

Attendance: In office: Nome May, Bekah Zeimetz On zoom: Damian McDonald, Maia Bowers, Candice Westberg, Brigitte McBride, Vince LaRochelle Excused: Sarah Bast Recorder: Diane McWhorter

Staff: In office: Shannon Lee-Hutson, Mallory Dahl, Renee Thompson, Silver Lee-Hutson

Other Participants: Mary Newell, Anna Lawrence, Cortney Fellet, Gayle Wyant

Introductions and Announcements: Shannon introduced Mallory Dahl, Assistant Manager

Pressing Member Concerns: none

Agenda Approval: no changes

***Motion: Approve tonight's agenda (Vince/Maia) 6-0-0

Minutes Approval: no changes

***Motion: Approve the Board minutes from November 2, 2022 (Damian/Berkah) 6-0-0

Board Educational Moment: Duty of Loyalty: Candice spoke on the subject. The Duty of Loyalty requires that Board members always act in the best interests of their company. It is one of the two primary judiciary duties (along with Duty of Care) and requires loyalty at all times and imposes the responsibility to avoid possible conflicts of interest to avoid self-dealing or taking advantage of a corporate activity for personal gain. This also requires that once a motion is passed, directors must support whatever the Board and the corporation have decided to do moving forward, regardless of the amount of support the director had for the action before the vote.

Administrative Report: Shannon reported that the Park Blocks season ended Nov. 5th and the staff really did need the preparation time for Holiday Market, which began Nov. 19th. Personnel transitions included hiring her as Interim GM, Mallory Dahl as Assistant Manager, and Silver Lee-Hutson as temporary Office Assistant. Two new site workers were also hired.

HM 22: Shannon is feeling confident with staffing needs. The floor taping process has been defined and documented for the future as outlined by Kim Still. All inspections pass, with some outside cooking station corrections. The food court was filled with successful 1 year only fill in fc booths for HM22 only (The Mac, Pinch of Salt, B's Bites and The Bold Flavor) Both halls are almost fully booked despite HH incorrect measurements leading to mapping difficulties and subsequent changes.

Decorations and Volunteers were fantastic! Dates to remember: Family Photo December 4th, 2022; Board Elections December 10th-11th, 2022; Annual Meeting December 11th, 2022; Pottery Smash December 18th, 2022; Christmas Eve: Kareng Fund Basket Raffle and a special Performance of A Christmas Carol by Rickie Birran on Main Hall Stage; Market Load out and clean up December 27th-28th, 2022

The booking for each week is as follows: 346 total booths

- Week One: 240
- Week Two: 277
- Week Three: 311

- Week Four: 311
- Week Five: 310
- Week Six: 252

The office will be closed in January and will reopen Jan. 31st. The pre-season task list is filling up. It includes but is not limited to:

- Comparative SM/HM census for 2021/2022
- Sort ALL book-keeping and have a comprehensive accounting before March 2023
- Review Membership materials/ packets (handbook, guidelines, policies, etc)
- Tech assessment and proposal for upgrade/ maintenance
- Staff evaluations, retention, development, education
- Look into IT contract proposals
- DEI discussion
- Living Wage Task force follow-up and look toward 2023
- Durables/recycling vs. Covid
- Merch Program as potential income stream
- Working accurate financials with which to develop Budget for the 2023 fiscal year.
- Complete deep cleaning of office, storage, files and inventory

The Hope and Safety Alliance donation process includes donating to get coupons to pass on to customers for free wrapping. See Shannon or the wrapping table for the forms.

***Motion: Accept the Administrative report (Bekah/Maia) 6-0-0

Advertising Report: Renee wrapped up the 2022 advertising plans and purchases. Twitter stats are going down as people leave the platform. There was lots of favorable TV coverage and some extra ads from the Emerald.

***Motion: Accept the Advertising report (Damian/Maia) 6-0-0

Treasurer's Report: Mallory read the following statement in the place of a report from Cortney: There has been some creative accounting going on behind the scenes, which has resulted in a misrepresentation of financial data to the Board and members. The primary goal under new leadership is to prevent further errors and losses. To do so, we are implementing improved policies and procedures, alongside separation of duties, objective oversight, and clear accountability. Cortney will resume reporting when there is accurate data. Mallory has over ten years of accounting experience and will have the financial areas as her primary duties.

***Motion: Accept the Treasurer's report (Vince/Maia) 6-0-0

Volunteer Report: Anna reported that many volunteers helped set up and decorate the HM rooms. This has been a year with outstanding participation, and it's heartwarming. There were more screenings by Standards, including an orientation on Saturday Nov. 12th, adding new members to fill the halls. The Elf game organizing led to a huge success. There were 90 different volunteer positions filled, with a list of everyone in the newsletter.

***Motion: Accept the Volunteer report (Candice/Brigitte) 6-0-0

Committee and Task Force Reports: Holiday Market Committee: Mary reported on some items from her report from the Annual Meeting. Getting up and running this year was a huge challenge and the start was made harder by all the adjustments people were making to the different music scene, a broken chair, and misleading measurements on the Fairgrounds maps which meant adjusting the booth placements in the Holiday Hall. Lots of documenting was done so it will be easier in years to come. Over 500 game sheets were handed out for the Elf game. A Facebook post allowed members to be heard on their ideas for improving things for next year. Remember that it took awhile to get settled into the Main Hall in the beginning and the same is true for Holiday Hall now. The debrief will be Feb. 2nd.

***Motion: Accept the Holiday Market Committee report (Candice/Brigitte) 6-0-0

Downtown Developments Task Force: Diane reported on a meeting with Eric Brown, Downtown Manager, and Rachael Love, Project Manager, that the news from the city on the 8th St. project is good, from our perspective. The street construction will be simplified, taking less time, and it will be done in four sections, one side of the street and one block at a time. No trees should be removed and no intersections should be closed on Saturdays. Any booths affected should only be displaced for 3-4 weeks at most. The bike paths will just be painted and not constructed with barriers, so can be used for loading, although there will not be parking on the south side of the street, where we are. There will be more meetings, and contingency plans for all possible scenarios. The City did say that they will repair some of the interior concrete places that are broken, and there will be some additional construction of storm drains later in the season. There is some wood available from the Port Orford cedar which was removed from the east block earlier this year (see Mary).

***Motion: Accept the DTD TF report (Vince/Bekah) 6-0-0

Old Business: Elections are all set to go. Ballots will be counted on Wednesday Dec. 14th at 10 am. Templates for the ballots were not available so a new one was made and then adjusted.

New Business: Reconsider January meeting date: Due to vacations, the meeting could be changed to Jan 11th or 18th, but the Feb. meeting is on the 1st so the turnaround is short. If there isn't much business, the meeting could be short, but cancelling at the last minute is hard to notify people about.

***Motion: Skip the January meeting (Brigitte/ no second)

***Motion: Have the January Board meeting on the 11th. (Vince/Maia) 6-0-0

***Motion: Adjourn (Vince/Bekah) 6-0-0 6:18 pm