

Attendance:

In Office: Nome May, Doug Robertson, Maia Bowers, Bekah Zeimetz.

Zoom: (Board Members) Julia Garretson, Dani Marks Fife Ito.

New Board Members: Allison Guiliotis, Lisa Todd, Jenna Vannest, Ram Shucart.

Guests: Vince LaRochelle, Shellana Moller, Kim Allen, Ash Robinson, Willy Gibboney, Craig Butler, Jessie Gustafson.

Late Arrival: Jennifer Hoberg.

Staff: Shannon Lee-Hutson, Veronica Gutierrez, Sonia Ostendorf, Renee Thompson.

Absent: Candice Westberg

Notetaker: Anna Lawrence

Introductions and Announcements:

Anna announced that the BOD meeting will be recorded.

Shannon announced that Sandy Gonzales' Memorial had been held at the Vet's Club on Dec. 23, 2025. Frog's memorial will be at The WOW Hall on January 18, 2025 from 12-2. Notice will also be posted on our fb Members page.

Pressing Member Concerns:

A letter from Sophia Cromartie asking for forgiveness of the money she owes after being absent from the first weekend of Holiday Market (HM) 2024 due to illness and other unforeseen circumstances. Julia- recognizes that many were sick during HM and asked if granting her this exception would be setting a precedent?

Dani- agrees with Julia and suggested that Sophia be sent a letter of hardship to the Kareng Fund for assistance. Shannon added that if SM could have resold her booth Sophia could have been refunded her money equal to \$120.00. Since Sophia was sick the first weekend it was not a resaleable situation. Shannon will talk to Sophia and make suggestions to her as to how to contact the Kareng Fund.

Doug noted that since the SM is presently operating at a deficit that SM is not able to refund her money.

Motion: Grant Sophia Cromartie a refund of her money for the first weekend of HM 2024. Maia/Bekah 0-4-1. (Bekah)

Jennifer Hoberg arrived.

- Julia Garretson wrote a letter. Everyone present had read her letter so she did not read it aloud. Julia asked that the BOD refer to her letter in the future for any reminders.
- Anonymous letter to the BOD regarding HM's change in parking policy during load-in and load out for 2024 season.

Maia agreed the load in and load out was a problem this year. Noted that Shannon did put a letter in the newsletter. Hopefully a plan will be worked out by next year. Allison fears the Fire Marshall as she has had interactions with him while setting up her pottery kilns in her studio. She would like to work on a solution for 2025 that meets the needs of SM's older patrons with the Holiday Market comm. Solution with lots of member input. Members would have to adhere to logistical outlines.

Loading Docks are Fire Lanes at Lane Events Center. (LEC)

The carts available at HM are provided by the SM.

Board members engaged in a discussion regarding the HM 2024 load in/out procedure a thought the HM committee could address this issue as part of their work plan for 2025.

- Terry Waldron: Wrote about issues with loading and unloading this year at HM.
- Robin Russell: Her letter addressed the same loading and unloading issues that had been read above. Again this should be addressed at the HM Debrief meeting on Feb. 7th and then bring their suggestion back to the BOD for the February meeting under New Business.
- Bekah Zeimetz: Her letter addressed Sarah Marie Jones' termination letter from December 4th whereby the BOD made an incorrect decision to terminate Sarah Marie's membership during an Executive Session when it should have been voted on during an open meeting. "I would like to formally apologize for an oversight in following out By Laws last month. As Julia correctly pointed out in her Member Concern, we inadvertently did not use our last Executive Session in alignment with our By Laws. During that

Executive Session, we made a decision to terminate Sarah Marie Jones' membership as reflected in the minutes, and I believe this discussion and decision should have taken place in the public forum.

To correct this oversight, I would like to make a motion which I will make at the end of the reading of this letter. If the motion is successful, I would like to have a discussion publicly, hear from Sarah Marie if she attends (which I invited her to do via email and phone and she responded that she could not) and then move forward with a new motion or whatever steps the Board feels is appropriate.

As a Board, I hope that we will take this as a learning experience to be more familiar with our By Laws and speak up if we feel they are not being followed.”

