

Attendance: Colleen Bauman (Chair), Teresa Pitzer, Giorgi DeCarlo, Ritta Dreier, Chuck Roehrich, Rachell Coe Excused: Tym Mazet, Jaimee Gentile

Staff: Kirsten Bolton, Vanessa Roy, AJ Jackson, JJ Hendrix Recorder: Diane McWhorter

Guests: David Church, Gary Becker, Lisa Bieber, Lynn Brown

Introductions and Announcements: Celebrating AJ's birthday! Board Retreat May 19, 2019.

Election in early June: three positions open, as two members reach the end of their first terms (Jaimee, Giorgi) and Anna's appointed term ends. All three are eligible to run.

Seating New Board Member: Anna Lawrence will fill the remainder of Kate Whitehorse's term.

***Motion: Seat Anna (Rachell/Teresa) 5-0-0

Pressing Member Concerns: Lisa Bieber: Lisa came to express her extreme concern with the current plan for the change in the DAZ to include the Wayne Morse Terrace and Free Speech Plaza. She objected to the timing and the lack of inclusion that allowed limited choices. She urged the Board to request that the City provide a space for the homeless who might be displaced, with services, and that any law enforcement be not oppressive. She underlined that any further downtown actions include Market management. Preventing violence and misunderstanding will be essential. Discussion was deferred until the item came up in the Administrative report.

Agenda Review: Correct the date and time of the next meeting (will be May 1, 5:15 pm). Move the Budget Approval item to after the Administrative Report so that Lynn can leave. Add a closed session at the end of the meeting for Personnel.

***Motion: Accept the agenda as amended (Ritta/Rachell) 6-0-0

Volunteer of the Month: Lynn Brown has served for many years, as a Board member, as Treasurer, and on the Budget Committee. As Co-Chair and member of the Standards Committee where he was very skilled in crafting policy. He has been a mentor to many and a very valued member. A few of his precise words still persist in the Guidelines.

Approval of Minutes: Minutes of the March 6th meeting.

***Motion: Approve the minutes (Teresa/Rachell) 3-0-3 (Giorgi, Teresa, Anna)

Board Educational Minute: Duty of Obedience: Ritta: One useful definition is "Obedience is behavior that is respectful and mindful of rules and laws." The Duty of Obedience is one of the three main legal responsibilities of the Board of Directors and Officers (the other two are Loyalty and Care.) The Duty of Obedience is focused on upholding the Mission Statement of the organization, which is the guiding compass and corporate purpose. Knowing and supporting the purpose is critical to success. The current mission statement is the Preamble to the Bylaws, which states:.

- 1) To promote the public appreciation and advance the awareness of local art and artisans;
- 2) To promote and advance the growth and development of new business and successful local artisans;

- 3) To promote and advance the arts and sciences;
- 4) To promote community education and networking;
- 5) To promote the social welfare of the community by encouraging the interaction and crosscultural exposure of diverse components of the community, including their food and customs, and thereby eliminate prejudice and discrimination based on social class, age, race, sexual orientation, disability and cultural orientation.

Directors must understand that the buck stops with the board and directors must stay true to the mission. This empowers the Board members with strength and responsibility.

Reminder: Current policy can be found on the link to google docs that is found on every agenda and is a work in progress. Members should review policies there and suggest updates if necessary.

Administrative Report: Kirsten reported on the Wayne Morse Terrace issue that emerged in the past week. She was not able to bring the changes to the Board before operational action was needed. Last season was very successful and the Market is experiencing growth. The City allowed an expansion of the permit to include the southern space on the Northeast (County) block. Farmers will set up on the western sidewalk. The old Info booth will be set up on the corner, with no monetary transactions, for disseminating information and permits to sell in the Downtown Activity Zone (DAZ), which includes that block. Permits will now be required to sell in the interior of the block. Free Speech activities will still be allowed, as well as the Drum Circle. EPD will be occupying space #400 for at least the first week and security will be available to ensure a smooth transition in the space. Cameras will be placed on the block. All nine 8x8 spaces in our permit have been reserved by SM members. Experienced SM staff will be in the info booth. All enforcement will be done by the EPD.

