

## Board of Directors Meeting

October 6, 2025, 7 pm

*(Subject to approval by the Board at the November 2025 Board meeting)*

Zoom remote online and live streamed on YouTube

**YouTube recording link:** <https://youtu.be/i79NAWdHrzM>

**Board Directors present:** John Alexander, Anthony “AJ” Jackson (President), Sandra Bauer, George Braddock, Paxton Hoag, Kevin Levy, Arna Shaw (Vice President), Jon Steinhart, John Govsky, John Davis and Teresa Vaughn. Other Board officers present: Jeffrey Rames (Membership Secretary) and Anna DiBenedetto (Recording Secretary). Staff present: Kirsten Bolton (Executive Director), Alex Zabala (Office Manager), and Steven Berkson (Facilitator).

### Announcements

Jeffrey: Ballots have been sent out, both email and paper; they were sent on September 24. They are working on undeliverable ballots; the Post Office returned some and some emails bounced back. ElectionBuddy is working exactly as expected. Emailed ballots should go to your inbox. It is possible that they could slip into a spam folder, but we are not seeing much of that. It says “Vote Now: Oregon Country Fair - 2025 Annual Election” in the subject line. On October 8, a reminder will go out to everybody who has not yet voted. We are probably going to do another reminder on October 16. The subject will say “Reminder: Oregon Country Fair - 2025 Annual Election.” If anybody hasn’t received a ballot or cannot find it, please get ahold of the Elections Committee at [elections@oregoncountryfair.org](mailto:elections@oregoncountryfair.org). They are also responding the same day to all contacts, including phone calls to the office. On October 11, at the Annual meeting, there will be a box to drop off paper ballots. The Elections Committee will be at the Eugene office that day from 4 to 5:30 pm to handle any election issues. October 18 is the last day to vote, by 8 pm. ElectionBuddy will close at 8 pm. On October 19, they will count ballots at the Eugene office. Volunteers will be needed if anybody wants to join. If interested, send an email. The Treasurer and Membership Secretary will be certifying and posting results on the afternoon of October 19.

Arna: Thank you, Jeffrey and the Elections Committee for the amazing work they are doing getting elections online this year. It seems like it’s going well. This is her last Board meeting as a Director. Her term is up and she is not running for re-election. Thanks to the membership for the opportunity to serve on the Board. She will find new ways to serve the Fair, as she has for more than 50 years.

Jon Steinhart: As we reach the home stretch, he once again wanted to thank everybody who helped with our first hybrid election; John Govsky for doing the initial research, Jeffrey for implementing it and for his work on our membership database, and Heidi, Jen-Lin, and Merrill for both helping him with that and handling the election mechanics. Voting was a simple and easy experience. At the September Board meeting, Jon thanked our new Membership Secretary and the volunteers who assisted him with getting our membership data ready for the election. After he spoke, a member spoke and implied that it was the other way around and that Jon’s thanks was somehow disrespectful to those three members who are also volunteers on our Elections Committee. He can understand that someone who is not volunteering to help might not

be aware how much new ground our Membership Secretary has broken this year, but that doesn't excuse the smarmy divisiveness and promulgation of misinformation. He doesn't think that's good for our organization, no matter how smoothly spoken.

Sue Theolass: The Food Committee just had their annual retreat and a Town Hall. They are making a call-out for new food booths. The application will be on the .net site October 15 to November 15. There will be at least two spaces to fill. Please tell folks who might be interested. The committee has a lot of work to do over the next couple of years. If you are interested in joining the Food Committee, they are seeking a few new members. If interested, please attend a few work sessions. Look on the .net site for Food Committee Work Session on the calendar to find their meetings. Email us for a link at [ocf.food@gmail.com](mailto:ocf.food@gmail.com) at least an hour before the meetings. Durables is having a work party at the Winery on Sunday, October 26, from 11 am to 3 pm. You don't have to RSVP, but it helps because they will have drinks and snacks. RSVP at [Durables@oregoncountryfair.org](mailto:Durables@oregoncountryfair.org). At the food retreat, they spent time with Tom Barr, where they expressed deep appreciation for his years of service on the Food Committee. He will be missed.

AJ: In September, the Board had a closed Work Session with the EDIB Work Group to try to get on the same page about their progress. They also had a closed session training with Cliff Jones, which was the third of a three-part series. They hope to work with him more in the future.

John Govsky: Thanks, Arna, for dealing with a lot over the years. Thank you for your service. Less than a year ago, he was told that there was no way in hell that we could do an online election. Thank you, Jeffrey and the Elections Committee, for their hard work. The Elections are working so well!

