

Attendance: In office: Nome May (Chair,) Bekah Zeimetz (Vice Chair,) Candice Westberg, Maia Bowers, Gary Spetzler, Jennifer Hoberg On zoom: Sarah Bast, Heather Robbins-Hinton (Treasurer)
Excused: Julia Garretson In office: Recorder: Diane McWhorter (Secretary)

Staff: In office: Shannon Lee-Hutson, Sonia Ostendorf On zoom: Renee Thompson

Other Participants: On zoom: Tamara Sue Leroy, Barbara Granham-Adams, Anna Lawrence, Willy Gibboney, Craig Butler, Doug Robertson, Sarah Marie Jones, Richard Harnsongkram

Announcements: Be sure to turn in your GM evaluations by Feb. 15th.

Pressing Member Concerns: Tamera Sue LeRoy: She has requested a refund of the booth fee for a weekend of HM for personal reasons (she disclosed them.) The fee is \$203 and she has set up a payment plan and intends to remain a member in good standing.

***Motion: Waive the fee for Tamera Sue for the Thanksgiving November 24-26, 2023 Holiday Market weekend. (Candice/Bekah) 5-2-0

Agenda Approval: The agenda was rearranged from the usual form to bring Old Business forward in front of Committee Reports to ease fatigue with long meetings. Julia can't give the Sustainability report, so Tamera Sue will. An archives report will be added to Staff Reports.

***Motion: Approve the amended agenda (Maia/Candice) 6-0-1 (Jennifer)

Board Educational Moment: Diane summarized this document on Confidentiality: The duty of confidentiality is essentially to protect the organization and its members from improper sharing of sensitive matters. Transparency is a value we do strive for within our membership and community, but certain matters deserve to be kept private. This can certainly be difficult, so if you are unsure, ask for permission to share items, so that gossip situations are avoided. This is for the protection of all parties. Any matter discussed in a closed executive session is not to be shared outside of that meeting, unless it is contained in a motion, which makes it public. Our regular Board meetings are considered public, and the minutes are considered public record. Our policies are public record, but individual solutions for policy issues are not always public. While we attempt to share as much information as possible with the members, we think first of the impacts on the organization and persons involved in the decision. For instance, details of someone's request for a leave, should not be shared. If they are ill, or have a personal situation they have disclosed in an application for leave, they do not expect that to be general knowledge. Therefore, be discreet in the wording of motions and extend as much privacy as possible to the member. Along that vein, members who are not present should not be discussed, whenever possible. Confidentiality is courtesy. Consider how you would feel and stay on the side of caution when speaking about other members.

Confidentiality covers any personnel matter, from salary, wages and benefits, to any disciplinary actions, medical conditions or matters for which the employee asks for privacy. We can disclose a salary range while hiring, for instance, but once a person is hired we only disclose their wages and benefits to those who need to know, such as the personnel or budget committees. The Board can know, but in the budgets we use a number that includes all wages for public disclosure, not those of individuals. Personnel matters are always discussed in closed, executive sessions, which are

confidential, unless there is a matter that is not private to the membership, such as an unexpected leave, a resignation, or similar situation. The details of those are still confidential.

As a courtesy we try not to publicly criticize or compromise the actions of any employee or fellow member, despite our personal opinions or perceptions of their actions or words. Use the grievance process or speak to your GM or Board Chair if you feel that it is necessary, or deal with it directly with the employee if appropriate. I believe it is best to attempt to solve our own problems, and not go to the media, a governmental entity, or even community members when we have internal issues. Media coverage is rarely fully accurate, and once a narrative is public, you and the organization have lost control of the possible repercussions. You know how gossip works, and that what you think you told someone in confidentiality may not be honored by them in that same way.

Other items we keep confidential are things a competitor might benefit from, such as our member records, how much we pay for the Fairgrounds rental, and certain legal or real estate matters. This information can sometimes be included in larger public disclosures, such as, the total cost of Holiday Market to produce, how many members we have, or sometimes, a number like the average booth fee. As long as information does not identify individual members, it can mostly be disclosed. Members are free to disclose their own information, if they desire, just as with things like medical situations. Just ask permission of the member before repeating things they've shared with you. If you feel that there are things kept confidential that the public, or someone, needs to know, think carefully about it and defer to your duty of loyalty and duty of care. Probably all of us have shared things that we have regretted, as we are human, but we can always try to thoughtfully and ethically do better.

Approval of Minutes: Minutes from January 10, 2024

***Motion: Approve the minutes from January 10th (Maia/Gary) 7-0-0

Archive Report: Diane has been working on the archives and has brought to the office the 70s, the Farmers, and the Downtown Development archives. All are very interesting, so if you have time, you can go into the office and view them.

