

Board of Directors Meeting

April 6, 2026, 7 pm

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

Zoom remote online and live streamed on YouTube

YouTube recording link: <https://www.youtube.com/live/B-p2FQjE1QY?si=YkdU4K1wK2uoda1y>

Board Directors present: Anthony “AJ” Jackson (President), Lawrence “LT” Taylor, Felicia Kirsch, 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: Anna DiBenedetto (Recording Secretary). Staff present: Kirsten Bolton (Executive Director), Melissa Swan (Bookkeeper), Vanessa Roy (Marketing Manager), Kim Langolf (Event Manager), Mark Malaska, (Senior Event Manager) and Steven Berkson (Facilitator).

Announcements

Indigo: Committee Best Practices Committee has been meeting to create a report in response to the motion about reinstating committee members every three years. On April 7, a form will be sent to all committee members to collect information. They are inviting committee members to attend a work session with them to discuss it. Please look for the form and then join them on April 16 from 6:15 to 8:15 pm.

Minutes Review

The Board approved the minutes of the March 2, 2026, Board meeting and the March 9, 2026, Bylaws and Membership Work Session by unanimous consent.

Agenda Review

Jon S. moved and AJ seconded to withdraw the committee fiduciary motion.

Jon S.: It got complicated. They wanted to deal with conflict-of-interest stuff but then they discovered that the two donation committees don't even have Board missions. Teresa will bring something to the next meeting.

Motion to withdraw passed by unanimous consent.

Sandra moved and Jon S. seconded to move the Juneteenth celebration sponsorship motion from New Business to Old Business.

Jon S.: This is a case where moving from New to Old is appropriate because time is critical. That comment applies to the next one, too.

AJ: If folks can attend the event, it is very educational and community-focused annual event. Please support it.

Motion passed by unanimous consent.

Sandra moved and AJ seconded to move the Bylaws motion from New Business to Old Business.

LT: He doesn't think the 28 changes are necessarily urgent, but he won't oppose it, to keep the matter moving forward.

Motion passed by unanimous consent.

The Board approved the April 6, 2026, agenda as amended by unanimous consent.

Member Input

(YouTube video: 0:10:32)

Jen-Lin: Thanks to Steven for his exemplary facilitation at last month's challenging meeting and not allowing commentary that meets our protocol to be squelched. As a member of the Elections Committee and a former Recording Secretary for 10 years, she is dismayed at the loss of the Membership Secretary, Jeffrey Rames, who felt the need to resign. She found Jeff to be committed to the integrity of the elections process and dedicated to inclusivity. During his short term as Membership Secretary, Jeff put in more than 1,000 hours implementing the Board's mandate of hybrid voting. He was committed to doing the job well, serving Fair membership. He was respectful, delightful and kind. His resignation leaves a huge void. She is struggling with her commitment to Fair membership and how long she will stay on the Elections Committee, but she will stay on for the moment. She is troubled that we have lost two Membership Secretaries in two years. She questions and hopes others will also consider why these ethical, hard-working officers felt the need to step away from this position. She encourages membership to watch Board meetings and observe interactions. She hopes that speaking her truth will not be seen as an attack on anyone.

Jon S.: Robert DeSpain ended the June 17, 1982, Board meeting with the statement: "The Oregon Country Fair should not be the perpetrators of damage due to rumors and untruth." I agree with that. That's why I feel obligated to comment on some of what I observed at our last Board meeting. It's important to me that the Oregon Country Fair doesn't fall prey to the same sort of behavior that's destroying the outside world. We heard a letter read from a former Board member saying that the Board decided not to appoint a replacement when Tom Horn resigned. That's not true. I was on the Board at that time. We never even discussed it, much less made a decision. We heard a former officer state that "No Board over the last 30 years or so did this because they respected the membership's right to choose their own Board." I'm guessing that this is a personal opinion stated as if it's a fact, as I'm unaware of any Board ever taking this position. It seems cherry-picked since the Board did an appointment 31 years ago. Another former Board member said that there was a "lack of precedent for this use of the Bylaws" which again is completely false; Boards have done this several times before. A current Board member said that "we have not done interim replacements," which is not only false, but this Board member voted for them twice. Another current Board member stated that "the precedent is not merely the absence of appointment in one instance but in any instance," "this utterly unprecedented move," and that it's "inappropriate to simply establish a new practice at this point," which seems disingenuous as it's not a new practice. These are impressive sounding falsehoods that ignore the actual precedents. Our Boards have done this several times before. I could go on about the

