

Attendance: Colleen Bauman (Chair), Shannon Lee-Hutson, Tym Mazet, Chuck Roehrich, Rachell Coe, Gary Becker, Anna Lawrence, Ritta Dreier Excused: Linda Lamb

Staff: Kirsten Bolton, JJ Hendrix, AJ Jackson

Recorder: Diane McWhorter

Guests: Cortney Fellet, David Church, Jenni Calef, Teresa Pitzer

Introductions: For fun, each person introduced the person next to them.

Announcements: March 21, 2020 Board of Directors Trip to Portland Saturday Market
Jell-O Art Workshop at MKAC, led by Diane McWhorter, Sat. Mar. 14th, 1-4 pm
Kareng Fund Art Bingo, Sun. Feb 23rd, 4-7 pm at Gratitude Brewing, 540 E. 8th
Diane brought the 2013-2018 archives as well as HM posters from 2008 to show. More to come!

March 21 logistics: leave at 9 am, meet with PSM GM at 1:00, transportation being arranged. RSVP.

Volunteer of the Month: Cortney Fellet wins the award for her dedication to Market, selling every week, dressing up and presenting professionally. She also has worked hard every year with Elise getting the tables in the HM food court ready to use. Thanks, Cortney!

Pressing Member Concerns: Jenni Calef asked to keep her current reserve space 323 as the solution for a member situation. A good solution is here now but wasn't before. It's in the neighborhood she prefers with similar conditions to space 309 which she held for at least 25 years. She has the points to keep it, but it is tied up in a LOA which may not still be needed by the member, who moved away.

***Motion: If the BHOR of 323 does not come back by March 1st, that Jenni be granted the space (Rachell/Tym) 7-0-0

Agenda Review: no changes

***Motion: Approve the agenda (Rachell/Chuck) 7-0-0

Approval of Minutes: Minutes of January 8, 2020

***Motion: Approve the Board minutes (Rachell/Tym) 7-0-0

Board Educational Minute: Duty of Care: Anna Lawrence explained that it is the legal responsibility of an ordinary person or organization to avoid any behaviors or omissions that could reasonably be foreseen to cause harm to others, so it is like acting prudently. (examples: taxes, toys, sidewalks)
Duties of Care for non-profits, which have Boards, says those members use their own judgment to participate in decision-making on behalf of the organization. The Office of the Inspector General says that Board members are responsible for two facets of legal compliance insuring that an information and reporting system exists and that it is adequate to notify Board members in a timely manner when the organization is threatened by legal concerns. The Board also oversees the assets and is responsible to make sure that the organization is on a sound financial footing. The Board must maintain legal and ethical accountability for its staff and volunteers.

The Board must act with common sense and make informed decisions by 1. Participating actively as a Board member, going to meetings, answering evaluations, reading Board minutes and reviewing the performance of the GM and 2. Reasonably inquire to gather all necessary facts relating to any problem

that might arise. Personal liability is cloaked by the law that the volunteer would qualify for immunity unless a lawsuit alleges that a loss was due to their gross negligence. A business judgment rule protects from frivolous legal allegations regarding decisions they have made. It gives benefit of the doubt to the Board member.

The Board must be informed about the responsibilities: meetings, committees and mechanisms that make the Board successful. Other responsibilities: Retain competent help (lawyers, accountants); Rely on management and use them as a resource; Use committees for fact-finding on issues for the Board to refer to; delegate and adopt appropriate policies and procedures for effective oversight and compliance with applicable laws; create a record of the decision-making process demonstrating reasoned decisions; promote open debate and record dissent in the minutes for future reference. As business owners, we have a Duty of Care: Having a safe and secure booth, indestructible by customers, rugs fastened down, weights, operational fire extinguisher, safe products for consumers.

Administrative Report: Kirsten reported that the Right of Way permits and parking meters have been applied for, as well as the Fire permit. Contracts are being negotiated and staff has been contacted. A Town Square design meeting was held Feb 4th at Whirled Pies, mostly focused on City Hall and the Farmers' building. A go or no go decision is expected from City Council in April.

Met with Cameron McCarthy and the construction team (Lease Crutcher Lewis) to discuss timeline. The earliest date they can begin is Oct. 12th but the discussion was that the last Market might be October 31st, to allow extra time in the fall and not interrupt the April 2021 opening. This would eliminate one Market, Nov 7th, which could be made up in HM. They discussed some phasing during the last weeks of October that wouldn't disrupt operations.

SM renewal cards went out February 12th. The training for the new database took place February 11th. It will be used for membership renewal. Members will be provided with a FAQ on how to populate their Member Profile on the Member Search engine. The office can also walk people through it. The process will take some time for enough members to join it so that it can be robust enough to make it go live. This should be on April 4th.

The Farmers' Market permit is being handled by the Urban Renewal program, which currently owns the northwest block. When it sunsets in 2026 or 2027 the permit will return to city oversight in the same program SM is in.

NOMCON is a weekend conference June 5-6, 2020, put on by Nation of Makers. All of it is still in the planning stages. Individual tickets are \$275 and our staff is too busy to attend (due to our event) but members might be interested. There are different components but SM might want to participate in the Maker Fest on Friday night downtown. There will be indoor and outdoor attractions during the Art Walk. Members could register and participate for a \$50 fee, or possibly the Market could have a display and perhaps a cluster of Market members. Costs might vary. If we think our members would benefit, would they want to do it on their own or as an organization? Part of the goals of it are to establish networks with future benefit for makers of all kinds.

