

Board of Directors Meeting

January 8, 2024, 7 pm

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

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://www.youtube.com/watch?v=vLOBpsm8IpY>

Board Directors present: John Alexander, Anthony “AJ” Jackson (President), Sandra Bauer, George Braddock, Paxton Hoag, Kevin Levy, Sue Theolass, Jon Steinhart, Lisa Parker, and Teresa Vaughn. Absent Board Members: Arna Shaw (Vice President) and Tom Horn. Other 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), Norma Sax (Office Manager), Alex Zabala (Office Assistant), Sunny Arthurs (Assistant Event Manager), and Anna DiBenedetto (Board Scribe).

The meeting was facilitated by Steven Berkson.

Announcements

Paxton: Ya Mon Pete is having a birthday party benefit for White Bird, January 19 at Whirled Pies Cosmic Pizza.

AJ: Reminder for New Year to be safe. Community is experiencing heightened use of drugs this time of year. Fentanyl is killing folks, affecting many. Please be safe and take care of the ones you love. Help however you can.

Hilary: Dennis Todd died during December. He battled cancer for a long time while participating in Path Planning vigorously. He has contributed to Childcare and LUMP. He was a great volunteer over the years, and he will be missed greatly.

Minutes Review

(YouTube video: 0:04:55)

The Board approved the minutes as submitted of the December 4, 2023, meeting.

The motion passed: 9-0-1; Sue abstained.

Agenda Review and New Business

(YouTube video: 0:05:54)

The Board approved the January 8, 2024, agenda as submitted.

The motion passed: 10-0.

Member Input

None

Staff Report – Executive Director

Administration

The 2024 Guideline change recommendation, both Board policy and Operational, are on the .net site for review.

The Board policy changes are in the January Board packet and are listed as New Business.

The Board will vote on them at the February 2024 Board meeting.

The 2024 Budget is close to completion. It will be presented to the Board at the January 29 Board Special Meeting.

Capital Improvement requests for 2024 are due January 31 to the Crew's staff liaison. The Board will approve them at the March 4, 2024, Board meeting.

A Database retreat took place last weekend. The database privacy policy is in the Board packet under New Business and will be voted on at the February 5 Board meeting. This is an essential piece of policy. It will enable us to get all data onto the servers in the Eugene office, under one comprehensive database for the first time in OCF history. It will inform members, volunteers, artists, performers and restaurateurs of the data we collect, why we collect it, their rights to privacy, and the measures we are taking to protect their personal data.

We will begin taking credit card payments for Crew Inventory in 2024. Everyone who wants to pay with a credit card will need to login to their database account and provide us with an email address. This is how everyone who is allocated inventory will receive the invoice to pay for their inventory. No credit card data will be stored by us. All credit card payments will go through a third-party PCI complaint service provider. Cash and checks will still be accepted through Coordinators. 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.

Event Management

We have selected a new ticket vendor: Afton Tickets. Tickets will be digital, i.e. on a cell phone, and will be scanned upon entry to the event. Ticket buyers can print the ticket themselves and bring for scanning too. We will offer a Point of Sale for tickets at the Eugene Office on specific dates and times, which are TBD and will be published as soon as finalized. This is in response to a lot of requests for a ticket outlet in Eugene. Afton tickets was the most competitive and they bring a wealth of digital technology that will enhance our data around admissions.

Tickets for 2024 will go on sale on Friday, March 15. Three-day tickets will be offered for the first two weeks. These will be limited; quantity not set yet. General Admission Early Bird tickets will go on sale on Monday, April 1 – June 15; these are reduced-price tickets. General Admission Regular Price tickets will go on sale on June 16 through the event.

The Spring Fling is set for Saturday, May 4, 2024.

Main Camp will open on Saturday, June 8, 2024.

The Teddy Bear Picnic is Sunday, August 18, 2024.

Site

The site has flooded, so we encourage boaters to use life jackets and to stay away from the Long Tom as the current is much stronger there.

Marketing

Fourth-quarter merchandise sales sold over \$6,000.

The 2024 poster is done and will be released at Spring Fling.