gaslighting and unnecessary politicalization, but I assume you saw it, too. The volume of dishonesty on display makes me worried that we've lost our way. As a Director, I have an obligation to make decisions based on arguments with merit, not on lies. I also disagree with the characterization of factions on the Board. The majority of the Board collaborates and works together. The way to have influence is to work with others. There's no controlling majority, just a majority that works together. In my opinion, working together beats polarization and divisiveness. I believe that that's the best way to serve the membership. Let's honor Robert's words.

John Alexander: Regarding transparency and the use of private forums for policy deliberation, I want to address concerns regarding the Board's use of your private Google Group for substantive policy debate. Currently, the Board maintains an agreement that all communications on this forum remain confidential. While using a digital group to organize logistics or share informational updates is efficient, using it to debate policy or make foundational decisions away from the membership creates a transparency gap. Under standard governance best practices, debates should be held in an open forum — unless they involve sensitive matters such as legal counsel, real estate, or personnel issues. This concern became particularly evident during last month's meeting. During the discussion on the motion to fill the vacated Board seat, it was disclosed that "considerable debate" had already occurred within the private Google Group. Given the level of public dissent regarding this motion, it is troubling that the substantive portion of the deliberation happened behind closed doors. Most concerning is that this private debate apparently contributed to the resignation of our Membership Secretary, a significant loss to our volunteer leadership that occurred without the membership understanding the context or the "why" behind it. In the interest of restoring trust and ensuring transparency, I am formally asking the Board to take the following two steps: Transparency of Record: I ask that the Board waive confidentiality and make public the email threads specifically regarding the motion to appoint the new Board member, so the membership can understand the process that led to that decision. Policy Reform: I ask the Board to formally review the status of the Google Group. I recommend either opening the group to membership "read-only" access or, at minimum, removing the blanket confidentiality classification to ensure that policy debates happen in the light of day. Governance is most effective when it is accountable. I look forward to your response on how we can move toward a more transparent communication models. Thank you for your time and your service.

LT: Please cite when the Board has ever appointed a Director. We didn't have a meeting evaluation last month. There were many things that could have been said. To John Alexander's point, when he was reviewing old minutes to see how the Board has shifted from 2018 to now, he ran across a meeting from November 2021. In the meeting evaluation section of those minutes, a Director who was on the Board, left the Board and then returned, made this statement: "I attended the virtual Board retreat last Friday and Saturday and as a newly elected Board member I had my first opportunity to see what topics the Board has been discussing in sessions not open to attendance by the membership. And what I have seen greatly concerns me. I recognize the need for the Board to be able to discuss legal, personnel, and other sensitive matters in private. I also recognize the benefit of the Board being able to discuss other matters among themselves in detail prior to taking action at a formal meeting, but that discussion should occur in view of the

membership. I am not saying that the membership should participate in that pre-meeting discussion, but that they should at least be able to observe. Observing gives membership an opportunity to understand how the Board operates as well as the views of individual Directors and how they function as a Board member. That information is important if members are to wisely participate in electing the Board. As a large volunteer organization, it is also important for members and non-members involved to understand the background to potentially controversial decisions if cohesiveness and resiliency of our community is to be sustained. The pendulum has swung too far. Let us figure out a way to be efficient in conducting our business without denying the membership opportunities to observe us conducting it."