JJ explained about the DAZ and the permitting process, which is a service SM has done for the city for a long time, and includes permitting other things like activities, food trucks, and sidewalk signs. The City provides the policies and management and SM only writes the permits and gives information to the applicants. Many people have come to the office to buy permits and even if they come in with concerns, they leave with answers and the \$25 annual fee is reasonable. There is no restriction on what may be sold, but spaces are 4x4 only and no canopies can be used except in two designated spots in the zone (not there.)

Discussion: (Opinions of individual members and not consensus of the group.) Framing is the challenge to show that SM is a kind and compassionate organization that offers support and services to low-income beginning businesses. The solution has been in the making for many years. There were a lot of user groups and this is not targeting homeless people. We have the friendly and approachable staff to present the solution that has been arrived at. Nonprofits can set up and may find more opportunity to do so. This is part of the solution to homelessness. Perhaps some scholarships can be offered for those who cannot afford the permit. Nine new spaces will limit the number of members who are turned away for lack of space. Clarification is being sought from the City on articulation of the policy banning structures. Safety of our staff is a priority and they are trained in de-escalation. The program of providing the city service goes back into the '90s and the activity zone has been in place for a long time, though it was recently expanded. SM booths had been sited on the plaza in the past. There were concerns about dogs, that they not be banned. Many have communicated to both the city and county that solutions for the space were needed. Some SM members are homeless. Some low-end fee relief is still needed in the fee structure, and a scholarship program would be supported by many members. Payment for the DAZ permit might be deducted from a SM membership. The DAZ permits have worked well for many people who have worked themselves out of poverty. Lisa was thanked for bringing her concerns to the Board.

Other items in the Admin report included that the PB Team met with Cameron McCarthy, the architectural team selected to manage the public engagement process for the Town Square project. It was the meet-and-greet first meeting for the group. The Fire Inspection will take place on Saturday. The fiscal year ended on March 31, 2019, and it was a very strong year, exceeding financial goals. The Database project first view will be on April 25th, 12:30-2:30. There will be a memorial table in Connie Bender's space.

***Motion: Approve the Admin report (Teresa/Rachell) 6-0-0

Budget Approval: With Lynn presenting, members viewed the 2019-2020 Budget. Notes included that the Holiday Market budget reflects the additional day, and is based on 98% occupancy. Income is based on the previous year's actual income, and expenses include projected increases. Net income is projected conservatively at about \$3500. The Budget Committee will meet in June to review expenses and income to make any budget or spending adjustments necessary.

***Motion: Approve the budget pending the Personnel decision in the closed session. (Rachell/Teresa) 6-0-0.

Advertising Report: Vanessa reported that 9000 people are interested in our Opening Day event. Stats are growing on all social media (except for Pinterest) as our public reconnects with the Market. Ads have been placed and PSAs sent to radio and TV. There are many new banners with a fresh look and new colors. Three color ads will be placed in the Chow issues of the Weekly. New metal trash/recycling signs will be set up with the new trash receptacles, which eliminated the use of many plastic bags and will be more efficient and easier for customers. All trash will be sorted. 50th Season promotions will be done widely for the tentpole days and legacy music days. Let Vanessa know if you find any errors on the website or in print so they can be fixed. There was a great interview on KLCC with Vanessa and there are TV interviews arranged for Opening Day.

***Motion: Accept the Advertising report (Teresa/Rachell) 6-0-0

Treasurer's Report: Kirsten gave the report on February 2019 financial trends in Tym's absence. February was a lean month with little spending or income, comparatively, but YTD income was still well above projections. Revenue goals were exceeded for the year.

***Motion: Accept the Treasurer's Report (Rachell/Ritta) 6-0-0

Committee and Task Force Reports: Sustainability Committee: JJ reported on the March 3rd meeting. Members reviewed the trash signs and plan, which will reduce plastic bag use from four per station to one. They are researching straws for the Food Court Committee.

***Motion: Accept the Sustainability report (Rachell/Anna) 6-0-0

Retreat Task Force: Colleen reported on the March 5th meeting. The date, May 19th, had been chosen without knowing that it is the same day as the Wildflower Festival, so the TF will look into possible changes of the date and location. Potluck lunch is planned. Agenda includes Policy and Procedure Review, Website Review, Bylaws, Work Plan. Changing the meeting from a retreat to a Special Meeting would allow it to be a public meeting, with the possibility of voting and approving documents, which would not properly be done outside of a public meeting.

