

Board of Directors Meeting

February 2, 2026, 7 pm

(Subject to approval by the Board at the March 2026 Board meeting)

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://youtu.be/H73iLjU1jHc>

Board Directors present: Anthony “AJ” Jackson (President), Lawrence Taylor, Zahra Indigo Ronlov, Sandra Bauer, Paxton Hoag, Kevin Levy, Trevor Ross (Vice President), Jon Steinhart, John Govsky, John Davis and Teresa Vaughn. Other Board officers present: Hilary Anthony (Treasurer), Jeffrey Rames (Membership Secretary) and Anna DiBenedetto (Recording Secretary). Staff present: Kirsten Bolton (Executive Director), Melissa Swan (Bookkeeper), Vanessa Roy (Marketing Manager), Kim Langolf (Event Manager), Alex Zabala (Office Manager), Sunny Arthurs (Assistant Event Manager) and Steven Berkson (Facilitator).

Announcements

Indigo: The Committee Best Practices Committee is looking for new members. Email if interested: bestpractices@oregoncountryfair.org. The next meeting is in March. Let’s have fun as we figure out how we can all meet better together.

AJ: Keep some perspective as we meet. Our world is really crazy right now, even dangerous for many folks. People are giving their time and sometimes their lives to a cause that is greater than we can even imagine. As we argue and debate, keep it in perspective.

John Alexander: On Saturday, February 21 at 2 pm there will be an Emerald Ash Borer Site Walk with EAB Task Force and the VegManEcs. They will review strategies that the EAB Task Force presented to the Board. Please come to EAB Task Force meeting on February 17 at 6:30 pm via Zoom.

Lawrence Taylor: It’s more important than ever that we adhere to our values and employ transparent and democratic processes in our own self-governance.

Minutes Review

(YouTube video: 0:05:13)

The Board approved the minutes of the January 5, 2026, meeting by unanimous consent.

Agenda Review

The Board approved the February 2, 2026, agenda by unanimous consent.

Member Input

Coyote Connelly: He is an OCF elder. After the murder of George Floyd, many community members protested white supremacy. Some of us reached out to the Executive Director, Wally Bomgaars, to request to use the Oregon Country Fair banner at protests. Permission was given, but

this didn't happen because it would have taken a lot of folks to carry the heavy banner, which they hadn't organized. Now Coyote is asking to resurrect that idea to show that the Fair stands with justice, freedom and safety of all humankind. OCF was created in 1969 at the height of anti-war protests. Many of the elders who co-created the Fair shared a vision of an end to war and violence. To come together in a unified manner is a reflection of the Fair's roots and commitment to social justice and equity. Walking our Talk. He is asking if the Board would support this idea and then logistics could be worked out so the community can see that Fair isn't just a party, but a vehicle for social change. Also, he isn't sure what the status of the EDIB (Equity, Diversity, Inclusion and Belonging) Work Group is. What are next steps?

John Alexander: He was a candidate for the Board in the last election. While the current Bylaws allow the Board to appoint a Director to a vacated seat with a simple majority, the Bylaws Committee has recently recommended a formal review of this specific policy. To ensure the Board acts as a steward of the membership's trust and maintains the principles of representative democracy, he recommended that this motion be declined or tabled until a consistent, transparent policy is established. There is inconsistency in voting thresholds. Most significant Board actions require a supermajority. The fact that a new Director, who holds equal power to elected peers, can be seated by a simple majority creates a representative gap and risks the appointment being seen as an act of political preference rather than membership will. There is no clear history or standard operating procedure for when a seat should be filled versus left vacant. For example, when Tom Horn resigned shortly after the last election, the seat was not offered to the runner-up who held more than 60 percent of the vote. Reversing that unspoken precedent now, for a candidate with less than 50 percent support, creates an appearance of inconsistency. There is a need for procedural neutrality. To remain beyond reproach, the criteria for filling a vacancy must be person-neutral. The decision of *how* and *when* to invoke this power should be decided before knowing who the beneficiary of the appointment would be. There are matters of accountability and conduct. The membership expressed concerns regarding the enforcement of the Board Code of Conduct. Specifically, there are unresolved discussions regarding accountability for negative campaigning and public libel by sitting Board members during the last election cycle. Moving forward with a discretionary appointment before addressing these conduct and accountability gaps may be perceived as contrary to our democratic process. To uphold the integrity of the OCF and ensure Board actions are beyond reproach, he strongly suggested that the Board decline the motion or table it.