AJ: He is looking forward to seeing everyone at Fair in July. We spend so much energy in Zoom at Board meetings and Committee meetings. Sometimes they are lucky enough to meet in person. We spend a lot of time being serious, so he wanted to inspire some fun. When we see people on site, there is excitement. We can greet and hug each other and share excitement and forget the Zoom battles. We are doing this to be together on a piece of land that brings us joy. Please don't forget the reason we are doing this work. Don't forget your joy.

Jon S.: He will be happy to hug AJ when he sees him. At the last Board meeting, people were not saying "to the best of my knowledge," they made it sound like they were stating facts. As far as private debate, he is unaware of there being one on the Board mailing list.

LT: He is still waiting to hear when the Board ever appointed a Director.

Paxton: He has been watching "Survivor," which is having its 50th anniversary. A contestant reminded the remaining contestants to find their joy. There are many Fair parallels. Find your joy is an important message.

Indigo: Two weekends ago, she attended a Bioneers Conference in the Bay area. People are looking at world problems outside of the box. That's what we do at Fair. It made her appreciate what Oregon Country Fair does. The maker makes the art, music and food. We are perpetuating the art of the hand. Even during the difficult moments we have on the Board, we try to come together and figure it out. It's not always easy sitting here. Sometimes she doesn't feel included. When she rejoined the Board, she didn't feel embraced and instead felt excluded. She could do more to reach out and build bridges, but she started her Board term with a severe concussion. We need to be gentle with each other. This event is about what we make with our hearts and hands. She said last time, when she was very tired, that this was the most dysfunctional Board and it wasn't about any single individual, it was about many years of policies and Band-Aid protocols. We need to take a breath so we can do the work in a good way within the boxes we have created.

Trevor: He wanted to echo AJ. Let's find joy. At the last meeting, it was a display of passion. Some people don't agree. We have a diverse Board. It's OK to be passionate and debate. We should see each other as a family, not necessarily as dysfunctional. He loves everyone on the Board and he has faith in the Board and the members. We will find the best path possible.

Teresa: She has so much respect for the folks that she has worked with on the Board. She doesn't like to continuously be told that we are dysfunctional. That feels dysfunctional. Everyone on the Board has shown so much passion about this Fair. People bring amazing perspectives. She wants to say that she has enjoyed getting to know everyone on the Board. She is not feeling the dysfunction.

Steven: Please avoid characterizing intent. If something isn't an objective fact, it's easier for people to hear you if you describe it as a feeling. "It feels dysfunctional" would go over better than "this is dysfunctional."

Staff Report – Executive Director

(YouTube video: 0:32:22)

Kirsten: **Administration:** Staff event cycle schedule: Monday, May 18, to Sunday, July 5: Alex Zabala in Eugene office on Mondays and Tuesdays, on-site Friday-Sunday (off Wednesday and Thursday). Kirsten, Vanessa and Melissa in Eugene office on Wednesdays and Thursdays, on-site Friday to Sunday (off Monday and Tuesday). Mark, Kim, and Durwin on-site Wednesdays to Sundays (off Mondays and Tuesdays). Alexis and Jeff on-site Friday to Tuesday (off Wednesdays and Thursdays). Korey is on-site from Thursdays to Monday (off Tuesdays and Wednesdays). Monday, July 6, to Sunday, July 12: all staff on-site, all the time. Monday, July 13, to Sunday, July 19: Alex returns to M-F. Vanessa and Melissa return to Eugene office on Tuesday for M-F schedule. Mark, Kim, Alexis and Kirsten on-site for Decon through July 19. Monday, July 20: Eugene office staff return to M-F. The Volunteer Crew opened the volunteer application on March 2. If you know someone who wants to volunteer, send them to the .org site to sign up. If you need volunteers on your crew, contact volunteering@oregoncountryfair.org. Guidelines are on the .net site and at the Eugene office. There are two books: General Guidelines are for everyone and Booth Guidelines are for booths only.

