

Attendance: Giorgi DeCarlo (Chair), Willa Bauman, Jaimee Gentile, Teresa Pitzer, Julia Garretson, Maria Moule, Ritta Dreier, Kate Whitehorse (arrived 5:45)

Staff: Kirsten Bolton, Jake Strouckel, Courtney Kauffman

Recorder: Diane McWhorter

Guests: Colleen Bauman, Craig Butler, Teddy Wheeler, Elise Corin, David Church, Anna Lawrence

Introductions and Announcements: Around the room. Kareng Fund Art Bingo, Sunday Feb. 18th, 4-8 pm, Sam Bond's Foundry, E. 8th St. There are lots of prizes, lots of winners, inexpensive games. Sue and Tom Hunnel will play music too.

GM Address: Kirsten welcomed all and noted that there was a full agenda for the second Board meeting of the calendar year, and asked members to keep the time in mind while moving through the agenda.

Pressing Member Concerns: Craig Butler brought some concerns about Sustainability, specifically the sorting efforts and paper consumption. He suggested a much bigger presence, even a video on the website of our efforts in sorting, durables, and composting. Everyone should be careful to use certified recycled paper that uses sustainable forest practices to harvest material. The Market presently uses paper with 30% recycled content. The Sustainability Committee was directed to take a look at paper use and communications as well as publicizing our efforts. Saturday Market has won two awards for Sustainability in the past. For increased communications, Craig suggested a podcast of the Board meeting, and wider distribution of materials. The agenda and approved minutes are available online.

Agenda Approval: Add an Exec Session to the agenda.

***Motion: Approve the agenda with the Exec Session (Julia/Willa) Motion passed 7-0-0

Minutes Approval: Minutes of Jan. 11th, 2018

***Motion: Accept the minutes (Teresa/Julia) Motion passed 6-0-1 (Jaimee)

Administrative Report: Kirsten reported that a 5-year contract for the Park Blocks has been signed but not yet returned by the City. The marketing campaign will focus on downtown residents and workers in the first phase, then shift to bigger populations, with the goal of getting people to spend more time downtown. SM 2018 is in progress: contracts are signed for garbage, fork washing, security, portapotties, fire permit, right of way permit, parking, annual safety review (EPD) and a meeting with the Fire Department will be scheduled. She is still negotiating the composting agreement. Positions for three site operations workers were posted. Renewal postcards will be mailed Friday. On-line membership applications will go live Feb. 12th. Budgeting is in progress, with a meeting Feb. 13.

By laws revision: Actions Needed: (wording changes in **bold**.)

1. Need to revise Article VIII, Special Corporate Acts, Section 1, of the by-laws to authorize General Manager to sign specific contracts.

- Motion: The Board moves to change Article VIII, Special Corporate Acts, Section 1 of the By-Laws from:

ARTICLE VIII. SPECIAL CORPORATE ACTS Section 1. Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the **board chairperson and attested to by the secretary** unless the board of directors shall in a particular situation designate another procedure for their execution.

To: ARTICLE VIII. SPECIAL CORPORATE ACTS Section 1. Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the **General Manager with board chairperson's approval**, unless the board of directors shall in a particular situation designate another procedure for their execution. (revised 2-7-18)

***Motion: So moved (Ritta/Teresa) Motion passed 7-0-0

2. Jake has resigned. Need to add Membership Services Coordinator to By-Laws Article VIII, Special Corporate Acts, Section 2, as an authorized check signer.

- Motion: The Board moves to change Article VIII – Special Corporate Acts, Section 2, of the By-Laws from:

ARTICLE VIII. SPECIAL CORPORATE ACTS Section 2. With regard to account withdrawals and financial obligations, any amount equal to or less than \$500.00 may be withdrawn or obligated upon the signature of any one of the above named individuals (i.e. **Manager, Promotions Manager, Chair, Vice Chair, Treasurer**). Amounts between \$500.00 and \$5000 shall require the signatures of two of the above named individual. Amounts over \$5000 shall require two signatures with the first being any of the above and the second being any of the above except for the General Manager or the Promotions Manager. Additionally, the General Manager, Promotions Manager, Chair, Vice Chair and Treasurer may not sign any check made payable to themselves. (revised 8-2-17)

To:

ARTICLE VIII. SPECIAL CORPORATE ACTS Section 2. With regard to account withdrawals and financial obligations, any amount equal to or less than \$500.00 may be withdrawn or obligated upon the signature of any one of the above named individuals (i.e. **Manager, Promotions Manager, Membership Services Coordinator, Chair, Vice Chair, Treasurer**). Amounts between \$500.00 and \$5000 shall require the signatures of two of the above named individual. Amounts over \$5000 shall require two signatures with the first being any of the above and the second being any of the above except for the General Manager, Promotions Manager or Membership Services Coordinator. Additionally, the General Manager, Promotions Manager, Membership Services Coordinator, Chair, Vice Chair and Treasurer may not sign any check made payable to themselves. (revised 2-7-18)

***Motion: So moved (Teresa/Ritta) Motion passed 7-0-0

3. Need to remove Jacob Strouckel from US Bank and Washington Federal accounts. Recommend adding Vanessa Roy, Membership Services Coordinator, to accounts as second in-house signer.