Staff Report – Executive Director

(YouTube video: 0:13:25)

Kirsten: **Administration:** Budget Meeting Dates: Capital Improvements on Wednesday, February 4, at 6:30 pm and Wednesday, February 11, at 6:30 pm. The Board votes on Capital Improvements on Monday, March 3. Coordinator Budget Sheets were sent to all Coordinators. Please reach out if you haven't gotten yours.

Event Management: The 2026 Spring Fling is scheduled for Saturday, May 2, at the WOW Hall. The 2026 Culture Jam is tentatively scheduled for Thursday, July 28 through Thursday,

August 4. The 2026 Teddy Bear Picnic is scheduled for Sunday, August 16. The date to submit size requests for staff t-shirts runs from January 15 through February 15.

Marketing: The 2026 Guidelines will have 2,000 printed for general guidelines, 1,000 printed for booths and 2,500 printed maps. The map will be separate and available at QM and at Sticker Booth during the event. Sent to graphic designer February 1. Send to printer and post on the .net site March 1. Craft applications are open January 5 to March 1. Coordinator Teen requests for Crew opens in March. Teen requests to be on a crew open April 1 to May 15. Entertainment Applications are open until February 15, 2026.

2026 Contracts: For LTD, the annual posting for service is currently running. We have a potential bidder. We should know by mid-February if LTD can provide our bus service. The Whitebird Rock Medicine contract is signed. For Afton Tickets, tickets went on sale February 6 (moved up from February 16). They will change to full price tickets on June 16. The Cascade Ice contract is signed and 120 tons of ice were ordered. Verizon reached out for confirmation of COW install in 2026. T-Mobile reached out for confirmation of COW install in 2026. AT&T no longer provides a COW. The Life's Best In Tents contract (for shade) is signed.

2026 Permits: We have renewed our Special Use Permit in January. The following are being prepped: Lane County Camping Permits: Far Side, Zenn Acres, Alice's, Marshall's, Dahinda's Acres.

Lane County Outdoor Assembly Permits: ODOT right of way permit, Lane County right of way, Dance Pavilion building permit, Chela Mela building permit, and one last building in Xavanadu (X30).

Treasurers' Report

(YouTube video: 0:17:54)

Hilary: Next month we'll talk more about the financial overview in relation to Capital Projects. Internal Controls continues to be a big topic. The IRS has many internal controls that they consider best practices, including conflict of interest and whistleblower policies. Our conflict-of-interest policy is contained in the Personnel Manual and in the Bylaws. What the IRS is looking for is that individuals who have power of decision making don't benefit themselves personally. A lot of people at Fair think of conflict of interest very differently than the federal financial conflicts of interest, and more have to do with fairness, dual roles, and cronyism type of things. Fair Cares says we use the Federal Whistleblowers Protection Act, which has very limited application. What we need to worry about regarding whistleblowers is employees (legal) and volunteers, via the Guidelines. A BUM is looking into this. We need to be aware of the lines of authority and the protections we offer people.

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 8, 2025 and the minutes are [here](#).

Craft Committee met on November 12, 2025 and the minutes are [here](#).

Elders Committee met on October 23, 2025 and the minutes are [here](#).

Elders Committee met on November 20, 2025 and the minutes are [here](#).

Food Committee held a Closed Work Session on January 20, 2026.

Member Input:

Jonathan Pincus asked about Fixed Assets Committee minutes. Kirsten and Sandra explained that they will be posted in May or June after the season of meetings is complete.

The Board approved the Committee and Work Group minutes by unanimous consent.

Old Business

(YouTube video: 0:25:10)

Appoint Ryley Jones and Margot Casson to the Fixed Assets Committee (Sandra Bauer, Kevin Levy and AJ Jackson)

Kevin moved and AJ seconded to appoint Ryley Jones and Margot Casson to the Fixed Assets Committee.