Event Management: The Coordinator Kick-Off meeting is scheduled for Saturday, April 18, at 2 pm at the Unitarian Universalist Church; it will be in-person and on Zoom. The Spring Fling is scheduled for Saturday, May 2, at 6 pm the WOW Hall. This year's Culture Jam is scheduled for Tuesday, July 28, to Tuesday, August 4. The Teddy Bear Picnic is scheduled for Sunday, August 16. The Annual Membership Meeting is scheduled for Saturday, October 10, at 6:30 pm at the Unitarian Universalist Church; it will be in-person and on Zoom. There are new guidelines around Mystery Machine use during Main Camp and the Fair. Mystery Machine permits are available for privately owned motorized vehicles, that are not full-size passenger vehicles and are performing crew-related operational activities and approved motorized and non-motorized service bikes. Mystery Machine permits will not be issued for personal use or personal transportation by crews. This guideline is not intended to limit the reasonable accommodation of alter-abled individuals; individuals in need of a 4A sticker for motorized transportation may contact 4A during Main Camp or in Dragon Plaza during the Fair. If the Mystery Machine vehicle is to be used during pre-Fair/Main Camp, the application is due two weeks before Main Camp opens. If the vehicle is to be used during Fair, the application is due two weeks before the Fair. Liability insurance for the Mystery Machine vehicle is required and, at minimum, should be \$50,000 bodily injury per person, \$100,000 bodily injury per accident, and \$50,000 property damage per accident. Proof of insurance will be required at the time of application. Any permitted Mystery Machine that is operated in a manner that violates the limited license to operate the vehicle will be impounded. Any driver of any motorized vehicle driving at excessive speed, under the influence, or driving in another reckless or dangerous manner may be asked to relinquish their vehicle immediately and may face additional sanctions, including but not limited, to trespass from OCF. From June 1 through August

31 scooters, tricycles, and other riding toys are not allowed on the paths except for bicycles with Mystery Machine stickers, conditions permitting. Mystery Machine applications are available at <https://bit.ly/4rmCBc9>.

Site Management: The Board approved a water system capital improvement project in March. It will improve our water delivery system in 2027. Water Crew is creating a head-end tank farm that will prevent our trucked-in water from having to go through our neighbor's land and, in the off season, provide water reserves for fire suppression. Part of the project requires some trees to be cut along Aero Road. We will mill the trees, and they will be put to use in the venue and benefit the Fair for years to come. We will begin planting trees this spring, summer and fall to mitigate for the trees we need to remove. To ensure that Aero Road remains a visually inspiring section of our property, we will pursue options to create visual barriers. Options could include a fence featuring fun art, new plantings, or other efforts to beautify the area. The new head-end will be plumbed to the current reservoir. Once this is complete, the project will move to replacing pipes in the Eight in segments over the next five years. We will also be installing fiber optic cables with the water lines to improve the internet connectivity for the Fair, which is critical safety and communications infrastructure for Operations. We expect to start the project in August 2026.

Emerald Ash Borer: Reminder of the Guidelines on Invasive Species and Wood. Invasive species threaten our natural ecosystem and must never be brought on site. Clean camping gear, vehicles, and footwear before coming to the site to prevent spreading seeds of invasive plants. Non-native plants should not be introduced without permission of the Site Manager. To help prevent the invasion of the tree-killing beetle known as the emerald ash borer, and other harmful insects, fungi, and blights (e.g. sudden oak death), ash wood is prohibited, unless previously coordinated with and approved by the OCF Site Manager. Crafters or booth representatives who utilize wood or plants in their products should contact the Site Manager for discussion of environmental safety protocols and best practices. Firewood, plants, soils, woodchips, wooden booth construction materials and decoration materials (excluding de-barked, kiln-dried professionally milled lumber) can be vectors for disease and invasive species. To obtain firewood for burning on-site, please contact Quarter Master or site employees. Additionally, in efforts to prevent the spread of pests and diseases, no firewood is to be taken from the site. Individuals observed bringing firewood from offsite or removing firewood from the site are subject to confiscation of firewood. With regard to invasive species and harmful fungi and blights, please inspect materials, products, clothing, shoes, and vehicles for potential invasive insects and seeds and remove any potential vectors from relevant items before coming to the Fair. Wooden pallets may also carry invasive species or be heavily treated with chemicals. Thereby, wood pallets are not to be brought to site for use in campgrounds, other personal uses, or for firewood. Operations will coordinate the removal of wooden pallets brought to site via product delivery as they arrive.

