

OREGON COUNTRY FAIR

POST OFFICE BOX 2972 EUGENE, OREGON 97402 OFFICE PHONE 343-4298

BOARD OF DIRECTORS MEETING - September 9, 1991

CALENDAR:

- September 28, 1991 - Construction crew's "end of season, put the Fair to bed" work party, Fair site, 10 AM until done
- October 7, 1991 - Next Board meeting, EWEB community meeting room, 7 PM
- October 20, 1991 - Annual Membership meeting, WOW Hall, 5 PM
- November 4, 1991 - Annual Board meeting, EWEB community mtg room, 7 PM

ANNOUNCEMENTS AND OTHER PERTINENT INFO:

1. The annual board meeting in November is when new officers are elected by the Board. Officers do not have to be Board members, so if you'd like to throw your hat in the ring for President, Treasurer, or Secretary, please leave a message at the Fair office.

2. Dennis Todd announced that a petition with 128 signatures was turned in, asking for the recall of the whole Board as individuals.

3. John Stamp announced that he is circulating a petition in support of the 1992 (Grateful Dead) Field trip, asking that it be on the agenda for the Annual Meeting.

4. Dahinda Meda read his letter of resignation from the Board of Directors, a copy is included in this mailing. He also requested that his March 21st letter to Board members be included with his resignation. (That's the confidential letter -not kept confidential- that has been mentioned several times in the last few months...)

5. Rene Knowles announced his intention to resign from the Board of Directors after the October meeting.

6. Kathryn Madden, as the President of the Board of Directors, read an open letter to the membership . It is included in this mailing.

7. The Elections committee is seeking volunteers to help count votes at the Annual meeting. Preference may be given to folks who don't have to go to work early on Monday morning, and who are willing to pull a possible all-nighter.

8. The Board secretary wants to thank everyone for the quick return of their absentee ballot requests. She apologizes for the delay in the mailing (Notice of Annual Meeting) to members. The membership list had never been used as a mailing list before, new forms were coming in daily, and it wasn't as accurate as she would have liked it to be. If you made a good faith effort to return your absentee request, rest assured that you will receive one.

9. The following persons have announced their intent to run for the Board of Directors by turning in candidate statements for the OCF voter pamphlet:

Janine Alea, S. Kelly Campbell, Thom Chambliss, Bedo Crafts, Reginald R. de Soto, Daniel Dillon, Bob Durnell, Dean Felders, Steven H. Gorham, Anne Henry, Paxton Hoag, Dahinda Meda, Maria Moondance, Vic Parkison, Jim Sahr, Margo Schaefer, Jeanne Sharpy, Walter Slocum, Steve Wisnovsky

THE MEETING...

PROPOSED AGENDA:

OLD BUSINESS - Article Amendment, Emergency funds for secretary, Picnic funds, Moz resignation, Elections, Personnel Policies and Procedures, Endowment fund, Grievance

NEW BUSINESS - 1992 graphics

PRESENT: Rene Knowles, Wally Slocum, J. R. Robinson, Darrel Sink, Janine Alea, Bedo Crafts, Kathryn Madden, Dean Felders, Michael Goldhammer, Jeanne Sharpy (as an alternate, Jeanne finally gets to vote tonight)

APPROVAL OF THE MINUTES

Ed Moye (see page 7 of the August minutes, it was not Ed and Jim Sahr) submitted a written grievance, in the form of a petition, to the Board of Directors (not a statement) regarding (what the petitioners feel is) a change in the process for calling a question, action is expected by the people who signed it. Jim Sahr gave the Board a letter at the same time calling attention to a point of order (that's what confused the secretary).

******The minutes for the August Board meeting were approved, with the change on page 7, by a vote of 9 for, and 1 opposed (Darrel).**

STAFF AND OFFICER REPORTS

General Manager - Arna Shaw said that she is still cleaning up paperwork from the Fair. She and Chris have been going over the books. All of the bills are not in. There was a complaint from a Veneta resident that went to the county commissioners. Arna spoke with our liaison between the Fair and the county, and was told that officially the county doesn't have any problems. She and Kathryn will be meeting with the president of the West Lane Chamber of Commerce for a post-Fair debriefing. Kathryn said that the Fair's near neighbors are being contacted and asked to let us know what kinds of problems they may have had. Ichabod said that the pay phone income won't come until November. Arna gave the Board copies of her year end report on the Fair.

Caretaker - Scott Ballin was out of town, so Arna got to give his report too. He thanked all the volunteers who made the picnic happen. It's been a slow month, everything's normal and running smoothly. Special thanks to Palmer and Kathryn for coming out and organizing loose ends in Main Camp. Scott has been researching the purchase of a tractor, he has 3 possible plans for getting the tractor to present to the Budget committee. His vandalism report is that several lengths of garden hose were slashed on the day of the picnic.

Treasurer - Chris Bauske said the Budget committee met recently and they have approved a new process and timeline for the budget. They agreed to bring capital project requests to the BoD at the first of the year, and crew budgets will be due earlier. She has designed a capital projects description form that will go out to coordinators with a cover letter, and which should come back in October. They have already begun discussing some capital projects, like the tractor. In this year's budget, \$1000 was approved for the purchase of a flatbed truck. A refrigerator truck, with the capacity to also be a flatbed, was loaned to the Fair this summer, and looks like a good deal at \$1500. The BC approved asking the BoD to add \$500, with the recommendation from Chris that it be checked for mechanical soundness.

Darrel said he is opposed to motions during reports. He thinks this is a good truck, but it will cost more than \$1500 to put on the flatbed, and build something under the refer unit.

******Darrel moved, and Janine seconded, to instruct the Budget committee to have the truck checked for mechanical soundness, and if they deem it appropriate, to spend the additional \$500. The motion passed unanimously.**

Chris read a request for funds from representatives for the Whitaker Thanksgiving dinner, asking for \$500-\$5000 to purchase coats, jackets, etc. for the homeless. There was discussion that this decision should be left to the Endowment committee, however the endowment is in its planning stages now and will not be able to act on this request. A decision from the BoD next month would not be too late, so the BoD agreed to put it on the agenda for action next month.

Chris gave the BoD a copy of the letter she will send to Charter members who loaned money to the Fair until the land was paid off. Charter members are asked to please contact the treasurer through the Fair office. The Community Center for the Performing Arts has asked that Charter members consider donating their repayments to them (CCPA aka the WOW Hall) for a possible tax deduction. The BoD suggested that Charter members may also consider donating to other charities or non-profit organizations that qualify for tax-deductible contributions.

Ichabod and Chris have received several requests to rent the FM radios. When the Budget committee first considered purchasing the radios, renting the radios for money was considered as a way to offset the cost of the radios. Chris requested a rental agreement from the Fair's attorney, and received an 8 page document that is restrictive, and seems not to be consistent with how other businesses rent radios. Chris asked how to proceed, and the BoD agreed that Chris should seek a less restrictive, more comparable rental agreement from the attorney, so that radios could be rented to offset the cost.

The final item that Chris spoke about, was that in the past the Fair treasurer has certified the votes during elections. She declines that honor because it is not specified in the Bylaw description of the treasurer's role, her professional life is very busy and she may be out of town in October. She does not want to commit to a task if she cannot follow through. She suggested the Fair hire a third party, uninvolved with the Fair, to certify the election.

OLD BUSINESS

Article Amendment - When this was discussed in May (see May '91 minutes) there was hope that the language could be changed to make it less legalistic, but time has run out. It needs to be on the agenda for the upcoming Annual meeting, so that the membership can vote on it.

****JR moved, and Dean seconded, to adopt the Resolution which reads, "The right of members, members' agents or attorneys to inspect or copy the membership list of The Oregon Country Fair is abolished. Members may mail communications to other members through The Oregon Country Fair at the expense of the member making the request, in accordance with the Bylaws of the corporation." The Resolution will be brought before the membership at the Annual meeting for approval. The motion passed with 8 for, and 1 opposed. (Michael left during the break.) Wally was opposed to it in principle, he might like to look at the membership list sometime. (The secretary wouldn't mind if members wanted to look at it, but she is strongly opposed to copies of the list being made.)

Picnic - Board members were contacted individually before the Picnic, for approval of additional funds.

****Dean moved, and Darrel seconded, to ratify the additional money spent on the Picnic. The motion passed unanimously.

Emergency funds for secretary - ****JR moved, and Janine seconded, to authorize \$1000 for the secretary to use at her discretion, to facilitate entering membership information on the computer for the elections.

The secretary wants everyone to know that the job is a lot bigger than it has been in past years. Darrel took on the responsibility of entering the first membership forms that came in last year, and turned it over to Heidi when she became secretary. The membership list has grown significantly since then, and there is a tremendous amount to do right now. Heidi would prefer to use volunteers to update the membership list, and maybe she'll be able to pull it off, but the option of hiring a temporary to get everything on the computer sounds really good to her right now. She mentioned (again) that she has a full time paying job (and a life) that really must take priority. She will try not to use the money, then again, she may need to.

****The motion passed unanimously.

Moz resignation - At the June 30 BoD meeting at the Fair site, Moz said he was going to resign, but did not make it official. Saturday night at the Fair, it appeared that he really was definitely resigning. So Moz, are you gonna' make it official????

Elections - The Board members who were on the Election committee (EC) resigned, because they felt it would be conflict of interest, since they are running again. Jim Guthrie presented the Board with the proposed election procedure for approval. He could probably carry on alone, but invited Wren Davidson and Mike Martin to join the committee.

****Janine moved to accept the recommendation that Wren and Mike be on the EC. JR seconded. Wren expressed disappointment that the Board members resigned. Darrel suggested that Kathryn could help, she said she would if there is no conflict. Jim Guthrie said there is no shortage of chores. The motion passed unanimously.

****JR moved, and Janine seconded, to accept \$1000 as the budgeted amount for the EC to use for the elections. The motion passed with 8 for, 0 opposed, and 1 abstention. Darrel abstained because his head was swimming.

There was a lot of discussion, here are some of the points brought up. Many thanks to Jim Guthrie for the work he has put into this, he wrote up the elections proposal.

The recall petition complicates the election, because we are also trying to pull off voting by mail. How will the absentee voters know how many to vote for, if they do not know the results of the recall and thus how many positions are open on the Board? Nominations can be taken from the floor, but those nominees will be at a disadvantage because absentee voters won't know about them.

If a Board member is recalled, can s/he run again? A member in the audience said when she was approached to sign the recall petition, she was told they could run again. Five Board members are up for reelection anyway, the others have unexpired terms. Some people were disturbed that someone would resign and then run again. Some wondered how anyone has the right to say who can run and who cannot run.

A 250 word limit was suggested for candidate statements, and for statements for and against the recall. It's a good idea for future elections, but had to be thrown out for this one, since the deadline is/was the day after this meeting, no one knew about it in time to honor it.

****Darrel moved, and Janine seconded, to approve the elections procedure with the exception of items III-B-4 and III-C-4 (20 word limit), III-D (reply to recall accusation), and VI-E (treasurer). The motion passed unanimously.

****JR moved, and Darrel seconded, to extend the meeting to 11 PM. It passed unanimously.

Figuring out how to equalize the votes of absentees and those present at the meeting took a lot of discussion. There was finally some agreement that everyone should vote for 12 on their ballot, and number them 1 - 12. Then if there ends up being 8 (or 5 or 9 or whatever) openings on the Board, the votes numbered 1 - 8 (or 5 or 9 or whatever) would be the ones counted.

Although the votes will be ranked, they will not be weighted (a #1 would count the same as a #5 if there are 5 openings). If the folks at the meeting are not told how many openings there are after the recall, they will be in the same boat as the absentee voters. No one was too thrilled at the thought of numbering votes, but it was the only solution suggested.

*****Janine so moved, and JR seconded. The motion failed with 5 for (JA, JR, KM, WS, JS), and 4 opposed (RK, DF, BC, DS). After more discussion that produced no alternatives, Dean and Bedo changed their votes, so... The motion passed with 7 for, and 2 opposed (RK, DS).

*****Dean moved, and Bedo seconded, to include D-2 of the election proposal, changing it to read, "Replies to the recall statement must be received by midnight on September 13, 1991 to be included in the voter's pamphlet." The motion passed with 7 for and 1 opposed (DS). Rene left before this vote.

The next portion of discussion was about who would certify the election since the treasurer declined the honor. It was thought that this could be decided by the EC and discussed in October. Jim thought he might be able to find a respected elder who could fill the bill.

*****DF moved to extend the meeting to 11:30, Bedo seconded. It passed 7 - 1.

More discussion about recalled directors running again. Dennis Todd said that if they ran again and won, there would be another recall. Darrel felt it spoke to the Bylaws and couldn't be voted on now.

*****JR moved, and Kathryn seconded, that no Board member may run for a position while they hold a position, they must resign in order to run. The motion failed with 2 for (JR, KM), and 6 opposed (DF, BC, JS, JA, DS, WS). The secretary supposes that means they can run, if there has to be another recall, so be it.

*****Janine moved, and Darrel seconded, to adjourn. It passed with 7 for, and 1 opposed (KM).

NEXT BOARD OF DIRECTOR MEETING:

October 7, 1991 in the EWEB Community Meeting room at 7 PM.

Proposed agenda - More Election details, Personnel Policies and Procedures manual, Endowment fund, Grievance, 1992 Graphics, Board vacancy, Whitaker Thanksgiving dinner request.....

Minutes by Heidi

I (the Board secretary) would like to take this opportunity to use first person and express my sincere hope that everyone who plans to vote at the Annual meeting, or by mail, will educate themselves and make the most informed choices you possibly can. I don't think you can do that just by reading the minutes (although I hope they are helpful). I suggest that you also talk to as many people, on both sides of the issues, as you can, so that you can begin to see the big picture. It may not be pretty right now, but if we all work together, maybe we can make this organization something we can all be proud to be a part of again.

As a director I feel it is my duty to inform the membership that the Board of Directors is no longer in control of the corporation. I believe that important information, necessary for the Boards discharge of it's legal responsibilities, is being withheld from the Board. I have no trust in the present manager and feel her acts, as an employee, are the legal responsibility of the Board. Therefore I am resigning from the Board, my resignation will be effective at the end of the reading of this announcement.

I take this action with no feelings of guilt or doubt. I feel that my resignation might help resolve the situation which currently exists.

During my entire history (twelve years) with the Fair I have worked with and been supported by people who share the philosophy that volunteers do not get paid. (We get mutual support, respect, food, a psycho-social rejuvenation and our share of a powerful, collective vision.) My feelings on the volunteer issue were expressed to the Board in my letter of March 21, 1991. This letter has been the subject of much controversy. The letter was written after an executive Board meeting with the grievance committee. In a brainstorming discussion we shared a collective sorrow in the loss of our volunteer, cooperative vision. My letter was written in a context of asking each other to write down our concerns and ideas of what might be done after existing contracts ran out. In a breach of confidence my letter was shared with the manager who allowed copies to be made and shared with the "paid volunteers" and a few others but not with the rest of the Fair.

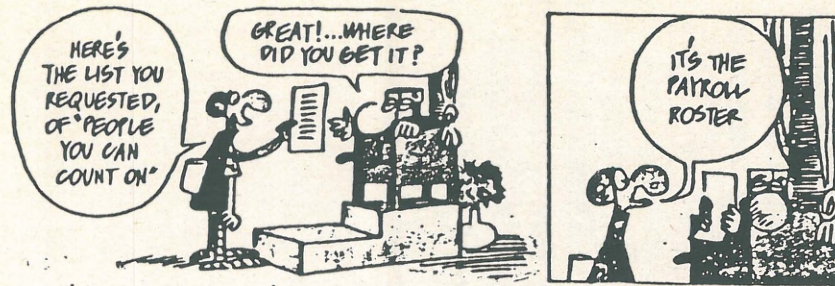
If the reasons which Kathryn gave for breaking confidence are valid, they are equally valid for sharing the letter with the entire membership. Therefore I am requesting that my March 21st letter be included with this announcement of my resignation which I request to be included in the minutes in its entirety. If this request is not approved, in accordance with Board policy, I will pay the required postage for this full inclusion.

I am also resigning because under our present "talk a proposal to death" meetings, an announcement is one of the few means available to get real information out to all the membership. I hope it gets the attention of a lot of Fair members who will come to the Annual meeting (October 20) and make what I feel are some crucial decisions. Our members need to learn about the issues and make their votes count.

Policy for this or any corporation must come from it's Board of Directors. From my experience there is little or no freedom of information within the Fair. I implore all concerned people on all sides to come forward at the feedback meeting and the annual meeting, to speak out on the issues and become a candidate for the Board elections.

Delinda Meds
Sept 9, 1991

March 21, 1991



I think it is of utmost importance to pull the Board together. We the Board members need to be in control of this corporation. We are legally responsible for this. In the eyes of our "payroll roster" the Board is just an obstacle. The people on the payroll want to be in control of making policy. And that policy is to have a bigger payroll, more power and control of operations. More people on the payroll to come and yell at us. I don't think it does any good to get angry at these people. It's the script not the actors. And we as a Board must change the script.

SAIF has already said per diem workers are employees, does that mean minimum wage? Social security and unemployment? How can we encourage volunteers when we fund per diem workers to replace them?

We need to talk about using volunteers more and minimizing paid staff. The budget demands it, the Fair Family needs it, in my surveys people wish to return to a fair of volunteers. We the Board need to make a clear statement about volunteers. (If we don't the Fair will continue to have major problems with lots of people. We can look forward to recall campaigns and wholesale mud slinging.)

I do not think we need a paid manager, most of this work can be part of the process of the different crews and committees. I see much of the manager's present committee work directed towards the creating more per diem and less volunteers.

There needs to be an OM Team or equivalent (Board members) to take over some functions such as inter-crew communication and facilitation, help with problems, interpreting policy, advance planning, etc..

I still think we need a paid caretaker/volunteer (on-site) coordinator. If only for the nighttime security issue.

I think we can reduce per diem significantly. We need a process to screen out per diem jobs that can be done by volunteers. Some per diem seems necessary. The registration, inventory, communications, kitchen etc., come to mind. I know we could use volunteers for a number of construction and "main camp" functions, all we have to do is put out the word to the many interested people and provide a bit of training. I envision a policy on per diem (very limited amounts) which is linked to volunteer work before Main Camp.

I would like to introduce the following motions (I guess they would be voted on in the May meeting).

That the Oregon Country Fair reaffirm its commitment to volunteer workers and the cooperative spirit of the Fair. That we eliminate the job of General Manager. That we encourage the budget committee to reduce per diem costs as much as possible, utilizing volunteer workers instead. That the Board select a 3 member Policy Overview and Operations Facilitation (POOF) team to ensure that work previously done by the General Manager is taken care of by crews or the team.

September 9, 1991

From: KATHRYN MADDEN

An open letter to the membership from the President of the Board:

As anyone who attends Board of Director meetings or reads the minutes is aware, we are in a time of crisis in the Oregon Country Fair. It is a crisis of confidence and trust that permeates the organization. The Board has no confidence in Operations, and very few people have confidence in the Board. It is an ugly situation that has been building for over a year - an ugly situation that has now become very serious.

A petition to recall the Board of Directors was signed by over 100 members and filed with the Fair Secretary the end of August. This move to recall the Board followed the Board's attempt to fire the General Manager at the last Board meeting. October could find us with no manager and a new Board of Directors. Though a drastic change such as this is not necessarily negative, it does bring more instability to an already degenerating situation.

As President, I am appalled and ashamed at the dysfunctionality of this Board. Last year during my first year as President, I sought to build a sense of team by setting up education and training sessions for Board members. These were only moderately successful, and there was little follow-through on anything we learned. The new Board began last year without a sense of group identity, without a common vision, and with a rapidly eroding trust.

The OCF Board has always attracted strong personalities. This, coupled with the lack of group identity and the growing rift between Operations and the Board, has resulted in a deadlock on the Board. Members have become suspicious, angry and uncompromising. This rigid and reactive stance has sadly meant that the Board has been unable to accomplish much of the business before it.

Where is the magic? Where is the joyful creativity? This organization, this Board, could be so productive and so dynamic if we could but leave the egos and the need for power behind. We have incredible resources at our fingertips - the unique skills of our craftspeople, the spark and vision of our entertainers, the knowledge and expertise of our staff--and then there's the promise of our land. The possibilities for new projects and new directions are endless given our combined talents. The Fair is the magic we now weave: there's no limit to what we could become.... By cultivating our creativity our organization could be an example to the rest of the community by the goals we set, the vision we share, the way we treat our land, the way we work together. We have the potential for greatness and are thwarted by misguided desires to manage the magic.

I have been unable to keep this vision alive on the Board and for that I apologize. The pain, the drama, and the conflict have taken their toll, and I am saddened that my initial response these days is one of cynicism rather than one of joy.

I want to see a Board of Directors that is excited about our potential for greatness. I challenge the Board to be the spark that ignites inspiration. I challenge the Board to the responsibility which brings trust. I implore the Board to feel our collective dreams - dreams which engender hope for the future. For this to happen, we all need to step aside. I will respect the members's right to recall the Board and will not run again at the Annual Meeting in October. We desperately need fresh energy and a clean slate. It is time to start anew.

I urge members to become involved, to ask questions, to talk to each other. Think about what future you want for our organization and vote to ensure that your Board will carry out your combined vision. This is a critical moment for our Family - the future demands we draw together at this time of crisis - the future demands the application of hearts and hands to shape a positive solution.

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