Treasurers' Report

(YouTube video: 0:12:04)

Hilary: This time of year, staff is closing out prior year, paying bills and reconciling, getting books ready to go to accountant. Wait for all bank statements to reconcile, but could be ready in February or March to send to accountant. This staff crew is fast. Local community newspaper was embezzled – shocking and tragic to community. This happens when there is lack of internal controls, oversight and checks and balances. It can happen at any organization, and it takes developing systems that would catch it and the will to act when you see something to avoid such situations. We have written policies, we have procedures, which have been updated since Kirsten came on board. We submitted updated review of expenditures to last accountant that we used to audit the SVOG grant, which was tested to ensure the controls were there. No organization should get complacent, but we have functional internal controls. We owe it to the public to keep the organization strong and have it operate the way we say it is. Well wishes to Eugene Weekly.

Kirsten said the Board sees only Profit and Loss statements that reconcile to the bank statements.

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.

Committee Best Practices met on October 4, 2023 and the notes are here:

https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/11/100423CBPWG_Minutes.pdf

Committee Best Practices met on November 1, 2023, and the notes are here:

https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/01/110123CBPWG_Minutes.pdf .

Committee Best Practices: Summary of the Committee Best Practices Working Group December meeting (minutes pending approval at the January 16 meeting). Eight members in attendance; two members absent; one Guest. The meeting started at 6 pm and went to just after 9 pm. November Meeting Minutes were approved. The Committee Best Practices guide was updated according to changes approved by the Board, found here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/12/bp-manual-12-18-2023.pdf>

There was a short discussion about committee annual reports. A discussion on the mission statement draft for the workgroup to become a committee. Continuing discussion on closed meetings and if there should be a survey of committees related to closed meetings. We are adding an agenda item about the meeting time going forward (6 pm or 6:30 pm). Meeting evaluation. Submitted by Dani Derrick, scribe for CBPWG

Elders Committee met on October 26 and the notes are here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/01/EldersCommMtg102623.pdf> .

Elders Committee: Summary of the Elders Committee Meeting held 11/30/23. All eight committee members were in attendance. Both Board liaisons were present. Sixteen others attended the meeting (includes scribe and facilitator). The October 2023 minutes were approved. Ten new vetted Elder applications were approved. Events update included report on the success of the Spirit Walk held Saturday 10/28/23. The upcoming Holiday party scheduled for Sat. 12/16/23 at Washington Park Community Center, 2 to 5 pm was also reviewed. There was a brief discussion about the role and rights of Board liaisons voting with committee members. Jon Steinhart provided an update on the wristband logistic for 2024. He recommended that Elders come up with a clear policy around wristbands, parking passes, and the “rules” for Elders around distribution. Are we “first come-first serve” when it comes to the limited number of vehicles stickers and companion passes or is there some other policy that overrides this? Ann Rogers volunteered to make a concerted effort to arrange an in-person option for the January committee meeting. There was no committee meeting in December. Rather, the Elders held their traditional holiday party on 12/16/23. Summary submitted by Carolyn Gsell, scribe.

Energy Park Committee met on November 19, 2023, and the notes are here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2023/12/ENERGY-PARK-MEETING-Nov-19-2023.pdf> .

Food Committee met on October 22, 2023, and the notes are here:

<https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/01/10.22.23-Food-Committee.pdf> .

Old Business

(YouTube video: 0:16:06)

Lisa moved and Paxton seconded to approve the appointment of Corey Cliffe and Rosana Costello to the Path Planning Committee

Lisa offered that both have been contributing to the committee for some time. Committee fully supports these appointments.

Paxton agrees with Lisa and said that Rosana has done great work mapping sections of Fair site in quadrants.

The motion passed: 10-0.

Kevin moved and Jon Steinhart seconded to approve the appointment of Kay Kintzley to the Elders Committee.

Kevin: Excited to have Kay back, who is of great value to the committee. She is ready to return to in-person meetings.

Paxton: She is a wonderful events coordinator and he really appreciates her work.

The motion passed: 10-0.

John Alexander moved and Paxton seconded (Sponsored by John Alexander, Anthony "AJ" Jackson, Sandra Bauer, George Braddock, Paxton Hoag, Kevin Levy, Sue Theolass, Jon Steinhart, Lisa Parker, Teresa Vaughn, Arna Shaw and Tom Horn) **to direct 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 but not limited to:**

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.

Member Input:

Heather: Will membership be able to provide input on this? This is a short timeline!

Board discussion:

Sandra: Meetings are open to the membership. What other votes are there besides annual?