Marketing: Ticket sales are 36 percent above where they were last year. Her predictor projects that we might sell out, so fingers crossed. Afton Tickets (online sales) change to full price on June 16. Tickets may be purchased at the Eugene office. Tickets will be sold on Mondays and Tuesdays only of each week, from noon to 4 pm. The last day to purchase tickets through the Eugene office will be Tuesday, June 23.

2026 Contracts: LTD 2026 Contract is still pending but looking positive. Dodeca Art Barn and Water Delivery Contract details are confirmed, and we are awaiting the final contracts for signature. Lane County Sheriff's Office contract is confirmed. First Student Worker Day Shuttle contract is confirmed. Staff T-shirts are ordered and local printers contracts confirmed. Commemorative Sales order is placed.

2026 Service Providers: Santa Clara Farm Stand confirmed to deliver produce to Food Booths. Veggies on the Run confirmed to deliver produce to Food Booths.

2026 Permits: All Lane County Camping Permits have been approved. Lane County Outdoor Assembly Permit for Farside has been submitted. Lane County Right of Way permit has been requested. Dance Pavilion Building Permit has been submitted. Chela Mela Building Permit has been submitted. ODOT Right of Way Permit has been approved.

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 Committee met May 20, 2025, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/05202025_cbpc_minutes.pdf

Committee Best Practices Committee met December 8, 2025, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/12082025_cbpc_minutes.pdf

Craft Committee met February 11, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/2_11_26-craft-committee-minutes.pdf

Elders Committee met January 22, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Elders_Comm_Mtg_012226.pdf

Elders Committee met February 26, 2026, and the minutes are here: https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Elders-Comm-Mtg_022626.pdf

Elections Committee met April 16, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-April-2025-Meeting-Minutes.pdf>

Elections Committee met May 29, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-May-2025-Meeting-Minutes.pdf>

Elections Committee met June 30, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-June-2025-Meeting-Minutes.pdf>

Elections Committee met November 18, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-November-2025-Meeting-Minutes.pdf>

Elections Committee met February 19, 2026, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-February-19th-2026-Meeting-Minutes.pdf>

Elections Committee met February 24, 2026, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Election-Committee-February-24th-2026-Meeting-Minutes.pdf>

Energy Park Committee met November 16, 2025, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/04/Nov-25-Minutes-Energy-Park.pdf>

Path Planning Committee met February 15, 2026, and the minutes are here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/Path-Planning-Minutes-2-15-2026.pdf>

The Board approved the minutes by unanimous consent.

Old Business

(YouTube video: 0:44:26)

Approve 2026 Logo Items (AJ Jackson, Sandra Bauer and Kevin)

AJ moved and Sandra seconded to approve 2026 Logo Items.

Adam from Craft Inventory. This is the same process that has been followed since the Board went remote. We don't need to approve logos with semi-permanent approval. Others are working toward the five-year approval. There are nine listed items that are repeats. And there are three new crafts. The three new ones are woodworking with engravings, pottery and stickers that are reproductions of batiks that were previously approved with the logo.

Paxton: He likes the wood items and wonders if the items are handmade, not just the laser wood burning/engraving?

Adam: Yes, the crafter makes the wooden spoons and other items.

Teresa: She appreciates all the crafters. She is excited about all the places she is going to put things.

AJ: He agrees with Teresa.

Jon S.: He is out of room for art, so he likes to see additional options. Thanks to the Craft Committee for getting through this large amount of work.

The motion passed: 11-0.