Kevin: Margo and Ryley submitted letters of intent last year. Margo works in IT in Eugene and negotiates and manages contracts, so she is a wonderful candidate. Ryley works on project management in Tech manufacturing in Lebanon. The Kitchen project is coming up, so we are happy to have them as part of the Committee to collaborate.

The motion passed: 11-0.

(YouTube 0:35:38)

All expenditures by Board appointed Committees, Work Groups, and Task Forces must be approved by the Board of Directors (Jon Steinhart, Kevin Levy, John Davis and Sandra Bauer)

Jon Steinhart moved and John Davis seconded to make all expenditures by Board-appointed Committees, Work Groups, and Task Forces must be approved by the Board of Directors.

Jon Steinhart: The Board is legally on the hook for expenditures that are not coming to the Board to review. A few years ago, a committee spent money in a way that violated conflicts of interest. This simple motion would close the loopholes that allowed that.

Member Input:

John Alexander: He encouraged the Board to allow autonomy to the Executive Director. They are spending within the Board-approved budgets. If the ED approves spending within the Budget, that is her purview. This would be an important precedent and seems like overreach.

Ann Bennet Rogers: She agreed with John Alexander.

Board Discussion:

Jon Steinhart: This motion won't affect management team's ability to spend allocated money.

Paxton: This may not be necessary. Two of the committees are donation committees and they have a charter to collect and spend money. I am happy with ED managing them. What happened in the past was a Board expenditure. It wasn't great, but it was not mishandled to the degree that Jon mentioned.

Indigo: If you want a process for committees submitting budgets, we need to propose such a process. Do committees have to come to the Board to spend every dollar? Would the budget be due at the same time as the Board budget? None of this is in motion, so this doesn't seem necessary now.

Lawrence Taylor: Broad general solutions to specific problems, hard cases make bad law. When we talk about money, we generally hear from our Treasurer. We haven't heard from Hilary about this.

Jon Steinhart: In particular, this applies to two committees, Jill Heiman and Endowment, they get to spend money and never come to the Board and answer questions, such as whether there are any conflicts of interest. We are legally liable for that, and he would like the Board to get to review.

Hilary: Few committees have spending authority. Maybe we should have a conflict-of-interest policy that we ask the committees to adhere to. She understands why Jon Steinhart is proposing this.

Sandra: This is good governance and us doing our due diligence. There have been some problems in the past and this is a safety valve. This is part of our fiduciary responsibly.

Paxton: Hilary's explanation probably convinced him to vote for it, but it still may not be necessary.

John Davis: He agreed with Sandra. This is good practice and due diligence on how we spend money.

Teresa: She is puzzled by what the process would be, even though she supports the idea of our fiduciary oversight. She thinks we need to do something but not sure what.

Indigo: She suggested that the makers of the motion table it and come up with a process and come back with that for consideration.

Jon Steinhart moved and Lawrence seconded to table this motion until the March Board meeting.

The motion to postpone passed: 11-0.

(YouTube video 0:52:06)

Unless otherwise specified in a motion, all appointments to Board Committees, Work Groups, and Task Forces are for renewable terms of three years. The terms for appointments predating this motion end at their next three-year anniversary of their appointment or two years from now, if the appointment date is unknown (Jon Steinhart, Kevin Levy, John Davis and Sandra Bauer)

Jon Steinhart moved and John Davis seconded to specify that unless otherwise specified in a motion, all appointments to Board Committees, Work Groups, and Task Forces are for renewable terms of three years. The terms for appointments predating this motion end at their

next three-year anniversary of their appointment or two years from now, if the appointment date is unknown.

Jon Steinhart: The purpose of this motion is to make it easier for the Board to manage its committees. Our super majority makes it almost impossible to stop something that is started at Fair. For example, in his opinion, the Diversity Committee became a real liability to the Fair, but it was very hard to end it. As an alternative, the Equity Diversity Inclusion and Belonging Task Force was created with an end date, which stopped when we needed it to. We are about to take next steps there. This makes it easier to change committees if the Board thinks that is needed. You don't have to be on a committee to participate. He attends a lot of committee meetings that he is not a voting member of, but he is treated with respect. He has heard people say that they won't volunteer without a lifetime appointment, but he has also heard that some folks won't volunteer because of existing sitting lifetime committee members. Lifetime appointments are not the norm for nonprofits. In coming up with this motion, he talked to dozens of folks involved with other nonprofits and a nonprofit attorney, and only one other organization with lifetime appointments was known, and it's quite dysfunctional. OCF is different, yes, but we're held to the same standards as other organizations. We don't invent our own accounting system, for example. This doesn't touch operational committees. Path Planning is not a Board Committee, so this motion won't affect them. Craft Committee wouldn't be affected either.

