

Attendance: Board Members: In the room: Doug Robertson (Chair), Bekah Zeimetz (Vice Chair), Jenna Vannest, Lisa Todd, Dani Marks Fife Ito, Maia Bowers, Allison Guiliotis, Ram Shucart

Zoom: Willy Gibboney, David Gubernick (CDR), Kim Allen, Jeff Allen, Candice Westberg, Sue Theolass, Theresa Pitzer, Jacob Young, Carol Young, Johnny Jean-Louis (Bold Flavor).

Guests: Andie Johnson, Roma, Lenny Gould, Vince LaRochelle, Ash Robinson, Shellana Moller, Dara Robertson, Colleen Bauman, Kyle Reallon, Norma Samano, Richard Harnsongkram, Marielena Malagon.

Staff: Shannon Lee-Hutson (GM), Veronica Gutierrez (AGM), Renee Thompson

Notetaker: Anna Lawrence

Key for Votes: ie- (5-0-0) means 5-yes; 0- no; 0-abstain. With an abstention vote the Director's name is listed.

Introductions and Announcements:

Allison Guiliotis: Notice of Concern (NOC) System Revision Task Force- It would be ideal if there were 2 BOD members on the task force, to review the current grievance processes regarding member terminations to make sure that SM has a fair and reasonable process. A goal is to have recommendations ready for the BOD meeting April 2, 2025. All that are interested in joining this task force please email Allison at Allison@guiliotis.com.

The issue regarding the recording policy was raised and needs to be reviewed and voted on. The BOD needs to review the newly crafted recording policy and then vote on it. The Secretary spoke to the recordings- that she transcribes the minutes to paper and after the minutes are approved by the BOD the latest recording will be erased.

Pressing Member Concerns:

Lenny Gould: Spoke to the issues regarding the charges he received from the HM 2023 storage fees for the area next to his booth. He shared that space with about 3-4 others and he was the only one charged.

Discussion of concerns regarding basic consumer law validation, a charge for a donation in 2023 is not fair and reasonable and unproven debts are a roadblock to renewing membership. They felt that all outstanding fees need to be halted and fee collection taken to the budget committee.

An idea was raised that this issue needs to be referred to the Budget Committee to make recommendations on best practices and to consider the question and expense of an audit. In the interim the Market needs to suspend outstanding debt collection practices and the solicitation of donations, allowing members to renew their memberships until the Budget Committee can present their findings and information to the Board of Directors. (BOD).

*****Motion: Refer the issue to the Budget Committee. Allison/Lisa 6-0-1 (Maia)**

Richard Harnsongkram: Read a letter filing a formal objection to the SM for the Tia Maria Pizza Booth's termination. He reiterates the common discussion at BOD where the food court co-chairs were not included in the process. The 13 people who signed the letter want the Pizza booth, Tia Maria Pizza, to be reinstated.

A Director stated that the NOC form Standards Committee is different than the NOC regarding behavior.

There was discussion with BOD that the process was done wrong. The member in question was never heard from, that due process did not occur and that SM policies are flawed.

*****Motion: To rescind the termination and reinstate Sarah Marie Jones/Tia Maria Pizza to her prior membership status at Saturday Market (probation). Dani/Allison 5-1-1 (Jenna)**

Vince LaRochelle: Takes issue with the Holiday Market (HM) loading and unloading problems from HM 2024. The point was raised that this NOC is a written warning.

*****Motion: To rescind Vince LaRochelle's NOC from HM 2024. Maia/Jenna 2-5-0**

Agenda Amend/Review:

Amendments included moving the Governance Report to come after the Staff Reports. Add the Holiday Market (HM) to the Committee Reports after Budget Committee.

*****Motion: Approve the amended agenda. Bekah/Maia 7-0-0**

Approval of BOD Minutes 2-12-25:

Correct Dani's last name. Allison gave typed changes for her 2 paragraphs on 2 points of order to be rewritten.