(YouTube video 0:50:57)

Send the proposed Bylaws changes in the document titled "The Bylaws Work Session Presentation 3-9-26.pdf," that can be found here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/By-Laws-Board-Work-Session-Presentation-3-9-26.pdf>, to the Bylaws Committee for review and recommendation for revision. The Bylaws Committee will report back to the Board by the end of day on April 20 (AJ Jackson, Jon Steinhart, Sandra Bauer and Trevor Ross)

AJ moved and Paxton seconded to send the proposed Bylaws changes in the document titled “The Bylaws Work Session Presentation 3-9-26.pdf,” that can be found here: <https://oregoncountryfair.net/wp-content/uploads/bsk-pdf-manager/2026/03/By-Laws-Board-Work-Session-Presentation-3-9-26.pdf>, to the Bylaws Committee for review and recommendation for revision. The Bylaws Committee will report back to the Board by the end of day on April 20.

AJ: If you have been paying attention, there have been a lot of great discussions around this motion. He is happy that the Board in general did its work together, whether they disagreed or agreed on things. He thinks it’s ending up in the right place to get more information before making a decision. He hopes everybody will support this.

LT: The report being due in two weeks seems like a very ambitious timeline. The Bylaws Committee Chair is working on organizing the committee members into a meeting, but this is obviously a joint Bylaws and Elections Committee matter. It would be best if this was guided by a Membership Secretary, so this is poor timing in that regard. He knows the committee will work diligently to address each item. He had invited the author of this motion to triage which of the 29 are most urgent. Bylaws work doesn’t tend to be fast paced, for good reason. The previous Bylaws revision process took three years. After three years, at least one Director commented that we didn’t need to rush things. Let’s not rush this process, since this could disenfranchise people. If there is a belief that things should be in place by September, that gives us until the June-ly meeting to formulate the most urgent items. The committee will do their best in that timeframe.

Jon S.: The Board calendar was really full for scheduling work sessions and that was the best they could do. He would like this in place ASAP. He has put together software so people could register to become a member when they are getting their information into Sunshine to get their wristbands and vehicle stickers. That would be the best time to register people to enfranchise them. Jeffrey spent a ridiculous number of hours entering hand-scribbled membership forms into the database. Jon S. spent the same number of hours Jeffrey did writing tools to help him do that work. We have a better way of doing things and he would like to get there. His team won’t be able to do it if not completed by June-ly. They are way too busy.

Teresa: A report back from joint Bylaws and Elections Committees doesn’t mean a finished product. She has much respect for the committees and working slowly when necessary is good. We want a good product. This group is capable of that, and they can let us know if they need more time.

Trevor: He is glad we are doing this in the right channel, but he understands some of the elements Jon is concerned with in order to create less work for his team. We should entertain that this could be done in phases. He is confident we can get through this.

AJ: He thinks that sometimes the Board has to make decisions in a timely manner and we ask our committees to do things by a deadline. This is not just Jon S. needing this, it’s the organization and giving volunteers what they need to do the heavy lift. This could be an easy lift and we do need a timeline so we don’t get behind on some things. Let’s not drag this out, let’s communicate what we need and when we need it by.

Sandra: A lot of these changes were connected to online voting and have been in the works for a long time. When we were discussing it, we wanted to run it by the attorney, which we should

still do. First, we need to ask the committee to review in an expedited fashion and then give our comments. She wants to see online voting next year.

LT: A virtue of properly written Bylaws is that they are sufficiently broad to permit application in accordance with current conditions. It's not clear to him how the current Bylaws prevent membership from being registered via the method that Jon S. is proposing.

Jon S.: One thing that makes the schedule tight is leaving time for our attorney to review it. This is just a service that he is trying to provide to the membership and the organization. If people don't want to do it, it means less work for him, which is fine, but it would be a really good thing.

Motion passed: 11-0.

(YouTube video: 1:05:58)

Sponsor the B.L.A.Q. Youth Juneteenth gathering on Thursday June 19, 2026, at the Farmers Market Pavillion as a Legacy Benefactor for \$2,000 (Jon Steinhart, John Davis, AJ Jackson, Kevin Levy, Paxton Hoag and Sandra Bauer)

Sandra moved and AJ seconded to sponsor the B.L.A.Q. Youth Juneteenth gathering on Thursday June 19th, 2026, at the Farmers Market Pavillion as a Legacy Benefactor for \$2,000.