***Motion: Have a Special Board Meeting that would include anyone who wants to attend (Rachell/Giorgi) 6-0-0

50th Anniversary Task Force: Giorgi and Ritta are now the Co-Chairs. Giorgi reported on the March 7th meeting. The 50th Anniversary Facebook page is ready and will include special photos and historical writing. Stickers, banners, and posters will all feature the new logo treatment and colors. An exhibit is scheduled for July at the OSLP Lincoln Gallery and the Eugene Library in November and December. Content is needed. Slides are catalogued but photos are still in process. Historical displays will be coming. A Fashion Show will be scheduled at the Holiday Market. Logo items should be appearing soon. A meeting was held with OCF planners about possible collaborations to promote the mutual celebration. KOCF scheduled a live broadcast from the stage (Opening day, also May 4th). White Bird is interested in bringing back the Lucy Booth. Some ideas for the May 9, 2020 were discussed. A trike parade for kids might be brought back. The next meeting will be held April 11th, 3-5:00 pm.

Holiday Market Committee: Rachell Coe and Esther Reese are the new co-chairs. The dates were chosen last month and the Budget set. Holiday Hall rent remained the same. The elf game may be expanded to the first two or first and last weekends. Elves as prizes may be eliminated and the gift certificate split into four \$25 certificates instead. The **recommendation** was to make the elf game on the first and last weekends. Harvest Dinner in the form of a turkey dinner was discussed since it was missed, but will likely not return in that form. Suggestions for increasing member participation included adding new-member orientations, adjusting the “Ritta Rule” (skipping Dec 24th if all blocks are booked) and incentives for booking the first weekend. The Musician’s Coop will be moved to add more customer seating. Use of Food Court chairs by craft booth members needs to be discouraged. Next meeting April 10th, 2:00 pm.

***Motion: Accept the Holiday Market Committee report (Teresa/Ritta) 6-0-0

Personnel Committee: Colleen reported on the March 15th meeting. Scheduling for the evaluations, salary review, and budget process for raises was reviewed and adjusted to meet policy. Clarifications were made of the basis for raises (CPI, not COLA). Health benefits were reviewed and cost increases noted. The committee discussed the policy language on Pensions for staff to meet the needs of the present team positions, for equity.

Recommendation: Change Personnel Policy language to read “Saturday Market will contribute \$300 each year to the General Manager, the Assistant Manager, the Marketing Assistant, and the Member Services Coordinator, so they may apply it to a pension plan of their choice.” Make it retroactive to the current fiscal year (2018-19).

***Motion: Accept the recommendation from the Personnel Committee (Teresa/Rachell) 6-0-0

***Motion: So moved (to make it retroactive) (Teresa/Rachell) 6-0-0

The work plan for GM evaluations was reviewed and will be on a future agenda. It is suggested that a member survey be used to gather general information and the GM evaluation only be done by Board and committee members who have more complete knowledge of the job description and performance.

***Motion: Accept the Personnel Committee report (Rachell/Teresa) 6-0-0

The PC held a closed session without staff to discuss GM compensation.

***Motion: Approve the report (Rachell/Giorgi) 6-0-0

Standards Committee: Teresa gave the report of the March 20th meeting. They screened fourteen new members and 28 last time. Carryover screenings included books, jewelry and roasted coffee. A small language change was **recommended** to the Scents policy, changing one sentence from “The GM is charged with developing a process with the Member which may include but is not limited to changes in **packaging, display, formulation** or other actions deemed reasonable by the GM.” to “The GM is charged with developing a process with the Member which may include but is not limited to changes in **display, on-site storage, ventilation of product prior to transport to Market** or other actions deemed reasonable by the GM.” The committee is still working on the scent issue.

***Motion: Approve the change in the Scent policy (Ritta/Rachell) 6-0-0

***Motion: Approve the Standards Committee report (Rachell/Ritta) 6-0-0

Budget Committee: Kirsten reported on the March 25th meeting. This was the final review of the 2019/20 budget details.

***Motion: Accept the Budget Committee report (Teresa/Rachell) 6-0-0

Old Business: none

New Business: Review election procedures (not needed)

Meeting Evaluation/ Final Round: The Board Educational Minute was incredibly well done. Thanks to Lisa for bringing her heartfelt concerns. Enjoy the meetings. Lot of topics to cover and thoroughly done. Community is our middle name.

Adjourned to Executive Session: 7:40 pm