Amy Hand: Path Planning is looking for new members. A call-out will go in the next FFN. They look forward to seeing you at upcoming meetings.

Shelly: A celebration of life for Chris Fitz will be on November 1 near the Fair site. She is not on social media, but people can reach out for details to Auntie M or Shelly. The biggest protest in the history of this country will be held nationwide and possibly international on October 18. Please participate in No Kings Day.

### **Minutes Review**

*(YouTube video: 0:16:00)*

**The Board approved the minutes of the August 18, 2025, Board Listening Session and the September 8, 2025, Board meeting by unanimous consent.**

### **Agenda Review**

Teresa: What Shelly said is appreciated; at a time when our country feels so divided, this work of Equity, Diversity Inclusion and Belonging feels more vital than ever. The Board has already postponed this vote several times in order to give thoughtful consideration to the work. We have now set aside time during the Board retreat at the end of October to review the updated report and discuss next steps. They don't want to lose momentum but they feel like taking this time to move forward with clarity and shared purpose is needed.

**Teresa moved and Sandra seconded to withdraw the motion to extend the EDIB Work Group for one year.**

John Alexander: This should go to a vote after discussion. He is confident that this can be taken to the retreat and a path forward can be discussed. His concern about not voting on this simple motion is that it leaves the community and the EDIB Committee in a space of uncertainty. He would consider voting on it, maybe with an amendment, to secure the Committee's position for another year. At the retreat, they could discuss whether they bring in new members, what they focus on, what their schedule is, etc.

Steven: This motion is to withdraw the motion completely, so another motion would have to go through the New Business to Old Business process.

**Member Input:**

Coyote Connelly: The progress report is the work of only one individual, and it was not collaborative and representative of the whole group.

Laily Kins: It might be a good idea to keep it on the agenda to provide the people in the group knowledge that they can continue their work.

**Board Discussion:**

Teresa: She believes that this is not to disband the group, but to spend time at the Board retreat discussing it, and they would just be on hiatus.

Arna: She is uncomfortable withdrawing the motion. The EDIB group is in favor of the one-year extension. Coyote provided context for what is happening in terms of the Board reading the report at the retreat. All views from the EDIB group have not been properly conveyed to the Board in the report.

AJ: The Board needs to have this discussion at the Board retreat, for reasons just stated. If you listen to any of the online stuff, the Board has made some missteps with its engagement with this kind of work with committees. We need to avoid repeating the same pattern of mistakes. Let's get proactive if we see an issue. Let's withdraw this motion and take it to the Board retreat. We need to work collaboratively. I have been at every meeting, including our previous closed session. We learned some things and we need to take a lesson from our past.

Steven Berkson: If we withdraw this motion, the Work Group's mandate expires. The Board could restart it.

Jon Steinhart: He supports the motion to withdraw. One of the things we learned from this exercise is that we need to know what work they are going to do. Some of us thought it was going to be easy and clear what next steps would be. It will take some serious thought to try to get it right the next time around.

Kevin Levy: He supports the motion to withdraw and have the Board discuss further. Cliff Jones has taught us that this work takes time and it deserves time. We need to learn from past mistakes. Kevin is happy to see folks want to take time with this work, even if he might not be there for that discussion.

John Alexander: Thanks to Steven for helping us understand what happens if we withdraw this motion. This makes the Committee in limbo or out of time without this motion. We work for the Fair and the community, as do the committees work at the Board's behest.

**John Alexander moved and Arna seconded to postpone this agenda item to the next meeting.**

Member Input:

Coyote: Could the Work Group still meet?

Steven: They could meet as an association of equals, but not on behalf of the Fair.

Board discussion:

Arna: Postponing is better because if we withdraw, the Committee is defunct. This would give new Board members time to talk about it, even if they still disband them after the retreat. This group has worked really hard for nine months. We are here talking about disbanding them and that doesn't feel good. There needs to be more collaboration between the Board and the EDIB Work Group. We had an hour-long discussion with them, but it wasn't enough.

Steven: Did the Work Group have an end date? If it was nine months, in theory, they might be expired already.

Sandra: She will vote against postponing because part of the plan tonight was going to include substantial amendments. That requires going from New to Old Business process.

Jon Steinhart: He echoes Sandra. This would be the fourth time we would carry over Old Business. This seems like an abuse of our process. We are not voting to dissolve the Work Group. They are already dissolved by the language of the original motion. This should not surprise anyone. Will we have a new committee or an outside consultant? We need to do this cleanly and not extend it. We need to figure out next steps and come up with a new motion.