*****Motion: Approve amended BOD minutes 2-12-25: Bekah/Jenna 7-0-0**

Appoint Personnel Committee Board member:

*****Motion: Appoint Jenna Vannest to the Personnel Committee. Bekah/Lisa**
Motion was tabled.

*****Motion: Ratify January 8th, 2025 BOD meeting. Lisa/Jenna 5-0-2**
(Allison/Bekah) January 8th, 2025 BOD meeting is now a valid meeting.

Board Member Resignation:

Candice Westberg handed in her resignation from the BOD in February. The chair asked what to do with the empty seat on the BOD. Options include holding a special election in April (the new member would be seated in May and term off in June which was the end of Candice's term) but could run for the Board in the June election, or appoint/seat someone at this meeting, or leave the position empty until June 2025 election. Nominations include Shellana Moller and Vince LaRochelle. Vote was done on secret ballots.

*****Motion: Seat Shellana Moller to finish the term (June) as the new board member. Maia/Jenna 7-0-0**

Treasurers Report: Kyle Reallon

Committee met and we are working on a draft budget.

Health insurance has gone up 100% over the last 5 years. Voted on new plan for employee health care. Consider the idea that HM might need to be 100% prepaid prior to starting the season.

Should SM have flat fees instead of 10%?

*****Motion: Approve the Treasurer's Report. Bekah/Dani 8-0-0**

Administrative Report: Shannon Lee-Hutson

- March opening for the Lane County Farmers Market (LCFM): If SM members would like to sell at the LCFM they must first attend an orientation for Saturdays in March and Tuesday (starting in May) selling. The orientation is on March 6th at the SM office at 3pm. March LCFM Saturday dates are March 15th, 22nd and 29th.
- Center for DR conflict coaching sessions with David Gubernick are going well. They have moved to reviewing Policies and Procedures and identifying some areas that need work. David is referring us to some additional resources for staff and a legal contact.
- Treasurer bank signature appointments have been made for Kyle Reallon.
- SM25 renewals are coming in; reserve member renewals are due by March 7th, 2025.
- The December 2024 Executive Session Minutes were updated on the SM website
- Musical equipment (assessment) needs a few more upgrades (subwoofer) We will reassess this during the budget building. Harlan Rivers has provided a priority list.
- SM 25 forms are now bilingual and available online.
- Attention is needed on the Leave of Absence regarding the “maintenance fee” for \$25.00.
- Budget draft for 2025 is in progress.
- The Quick Books Migration/Website Redesign/Internet/IT was discussed with Cody Chapin and Partnered Solutions.
- Negotiations for the SM Park Blocks 2025 permits and contracts begin now through March. (The parties involved include: Fire Marshall, ROW, porta-potties, garbage, Sustainability Events Services, Insurance and more.)
- SM Security Contract will be renegotiated with SEES/Silver Security.
- Site Crew: SM may need to hire one additional crew member.
- Staffing Assessment/employee evaluations (Mid-March).
- Board Chair/Vice Chair and GM set a 2025 weekly Operational Debrief and check-in meeting.
- Health Insurance Plan was switched to MODA for all full-time employees.

- The CPR/AED/First Aid certification is due to be renewed this year for the staff.
- Sustainability Program is increasing Durable with a Grant from the City of Eugene Waste Management.
- Mosaic storefront opportunity is lost. We are exploring other opportunities for potential pop-up SM store.
- Policies and Procedures (P & P) has been reformatted (not changed) and translated into Spanish. This is in preparation for the P & P review.
- New Food Court food booth applications started 2-13-25 through 3-7-25.
- Food Booth Selection Committee will be instituted once we know who the Food Court Co-Chairs are and after the application deadline.
- The Food Court committee cancelled their February meeting. They rescheduled for March 7th at 4:15 - 6:15 pm. This complicates and potentially delays our Fire Permit. (Mitigation).
- Street Closures: April 19th (Earth Day) and Halloween (October 25th) and there is still consideration of a “Back to School” event. More data needs to be collected from the membership to see how the closures affect the SM.
- SM needs an artist to paint a wall in the office- please send in proposals.
- There is an artist needed to paint a “Rainbow” on the stairs of the West Block.
- 56th Saturday Market Season opens April 5th, 2025.

Action required:

1. Leave of Absence “maintenance fee” of \$25.00
2. BOD Packet distribution and the publication of our Policies and Procedures proprietary documents.
3. Publication of the Zoom link.