AJ: This motion does not mean that we would fire committee members. This is a chance to give an opportunity to new voices as well as honor old voices. This is standard procedure.

Member Input:

John Alexander: He offered a friendly suggestion to specify calendar years to reduce housekeeping. If the Board doesn't agree with the meaning of the motion, that is problematic.

Jonathan Pincus: Our longest standing committee member was Dennis Todd, without whose work we might not be operating right now. All committees deserve a chance to tell the Board how this might affect them before a vote is taken.

Sue Theolass: Committees should have been contacted about this. All of the committees she has been involved with have had good turnover, which is beneficial. Older members blend with newer ones.

Steven Berkson: Speaking as a member, this is not about term limits. A person who has a three-year term could be re-appointed. The norm is to have terms of service. There is a psychological aspect to signing up for a lifetime commitment, which doesn't feel good if the only way out is to quit. This is a very good process. Executing it will be the hardest part.

Aaron Kenton: She likes the idea of the motion. This is an opportunity for housekeeping. It could be as easy as renewing folks in a single annual Board meeting. Three years can go by really quickly. Thank you for all you do!

Ann Bennet Rogers: She has heard Board members say that they spend a ton of time on Board work. She doesn't understand why they want to create more work. She thinks it's important to have continuity. She is on Path Planning and Elders Committee, and she is also a member of LUMP. This could make long-time planning difficult. You can find arguments for and against term limits. Various Boards have grappled with this over the decades.

Aaron Kenton: Maybe the word term should be removed, and we could say “period” instead so it’s not so scary to people.

(YouTube 1:07:10)

Board Discussion:

Indigo: OCF is not like any other nonprofit on the planet, so just because it’s standard operating procedure elsewhere, doesn’t mean we need to adopt it. If we’re talking about “best practices,” this should have gone to Committee Best Practices Committee (CBPC). Who will do all the housekeeping? Will committees track themselves? Will it be someone on the Board? Maybe there are other ways we could eliminate stagnation than this motion.

John Govsky: He suggested a postponement. In principle, he supports the idea, but a change like this deserves more time and discussion. Committees should be able to talk about this. This is not about term-limits. It’s not standard to do lifetime appointments.

AJ moved and Sandra seconded to postpone until the March meeting.

Paxton moved and Indigo seconded to send this motion to Committee Best Practices Committee.

Member Input:

Aaron Kenton: This would replace the motion to postpone.

Jonathan Pincus: It’s important that there is a formal discussion at CBPC. He also suggested that all committees be notified.

Ann Bennet Rogers: She supports sending this to all the committees that this will affect.

Board Discussion:

Lawrence: He wants to see numbers of turnover and stagnation and wants the committees to be able to discuss how it could affect them.

AJ moved and John Govsky seconded a friendly amendment to request that the CBPC come back with a motion at the April Board meeting.

Aaron Kenton: That is a reasonable requirement, so it doesn’t drag on.

Heather Kent: April might not be enough time.

Jonathan Pincus: Please allow until May because they won’t meet in February.

Board Discussion:

AJ: The Board can do work like this, and we don’t need everything we do to go to committee.

Sandra: She doesn’t support sending this to CBPC. They are badly in need of new members. This is pretty straightforward issue. We don’t have to run everything through committees.

Lawrence: May would be reasonable. He will be volunteering to be a member of the CBPC.

Indigo: This is not something we need to rush. She won’t support April, but she could support May.

John Davis: The health of the Fair is important, so we need a deadline. April is good.

Trevor Ross: A deadline is necessary but this is not a rush.

Paxton: He would accept a friendly amendment to move it to May. CBPC is the best place for this to be considered, even though it may not be necessary.

Teresa: She thinks April would be fine. People meet deadlines.

John Govsky: May would be more reasonable. Let's not ram it through so all committees have time to discuss.