**Motion to change from withdrawal to postponement failed: 2-9; Sandra, George, Paxton, AJ, John Davis, Jon Steinhart, John Govsky, Teresa and Kevin opposed.**

**Jon Steinhart moved and AJ seconded to call the question.**

**The motion failed: 6-5; Sandra, Paxton, John Alexander, Teresa and Arna opposed.**

John Alexander: Thank you for allowing for discussion. If we call the question now, we shut down discussion on the original motion, which sometimes gets sidetracked by amendments. If we remove this motion, we are putting the Committee into a state of non-existence. That's not the right thing to do to them.

Jon Steinhart: The Work Group has already expired. What we do tonight won't change that, unless we vote to extend them.

AJ: In the announcements tonight, he announced that the Board had a meeting with the EDIB Work Group. They are aware of what we are doing. Some of the Board was not there, but this is not a surprise.

Kevin Levy: Let's try to look at this more positively. This is an opportunity for us to help the committee to do their work and give them a direction. Postponing still commits the Board to the same timeline. What if the Board says we want two, three or five years from them. Instead of keeping the guardrails, maybe we can open things up to work with them in the best way possible. We are not throwing the work in the trash after asking them to work for us for the last nine months.

Teresa: There was an insinuation that this vote was a disrespect to the current committee. She has deep respect for them; they have worked very hard on an incredibly complicated issue. Every member on the Board has deep respect for their efforts. There is nothing in this withdrawal other than a deep commitment to do the work of EDIB and a desire to do it right.

**The motion to withdraw the EDIB motion from the agenda passed: 9-2; Arna and John Alexander opposed.**

**The Board approved the October 6, 2025, agenda as amended by unanimous consent.**

### **Member Input**

*(YouTube video: 0:46:45)*

Lisa Parker: She is disappointed with the conduct of some of our elected Directors during this election cycle. The negative campaigning by sitting Board members goes against both the spirit and the intent of not only the organizational Code of Conduct, but also the Board's Code of Conduct. As a member, she finds this very distressing, especially at a time when we should be coming together. You are our elected leaders, and leadership is shown through example. If this kind of behavior is allowed to continue unchecked, then our Codes of Conduct are meaningless. She urged the Board to hold itself to the same standards of integrity and respect that it asks of everyone else. Let's use this moment to reaffirm the values that unite us as a community. We can do better, and she believes that we must, for the sake of our organization and its future. Accountability begins at the top, and it's up to this Board to show that the Code of Conduct truly matters.

Jonathan Pincus: He spoke to the Board at the last meeting about open and transparent governance. Most Fair members expect this of their Board, but we continue to hear at every meeting about something that used to be quite rare, matters being discussed at closed meetings that do not qualify under the three qualifying categories of exceptions to open meetings. He sees a lot of difficult challenges coming up, such as EAB and the current state of the nation. We need open and transparent governance to meet those challenges. We need everyone involved directly. He will be looking at each candidate regarding to their record and statements about open meetings and transparency.

Coyote Connelly: He expressed deep gratitude to Arna for being the liaison to the EDIB Work Group. She did it well. He is Michael Coyote Connelly. He is a Fair elder and a founding member of the EDIB Work Group. Please review what he brings to this group professionally and personally. For each of the interested Board members, look at his application and send him an email. It has been a disappointing, frustrating and sad time, despite entering the process with great hopes. Please reach out to find out more. A lot of bullshit happened and you need to know about it. He has felt disrespected from some of the Board members and the Board needs to hear both sides.

Lawrence Taylor: Hopefully folks who are paying attention, such as he has been over the years, recognize what is going on. He was paying attention during a lot of contentious elections, going back to the '80s, during the toughest moments, such as the Braddock/Parrot recall, the 1991 clean sweep recall and other fractious times. It's difficult for him to imagine an election cycle that

has been more personally vitriolic than what he has seen from sitting Directors. You have a Code of Conduct, which includes principles and values. It states that Board members shall adhere to the values of compassion and respect. We must treat each other and stakeholders with compassion, respect and kindness.

Steven: He spoke as a member, not facilitator. There were some conversations on Facebook and a dynamic that had an impact on how much collaboration took place and it created difficult feelings for some. Speak to all of the members, including those that have left the group, to use that information to figure out how collaborative a future group would be.

Heather Kent: She believes Steven was talking about EDIB group without naming them. She agrees and wants listeners to take to heart what Coyote said. From attending some of the EDIB meetings and corresponding extensively with Hall, you probably don't have a sense of what happened. She saw what happened as a travesty and terrible loss of opportunity. Hall was so excited to be part of the Equity, Diversity, Inclusion and Belonging group and she was essentially run out. It was an opportunity for collaboration that was lost. Questions were asked of the Board by the Work Group to get clarification about what their work was supposed to be. It is so disrespectful to let people work for nine months and then waste that community energy. In this case there is a 38-page report, but it is not collaborative.