- **Motion: To rescind the BOD decision to terminate Sarah Marie Jones' Eugene Saturday Market membership on 12-27-24, to take effect 1-15-25. Bekah/Julia 6-0-0.**

Nome added to be clear there has been no malice in the BOD's actions. “Given the timing there was no good way to do this. We tried to choose the least bad way. Lack of knowledge about the exact language in the Policies and Procedures was an honest oversight and we are now working to correct it. We did not want to blow up the member's HM plans in early November and we did not want to bring such a big decision into the close quarters of HM in December during a time when most of the membership makes the most money. We did not want to lay such a big responsibility on the new board in which 2/3rds were serving their first term ever. Nome also apologized for not knowing the By-Laws better. “

Vince asked if with the rescinded motion does the entire process start over?

Nome responded that this issue is not something that is dealt with during Pressing Member Concerns. After scouring the Policies and Procedures(P and P) and By Laws, Nome could not find anything directing her on how to proceed. Nome hoped that the newly seated Board members wouldn't be facing any new information, only what has been discussed before.

“Moving forward there will be no discussion of the GM's performance but of the Member's performance. Traditionally it is the GM's job to terminate a membership. But if the grievance is about the GM then the member shall submit a written letter of grievance to the Board chairperson. They may not submit written

grievances to the Staff or the office. If a satisfactory agreement for resolution cannot be made through the regular channels the member can appeal to the Personnel Committee in writing. The absence of this formal written grievance renders this action inalienable and failure to adhere to the process could render the complaint invalid. Written in 2B under ORS 65.167 that opportunity is provided... for the member to be heard , orally or in writing, by a person or persons authorized to decide whether the proposed expulsion or termination withdraw the proposed expulsion, termination or suspension.”

The time to hear from the member is after the letter of termination is received. Shannon states that she will write a letter to Sarah Marie about the motions made tonight if it isn't a conflict of interest. But due to the conflict of interest in this case Shannon asked the BOD for help. She will write the letter if the BOD directs her to do so. Nome says that Sarah Marie will learn tonight of the BOD's determination. But with the rescinding of the motion the BOD is now in Status neutral. Suggestions from the BOD on how to proceed. Nome says Sarah Marie needs to appear to appeal the BOD decision and not be part of the decision making process. A public trial is not appropriate.

Some Board members feel like they need more information, to hear Sarah Marie's side of the story before they would feel comfortable making a decision to terminate and that it would help if Sarah Marie came to an open meeting to defend her position.

Doug reiterated that on 11/2023 Shannon came to the BOD for help. In May 2024 they sought the help of the Center for Dialog and Resolution (CDR) and they felt that two weeks was needed to get this issue resolved. It has now been 1 ½ years since this problem was first raised. He strongly feels that a decision needs to be made in a very timely manner. If Sarah Marie is invited to the next Board meeting she needs to attend. This issue has taken up too much time and energy of market staff and the Board. We have many things to attend to and he would like to resolve this in the next month or two if BOD doesn't decide tonight.

Nome: It is not SM policy to hold a trial in a public forum to decide someone's membership. Perhaps a small group of Board members could sit with Sarah Marie and Staff and then report the plan on how to move forward implementing strict guidelines for Sarah Marie. This small group will then bring the recommendation to the BOD.

There is a feeling by some Board members that a lot of time and money has been put towards this issue and that although a huge decision, one needs to be made. Clarification of what occurred is important as each person hears things differently. Who cancelled the last meeting in October- the CDR or the member? It seems that the right questions were not asked and a lack of communication occurred. The confidentiality of each member of SM needs to be ensured moving forward since honest mistakes re: the By-Laws have been made in the past.

Doug: June 1, 2025 was the BOD's initial end date for the issue. There were many delays due to lack of compliance by members. All the executive sessions were about personnel except for the last meeting. All executive sessions involved Shannon except for the last one.

Shannon spoke to the issue...

(verbatim) "...We tried this the first year, we tried mediation with members of the Board, privately...Now we are into the second plus year of this where I cannot do my job. You all hired me to do a job and this individual is stopping me from doing my job. So last year, in November, I came to you, pleading with you, as a personnel issue in the executive meeting.

