

Attendance: Willa Bauman (chair), Eli Mazet, Teresa Pitzer, Deb Schussler, Paula Gourley, Ritta Dreier, Tym Mazet                      Excused: Maria Moule, Julia Garretson

Staff: Kirsten Bolton, Courtney Kauffman, Jake Strouckel

Recorder: Diane McWhorter

Guests: Misy Hansen, Jenni Calef

Introductions and Announcements: Ritta has a previous commitment on the day of the Annual Meeting. Paula will donate a copy of Roberta's Rules of Order to the Market library. A market member has offered facilitation skills.

GM's Address: Kirsten welcomed the participants to the meeting and thanked everyone for coming and being conscientious about getting the work of the meeting done. She declared herself always at the disposal of the members.

Pressing Member Issues: Willa outlined the rules for member issues at the Board meetings. (They are posted in the meeting room.)

Jenni Calef: An incident happened at the Market with a member accosting a guest with what was described as "menacing" behavior. The incident was serious and needs to be seriously addressed. The GM reported that it happened on her first day, was handled by the interim manager, and a formal complaint was not filed that day. [The incident report will be presented in the Administrative report.] When the complaint was filed, protocol was followed by interviewing the member(s) involved, giving a verbal warning, and by other measures which are handled as confidentially as possible. She said it developed into a very negative experience for her in the way she was treated and the Board was treated. The member who was involved in the precipitating incident has tendered a written apology to the Board and the organization.

Protocol does not include telling the member who the complainant is, and the details are kept confidential, but a written file is kept. Solutions are generally not worked out during the selling day. There are steps to take if the first warning is not sufficient, in a "three strikes" format tailored case-by-case. The member is given a chance to modify their behavior and make corrections when possible. Being considerate of the member's ability to earn an income is taken into the process of assigning consequences. Past incidents are researched when possible to determine if there is a pattern of such behaviors.

Jenni made the point that her complaint was not a member-to-member complaint but one that stated that the offense was against the Market community and that she was speaking for and to that community. She felt that a formal complaint was not necessary for action to be taken to assure the safety of members and the public. The incident falls under the area covered by the Code of Conduct. The Board does not get involved in complaints until they reach the third stage, which involves suspension or expulsion of the member, but they are operational matters handled by staff. No actions can be taken on rumor or opinion, so formal written complaints are required.

Board Members expressed their intention to listen carefully, take the situation seriously, and work within process to handle repercussions of the incident and re-establish the safety of all those affected. The Code of Conduct and Procedures will be reviewed and the item will be put on the September agenda. The Board supported the GM in the actions that were taken and felt that protocols were followed and policy was in place. If the process did not resolve the question of member and public safety, further solutions can be discussed and could involve providing alternate spaces for those members who do not feel safe, or a mediation process, accommodations which have been available in past incidents.

Paula Gourley: Paula passed on concerns from other members who are continuing to suggest that some fee relief for sales totals under \$50 should be offered. She suggested that more information be provided in the newsletter about what the fees cover, including more details. There will be a financial report at the Annual meeting where such details could be given, and members can also come into the office to see the financial reports on request. It was suggested that the Board meeting could be viewed as a business meeting that should concern all members. The new member orientation does provide some of that information to new members.

Agenda Review and Approval: No changes.

\*\*\*Motion: Approve the agenda (Teresa/Eli) 6-0-0

Minutes Approval: Minutes of July 12, 2017. One correction: Add the last name Weidmann to Veronica's name in the guest listing.