Jon Steinhart: He is limited in what he can say based on Board confidentiality while others are not. The Board is considering all sides of the issue.

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

*(YouTube video: 1:00:22)*

Kirsten: **Administration:** The 2024 – 990, CT-12 and Financial Statements are done and in this month's Board packet. The Board of Directors election is October 18. Ballots, both electronic and paper, were sent on September 24 and are due at the Eugene office by 8 pm on October 18. Big thank you to Jeffrey Rames, Membership Secretary, the Elections Committee members, Heidi Doscher, Jen-Lin Hodgden and Merrill Levine. This was a big lift migrating all the member records to Sunshine. Their efforts have propelled OCF into the digital voting age. The Annual Membership Meeting is Saturday, October 11, at 6:30 pm at the Unitarian Universalist Church. We encourage members to watch on the YouTube livestream if they can't attend in-person. The Event Manager position posting is closed. We received quite a lot of resumes. Nine candidates will be interviewed over the next six weeks. The Financial Planning Committee and Budget Committee met on October 1 to approve revenue projections for 2026. The Budget Committee begins the expense recommendation starting October 15.

**Event Management:** The Guideline change form is now live on the .net site. The closing date will be November 15. The Board will vote on Guideline changes at the January Board meeting. All recommended Guideline changes will be posted in the December FFN. The 2025 crew debriefs are ongoing.

**Site:** The manufactured home installation at the winery is almost done. We need furniture donations for this house. It has three bedrooms and we are looking for mattresses, preferably twin, or foam pads. Also needed are: couch(es), chairs and a table. Please call the office if you have something you'd like to donate to see if we still need it. Meetings can begin once it is furnished.

Site staff meetings are focusing on documenting facility projects and maintenance. Major crew projects for 2026 are Main Camp Kitchen and the Water System.

**Marketing:** For commemorative sales, be sure to check out our merchandise site at [merch.oregoncountryfair.org](http://merch.oregoncountryfair.org). We ordered metal water bottles for your holiday gift giving. All of our posters are available for reprint. Fourth quarter direct donor campaign launched October 1. Please consider making a cash donation to OCF. We will provide you with a tax-deductible receipt for you to use for your 2025 taxes.

### **Treasurers' Report**

Kirsten: On Hilary's behalf, she wanted to say that the 2024 Financial Statements, 990 & CT-12 have been filed and accepted, both state and federal.

### **Committee and Working Group Reports**

*Committees should send their reports to Vanessa ([vanessa@oregoncountryfair.org](mailto:vanessa@oregoncountryfair.org)), to be posted on the .net site and included in the Board packet.*

**Craft Committee** met May 14, 2025, and the minutes are here: [https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/09/5\\_14\\_25-craft-committee-minutes.pdf](https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/09/5_14_25-craft-committee-minutes.pdf) .

**Energy Park Committee** met on June 8, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2025/09/Energy-Park-June-2025-Minutes.pdf>

**The minutes were adopted by unanimous consent.**

### **Old Business**

*(YouTube video: 1:05:00)*

WITHDRAWN Extend work time of the EDIB work group (Arna Shaw, Teresa Vaughn, AJ Jackson and John Alexander)

Appoint Cedra Hill to the Bill Wooten Endowment Committee (AJ Jackson, Sandra Bauer and Kevin Levy)

**Sandra moved and Jon Steinhart seconded to appoint Cedra Hill to the Bill Wooten Endowment Committee.**

Sandra: She comes highly recommended by the other members of the committee. They need new members that can grow into leading the committee. This is part of the transition plan.

Cedra Hill: It would be an honor to serve on the Bill Wooten Endowment Committee. She and her family have had a booth at the Fair her whole life and it has helped form the core of who she is. She was born and raised on the Alsea River in the rural area northwest of Fern Ridge. She shares the values of equity, access to the arts, high-quality education, cultural diversity and local community. She is happy to share her skills and experience with the committee to help work toward the goal of the Fair being a positive, contributing member of the local community. She just

got a master's degree and is starting a business to become a patient advocate. She is highly organized and can bring a lot of professional skills in addition to her values. Thank you for considering her.

Member Input:

Sue Theolass: As a member of the Bill Wooten Endowment Committee, they are very happy that Cedra wants to join.

Board Discussion:

Teresa: Thank you for your willingness. Everyone speaks so highly of Cedra.

