crews, Trades, Entertainers, Booth Registration, Craft Inventory, Elders.

Event Management:

2024 Tickets will go on sale on Friday, March 15, 2024. Three-day tickets will be offered for the first two weeks. These will be limited — quantity not set yet. General Admission tickets will go on sale on Monday, April 1.

Main Camp will open on Saturday, June 8, 2024. The Spring Fling is set for Saturday, May 4, 2024. Teddy Bear Picnic is set for Sunday, August 18, 2024. Contracting and equipment logistics are underway for 2024.

Additional Important Dates:

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 15, 2024. Coordinators must apply for teen workers between January 15 – February 29. Booth Registration deadline to declare attendance is March 1, 2024.

Site:

The Board held a Work Session on the Emerald Ash Borer Beetle on November 20. A big Thank You to Anna Scott – LUMP Chair, Glenn Johnson, Kevin Hillery, John Alexander and Paxton Hoag for the presentation. Lots of great information was presented. It is imperative that we begin a forest management plan in preparation of the arrival of the Ash Borer beetle. This will include the need to proactively remove ash trees to allow the undergrowth the opportunity to grow to meet our shade needs for the event. We will also need to plant shade trees in strategic areas. This will need to include a map of where they are planted so we can protect them. We will be recruiting experts to participate in our strategic planning. We will be consulting with the Long Tom Watershed Council to restore habitat after the removal of our ash trees and for possible funding sources.

Site is starting to flood with coming of rain. Be safe and beware of strong currents. Consider wearing a life jacket when on site.

Marketing:

Fourth-quarter merchandise sales are going great. Sold \$5,000 in merchandise in 24 hours. Work on a new website design for the .org public facing page is in full swing. KOCF will be in the Veneta Light Parade on December 7. Come out and show your support. Fair Live Stream is up and running. Travel Lane County has new advertising opportunities that we are taking advantage of. We are donating tickets to their Destination Oregon silent auction on January 17-19, 2024. This will be the first opportunity to acquire tickets to the 2024 Fair.

Treasurer's Report

Hilary: Comments regarding revenue projection are deferred until revenue projection agenda item in Old Business.

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.

Craft Committee met on October 11 and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/10-11-23.pdf> .

Craft Committee held a town hall on October 29 and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/TH-Notes-10-29-23.pdf>

Elders Committee met on June 15 and the notes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/061523ELDERScommMtg.pdf>

Path Planning met on November 19, 2023 and the notes are here <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/BoD-report-11-19-23.pdf>

LUMP Committee: Paxton (Board liaison) said they got a letter from Oregon Department of Forestry, which will be posted on the LUMP site. First year of ODF Emerald Ash Borer monitoring plot network collaboration was successfully established at OCF Fair site. Three plots with two purple EAB prism traps per plot, visited three times per season. No Emerald Ash Borers were found, which is good news, but it could be a false negative. ODF hopes they will continue collaboration with OCF. They are grateful for our enthusiasm and willingness to participate with monitoring.

Old Business

(YouTube video: 0:17:38)

Update Bank Signers (George Braddock & Arna Shaw)

Arna moved and George seconded 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 employees.

Member comment: None

The motion passed by unanimous consent: 11-0.

Financial Planning Committee's 2024 Revenue Projections recommendation (George Braddock & Sandra Bauer)

Sandra moved and George seconded to accept the Financial Planning Committee's 2024 Revenue Projections recommendation.

Proposed

2024

Approved

2023

Admission

	Friday	sat	sun	total
3-Day	50	50	50	150
Advanced (6/15)	50	50	50	150
Full Price	60	60	60	180

kids under 13 not charged admission

Pass Sales: Crews SOs; trades

SO	125			
SO late	200			
Elder	60			
Elder Comp	125			
EC late	200			
Teen	60			
Youth		no charge for kids under 13		
worker day	25			
Trades, sell	125			
Trade (Commu Vill/ Energy Park)	60			
VS	20			
VS late	40			
Oversized	125			

Registration

Booth fees				
1yo	100			
food cart	115			
craft stroller	100			
craft booth	200			
food booth	350			
nonprofit	75			

Passes--Registration/Booths

all passes	125			
Extra				
Late passes	200			
Teens	60			
Youth		no charge for kids under 13		
Worker Day Pass				

Admission

	Friday	sat	sun	total
3-Day	35	35	35	105
Advanced	45	45	40	130
Day of	55	55	55	165

kids under 13 not charged admission

Pass Sales: Crews SOs; trades

SO	100			
SO late	140			
Elder	50			
Elder Comp	100			
EC late	140			
Teen	50			
Youth		no charge for kids under 13		
worker day	15			
Trades, sell	100			
Trade	50			
VS	20			
VS late	40			
Oversized	100			