Discussion: Only upcycled items? Those will be in Broadway Center. On Broadway many items might be sold. June is a successful month for the Art Walk, (5:30-8:30) in summer evening light. Having information there would be great, with a history display, guidebooks, etc. Art City will produce that event. There could be some set-up at the Park Blocks, with the added expense of security and set-up staff. Goals are to recruit customers from a different demographic, and to have a presence in the arts community as an arts event.

***Motion: Explore the possibilities of setting up a booth with our information, staffed by volunteers, and invite our members (Rachell/Shannon) 6-0-1 (Chuck) Shannon will volunteer.

***Motion: Approve the Administrative Report (Rachell/Shannon) 7-0-0

Advertising Report: none this month. People are missing social media posts and suggested starting ones showing what we are working on in the offseason.

Treasurer's Report: Financial trends for December 2019. P&L and Financial Report attached. Income increased in December, with a generous donation from Barbara and Blair Irvine. Space collections from HM were higher than expected. Total income increased. Expenses fluctuated but the net income was 63% higher than budgeted for December, with a YTD net income 11.2% higher than budgeted.

***Motion: Accept the Treasurer's report (Rachell/Chuck) 7-0-0

Committee Reports: Standards: Teresa reported on the Jan. 8th meeting. Teresa and Gary were re-elected as co-chairs. The Annual Review was held with a few small additions and corrections to guideline language. The Booth Structure guideline was amended to add the word "monitors."

Current language: Digital displays including computers, tablets, and picture frames may be permitted if the screen does not exceed a 17 inch diagonal measurement and does not constitute the primary feature of the display. Your display may not be visually obtrusive or constitute hawking. Any such display should only be used to provide the customer with information about the craft or present additional items that may be available. Electronic displays with sound are not permitted.

New language: Digital displays including computers, **monitors**, tablets, screens, and picture frames may be permitted if the screen does not exceed a 17 inch diagonal measurement and does not constitute the primary feature of the display. Your display may not be visually obtrusive or constitute hawking. Any such display should only be used to provide the customer with information about the craft or present additional items that may be available. Electronic displays with sound are not permitted.

Work Plan:

- February: Who may sell at Market
- March: None due to busy Full Screening intakes
- April: Machine knitting
- May: Molds
- June: Lapidary
- July: No meeting
- August: Books
- September: Open
- October: Open

Next meeting February 19th, 2020

***Motion: Accept the Standards minutes (Rachell/Anna) 7-0-0

Old Business: Board Retreat Planning: Discussion: Bonding will happen on the Portland trip. Pressing issues for members are increasing the vote on Board elections, increasing member participation and engagement, planning for the future (2021 and after, as well as the Park Blocks changes,) generational shifts, SWOT analysis, and more. Members felt that while a Sunday meeting would be productive, it might be more effective to have brainstorming sessions or informed discussions at each meeting instead, focusing on one topic at a time. Email blasts will be easier to do with the new database and should increase member engagement and activation. Once the 50th Anniversary is over, that task force

can become the 2021 Task Force. Other task forces could emerge from the brainstorms. The Board could also hold an open house, not focused on policy, to socialize and meet informally with members, to bring others into the discussion. The preference seemed to be for shorter sessions at each Board meeting, although a longer retreat was also acceptable to most.

Appoint Budget Committee Members: Shannon spoke about her interest and qualifications for the Budget Committee. She'd certainly like to attend a meeting to see how it works. (There is a meeting on Feb. 26th.)

***Motion: Nominate Shannon to the Budget Committee (Rachell/Anna) 7-0-0

New Business: In response to a question, a preliminary discussion was held about closing the Market on Nov. 7th.

***Motion: Add the item to New Business for discussion. (Rachell/Ritta) 7-0-0

That would end the season on Hallowe'en, with a possible extra day added to HM. As this was not on the agenda, it will be placed on next month's agenda in Old Business so that a decision can be made with member notification.

Review Saturday Market Fee Structure: A chart was provided to show what percentage of income people pay in the types of booths (strolling or Tuesday, 4x4 or 8x8), which shows that at low sales, the structure is regressive in that lower-earners pay higher percentages. Any future fixes would need to be done within the budget cycle with sufficient analysis for effects. Dropping the cost of the 4x4s, or adjusting the percentage for sales under \$50, would be the type of fixes possible. It also could be possible to provide some kind of coupon or assistance for discouraged members. The Board generally felt that while it was unfortunate, there was also a way that people worked through disappointment to improve products and presentation, and this was a necessary part of building a business. Most felt the cost was moderate or inexpensive, and affordable as is, particularly with all of the member and customer services SM offers. People worried that the honor system was already vulnerable. Perceived value of the opportunity could be tied to how much is paid. Other selling opportunities cost more (Salem \$35 flat fee, farmers \$50 flat fee, Portland \$60). Managing expectations is part of the job.

Staff members mentioned how much they work with struggling members to give them useful feedback and assist them to succeed. Every orientation includes advice for starting members. No changes were proposed.

Review Bylaws: Several small errors were noticed and corrected, such as replacing she/he and his/hers with them and theirs, and adding **gender** to #5 of the preamble. Several typos were fixed as well.

Email use for meeting notification and in lieu of a meeting needs more research, but is not a priority.

Meeting Evaluation/Final Round: well done, thank you.

***Motion: Adjourn (Rachell/Anna) 7-0-0 7:10 pm

Next meeting March 4, 2020