I am absolutely at my wits end, I have tried all these different things, I cannot move forward, please help me. Now we are a year past that time and I have not received the help. We did go through mediation and I've got to tell you that I went in with an open heart, and I tried extremely hard and put everything on the line, I was open and honest and transparent and it did not work. The mediators can tell you why it didn't work. I don't want to tell you. I just want to tell you that I did my best. I have been as transparent as possible. It is the Board's responsibility to protect me and you hired me to do a job that I'm telling you I cannot do this job with this one individual. I can do it with 667 other people. There are many difficult members just like in a family, just like in a community and you find ways to find solutions. I cannot find a way to find a solution with this woman. I can't. And there are code of ethics being violated, there are Policies and Procedures of just working the organization. Just the running of it. I asked for a license and I cannot get it. The answer is no, you cannot have it. Like I don't know what to do at this point. We are now at 2 years plus and this is really becoming a problem. So I do want to say in closing I'm sorry that I'm going off a bit and I don't like being emotional.

I did speak to a (former GM) last weekend. It was shocking to me as this GM is the Gold Standard of the markets managers. She was the market's manager for years and she is considered the Gold Standard for our market. "If you could only be like Her." This former manager said to me...that she left SM because membership was horrible to her. And these kinds of issues are why she had to leave the organization. She loved this organization, she still loves this organization and she still supports it. This is really important for the Board to understand that if you want to hire somebody you have to comply by labor laws, you know you have to protect them. You have to let them do their job. And if I need some training, please I asked for training last January in this very meeting. I asked for conflict and resolution and for coping strategies for myself and the Staff. Nothing was done.

At this point I am putting it back on you. Because if you want me to write the letter, you guys made the decision and then you voted on it incorrectly. So my understanding about that, of you rescinding this motion, was because you did it in the wrong way, procedurally, not because the decision has changed. But because it was a procedural thing. If that's not the case and you want to start this over I do not agree with an open trial against this woman. I think that is terrible to do to any member, is to have them come and face a group of people and all the other people that are added to this list and explain all these things in an open forum. We can give a factual list of 'this is why your membership has been terminated.' But I think for any member to come and be put on trial is cruel and unusual. And I wouldn't want that to happen to her. OK? I wouldn't want that to happen to anyone, but this is where I am at.

And so this is why this organization absolutely kills their staff. This is why 2-3 years ago staff walked out. And this is why, as Board chair, I went in because there were 2 young ladies left in the office, one part time person, and they needed help answering the phones. That's what I did. OK? We tried to get someone in here. This is a hard job and the Board needs to support its staff.

If I am doing something wrong then discipline me. If I didn't do it correctly, then train me. But on this situation I would have made the decision after the second year of probation with her still not complying after signing a document to comply I would say, 'I'm Sorry. we told you that Your first year of probation, your second year we kept you on probation because you were not complying and we told you that this was a possibility that would affect your membership.' After that, it seems very logical to me, 'I'm sorry we do not want you to be a member here anymore

you just couldn't comply. I don't understand, if you want to be part of this organization follow the rules. If you don't want to follow the rules why are you here. ?' I don't get it.

So...in essence I am throwing myself on the Board. Please. I need help. This has been 2+ years of this one individual. I had a ton of things happen today...a leak in the accordion closet where they are tearing up cardboard and cutting open the wall, I am trying to close up HM, I had a million things to do. But what I ended up doing was dealing with this mess...yet again. My time is wasted, I cannot do my job appropriately. I need the Board to make a decision. I need that decision to be in a timely fashion or I need to file a grievance. So I am doing my best here to do my job.

It was my understanding that it (the rescinded termination vote) didn't change the decision but you were just rescinding the motion so you could do it properly. If you want to do that then do that. If you want to do a public court appearance about that I am going to have to sit down and think about that and I disagree. If you want to have an ad hoc committee that takes a look at this I'm going to tell you right now that none of you are qualified to take a look at this. If the mediators who have years and years of experience, training, education, if they said, we can't deal with this, this is beyond our scope," I don't think 3 people on the Board are going to sit down and analyze and have a Q and A . But if you want to do that, then do that."