Registrat'n

Booth fees				
1yo	100			
food cart	115			
craft stroller	100			
craft booth	200			
food booth	350			
nonprofit	75			

Passes--Registration/Booths

all passes	100			
Extra				
Late passes	140			
Teens	50			
Youth		no charge for kids under 13		
Worker Day Pass W/Th	10			

W/Th		Worker Day	
Worker Day Pass		Pass F/S/Su	25
W/Th/F/S/Su	25		
Vehicle		Vehicle	
regular	20	regular	20
vs late	40	vs late	40
oversized	125	oversized	100
		craft jury	
craft jury fees		fees	
first item	15	first item	15
additional	10	additional	10
		public park-	
public parking	15	ing	15

Hilary: There are increases to path and ticket prices, it's unusual to have both in one year.

Process, how we got here: Financial Planning and Budget committees had a joint meeting. Fair undersold admissions and passes that was coupled with huge increases in costs for toilets and bus contracts. Projections after three-fourths of the year might be close to breaking even (or slightly in red) on operating budget, but with insurance cash infusion (burned winery building), we might be slightly in the red (except cash flow), which means we don't have money to build up reserves or work on big projects. We were able to save some money that we earned, the SVOG subsidy put us in a good cash position. We want to get back to a place where we have a profitable event and can fund larger projects, such as repairs, safety issues, deferred maintenance.

After reviewing 2023 and preliminary estimate of expenses for next year, we incorporated assumptions about payroll and larger contracts coming in and put in a 5 percent increase on almost everything. Some expenses will be stable and some go up, we are accounting for inflation. When we budget, we have to be careful where we allocate the extra 5 percent. We put in modest amount for capital projects. When we have \$75,000 to \$100,000, it's the bare minimum for safety improvements.

Before COVID, we had long-term capital projects that had to be taken off the books when the pandemic hit. We were working on composting and the Far Side road, which would be great to pick back up in the next five years with confidence.

After modeling expenses, we tried to model the income by looking at volume we had and prices we are proposing. We used 2023 volume, which is lower than capacity, and is lower than was projected last year. We are not trying to sell out this year. They also looked at how pricing is structured. We have had advanced and day-of prices. Now we will have early-bird and regular prices. On Saturday last year, since they sold out for Saturday before the event, that meant they didn't get any higher day-of pricing on the highest population day. People who aim for the discount will have to buy early (at least a month before event). They will also propose the three-day ticket at early-bird price. The prior deep discount for three-day passes is gone. Will release about 4,500 of these. This has a \$25 increase for passes and \$5 or \$10 for tickets. Trying to offer support to booth folks and the volunteers and hopes for support on this motion.

Member input: None,

AJ: Prices have gone up several times over the last few years. Does Budget Committee believe we won't have to raise them next year and the year after? Will these proposed increases stabilize us?

Hilary: Prices were the same in 2019 and 2022. And 2018 was the last year we changed prices until last year. In 2023 we raised the booth fee a bit, and made a \$5 increase across the board on ticketing when the portapotty bid came in. Doesn't see a lot of increases over the years, but this

increase is significant. Believes it will hold us for a while. We shouldn't need to reach 35,000 attendees per day to generate excess revenue. This could hold us for two to three years.

AJ: With increases, how might this affect philanthropy?

Hilary: Endowment money doesn't come from operating funds. We may increase endowment because we've been getting disbursements from Oregon Community Foundation. Jill Heiman Vision fund has kept Fair matching up to \$20,000. We have sent other money to nonprofits like PCUN. Only thing we're not doing right now is Board giving, which has been on hold as subcommittee tasked with looking at how we do it needs to return with their suggested new process. She thinks after the next Fair, if they sell out on Admissions, then we could talk about returning to that practice.

The motion passed: 10-0. (Sue had to leave mid-meeting, bringing voting Directors to 10.)

Correction to Article XI, Section 1 of the Bylaws (Lisa Parker & Paxton Hoag)

Lisa moved and Paxton seconded to approve the following correction to Article XI, Section 1 of the Bylaws:

Language prior to attorney's update:

1. Except as provided in section 2 of this Article, these bylaws may be amended by an act of the Board of Directors at any regularly scheduled meeting of the Board, **provided such notice of intent to amend was made at the prior Board meeting** (emphasis mine).

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

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**.

Member Input:

Lawrence Taylor: Language in red was previously existing portion of Article II, section 1, which predates section 2. There was a rewrite suggested by Fair's attorney. Apologizes if he was part of missing it. Previous language slipped away by negligence and wasn't caught until after it was passed, by a member, Greg Prull. Was an accident, not deliberate attempt to cut members out of the process.

Jon Pincus: Is there a provision for member notification?

