

**Board of Directors Minutes:            May 7th, 2025      5:15- 10:15 pm**

**Attendance: In the Room-** Doug Robertson, Maia Bowers, Dani Marks Fife Ito, Haven Sundstrom, Ram Shucart, Lisa Todd, Kyle Reallon, Shellana Moller, Craig Butler, Mike Cook, David Winship, Ash Robinson, Allison Guiliotis, Jessie Gustafson, Dara Robertson, Joe Blakely, Mike Bertotti, Colleen Bauman, Julia Garretson. Cody Chapin and Chris Hayes, Partnered Solutions.

**Zoom:** Teresa Pitzer, Katey Kephardt, Carol Young, Katie Swenson, Jacob Young, Richard Harnsongkram, Genevieve Mullins, Kim Allen, Courtney Fellet.

**Staff:** Shannon Lee-Hutson (GM), Renee Thompson, Sonia Ostendorf, Silver Lee-Hutson.

**Introductions and Announcements:**

The meeting will be recorded.

The election for the Board of Directors (BOD) will be held in June. Candidate Statements need to be submitted 2 weeks before May 21. There are 6 positions open. Three of the positions are for 18-month terms for those people with the top 3 highest votes; 2 positions are for 12-month terms for those people with the 2nd highest votes and 1 position is for 6 months with the lowest number of votes. The candidate with the most votes gets the longest terms.

The Kareng Fund Bingo will be held Sunday, June 1st from 2-6 pm at The Garden in the Friendly neighborhood. 2630 Friendly St. There are food truck pods and a silent auction.

Renee Thompson (Marketing Manager) announced a Call to Artists to submit a proposal by May 28th, 11:59 pm for the HM Poster

Competition. Please fill out a form with a proposal for this year's poster and 5 to 8 previously completed works to be considered as the poster artist. The poster proposals will be presented at the next Holiday Market. Any currently enrolled member, a member of that economic unit or a member of the food court booths are eligible.

The Oregon Country Fair (OCF) Spring Fling is at the WOW Hall on May 11<sup>th</sup> at 6pm. It benefits the Culture Jam- the Youth Art Camp with scholarships for youth.

**Presentation: Partnered Solutions (PS): Presentation by Chris Hayes and Cody Chapin.**

PS is a full-service technology partner. They specialize in IT support, infrastructure, web development and software integration. They take pride in working with community-focused organizations and they look forward to supporting Saturday Market (SM) in its mission to modernize and streamline operations.

SM needs changes on their website. This will be a 3-part process of building SM new website.

- 1- develop Quick Books (QB) for our financials,
- 2- a website search with member logins for them to update their imagery and upload products,
- 3- Implement a semi-interactive map for SM and Holiday Market (HM) with the potential to show where a member is on that day.

Discussions and questions involved whether a product screening process will be in the database. Cody stated that there will be key word searches available for members as well as in PDF. The Standards Committee would like to see pre-screening online so the applicant can be

pre-approved and later become a member. PS stated that it would be an annual nominal fee.

There will be many levels of security for the website. The design will be nice looking and searching will be easy- meaning the user can find what they need in 3 clicks or less. Functionality is the first iteration then PS will add the bells and whistles in multiple stages.

Discussion turned to the accounting aspect of Quick Books with its migration of the server. The accounting data falls to the GM. PS does not do anything with numbers rather they just make the connections.

Historical data would be exported as a Comma Separated Values (CSV) file. All transactions will be preserved. Members inquired about a new member portal, if PS can design logos and designs. Word Press was said to be a good system for accounting. SM will get instructions from PS to help upload imagery for members. It was noted that payments will be made through the members' portals.

How much will the basic website cost to run?

- Website and Membership Directory: \$15,000-20,000 onetime fee. Up to \$100. /month (software maintenance), \$35.00/month (hosting and backup)
- IT Support and Consolidation- \$350.00/ month (initial support)  
And \$350.00 (one time on boarding fee)
- Email Migration to Microsoft 365- \$150/user (one time)
- \$0-\$5.50 user/month
- Website Hosting- \$35/month
- Hardware and Server Streamlining- custom quotes as needed
- