

OREGON COUNTRY FAIR BOARD OF DIRECTORS MEETING -- NOVEMBER 1, 1999

PRESENT: Brad Lerch (left after the Committee Meeting Notice topic), Charlie Zennache, David Liberty, Etienne Smith, Jack Makarchek, Jim Sahr, JimNewhall, M.D., Marlene Monette-Showker, Lawrence Taylor, Palmer Parker, and Charles Drew & Howard Galvin (alternates).

NOT: Tom Alexander and Doug Carnie (resigned from the Board on the day of Annual Meeting).

MINUTES APPROVAL

Palmer moved, and Dr. Jim seconded, that the minutes of the Oct. 4, 1999, Board of Directors meeting be approved.

The motion passed: 9 in favor and 0 opposed.

Note: Until the newly elected Board members are ratified, the old, nine-member Board, stands. Etienne voted as Tom's alternate.

ANNOUNCEMENTS/CALENDAR

The Oregon Country Fair received a Certificate of Merit from Cascade Pacific Resource Conservation & Development (RC&D) for watershed restoration work on the Far Side!

On Saturday, Oct. 30, David Liberty, Anna DeLocis, Phil Quatterman, & Bob Clark measured elevations of Indian Creek from the Refer Bridge to the beaver dams for possible wetlands restoration work.

Announcing: OCF Contest! CLOSING THE HUBBARD CUPBOARD -- RENAME THAT ASS(ET). See related article in this issue of the Fair Family News (FFN).

Letters of interest are still being accepted for Elders & Member Survey Committees.

Sun. 11/7 Guidelines Revision group will meet at the yurt at 2 p.m. They will discuss areas that need clarification and distribution improvements. Anyone is welcome to participate. Contact the office for more information on future meetings.

Mon. 11/15 Work session on Camping Code of Conduct.

Land Use Management Planning (LUMP) Committee will meet on the second and fourth Tuesdays of the month at 7:30 p.m. at Chapman Hall, room 303, at the UofO. They discuss conservation easement issues on the second Tuesdays and other issues: wetlands restoration, camping, and XXX on the fourth Tuesdays.

Mon. 1/24 Work session on budget issues. 7 p.m., Central Presbyterian Church, 15th and Ferry.

Mon. 1/31 Board meeting to vote on budget. 7 p.m., Central Presbyterian Church, 15th and Ferry.

STAFF & OFFICER REPORTS

General Manager. Leslie thanked norma, the Board members, and all who participated in the Board retreat last weekend. We accomplished a lot of interesting and hard work. (Look for related articles in this issue of the *FFN*.) This will be Leslie's last Board meeting until the January 31 meeting to approve the Operations budget. She hopes that her sabbatical will be a good experience for the Fair and herself. The Endowment Committee is soliciting requests for proposals. Leslie contacted David Carmichael, the attorney who aided us in our successful tax appeal, because we never received our refund and the new tax bill has arrived listing even higher taxes. However, we are accruing 12% interest from the County until the refund is paid. The bill for our work on moving Maple Gate arrived. Happily, the total is less than \$9,000. (We had anticipated costs as high as \$13,500.)

Administrative Assistant. norma thanked everyone for a great retreat. She also thanked Tom Keller & Dick Stewart who acted as "house boys" and took care of our gustatory needs. norma has been preparing the AA budget and researching photocopiers for a capital project request. Attending Budget Committee meetings is a real education.

Site Manager. Steve reported that as soccer season closes they have 7 wins, no losses and 1 tie! Thanks to Arrow (Traffic Co-coord) for site-sitting so that Steve and Andy could attend the Board retreat. And thanks to Andy for being on site last week so that Steve could take a week's vacation after the retreat. Thanks to all the folks, including JAR Smith (Construction Co-coord), Randy Nowell (VegManECS), Dave Peek (crafter), and crew members from DeCon' and Site who came out to the work party before the Annual Meeting. They hauled out a couple of loads of dimensional wood, finished the final decon of Main Camp kitchen, and all the hay is removed from the parking lot. Staton Construction completed the road work from Maple Gate. And ODoT plans to pave

the ramp to Maple Gate. Steve thanked Dennis Todd (LUMP) for all of his work on the Far Side. A new phrase used at the Cascade Pacific Resource Conservation & Development conference on watershed restoration sums up much of what we do at the Fair: "adaptive management." We get up each day and see what happens!

President. Jack thanked the parting and new board members for their work. He thanked Leslie for the creative exercises and Charlie for facilitating the board retreat. We went on a vision quest/soul search to formulate our long-term goals for the Fair and to evaluate how they match up with our mission statement. During the last three years we have been forced into reacting to vicious attacks against our beliefs from outside. This was the first that we've had to do some creative visioning. It is a very good note on which to enter the next millennium. Our goals may be summed up in various categories: philanthropy, bricks & mortar, crew services/lodge, the land -- its use and enhancement, and walking our talk. Saturday, the vision day of the retreat, was truly invigorating.

We are in the final phase of the Land Swap with the City of Veneta. Jack admitted that he originally entered this process as a skeptic. It is amazing and fulfilling to see it come to completion. He also counseled that as much as we have worked and as tight as this agreement seems, there is no risk-free venture. Many, many thanks to Leslie and Dennis Todd who carried the vision and have worked tirelessly on this issue and our quest for watershed and wetlands restoration.

Treasurers. It's Budget Committee time -- many meetings. They are still waiting to receive some crew budgets. Only one, Admissions, has requested a lower budget so far.

COMMITTEE REPORTS

LUMP Dennis reported that six acres of the wetlands have been scraped and are waiting for plants and seeds. Much of the native vegetation was salvaged and may be replanted. Watch for notices of planting parties!

FAIR FAMILY NEWS norma requested positive letters to the editor for the paper. What do you like or love about the Fair?

OLD BUSINESS

RATIFY BOARD ELECTION

Jack moved, and Dr. Jim seconded, that the results of the Board election be ratified. The newly elected Board members are: Jim Sahr, Michele Sharpy, Etienne Smith, Lawrence Taylor, Charlie Zennache and Charles Drew (2-year alternate) and Howard Galvin (1-year alternate). Because Doug Carnie resigned the day of the Annual Meeting, seven board seats were filled.

The motion passed: 9 in favor and 0 opposed. Thus ended the 98/99 Board and the 99/00 Board was seated.

OFFICER APPOINTMENTS

Marlene moved, and Lawrence seconded, that Jack Makarchek be appointed President of the Oregon Country Fair.

Peach Gallery: Leslie thanked Jack for his incredible work, leadership, and the way he pushes us to think on various issues. He puts in an amazing amount of hours; some weeks they are in daily contact. We are very lucky to have Jack as our President.

BoD: Michele believes that we have a kinder and gentler Fair because of Jack's leadership. Etienne echoed Leslie's appreciation and added that she loves Jack's wisdom.

The motion passed: 10 in favor and 0 opposed.

Michele moved, and Dr. Jim seconded, that Hilary Anthony and Steve Gorham be appointed as Co-treasurers of the Oregon Country Fair.

Peach Gallery: Leslie appreciated both Hilary and Steve (aka Grumpy) for their hard work, integrity, dedication, intelligence, and their wise & unbiased professional counsel. The Fair's finances are huge and complex. They help her monitor fourteen bank accounts, track budgets, purchase property, prepare audits, etc. We are so blessed to have them as our Co-treasurers.

BoD: Lawrence Taylor, "This is more walking proof that brain damage is just government propaganda or lousy excuses." Michele added that it is good that we have a lawyer and an accountant counseling the Board on important decisions. She trusts their wisdom and guidance. Jack -- An organization is judged by its honesty and integrity and this society's values is based upon money. Steve and Hilary naturally come from a place of integrity

which is reflected in their work and maintains the Fair's integrity. Charlie appreciated their timely information and unbiased counsel about options and repercussions.

The motion passed: 10 in favor and 0 opposed.

Marlene moved, and Michele seconded, that Jen-Lin Hodgden and Heidi Doscher be appointed as Recording Secretary and Membership Secretary respectively.

Peach Gallery: norma thanked both women for their incredible work. We are fortunate to have them working for us/with us. Leslie echoed norma and added that she always appreciates Jen-Lin's counsel, and missed it at Board meetings.

Board: Michele echoed Steve G's appreciation of the scribe's ability to produce this Board's minutes. Jim noted that it is a miracle that the Fair has attracted people whose skills are so well-suited to their tasks as in our staff and officers. Jack observed that our labor comes from a place of devotion. Marlene said that her and the Board members' thanks is deeply heart felt. We are all fantastic and do an amazing job.

The motion passed: 10 in favor and 0 opposed.

REVENUE PROJECTIONS

Palmer moved, and Jim seconded, that the Board accept for planning purposes the 2000 Revenue Projection dated 10/31/99 as amended,.

Background: Grumpy led us through the budget path highlighting last year's actual amounts, best guesses and intelligent assumptions which ended at a total projected revenue of \$840,900. This projection includes some operational changes. The primary request is to increase the day of event ticket price by \$2. Based on attendance projections, this will yield an additional \$16,000. Last year the ticket price was the same regardless when it was purchased. The budget is prepared to meet conservative revenue projections. The Budget Committee requests approval now so they may continue the budget process. It may be amended in January. The other changes that the Budget Committee is discussing but has not included in the revenue projections include:

1) Raising the senior discount age from 55 to 60. Approximately 2,000 patrons enter as seniors and we all continue to age. 2) VIP passes are valid for one day only, not all three days. 3) The teen pass age will be lowered to include 11 and 12-year-old youth in 1997, will now cost \$25.00. Thus, it will become a pre-teen and teen pass.

Peach Gallery: Leslie noted that the ticket prices are still less than the average price of a single concert ticket. Increasing the day of event ticket price will provide incentive for advance ticket purchases. Christel Thomas (Community Village) noted that a pre-teen pass will be burdensome for families. David Helton (Registration) counseled that once we budget to a projection it is very difficult to make cut backs in the budgets. He believes an increased day of event ticket price is another obstacle that may discourage patrons.

Board: Brad is interested in a three-day discounted ticket. Michele responded that this was discussed extensively. Fastixx advised that the best way to do that would be via a wristband. The time and labor required seems prohibitive at this point. Also, it is difficult to consider discounting tickets when sales are down overall. Charlie, Marlene and Etienne all advocated for a more conservative revenue projection. Etienne said she'd "rather be low, then get high" regarding finances. Marlene noted that a higher day of event ticket price is common practice. She would like time to receive feedback and to discuss the pre-teen pass. Charles (BC member) noted that the projections are fairly realistic. He applauded all the crews that came in under or on budget last year. The motion passed: 10 in favor and 0 opposed.

WOW HALL MEMBERSHIP

Charlie moved, and Palmer seconded that the OCF renew its membership for \$500 with the WOW Hall. The motion passed: 10 in favor and 0 opposed.

WHITEAKER COMMUNITY DINNER DONATION

Michele moved, and Jim seconded, that the OCF donate \$500 to the Whiteaker Community Thanksgiving Dinner. Jack invoked the sock amendment bringing the total donation to \$600.

Background: The organization has the opportunity to purchase good, wool socks for \$0.25 a pair. This amendment warms the sole.

Board: Palmer's request for an additional \$50 for underwear was not accepted by Jim. Leslie quipped that "only one gender can use socks as underwear!"

The motion passed: 10 in favor and 0 opposed.

CREW MEMBER RIGHTS

Brad would like the Board to adopt a policy that all crews elect their own coordinators. However, he has been counseled that this one-size-fits-all solution doesn't fill all crews at the Fair. He would like input from Fair family especially regarding ways to improve dysfunctional crews. Contact Brad at 541-485-8265 or bradlerch@aol.com.

COMMITTEE MEETING NOTICE

Palmer moved, and Etienne seconded, that all Board appointed committees are to publish meeting notices whenever possible in the *Fair Family News* and/or website through the Administrative Assistant.

Board: Etienne -- "When you're in the know, you can go!" Brad wondered if another button could be added to the phone selection that would list all the scheduled meetings. norma said she will ask for an increase the AA phone budget to purchase another voice mail box.

The motion passed: 10 in favor and 0 opposed.

BI-MART WETLANDS MITIGATION OFFER

Jack moved, and Dr. Jim seconded, that the Oregon Country Fair enter into an agreement with Terra Science to mitigate three and a half acres on land that will soon be owned by the Fair.

Background: Bi-Mart has hired Terra Science, an eco-restoration company, to do the required wetlands mitigation work so they may build on land next to the old Dairy Queen in Veneta. Bi-Mart will pay us \$3,000 per acre for the wetlands mitigation rights. They are also giving the OCF a \$5,000 contribution for education purposes (at Dennis & Leslie's suggestion). The Fair will soon own the Boro Pits on the Far Side which is the proposed site for the work. The Boro Pits are part of the national registry of wetlands and nothing could be developed on that site. The financial cost (approximately \$15,000/acre) to restore it to a more fully functioning water and nesting habitat to the Fair is zero. Also, a mitigated site retains a permanent deed restriction; it may not be developed in the future. The Division of State Lands requires a five-year monitoring plan for which Bi-Mart will also bear the expense.

Peach Gallery: Anne Morris (VegManECS Co-coord) It is very cool to enhance the wetlands with funds from outside the Fair. Putting restraints on land development is a good thing. Steve W -- Rehabilitating this piece of property which desperately needs it is low on the Fair's financial priority lists. While it may not feel comfortable working with a corporation, the land and wildlife benefit from the government forcing corporations to do the right thing. The contribution could be used to continue the mitigation work or give it to a struggling labor union. Leslie quoted Dennis in his absence, "This land is ripe for exotics" so doing restoration ASAP is important!" Board: Marlene said that over time the land wins. We should consider any offer to restore wetlands. Michele supported giving the contribution to a labor union. Jack noted that this is one of life's tough decisions, but this time he is going with the birds and supporting the wetlands.

The motion passed: 8 in favor and 2 opposed (Michele and Jim).

MEMBER SURVEY COMMITTEE APPOINTMENTS

Marlene moved, and Jack seconded, that the Board appoint Reese Prouty, Etienne Smith, Daniel Dillon, Andrew Miscoe, Howard Galvin, norma sax, and Arna Shaw.

Peach Gallery: norma said the Board should craft a clear mandate for the committee.

BoD: Etienne said that Katie Cousins (Construction Co-coord) also said she would serve on this committee.

Marlene & Charlie agreed that there may be room for more members. The Board is still accepting letters of interest.

Charlie moved to table this item. The motion to table passed: 9 in favor and 1 opposed (Jack).

ENDOWMENT COMMITTEE APPOINTMENT

Michele moved, and Dr. Jim seconded, that the Board appoint Beth Little to the Endowment Committee.

Peach Gallery: Leslie said that Beth works with Patti Lomont on Neighbors. She attends ROCC meetings and is known to the community. The Endowment Committee is excited to have Beth join them.

The motion passed: 10 in favor and 0 opposed.

BYLAWS CHANGE RE BOARD CANDIDACY REQUIREMENTS

A co-crafted motion by Charlie, Dr. Jim, Lawrence & Jim:

Charlie moved, and Marlene seconded, that, subject to approval by the Fair's attorney, the following sentence be inserted in the Bylaws following the 1st paragraph of Article VII, subsection 2c: Candidates for the Board must be eligible to vote in the election.

Background: This came to the Election Committee's attention this year when they learned one of the Board candidates was not a member. He did return the completed membership form mailed to him by Heidi Doscher, Membership Secretary.

Peach Gallery: norma said that it is unfair that voters must be members but not the candidates for whom they are voting.

BoD: Jack disagrees with this motion. The membership should choose whomever they want to be on the Board. Marlene did not accept Jack's friendly amendment to direct this to the Bylaws Committee for more discussion. Palmer believes it is irresponsible for the Board to allow a non-member to hold fiduciary responsibility for the organization.

The motion passed: 8 in favor and 2 opposed.

REGISTRATION CO-COORDINATOR APPOINTMENT

Marlene moved, and Michele seconded, that the Board appoint June Harris as Registration Co-Coordinator.

Peach Gallery: David -- "June's fabulous! Please." norma said that June did a wonderful job during David's vacation last spring. Leslie said June is compassionate, intelligent and full of integrity.

The motion passed: 10 in favor and 0 opposed.

EXECUTIVE COMMITTEE APPOINTMENTS

Palmer moved, and Etienne seconded, that Charlie Zennache and Marlene Monette-Showker be appointed as the Board members to the Executive Committee. Jim's friendly amendment to add a third Board member, Charles Drew, was accepted.

Background: Last month's motion stated that the committee shall include two Board members, one of whom sits on the Personnel Committee (Charles, Marlene & Palmer). Charles & Marlene both expressed interest.

Peach Gallery: Anne asked if any of the Board members wrote a letter of interest?! Mary Drew informed the Board and Peach Gallery that Charles holds a masters in human resources and works in this area professionally. Leslie noted that her original proposal included two members of the Personnel Committee, one of whom was a Board member.

The motion passed: 10 in favor and 0 opposed.

Marlene wished Leslie a good time on her sabbatical. You will be missed.

The next Board meeting will be held on Monday, Dec. 6, 1999, at 7pm at EWEB. The agenda, subject to change, may include the following tabled items: Crew Member Rights -- Brad, Camping Code of Conduct -- Etienne, Commissioned Artwork Rights -- Palmer, and Fair/Board Members as Tenants of Fair Rental Property -- Etienne. The new business items include: Conservation Easements proposal, Purchase Easement from Forest Larson, Review Committees for Need -- Palmer, Confidentiality Rules for Committees -- Palmer, and Drafting Member Survey Committee Mandate --

Gratefully,
Jen-lin

Thanks for our health.

Thanks for our hearts.

Thanks for the food from the ground.

With our loved ones near

We bless the year that's brought us safely round.

Chorus from "Thanksgiving Day" by Tom Chapin