Sandra: We sponsored this Juneteenth event last year. It's an important community event. Juneteenth is a powerful reminder of freedom, legacy and the enduring contributions of black Americans. Their gatherings bring together families, local organizations, artists and businesses to uplift black culture while strengthening community relationships. There are a lot of interesting things and entertainment. It's a joyous and well thought out event. She would be proud to sponsor this event again.

Paxton: He is in favor. The benefit of the Legacy Benefactor is that they get a full-page advertisement in the event program. Who does that work for us? We also get a table. Could we sell tickets? He would like to attend this year.

Sandra: Vanessa would make the arrangements for the sponsorship benefits.

AJ: The Board, officers, BUMs and staff have been involved with training over the last couple of months. We just did training on allyship. It's less about money and more about showing up as allies and getting to know people, as well as learning and bringing communities together. He has been proud to represent this organization as a black man. If you want to support and celebrate him and black excellence, show up to this event.

The motion passed: 11-0.

WITHDRAWN: 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)

New Business

(YouTube video: 1:11:30)

Policy and procedure for follow up to the report or detection of an Internal Control breakdown (AJ Jackson, Sandra Bauer, Teresa Vaughn, Zhara Indigo Ronlov, Lawrence Taylor, Jon Steinhart, Paxton Hoag and John Govsky)

OCF Policy and procedure for follow up to an Internal Control breakdown involving non-employee participants.

This policy is specific to situations in which:

1. There is thought to be an Internal Control Breakdown that may have resulted in a material, deliberate misappropriation of assets;
2. The reported, or suspected, perpetrator is a Fair participant (for example, volunteer, booth person, entertainer), but not a Fair employee;
3. The potential Internal Control Breakdown is either due to the lack of internal control procedures being in place, or the procedures that were in place have been ignored or evaded;
4. The Internal Control Breakdown may have resulted in a material misappropriation of assets, theft, or larceny; falsification of records; and/or resale of Fair inventory at a price above costs;
5. Misappropriations of assets may refer to cash, Fair passes, Fair merchandise, food vouchers, Fair supplies or fixed assets and may involve Fair charge accounts, cash, cash receipts, credit cards, revenue or expenses;
6. The misappropriation may result in losses to either OCF or OCF participants.

Reporting and Detections of Internal Control Breakdowns

The Internal Control system is the combined set of procedures and practices that are implemented to prevent and/or detect fraud including misappropriation of assets and misstated financial reports. Oregon Country Fair uses reconciliations, tracking of inventory and assets, budgets, separation of duties, use of outside professionals, tone at the top, authorization for spending, and documentation. With a large, dispersed group of employees and volunteers, and a changing technological and systems environment, widespread participation in reducing and eliminating fraud is critical to our success.

Any individual can make a report of a potential Internal Control breakdown to the Executive Director or Treasurer. People in management, or oversight positions, have the responsibility to convey detailed information to the Executive Director or Treasurer if they detect, or are notified of, potential breakdowns in Internal Control. The Board of Directors has oversight responsibility for the Internal Control system.

The follow-up of potential breakdowns of Internal Control will vary from case to case. The follow-up will include documentation, evaluation, investigation, and reporting. While each situation is unique, there will be some common threads. In the case of a report from a volunteer or other non-employee participant, receipt of the report will halt any potential retaliatory action that the involved parties may be taking against one another (for example, loss of crew or booth

position). When the Whistle Blower policy is updated, this section will be revised. Until then, the ED will evaluate whether there is an action in process that may trigger protections for involved parties.