Steven Berkson: That is what LT was just saying. Has to be announced at prior meeting, which constitutes notification.

Lisa: Thank Lawrence for explaining better than she did. When they were running newly amended Bylaws through the attorney, at one point they suggested a language change to this to bring into compliance with ORS statutes. She unknowingly missed that notification piece at prior meeting, so this puts it back.

AJ: Comments are not to criticize any individual, but this is one of the reasons he objected when it was being voted on. It's important that membership have eyes on it for a long time, for this very reason. Bylaws shouldn't change so often that this sort of confusion happens.

Lisa: This particular version was on the .net site for six months before the Board voted on it and the omission got past everybody. It was an honest mistake that we are immediately acting to correct.

Arna: Maybe we should think about giving membership a longer notification period, such as two meetings.

The motion passed: 10-0.

Appointment of Jay Shuster to the Craft Committee (Arna Shaw & Sue Theolass)

Arna moved and Paxton seconded to approve the appointment of Jay Shuster to the Craft Committee

Jay: Has been a crafter for 18 years (16 Fairs). Happy to join committee officially after already participating over the last year.

Lisa: Committee offered letter of strong support to appointment.

The motion passed: 10-0.

Appointment of Isabella Moses to the Jill Heiman Vision Fund Committee (Arna Shaw & Tom Horn)

Arna moved and Paxton seconded to approve the appointment of Isabella Moses to the Jill Heiman Vision Fund Committee

Arna: Isabella has already been working with the Vision Fund for a few years and she is a great addition and brings the average age way down.

Isabella: Was asked to join a few years ago by Jaya. Is Fair family through and through. Happy to mix philanthropy and Fair together — two of her favorite things.

Lisa: Committee offered letter of strong support to appointment.

The motion passed: 10-0.

New Business

(YouTube video: 0:59:42)

The Board approves the appointment of Corey Cliffe and Rosana Costello to the Path Planning Committee (Lisa Parker & Paxton Hoag)

The Board approves the appointment of Kay Kintzley to the Elders Committee (Kevin Levy & Jon Steinhart)

The Board directs the Bylaws Committee and the Elections Committee to meet as an ad hoc joint committee to consider and make recommendations for amending Bylaws and Policies to address elections issues, including:

1. Changing the method of selecting Directors to election by direct ballot,
2. Establishing a minimum age for OCF membership,
3. Clarifying the election certification process and the effective beginning of terms of newly elected Directors,
4. Changing the voting participation requirement to count voting in any election vs. only the annual election as fulfilling the requirement,
5. Changing the petition signature requirement from a hard number to a percentage of members voting in the last election,
6. Setting a time limit to submit the required number of signatures for a petition.

The joint committee will report back to the Board by the March 2024 regular Board Meeting.

The Board directs the Executive Director to undertake a swift strategic planning process for the OCF's EAB response (Lisa Parker & Tom Horn)

Meeting Evaluation
(*YouTube video: 1:00:31*)

Last round for the good of the peach

Lisa: Thanks again for great facilitation, although this was a pretty easy meeting to get through. Hoping that we can figure out how to get the singing bowl to Steven to start the meeting.

John Alexander: Great meeting, thanks everyone! It's exciting to see people engaging in committees. Regarding meeting process, as we bring on New Business, it might be nice to speak on the New Business at the meeting. It's an opportunity to continue collaborating and communicating and keeping things out in the open for membership. Great facilitation!

Sandra: Thanks for efficient production of materials for the agenda, given in a timely manner. Steven, you run a good meeting, much appreciated!

Jon Pincus: New Business will become Old Business at next meeting.

Paxton: Good meeting, thanks Kirsten for document production. Likes receiving it electronically after years of liking paper documents. We had 20 attendees on YouTube and 30 on Zoom, making it a 50-person Board meeting, which is slightly down, perhaps due to holidays.

Dani Derrick: Loves these meetings. Wants to echo John Alexander's desire to explain New Business a little more. Knows it's hard when there is so much Old Business to discuss, but if there is time, it would be great to discuss.

Steven Berkson: Thanks for thank yous. As Anna asked before meeting began, the agenda does not need a motion to approve, only if someone wants to amend it. Regarding Bylaws changes, a lot of folks don't check the website very often. Some things need to be broadcasted. Everybody doesn't always read Fair Family News, either.

Arna: If members are curious about New Business items, they can reach out to motion sponsors anytime.

Next Board Meeting – January 8, 2024, 7 pm via Zoom
Special Board Meeting: 2024 Budget – January 29, 2024, 7 pm via Zoom

President's Peace
(*YouTube video: 1:09:17*)

AJ: Wants to acknowledge new volunteers coming on board. We build community through service. Appreciation for the staff is strong. If you need to feel rejuvenated, stop by the office to say hello.