\*\*\*Motion: Accept the minutes (Teresa/Eli) 5-0-1 (Deb)

Administrative Report: Kirsten reported that the Extreme Weather Task Force met and the existing Heat Policy was published in the newsletter and on the members' page. She and the Site Manager are putting together an Emergency Action Plan (to be brought to the next Board meeting) and she purchased a bullhorn to use in case of emergencies. BOLI posters were ordered to address changes in the hourly wage. Health and Life Insurances were updated to match employee changes. She worked on finding locations for the Vending in the Downtown Activity Zone where participants could use minimal displays instead of selling on the ground. Permits are required at \$25 per year to sell in the DAZ. Two complaints were processed regarding member actions. One was handled quickly with a simple response from the member filed upon, and the case was closed. The other, which was previously discussed in Pressing Member Concerns, is still not finally resolved. The complaint involved threat of legal action, calling the Board complicit, so has been brought to the Board in detail, rather than handled operationally as is usual. An apology was read to the Board from the member who was involved in the original incident. The incident reports from the GM and interim GM were included. Because this incident led to numerous additional complaints, all documents related to this incident will be archived with the Secretary should they be needed later for legal actions. In response to Board questions, Kirsten stated that she feels comfortable with the process in handling the original incident, but is not comfortable with the process handling matters after the initial complaint. She feels there has been harassment of her and individual Board members, and that further work should be done on the Code of Conduct to address member/staff

interactions. This will be placed on the Personnel Committee agenda, which committee will meet as soon as possible.

A resolution is needed to **remove Paulette Richards and Kimberly Cullen as signers from the US Bank Money Market account ending in 4524, and replace them with Kirsten Bolton, Melissa Hansen, and Jacob Strueckel.**

\*\*\*Motion So moved. [**remove Paulette Richards and Kimberly Cullen as signers from the US Bank Money Market account ending in 4524, and replace them with Kirsten Bolton, Melissa Hansen, and Jacob Strueckel.**] (Ritta/Eli) 6-0-0

A resolution is also needed to change the ByLaws to increase spending limits for additional required signatures. A sentence will be added to address checks written to signers.

The ByLaws currently read:

#### 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 \$2000 shall require the signatures of two of the above named individual. Amounts over \$2000 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.

Recommend revision as follows (changes in **Bold**):

#### 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.**

\*\*\*Motion: Change the ByLaws to read as the revised version of Article VIII, Section 2 (Deb/Ritta) 6-0-0

Beth has finished her term as interim GM.

Leave of Absence Requests: Deb Schussler, extend LOA for medical reasons through the month of July.

\*\*\*Motion: Accept Deb's application (Teresa/Tym) 6-0-0

Cassie Vanderburgh: LOA from April 2017 to April 2018. She does not have a Park Blocks reserve space.

\*\*\*Motion: Pass her request (Eli/Paula) 5-0-1 (Ritta)

Blacita Telles: Leave for November and December (Holiday Market ).

\*\*\*Motion: Accept Blacita's request (Teresa/Deb) 5-0-1 (Ritta)

Delores Sims: Board needs additional information

Rege Shaw: She is on leave, but requests that it extend to include Holiday Market.

\*\*\*Motion: Extend her LOA to include Holiday Market (Teresa/Tym) 6-0-0

Neil Friedman: requesting leave from Holiday Market

\*\*\*Motion: (Deb/Paula) 4-1 (Eli) -1 (Ritta)

Point Waivers: Kate Whitehorse: Requests a waiver for one point bookkeeping error to keep BHOR at HM.

\*\*\*Motion: Give her a waiver (Deb/Ritta) 6-0-0

Shanna Trumbley: Requesting point waiver to keep BHOR at 18 of 31 points.

\*\*\*Motion: Accept Shanna's request (Teresa/Eli) 3-4-0. Motion failed with the Chair voting to break a tie.

\*\*\*Motion: Accept the Administrative Report (Teresa/Tym) 6-0-0

Advertising Update: Jake reported that he is making progress on marketing the Market. He met with ad reps from the RG and the Weekly, and will increase digital advertising on both. He will soon meet with ODE, Travel Lane County, and Eugene Magazine. He will review TV and radio opportunities as well.

Social media baseline figures stand at Facebook: 16,170 likes, Twitter: 4356 followers, and Instagram 1987 followers. He will focus on increasing those numbers. He met with Downtown Eugene Merchants and distributed guidebooks (some with stands) to neighboring downtown businesses. He will also distribute posters. He will be meeting with the Street Team. He will focus on detailed member stories, website clean-up and revision, and revamping the newsletter. He will begin the steps of hiring a Stage Manager.