*****Motion: To accept the Admin Report without the action items. Lisa/Jenna 8-0-0**

*****Motion: To remove the \$25.00 “maintenance fee” from the LOA form.**

Lisa/Maia 8-0-0

Move publication of our Zoom link and BOD packet distribution to April BOD meeting under new business.

Advertising Report: Renee Thompson

Rack card distribution being done. Posters for summer have arrived in the office.
Working on connections to publications with Eugene Airport, more discussion needed for Guidebook for HM. Open Day and Earth Day are coming up in April.

*****Motion: Approve Advertising Report. Maia/Dani 7-0-1 (Jenna)**

Introduction of New Governance Committee: Colleen Bauman

Colleen Bauman would like to set this committee up as a standing committee and not a task force. The latter moniker is usually short term to attend to an issue that isn't ongoing. As a Standing Committee the Governance's purpose is to make SM better and better over the long term. Colleen would like to convene with the committee. Questions arose as to the number of members on it, how long would Colleen be heading the committee, and what kind of timeline is being planned. It will help support new board members.

Consider the proposed timeline for introducing the concept of a standing Governance Committee, voting it as old business, naming a convener and board members, posting a call for committee members and holding an organizational meeting.

Timeline: Concept of a Governance Committee at the March BOD meeting, of naming a standing Governance Committee, bringing it back as Old Business for a vote at the April Board meeting, naming a convener and 2 board members to the new committee. Then post a call out for committee members in the first two April newsletters. Plan on having the first organizational meeting in late April, meeting monthly for a while. Perhaps the first report will be given at the May board meeting.

Draft mission statement will give a sense of the committee: "To proactively support the Board of Directors in upholding the highest standards of governance by continuously improving board structure, practices and decision-making processes to ensure the organizations long term sustainability and ethical operations." Support new leadership potentials.

Personnel Committee: Rescheduled to March 11th, 2025, 4:15 to 6:15PM in the Market Office.

Holiday Market (HM) Committee Report: Dara Robertson

The Committee chair started the meeting by explaining the Courtesy Pledge. It is a reminder to the membership of the importance of adhering to the meeting etiquette with respectful communication, and fact-based messaging.

Nomination of Chair and Co-Chair for 2025 season: Seated: Chair: Dara Robertson and Co-Chair: Ray Bafaro. There was a call-to-artists to design the 2025 HM Poster. There is also a sign-up sheet for the advertising in the HM Guidebook.

The dates of HM 2025 are as follows: Nov. 15-16; Nov. 22-23; Nov. 28-30. Dec. 6-7; Dec. 13-14; Dec. 20-21; Dec. 23-24. HM and LEC will be closed Dec. 22 for the Food Court to prepare food for the last 2 days.

The new HM map will be implemented this year and Sonia is aware of the need for flexibility in bookings and knows how to adjust as more is discovered that the membership needs.

Load in hours are going to be expanded, and a load-in schedule is going to be in the works for smoother operations.

*****Motion: To accept the HM Report.**

Add Courtesy Pledge to New Business for April

Personnel Committee Minutes: Bekah Zeimetz

Discussion of a confidential issue and the GM review process. No motions were made.

*****Motion to approve Personnel Committee meeting minutes: Lisa/Shellana 6-0-2 (Dani, Allison)**

Standards Committee Minutes:

Notices of Concern and Notices to Appear were discussed. Also mentioned were the 5 recommendations that Standards took to the BOD which were not approved. Standards may need to investigate how things are being presented and communicated to the BOD, Exceptions need to be looked at each year. There needs to be continued evaluation of exceptions. A record of Exceptions needs to be kept in order to keep track of them on an annual basis.

*****Motion: To approve Standards Committee Minutes- January 15, 2025. Jenna/Ram 7-0-1 (Allison)**

Due to the late hour (a 3 hour meeting), Old Business has been moved to the April 2, 2025 meeting. Homework for BOD is to pick a Board Education Minute (BEM) to be announced at the April meeting.

*****Motion: Adjourn this meeting. Jenna/Shellana 8-0-0**