- Motion: The Board moves to remove Jacob Strouckel from US Bank accounts ending in #8895, #3965 & #4524, and Washington Federal accounts ending in #0520, #2575 & 4326. ▪ Motion: The

Board moves to add Vanessa Roy to the US Bank accounts ending in #8895, #3965 & #4524, and Washington Federal accounts ending in #0520, #2575 & 4326.

***Motion: Remove Jake: so moved (Teresa/Kate) 7-0-0

***Motion: Add Vanessa: so moved (Ritta/Kate) 7-0-0

Discussion: Check into Love Food Not Waste. About a pick-up load of compost is generated per week. Courtney will check. Marketing campaign: will our different needs require a different campaign? The group is still in the research phase and hasn't started details yet. What were the details of the 5-year contract? They did add the words "or improvements" but it already states that any work on the site will minimize impact, etc. as it has in the past. The Communications director clearly stated in a meeting that there was no interest in the Park Blocks at present, as all City efforts are directed to the Riverfront development project.

***Motion: Accept the Admin report (Teresa/ Julia) 7-0-0

Advertising Update: Jake reported that a Marketing Schedule has been compiled for the 2018 season, including Pandora, social media, print publications and radio. Posters and the Guidebook cover have been completed. The website will be revised for content, but the expansion project is on hold due to Jake's resignation. He will provide a full process guide to the office for the transition. Examples of the poster and GB cover were shown. He read a statement about his resignation.

***Motion: Approve the advertising report (Julia/Teresa) Motion passed 6-0-1 (Ritta)

Treasurer's Report: Kirsten read some trends from the December P&L: Total income and Administrative income are over budget, and HM income was over budget, SM income was under budget. SM and HM expenses were under budget, Administrative expenses were over budget, and net income was over budget. There were two payrolls in December, which wasn't adjusted for in the budget but does show up in the trends.

In response to a request for a different format, it was explained that you can either compare to this time last year, or to the budget, which is based on last year. Items can be made more accurate by budgeting a little differently in the future, now that there is more knowledge available about when and how expenses and income actually occur. The projection is to end the fiscal year (ends March 31st) with positive net income. Perhaps more detail about the trends would be helpful.

***Motion: Accept the Treasurer's Report (Teresa/Ritta) Motion passed 7-0-0

The Board decided to move the item "Park Blocks Deck" up to before Committee Reports.

Park Blocks Deck: Four members have requested moving to the top of the point order to choose new spaces for the season. Discussion: A letter was read from a former Market member, Maggie Quinlan, who remembered that in the winter of 1990-91, a ramp was put in to the north of the steps on the west block. All six affected members, whose booth spaces were eliminated, were offered the opportunity to choose new spaces, on the west block, before others in the point order.

Differences in this case are that no spaces were eliminated, but only changed by having the deck at their backs, but in both cases the neighborhood and traffic flow were changed.

***Motion: The petitioners from spaces 145,146,147, and 149 should be granted their request to go to the top of the points list based on their point order. (Maria/Teresa) 5-1 (Willa)-1 (Ritta). Motion passed.

Discussion: The point system choice process was clarified. Reserve booths will be allocated beginning after the March 1st deadline for booth holders to respond about their reserved spaces. While members were supportive of some exception or amelioration being made to respond to the needs of the petitioners, they wanted to examine more alternatives, such as giving some amount of points, or some other solutions. There were ideas to mitigate deck use ranging from closing access to it, to putting up some type of fencing or barrier on the wall behind the booths. Activating the space could improve the situation, though the members present felt that more activity would not improve their experiences. They indicated that some kind of fence or wall might make them stay in the spaces. Ideas for activation included arts programs with community partners, quiet meditation or massage space there, moving the Info Booth there, putting new vendors there, or other unexplored options. There are issues with wet, slippery surfaces and shade, and picnic tables in place.

It was suggested that other members might be fine with the affected reserve spaces, so that no net loss of reserve members would occur. If trades were possible, that could be explored, though there is little time for a callout now, and there is no precedent for that process. There were concerns about setting precedents when it is realistic to expect that other changes will come to the Park Blocks in the future. The petitioners do not have very high point totals (actual point totals were not available.) There were concerns for other members who might have worked to gain a particular space but would see one of the petitioners take it. Members felt that Courtney and/or Vanessa could identify those members and find a way to work it out with them. They would identify which booths are one-year opportunities because of LOAs, and communicate with members so that the most fair solutions, with as many satisfied members as possible, would be found. Vanessa and/or Courtney would have discretion to adjust for other members so that everyone would be accommodated.