Members mentioned getting the banners hung (Kirsten will meet with Jeff Perry next week), getting a new Info Booth sign in place, and asked that he submit items for Biz Beat and Business Beat to announce our new managers. He won't begin looking at re-branding the Market until the offseason, as a partial redesign gets no notice, and a full one creates a splash.

\*\*\*Motion: Approve the Advertising report (Eli/Teresa) 6-0-0

Treasurer's Report: Misy reported that Gross profit is less than this time last year due to paying the Fairgrounds contact early, an 8.7% decrease in booth fees compared to this time last year, and a rise in expenses due to the managerial transition. Reconciliation of the July expenses has not been finished yet so the report is a month behind. The bump in expenses will smooth out soon, as payroll has stabilized. An April through June P&L was provided.

\*\*\*Motion: Accept the Treasurer's report (Teresa/Eli) 6-0-0

Committee Reports: Standards: Teresa reported that Alan Pointer was elected Co-Chair in a secret ballot. There was a Notice of Concern on balloon balls but the committee had examined them and found them to be handmade, and a straw poll showed that the members did not want to issue a Notice to Appear. The seller has not returned to the Market so he will be given a call to follow the complaint process.

A second notice was filed on another member, with staff asked to check on the products to again affirm that they are handmade. A young woman (age 7) was approved for face-painting in a booth share with her father. Buskers will be discussed at the August meeting. New members are still needed for Standards, and Board members were encouraged to try it out. Members were reminded that there are flyers with information for buskers, petitioners, etc. available in the info booth.

\*\*\*Motion: Approve the superb Standards Committee report (Paula/Tym) 6-0-0

Street Team: no report

Heat Policy Task Force: Kirsten read from Colleen's report in her absence. The group recognized that the heat policy is more operational procedure than Board work, and recommended that staff compile protocols for all emergency weather situations, such as wind, lightning, etc. They recommended using the existing Heat policy with an additional sentence referring to the protocol for responsibilities employers have to their employees for health and safety. The policy should be listed in the newsletter, on the member's Facebook site, on the website, and in the handbook.

Retreat Task Force: Willa reported that the group discussed the many subjects appropriate for a retreat and felt that mini-retreats could be used immediately with a longer one scheduled for the offseason. Doing an extensive retreat now would be a lot of work for staff. Responses from the questionnaires will be analyzed to determine a subject and plan. The TF meets tomorrow.

Board Development: Each Board member could use this agenda item to prepare a short presentation on one aspect of board business that they can research, expand upon, and share with the larger group. The first subject is Agenda Building. Agenda formation will be done by the Board Chair and GM, with consultation with the Secretary if needed. A draft agenda will be sent out a week before the meeting so that it can be adjusted and printed in the newsletter for member notification. The goal for packets is to be sent before the weekend preceding the Board meeting.

Old Business: Board Schedule Revision: Personnel Committee recommends adding a Job Description Review to the Yearly Work Plan, at the time of the Staff Evaluations. Normal timing may be adjusted this year because of the probationary period reviews.

\*\*\*Motion: Update the Job Descriptions at the time of the evaluations (Tym/Ritta) 6-0-0

Annual Meeting Update: ongoing item, no report at this time.

New Business: Lending/Reference Library: A member, Cliff Martin, wants to donate about 25 books to the library. A checkout system could be made for them. Laptops can be part of this library. Kirsten will follow up with Cliff. There are some books in the office as well as copies of craft magazines, but many were misplaced in the move. Paula will work on this as well.

Meeting Evaluation: Comments: wonderful, amazing staff, thanks to Willa, meetings are the way they're supposed to be. A big change to the Board atmosphere. Board is professional and handled the pressing member issues better than before. Staff is professional and kind and handling things well. Diplomacy and good faith will help us do the right thing all the time.

Adjourn:

\*\*\*Motion: Adjourn (Eli/Teresa) 6-0-0 7:45 pm