Steven Berkson: These are questions to be discussed in Ad Hoc Committee meetings, but other votes include a recall, etc.

Sandra: Offered a friendly amendment to include "but not limited to" after "including."

AJ: Timeline is short for him as a sponsor. This will have a big effect, and since these issues are so important, we need to be diligent that membership understands the proposed changes. Proposes allowing for more time.

Sandra moved to amend the motion to include "but not limited to" after "including." Teresa seconded.

Stephen D.: Was author of the motion and thinks the amendment is fine but thinks the word "including" was non-limiting.

Motion passed 10-0.

AJ moved to change the reporting date to May, seconded by Sandra.

Paxton: Would prefer to have the report back by March so we can get results before the next election. The Board would probably have a normal Working Session on the subject after they report back anyway, so does not see a need to delay.

Stephen D: Opposes the amendment because items would not be voted on until August or September, which is too late for our next election. Hoping for Board work session on the third Monday in March.

Lisa: Echo what Paxton and Stephen D said and likes suggestion about reporting progress by regular March Board meeting. All the work might not be done by then, but they can report status and request a work session. Report progress in March?

Kirsten: New Business (motions) must be to her two weeks prior to the agenda being issued, so keep in mind. Report could be heard in March without issue but if there is something to be voted on, if it were New Business in April, it would become Old Business to be voted on in May.

Kevin: Shoot for April? Would like to hit the next election cycle.

AJ: This will directly affect the membership, so the more time they have to participate in this process is important. Understands people's agendas to get things done by next election, but that shouldn't supersede membership's right to know that their voting process may be changed by this, giving them chances for meaningful input. We should give membership a few months to participate in the conversations around this.

Jon Steinhart: Not in favor of the amendment and thinks March is a fine timeline. When motion comes as New Business, it will give membership an additional month to comment before it becomes Old Business and gets voted on. Going to request March work session once the Ad Hoc Committee is formed. That would allow for it to become New Business in April and then be voted on in May. Concerned that we randomly choose the voting age.

Stephen D.: It's not randomly chosen but needs to be decoupled from when people are required to get a wristband. We should not move items from New Business to Old Business at the same meeting except for time-sensitive matters, which this should not be considered. Having a Board work session in March (not officially requested yet) would give membership several committee meetings to attend in addition to a two-hour work session. Reject this amendment and use original timeline.

Lisa: Timeline is ambitious but if Ad Hoc Committee is organized and focused, they can come up with good recommendations by March. Timelines are unpredictable for projects like this; you can set a target, but things happen. Bylaws Article 10, section 2, states that any amendments to Bylaws pertaining to voting rights of the membership would have to be passed by majority of the membership, not just the Board.

Jon Steinhart and Lisa seconded to call the question.

AJ withdrew his motion and Sandra assented.

The motion as amended by Sandra passed: 9-1; AJ opposed.

(YouTube video: 0:52:52)

Lisa moved and Sue seconded to direct the Executive Director to undertake a ~~swift~~ **swift timely and comprehensive strategic planning process **that includes OCF community and expert input for the OCF's Emerald Ash Borer response** (Lisa Parker & Tom Horn)**

Lisa: EAB is Emerald Ash Borer. Many of us in this space appreciate the potential existential threat that it poses to our event. Attended the work session in November on the EAB. There was a presentation about a proposed template for a structured decision-making process. There are many affected parties and experts in land management, agriculture, forestry and ecosystems. We don't

have a plan yet and we need a process to develop the plan. The Board's role is to direct, so we need to direct the Executive Director to implement and coordinate this structured decision making process. Proposing a process, the outcome of which will hopefully be a plan and options for dealing with EAB. There might be a combination of strategies that we employ. Board will still retain the decision-making authority, but we need to give ED green light to start working on this process. Used word "rapid" in original motion, based on work session presentation. Word got switched to "swift" but main thing is structured decision-making process.

Member Input:

Jonathan Pincus: Sent an email to the Board to propose changes to the motion, outlining proposed changes that would make membership more comfortable with how we are governed. Ultimately what we choose as our options could dramatically change the nature of the OCF in worst-case scenario. Encourages the Board to make sure this is a Board-controlled process (even if implemented by ED) and that it's transparent for membership. Encourages changing word "swift" to "timely" and adding word "comprehensive" to the motion.