***Motion: Form a Deck Task Force (Willa/Ritta) 7-0-0 Motion passed. Members who were interested included Giorgi and Willa.

Committee Reports: Street Team: Kirsten read a report from Street Team: January 2018 Street Team Report to Board Heather Robbins-Hinton: The response to the HM17GB was overwhelmingly positive and we once again were left with only a handful at the end. We all saw a dramatic increase in customer use of the GB.

The timeline has been set for the SM18GB and distribution will begin at Market on 5 May, but we will have them available online as a Flipbook by opening day of Market. We will be printing the same quantity of 5000 once again and are currently discussing alternative distribution ideas. Heather Robbins-Hinton will be teaching a class for members on how to use Canva, a free & simple online graphic design platform, to create ads. The class will be held on Thursday, 8 February from 5:30 - 7pm in the Market Conference Room. Please contact Heather if you would like to participate at earnestefforts@msn.com

The minutes of their January 4th meeting were included as well.

Holiday Market Committee: The Committee reported on their debrief meeting at the last Board meeting, and are submitting their written minutes. Their meetings will now be scheduled for 5:30 pm on the second Wednesday of the month, with the exception that the February meeting which will be Thursday the 15th. Maria requested that the meeting time for HM Committee be changed so that she and another member can join.

***Motion: Approve the minutes of the Holiday Market Committee. (Teresa/Willa) 6-0-1 (Jaimee).

Members were reminded that on Trello there is a board for poster distribution locations and information that is a good tool to spread posters more widely. Members can get the Trello log-in information from the office.

Standards Committee: Teresa reported on the minutes of the January 10th meeting. The Annual Review of Standards was held, the SC Code of Conduct was signed by members, and a workplan was outlined as follows: Work Plan: February- Buskers, petitioners, signs for pipe makers; March- Standards Presentation/Review document and Guideline revisions; April- Artwork reproductions, 3D objects, books and pamphlets; May- container candles; June- Family members selling; July- *meeting moved to 7/25; August- review pipe guidelines; September---; October---; November--- (if needed) ; December- (if needed). Next meeting 2-21 5:00 pm. The Committee is in search of new members.

***Motion: Approve the Standards minutes (Willa/Kate) 6-0-1 (Jaimee)

Budget Committee: Kirsten reported that the committee reviewed the December P&L and Balance Sheet. They directed Jimmy Haggard to repair the sound system. They approved raises for two positions and added one employee to the health insurance, due to increased hours. Next meeting 2-4 pm Feb. 13.

***Motion: Accept the Budget Committee report (Teresa/Julia) 7-0-0

Policy Task Force: Colleen reported on the Jan. 23rd meeting. They discussed the issues surrounding the updating of policies, particularly if done online. Dates of revisions must be recorded and policies updated by staff, voted on by committees or Board. The Task Force is requesting that all committees research and send copies of their internal policies to the TF. Next meeting Tuesday Feb 27th at 2:00 pm.

Personnel Committee: Willa reported on her last meeting as chair, on 1-8, although there was not a quorum so no business was done.

***Motion: Approve the committee meeting minutes for Jan. 8th (Julia/Kate) 7-0-0

Giorgi reported on the Jan. 26th meeting. Jake tendered his resignation. A temporary plan was made to cover the duties of the position. The committee reviewed updated Job Descriptions for Member Services Coordinator and Office and Program Administrator. They approved two raises and the addition of one employee to the health insurance.

***Motion: Approve the Personnel Committee minutes for January 26th. (Julia/Kate) 7-0-0

Old Business: Approve Retreat Agenda: Includes Work Plan and a development session on Volunteering, and planning a Team Building event.

***Motion: Approve the Board Retreat Agenda (Julia/Kate) 7-0-0

New Business: Reschedule March Board Meeting

***Motion: Approve change of date to Thursday March 8th. (Julia/Kate) 6-0-1(Maria)

Lotte Streisinger Task Force: create a plaque for installation on the PB on Founder's Day, May 9th, or a Saturday. Also can continue work on the archives and art given to the Market by Lotte and her family.

50th Anniversary Task Force: The OCF has many powerful plans for theirs, with which we may coordinate some activities.

***Motion: Form a Lotte Streisinger/ Founder's Day Task Force (Willa/Julia) 6-0-1 (Maria)

***Motion: Form a 50th Anniversary Task Force (Julia/Kate) 6-0-1 (Maria)

Website Task Force: Begin and discuss work on the Online Vendor Directory and other website opportunities.

***Motion: Form an Online Vendor Directory Task Force (Teresa/Julia) 6-0-1(Maria)

Willa and Craig agreed to serve on it. Diane will publicize the task forces on the member website.

Meeting Evaluation: Too much back-and-forth discussion, but a very productive meeting. Thanks to the chair and all longterm volunteers. People carrying forward the institutional memory and history have been very important.

***Motion: Adjourn to Executive Session (Teresa/Julia) 7-0-0 7: 45 pm