AJ: Giving until April or May is not "ramming" something through.

Kevin: CBPC would come back with a proposal, not a firm motion.

**John Davis moved and Jon Steinhart seconded to call the question.
The motion passed: 8-3; Paxon, Lawrence and Indigo opposed.**

(YouTube video: 1:33:22)

The motion to add an April deadline for a CBPC proposal to the Board failed: 5-6; Paxton, John Govsky, Teresa, Lawrence, Kevin and Indigo opposed.

Jon Steinhart: He opposes sending this to CBPC because this motion is for the Board, not committees. He would be happy to postpone it alternatively.

Teresa moved and John Govsky seconded to ask CBPC to give the Board a motion for the May meeting.

Member Input:

Ann Bennet Rogers: She supported the May deadline. This gives committees enough time to discuss, as long as they are notified as soon as possible.

Board Discussion:

Lawrence: This is a kinder approach.

Indigo: Does the Board want a motion or is it research?

Steven Berkson: When any committee sends a motion to the Board, it is a proposal.

John Govsky: Taking more time is reasonable to debate this and have feedback flow back up to the Board.

**Teresa moved and John Govsky seconded to call the question.
The motion passed: 11-0.**

The motion to add May to the motion passed: 11-0.

Member Input regarding referring the motion to CBPC and asking them to return a motion for the May meeting.

Ann: She supported the May deadline.

Amy Hand: Thanks for listening to volunteers when they asked for a May deadline.

Board Discussion:

Paxton: Committees don't make motions, they make recommendations. "Proposed motion" friendly amendment accepted by Paxton and Indigo.

Teresa: It's beautiful to have so many people wanting to serve and volunteer and stay on committees forever. She supports the motion.

John Davis: He likes what Teresa said but he agrees with Jon Steinhart and thinks the Board should work on this instead of CBPC.

Lawrence: In Article 7 section 5, it says that we can delegate work to committees when it is "necessary, proper or convenient." CBPC could help us gather the historical data and come up with a proposal. He strongly supports the committee referral motion.

Lawrence moved and Indigo seconded to extend the meeting to 9:15, if necessary.

Motion passed: 9-2; Sandra and John Davis opposed.

AJ: He agrees with John Davis. This is Board work, but he also understands the committees wanting a say in this decision. Please avoid us versus them language. The Board is comprised of volunteers also, who have been elected to make decisions.

Teresa: She supports getting as much feedback as possible and sending it to CBPC. She hopes they look at how we can encourage new committee participation while honoring the many years of work others have given and find a balance of both.

Indigo: All Board committee work is Board work. She is grateful to all the committees that do so much for us. People get frustrated in committees sometimes because there is contention. Even if our motion returns the same after CBPC processes it, this would be a good exercise to get feedback.

John Govsky: CBPC is down to only two or three people. Bless those that remain! We need feedback from other committees too. We need to respect our committees. We could rely on them more. They allow us to do a lot more work than we could do at our Board meetings.

Jon Steinhart moved and John Davis seconded to call the question.

Motion passed: 11-0.

Motion to send the motion to Committee Best Practices Committee and have them give the Board a proposed motion for the May Board meeting passed: 9-2; John Davis and Jon Steinhart opposed.

New Business

(YouTube video: 2:08:24)

Appoint Felicia Kirsch to the OCF Board seat vacated by George Braddock (Sandra Bauer, Anthony Jackson, Kevin Levy, Jon Steinhart, Teresa Vaughn, John Davis, Trevor Ross, John Govsky)

- 4 Vacancies. Whenever the number of Directors shall for any reason be less than the number authorized, the vacancies may be filled by the affirmative vote of a majority of the remaining Directors. The Board is authorized to fill the vacancy even if the number of remaining Directors is less than the number necessary for a quorum under other provisions of these Bylaws. Vacancies shall be filled at a meeting where prior notice of the matter has been given in the agenda. The term of office of any Director appointed under this section shall be until the next Annual Election, at which time the seat shall be filled by a vote of the membership.

Approve 2026 Capital Improvement Projects (AJ Jackson, Sandra Bauer and Jon Steinhart)

Next Board Meeting will be March 2, 2026, at 7 pm via Zoom