The farmers started with us and broke away in 1979 so this year they will have their 45th birthday on August 18, 2024. Lotte made a document of Market Success Stories and credited the market not only with the farmers beginnings, but also 5th St. Public Market which was modeled on us, and hired one of our early managers, Lou Elliot, before Obie bought the building and business. She also pointed out that Dick Cross was a market members who started Made in Oregon and also designed the classic wooden booth that we still share plans for. We should update this document with the many hundreds of other members who have gone on to great success and keep it as an important part of our powerful history.

Administrative Report: Shannon reported that there will be some preseason construction on the Park Blocks. We asked for concrete repairs, which will be done, in addition to some other citywide public safety improvements. One is taking the overhead coverings and poles out, which will affect a number members who use them for protection from rain and sun. ADA-compliant sidewalk corners will be added on the Info Booth and Wells Fargo corners. The map was redrawn in three versions, one for regular use, one for the future when the fountain is removed (in 2 to 5 years,) and one for events. The numbers are still being adjusted but most will change. New bike racks will be added and locations are being worked on now.

The new Fire Marshal, Travis Worthington, will be taking over arrangements in the Wayne Morse Plaza. There will be special DAZ permits just for that space. The new storm drain curbs present a safety hazard to people on the crowded sidewalks so Shannon is working on some fencing options for those as well as replacing the fencing we use for the fire lanes. Some concrete anchors will be required. She is hoping to add unit #123 in March next to the office for records and archives.

Many forms have been updated and the new Handbook and Standards Guidelines book have been edited and it is Board homework to review those recommendations for the next meeting.

The office is open Tuesday through Friday, 10-4. Standards screenings and New Member Orientations will begin in March. Meeting dates and times have been set:

- Board: First Wednesday, 5:15-7:15
- Sustainability: Second Wednesday 4:15-5:15
- Standards: Third Wednesday, 5:15-7:15
- Food Committee: Fourth Wednesday, 5:15-7:15
- Holiday Market: last Friday, 9:00-11:00 am.

Permits and Contracts (Fire, Police, Right of Way, Garbage, Porta-potties) are being negotiated through March. The permit for SMPB 2023 was amended by half to compensate for the construction and lost spaces. The Fire Marshal has changed some regulations for the Food Court so that will be worked on with the Food Committee. The maps will need to be approved by the Fire Marshal as well. The Security contract is in process and some items will be purchased to improve safety and security.

The Site Crew has begun work prepping for the season. The Assistant Manager search is on and interviews will begin soon. All staff evaluations will be finished by mid-March. Staff is looking into trainings.

The Membership Agreement, "Welcome to Saturday Market" informational document, and "How ESM Points Work" documents were in the Board Packet for review.

The 55th season will begin April 6th, 2024. Sonia reported that there are 75 members and many have chosen the "willing and able" options for the membership fee.

***Motion: Approve the Administrative report. So moved (Bekah/Maia) 7-0-0

Advertising Report: Renee reported from her vacation. January was spent on organizing and putting away the Holiday Market, updating maps and forms, the calendar, and other website and office tasks. She will focus in February on launching the online merchandising store, meeting with the Guidebook Team, placing the ads and social media marketing. With the Holiday Market Committee she created two online surveys, one for members and one for customers, to get better responses on the choices made by the committee and management.

She is training Rachael to assist with marketing and design tasks to spread out the workload. Volunteers for the Guidebook Team and input from members is always welcomed.

***Motion: Accept the Advertising Report (Maia/Bekah) 7-0-0

Treasurer's Report: Heather reported on the December Profit and Loss statement. There are still a few adjustments to be made. Payroll was entered into December at the end of the month rather than being carried into January as it usually would be, making three pay periods in December. That doesn't align with the budget but it means lower payroll posting in January so it will right itself.

The October-December Budget vs. Actual statement was included in the Board packet.

Check signers are current. The Market is maintaining a net profit and the financial health is good.

***Motion: Approve the Treasurer's report (Maia/Sarah) 7-0-0

Old Business: Park Blocks Map: Shannon introduced the revised map, which includes a few new spaces along 8th Street and some rearrangement due to the storm drains. The numbering is not quite finished. Two spaces, labeled A2 and A3, will not be reserved but used for overflow with the members being advised that they can't extend into the aisle, which can get crowded. Spaces were created between some of the 4x4s to make it easier for them. A food booth space not used last year will be kept in the map but may be used to reduce crowding until it is needed for another booth. Further adjustments may be needed once the season starts.

***Motion: Approve the updated SM Park Blocks maps with the stipulation that A2 and A3 are not held as reserves (Bekah/Maia) 6-0-1 (Jennifer)

June Deadline Late Fee Policy: The current policy allows owing from HM to extend to June, which is a 6-month allowance. It gives the expectation that a member doesn't really have to pay until then, which does not work for the budget and isn't a solid financial practice. The policy will be adjusted to indicate that payments are due when stated by the other policies. Members who have payment plans are allowed to sell so they have the opportunity to make the money needed. The owings can be tens of thousands of dollars even though many of them are relatively small amounts. Collections take a lot of staff time so are expensive for the organization. This seems to be a result of allowed habits rather than malice toward the Market. Discussion resulted in several restatements before a final one was found.