Nome read the guidelines for termination...see above and/or see By Laws, Section 4- Termination, Expulsion or Suspension.

Discussion regarding timing of member showing up at BOD to defend their position- the procedure states "the member has no less than 15 days prior written notice of the expulsion, suspension or termination...and not less than 5 days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, suspension or termination not take place..."

Sarah Marie received the registered letter re: her termination on 12/30/24.

1/08/25 is the first BOD meeting that could have been an opportunity for Sarah Marie to respond. At the time of the meeting Sarah Marie has had 8 days since she received her registered letter.

Herein is the initial letter sent to Sarah Marie by the Board Chair originally sent 05/17/24:

“The Board executive officers are encouraging mediation to work out specific operational issues, namely:

- Establish trust that the organization has the market’s best interest at heart; and trust that members have the same intent.
- Follow policy and procedures in the spirit it was intended, to be equitable and legal
- Work together for the organization’s goals and put personal differences aside (no one has to like everyone but we all do have to work together)
- Accept authority of the GM to enforce policy, for which the Board hired and directed them
- Set a process to review and check in about compliance with policies that were outlined in the February 2024 letter to the Food Court
- Review and abide by the Code of Conduct processes (page 11 of the Handbook)
- Keep current all required paperwork and turn in by the deadline set. Staff will give 3 weeks notice of submission requirements when possible.

The Executive Officers hope that agreements around the bulleted points can be reached within the next 2 weeks. If agreements cannot be reached, there are certain possible results. The Board may have to consider suspension or termination.”

Doug thinks the Board is facing a Staff retention problem and potential employment grievance if this isn’t addressed. For the preservation of our organization, if we lost our key staff right now, without having institutional knowledge to retrain a new staff, or find a staff. If we are going to be an organization that doesn’t enforce our Code of Ethics and allows our staff to be continually abused by our membership through the Code of Conduct and Ethics violations, this is going to keep happening to this organization.

Motion: Terminate Sarah Marie Jones’ Saturday Market membership 5 days after the February 5th, 2024 BOD meeting, the effective date is February 12, 2025. Doug/Maia 3-2-1 (Dani, Julia) (Jennifer)

It was hoped that mediation would be able to correct what had occurred between both parties. It didn't work. So it is important in the letter to Sarah Marie that she show up at the February Board meeting to talk to her experience.

Doug: Mediation was the time for the parties to be heard. She now has one year to appeal the BOD decision. The Staff retention implications are serious with this vote and we are risking our Staff. The demographic shifts in our market and the people that have been running our market for about 4 decades are aging out of being able to have the capacity to step in when there are problems. He thinks that the new people coming to the market want this market to succeed but they don't have the time or knowledge. If we lost our key staff members at this point, this organization would collapse and that would be very important. And we are risking that over one member.

Additional Pressing Member Concern:

Vince began to read his letter of objection after he received a Notice of Concern (NOC) from the GM regarding his breaking the SM Code of Ethics during the HM. His big issue was the change in loading and unloading parking. He is asking the Board to instruct the GM to rescind his NOC.

Vince was instructed to submit his grievance in writing in advance to the Board so they would have time to read his grievance, process it and bring their thoughts to the Board Meeting. Being present at a Board meeting without advance notification is not the procedure for filing a grievance.

Agenda Review/Amend/Approve:

Amend: Add election of new Board Secretary to agenda.

**Motion: Approve the Amended Agenda for Jan. 8, 2025 BOD meeting.
Bekah/Doug 6-0-0**

Approve Board Minutes and Annual Meeting for Dec. 4, 2024 and Dec. 8th, 2024:

Jessie wanted to have the word "Luddite" removed from the minutes as it is a derogatory term. So noted.