1. After the initial report/detection. The management of the follow-up will be conducted by the Executive Director and the Treasurer. The ED and Treasurer will make the initial documentation of the potential breakdown, and do a preliminary evaluation of whether the reported event:

A. Does not appear as a potential Internal Control Breakdown and material misappropriation threat, and why;

B. Should be either monitored or managed by a change to the Internal Control procedures and why;

C. Appears to be isolated and small scale (for example, the theft of a wristband or tool). Those cases should be documented by the ED. Follow up may involve a warning, probation, or suspension. (Note: Booth reps, as business owners have autonomy from Fair process in handling misappropriation of assets within their businesses. Booth reps should report incidents that involve misappropriation of Fair assets.);

D. Incidents that appear to be material and/or ongoing indicate the need for further investigation. A summary of the potential breakdown and next step(s) will be reported to the Board of Directors with no identifying information about the people involved.

Investigations of Cases not Cleared by Initial Evaluation, situation C

1. The ED and Treasurer will compile documents and known information to estimate potential impact and begin to frame a potential investigation. Interviews should be extremely limited at this point. The goal of the initial assessment is to judge:

- i. If the situation has resulted in potential losses that can be calculated or estimated;
- ii. What documents and information are relevant and held by whom;
- iii. Who are potential sources of information;
- iv. Who are potential perpetrators;
- v. What type of expertise to enlist for investigation and inquiry.

2. If the information collected in the preceding step indicates that legal counsel may be hired to press charges and/or attempt to recover potential losses, they will be brought in. Attorneys may take a lead role from that point.

3. If the ED and Treasurer choose to proceed with an internal investigation, the information collected in Step 1 will be supplemented with background information that will allow a third party to investigate efficiently. The ED and Treasurer will collaborate with a third party on a written plan for an investigation; this may be someone from Fair Community Support, an attorney, an HR professional, an accountant with forensic training or other person with expertise. The ED and Treasurer may help to document/identify:

- A. Descriptions of the system affected;
- B. Records maintained by OCF, Crews, Booth;
- C. Reconciliations of discrepancies;
- D. Internal control gaps/weaknesses;

E. People who may be able to provide eye-witness interviews. Generally, investigations should be conducted by experts, possibly an attorney, a forensic accountant, or HR professional.

4. Investigations are to be conducted with a written plan and involvement of the third party. (Note: the third party is not to be a member of the Management team, as supervisors to the subject of investigations are not appropriate to investigate the subjects.) Information gathered by the investigation will be assembled into a report to be reviewed by the Board, ED, and Treasurer. The Board will receive minimal identifying information to protect the identities of the parties involved.

5. Evaluation of the investigation. The ED and Treasurer will determine if further investigation is warranted. The ED and Treasurer will present the Board with a confidential report (withholding identifying information) with the options being considered for follow-up.

Results of the investigation are to assist the Board, ED and Treasurer in evaluating, from high to low, the likelihood of:

1. A material misappropriation of Fair assets;
2. The identity of a perpetrator;
3. If internal controls were in place that were evaded;
4. If internal controls/systems should be redesigned and/or duties reassigned;
5. If the initial assessments of loss and need to involve a lawyer should be reconsidered.

If the investigation indicates a strong possibility of a misappropriation of assets with a low expectation of recovery, insurance claim, or lawsuit, the ED and Treasurer may seek legal advice if there is a person, or persons, who is identified as having a higher than low likelihood of being a perpetrator of a misappropriation and if the follow-up may include changing the responsible party's duties or position. The ED and Treasurer may also consider if the person who may have violated internal controls and/or misappropriated assets had mismanaged their duties due to a lack of skills or motivation. The ED and Treasurer may consult with members of the Management teams, affected crew, booth, or other affected parties in implementing a response. The ED and Treasurer will also consider improvements to the Internal Controls that will do more to detect and/or prevent the type of fraud that presented the risk.

All parties involved in the follow-up process are to use a restrictive need-to-know approach that keeps reporter and informant information secure.

If the process results in legal actions, the process may involve sharing names of a suspected perpetrator with the Board of Directors. In cases resolved in other ways, the identity of the person(s) who are the subject of an investigation will be guarded.

A final report will be made to the Board of Directors.

Next Board Meeting: Monday, May 4, 2026, at 7 pm via Zoom