***Motion: Remove the June deadline (Maia/Sarah) No vote was taken

***Motion: Members who have unpaid fees on their record will be barred from space assignment until all outstanding fees have been paid or unless other arrangements have been made in advance with Market management. So moved. (Gary/Maia) Motion Withdrawn

***Motion: Members who have unpaid fees on their record will be barred from selling at Saturday or Holiday Market until all outstanding fees have been paid or unless other arrangements have been made in advance with Market management. (Heather/Gary) 7-0-0

Oak Street Block Party: an application was made for a Downtown Program Fund Grant for \$5000 to fund an extension of the Market on Oak Street on a Saturday (August 3rd) in the summer to celebrate the completion of construction, the relaunching of the Sustainability programs, and invite nonprofits and other community partners to have booths for the day. Oak would be closed from Broadway to 8th. A copy of the application was shared in the Board Packet. The grant amount is matched by staff and volunteer time as required. Notice will be given by March 6th.

***Motion: Accept the grant proposal for the special event (Jennifer/Maia) 7-0-0

POSM (Patrons of Saturday Market): This program is temporarily shelved until there is more time to work on it.

Committee Reports: Budget Committee: Heather reported on the January 20th meeting. The group scheduled meetings for 2024 (four in the off season to create the budget, then quarterly for review) and welcomed one of the two new members. They reviewed the lifecycle of the envelope, the database system, which needs to be replaced for accounting purposes, and the need for a plan to transfer data to Quickbooks online that is more efficient. Dave will begin working on that plan. They will be reviewing the document "How to Read a Budget & How Financials are Reported to the Board" as homework. No motions were made.

***Motion: Accept the Budget Committee Report (Heather/Bekah) 7-0-0

Holiday Market Committee: Doug reported on the HM Debrief meeting which was held Feb. 2nd and attended by about 24 members. The summary of evaluation forms and minutes of that meeting have not yet been approved so didn't appear in the packet, but the two online survey forms were reviewed and are recommended by the HM Committee. They feel that the 25-30% of members who used the paper surveys is not enough to make recommendations on issues such as changing the hours, and online surveys might get more responses. The Board and other attendees felt confident that the online surveys will be an improvement.

***Motion: Approve the HM Committee sending out two surveys [amended to add "online" before "surveys" (Maia/Gary) 7-0-0

Personnel Committee: Nome reported on the January 28th meeting. The group worked on the Marketing Manager and Marketing Assistant job descriptions and approved them with the GM's recommendations.

***Motion: Accept the Personnel Committee minutes (Maia/Bekah) 7-0-0

Standards Committee: Candice reported that the group has recommended some guideline changes after the year's work, which are highlighted in the document for Board review. Comments and questions should be submitted to the Committee at or by the February 21st meeting. Willy has stepped down as Co-Chair and Anna was elected to serve with Candice. Thanks to Willy for his service.

Sustainability: Tamera Sue reported that the committee did not meet but has been checking the supply of utensils (there are plenty), has surveyed the Food Court to estimate usage and revenue, and is looking for a backup compost hauler that can do it for free with a Saturday pickup. They also submitted budget details to the BC. Next meeting is 2-14-24 at 4:15.

New Business: Agenda Changes: Nome asked for feedback on the new format. Board members liked it and it will continue.

Goals and Projects for 2024:

- Propose opening in March in the future as the weather is warmer, so more summer markets might be compromised by weather changes due to climate change. (Maia)
- Workshops and Teachings: There is a need for space to hold workshops and classes. There are lots of options for subject matter and willing presenters. Income could help the Kareng Fund. Cooking demos could be held on stage in the slow mornings. The City may have available spaces that would be affordable or even free. EMU Craft Center is a traditional way for Market members to teach classes. Discounts could be given to POSM members. MKAC has a lot of classes and workshops and is a potential partner. Market members may also be interested in workshops on sales, marketing, etc.(as has been done in the past) Gary will write up a proposal. (Gary)
- Work on making accommodations or assistance for the members affected by map changes and the city improvements, such as purchasing additional popups, awnings, and umbrellas for those members and for the Block Party out in the street, which could be very hot. (Diane)

- Improve the Artisan Directory and Member Portal (Craig)

Final Round/ Meeting Evaluation: Meeting in person in the big upstairs meeting room is now a great way to improve meetings for all. It's more efficient. Nome promises food. The new agenda format works well.

***Motion: Adjourn (Maia/Bekah) 7-0-0 7:10 pm

An Executive Session was held. One motion was made:

***Motion: The Board directs the General Manager to send out this (confidential) letter with the discussed revisions to the Food court members, signed by the officers and Board. (Heather/Gary) 7-0-0

Adjourned (Candice/Jennifer) 7-0-0 7:45 pm