Sandra: Wonders about ability to ask clarifying questions to motioners. Steven Berkson suggested making a motion to clarify the intent of the motion rather than having a privileged back-and-forth conversation.

Jon Steinhart: Hopes Lisa can clarify what is intended for ED to do.

Lisa moved to strike word "swift" and insert "timely and comprehensive." Seconded by John Alexander.

Member Input:

Jonathan Pincus: Suggests the amendment clarify Board role in this process.

The motion passed: 10-0.

John Alexander: If you look at EAB work session, you will see some of the things the ED will work on. He has been asked to help her and plans to work with her on this, which connects to his conservation work. This motion gives flexibility to start a process and move forward.

John Alexander moved to add "that includes OCF community and expert input." Lisa seconded.

AJ: We are over-complicating and micro-managing. We can trust each other's work. We are getting in the weeds. We can trust our ED to work with membership and experts. This will come back to the Board before action is taken.

The motion passed: 7-3: George, AJ, and Jon Steinhart opposed.

Paxton: We need two plans, one for mitigating and one for when we encounter EABs on site.

Kirsten: Plans to inform the OCF community and include experts on a task force and will publish everything on .net website. Will work on a structured strategic planning process with John Alexander and a professional who facilitates such projects.

The motion passed as amended: 10-0.

New Business

(YouTube video: 1:22:10)

The Board approves the following 2024 Guideline policy changes (Kevin Levy & Paxton Hoag). <https://oregoncountryfair.net/2024-guideline-proposals/>

Paxton: These are reviewed every year and will be published in FFN. Recommends people look at the changes on the .net site. There are 20 pages. They will be voted on at February BoD meeting. We can discuss individual guidelines as needed. They usually pass as a package. About half are operational and half are recommended through regular Guideline process. Read them over and let your favorite Board member know if you have concerns, so they can talk about them at the February meeting. Operational ones won't be voted on but are there to be viewed.

Steven Berkson said Board members will vote on the packet but Board members can separate out certain items that need individual attention.

OCF Data Privacy Policy (Jon Steinhart & Arna Shaw)

Jon Steinhart: There is a Board motion to replace the old data privacy policy with a new one. Please review on the website, <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2024/01/1.8.24-Board-Motions.pdf> . Kirsten covered most of the rationale, but one of the main reasons we are doing this is because now that we will take money online, we are increasing logins to the website significantly (from hundreds to 10,000 to 20,000). There is a summary of key points in the motions doc.

Meeting Evaluation

(YouTube video: 1:29:42)

Last round for the good of the peach

Hilary: Steven B. has brought a strength of consistency and familiarity of Roberts's Rules. Feels like it is difficult to distinguish process vs. content. Felt like Steven was driving content a bit too much, suggesting motions, which she has never seen before. Be careful not to lead the Board quite so much. Doesn't want to discourage but hopes he can digest this. He brings a lot of good to our meetings.

Steven B: Wants to avoid nonbinding discussions that devolve.

John Alexander: Thanks for keeping us focused. Maybe we should structure the agenda a little more to make space for ED to speak on certain items on agenda as we get ready for member input. We need time to hear and respond to members.

Lawrence Taylor: Friendly amendment was offered but longstanding (successful) procedure was not followed. Consider utility of that procedure that has allowed movants to develop their motions in real time with collaboration of fellow Board members.

Steven B: There are issues about the procedure and whether it is fair. He doesn't want to have privileged conversations, to allow for more voices to be heard. Believes it takes around the same amount of time, but it allows more people to speak.

Stephen D.: Questions have come up about meeting process and agenda. We do have a Board Rules Committee that is addressing things like this. They are trying to nail down a monthly meeting time currently. That would be a good place to have input on how meetings are structured.

Upcoming Board Meeting: 2024 Budget. Monday, January 29, 2024, 7 pm via Zoom.

Next Board Meeting: Monday, February 5, 2024, 7 pm via Zoom

President's Peace

(YouTube video: 1:37:55)

AJ: "Good, better best; never let it rest until the good get better and the better get best." We are a work in progress. Eugene has a lot of organizations struggling to stay alive, including Eugene Weekly. Encourages you to lend support to Eugene Weekly, which affects OCF and Lane County. The Editors there deserve our support.