**Motion: Approve amended Board minutes for Dec. 4, 2024. Bekah/Maia 5-0-1
(Julia)**

**Motion: Approve the Annual Meeting minutes from Dec. 8th, 2024.
Bekah/Dani 4-0-2 (Jennifer, Bekah)**

Seat New Board Members:

**Motion: To seat the new board members- Jenna Vannest, Lisa Todd (6 month term as fill in for vacated position), Ram Schucart, Allison Guiloitis.
Doug/Maia 6-0-0**

Appoint Board Chair:

Motion: To accept Doug Robertson as the Board Chair. Bekah/Lisa 8-0-0

Appoint Board Vice Chair:

Motion: To accept Bekah Zeimetz as Board Vice Chair. Doug/Allison 8-0-0

Appoint Board Treasurer:

TBA

Appoint Board Secretary:

Motion: To accept Anna Lawrence as Board Secretary. Doug/Jenna 8-0-0

Appoint Personnel Committee:

Motion: To accept Doug Robertson, Bekah Zeimetz, Maia Bowers and Allison Guilioitis as Personnel Committee. Doug/Bekah 8-0-0

Appoint Budget Committee:

Motion: To accept Allison Guiloitis to Budget Comm. Doug/Lisa 8-0-0

**Motion: To accept Kyle Reallon to the Budget Comm. Doug/ Allison 7-0-1
(Ram)**

No Treasurer's Report.

Administrative Report: Shannon Lee-Hutson

- There are 3 copies of the HM Family Photo, but only one is circulating at the BOD meeting.
- We have 667 members which is the same as last year.
- The pilot program for durables (dishes/dish return station) in the Food Court was a great success.
- The performance by Rickie Birran of "A Christmas Carol in Prose" on Christmas Eve was magical.

- Parking was a challenge this year. Alter-abled parking is provided in specific spaces upon prior arrangement. These spaces are designated for specific Members and may NOT be utilized for loading or unloading, except for space holder.
- Fire Marshall directed the LEC to keep the fire lanes clear from traffic, parking and loading/unloading. Those lanes are indicated by the yellow striped lines in various places around the LEC. Fire lanes are never legal parking places. Although these places have been used for years by HM members for load/unload this has been illegal and a misuse of specific areas. We need to design safe and legal load/unload areas and a procedure for the future.
- HM debrief is February 7th, 2025 at 11:00 am at the SM Officer.
- Load out was a challenge due to lack of volunteers.
- Food for Lane County said it was SM's highest food collection ever. The HM24 food drive brought in 882 pounds of food. For every 1.2 pounds donated 1 meal is provided to the community. HM provided 735 meals.
- Kareng Fund basket raffle raised \$3217- better than last years \$2919 (pottery Smash).

Motion: To Approve the Administrative Report. Maia/Allison 7-0-0

Advertising Report: Renee Thompson (and Silver Lee-Hutson)

Looking at HM 2024 and SM 2025. HM 2024 stats show an increase in audience on social media and online tools (Google Business page and MailChimp online). HM advertising was seen across many mediums and publications, including: radio ads, digital billboards, print ads, physical posters/postcards, guidebooks and more. More photos of artisans were posted this year compared to previous years due to concerted efforts of Silver and Renee.

Looking forward to SM 2025 there is a lot of work going into the SM renewal card. There is work being done to design new rack cards and a new poster. Online profiles need to be switched back to SM graphics and an outline for projects for 2025 (ie- HM 2025 Guidebook, new Park Block banners and more).

Motion: To accept Advertising Report. Maia/Allison 7-0-0

Change Signatures on Bank Accounts:

Motion: Nome May and Heather Hinton-Robbins' names are to be removed from US Bank and WaFed accounts. Bekah/Maia 7-0-0

Add Doug Robertson's name and TBA Treasurer to US Bank and WaFed bank accounts. Bekah/Maia 7-0-0

Motion: In addition to Shannon Lee-Hutson, the CDR training for conflict resolution will also include Sonia Ostendorf and Veronica Gutierrez.

Lisa/Jenna 7-0-0.

Doug: It is now 8:00pm and all the remaining items on the Jan. 8th agenda will be moved forward to the February 5th BOD meeting.

Motion: Adjourn the BOD January 8th meeting. Lisa/Ram 7-0-0