AJ: He wanted to give gratitude for her stepping up at this level of the organization. This will be a labor of love, and he hopes it will bring out the best of everybody. He looks forward to working with her.

Kevin Levy: He has heard many good things about Cedra's work and he looks forward to working together.

Sandra: Philanthropy is hugely important to our organization, so Cedra is due our gratitude.

Jon Steinhart: He agrees with Sandra. Thank you, Cedra and you should have an easier time than Jeffrey coming into his position. She will have help.

**The motion passed: 10-0.** Arna had to leave at approximately 8 pm for health reasons.

## **New Business**

2025 Election Results and appoint Officers.

## **Meeting Evaluation**

*(YouTube video: 1:12:14)*

Last round for the good of the peach:

John Alexander: Thanks to members who gave input throughout the meeting. Congratulations Cedra. He appreciates that we were able to disagree on some things. We don't need to confuse disagreement as lacking collaboration. We can disagree in a civil way.

Coyote: He appreciates how Steven facilitates. This was a difficult meeting but Steven's style was very welcoming. To Lawrence, his last question about kindness was a strong cornerstone of our culture. We have forgotten a lot of our values. Board members, please email him to discuss. He has been doing the Fair since it was the Renaissance Faire in '74. It means a lot to him. The underlying spirit of the Fair needs to keep vibrating. Since we are not meeting in person, that is difficult for a person that looks at eye contact and body language. Having a Hollywood Squares event is hard for him, so he appreciates what Steven does. Take care everyone.

Jon Steinhart: Regarding transparency and closed sessions, the Board is allowed to meet in closed session on any topic, as long as they don't take a vote. There is an implication that they're being secretive, but really, it's about getting business done. It took 45 minutes to discuss whether to remove something from the agenda tonight. We cannot take that much time for every issue because we are volunteers with day jobs and other responsibilities. That is not our preferred way

to doing things, but if it requires a decision about something that is not about personnel or real estate, we decide it at open meetings. It was a great meeting other than that.

Paxton: Zak taught him the three-chip interaction that he thinks we might be missing. For every interaction: get the job done, treat each other with respect, and have fun. We need to think about that more.

Jonathan Pincus: The law allows Boards and other actors in our organization to do many things but that doesn't mean they are all things we want as a community.

Teresa: She agrees with what John Alexander said about thanking all our volunteers for showing up tonight and sharing their thoughts. Everyone in this meeting cares about the Oregon Country Fair. She feels that we are stressed as a culture. People were fairly respectful in sharing their disagreement.

Heather: She does not go for it when a contention is made that an executive session about the EDIB group is confidential. Are committees personnel? Make a policy about it. It seems made up and for convenience.

Lawrence Taylor: Commends the Board for meeting publicly even if it takes 45 minutes to take something off an agenda. Democracy might not be the most efficient mode of governance but ultimately, it's the most appropriate. We live in a time in which democratic principles are under attack. There is military in the street right here in Portland. We owe it to ourselves and our greater community, the human race, to exemplify the values we have. These Board meetings that end at 8:30 are pretty short compared to some other Board meetings. They don't require a lot of closed meetings to get them done. Thank you for doing it in public so we can all participate.

Coyote: Paxton talked about Zak. The order is important. He believes it should be: treat people well, then get the job done, then go have fun. When he did the mediation team and neighborhood response, he told them to treat people with respect and kindly, then go get the job done, then go have fun. That is a healthier way to do things. First make the connections, then get the job done.

Steven: The 45 minutes would have been used on the motion itself, so taking that long to decide if it should be withdrawn is not problematic. If brevity is important, people can think about how important their comments are and how wide-ranging. Maybe consider if repeating what someone else has said is necessary. This meeting went perfectly fine. If a subject is difficult, you can take a long time to decide if it should be considered.

**Annual Meeting: Saturday, October 11, 2025, 6:30 pm at the  
Unitarian Universalist Church in Eugene and live streamed on YouTube**

<https://youtu.be/HhOWeQBvnEM>

**Next Board Meeting: November 3, 7 pm via Zoom**

**President's Peace**

*(YouTube video: 1:23:34)*

AJ: He thanked membership for letting him be President. Membership attention and voices are important. He wants to appreciate each of the Board members that he has served with for the last year. This job does not have glory. Board members have spent a lot of time

serving this organization. Board volunteers take a lot of time to contribute to this organization, which is important and it's why you were elected. He wants the Board to leave tonight feeling good about the work they do and be welcoming to the next group that steps up. He wants to show gratitude and thank you for your work. Let's continue working together.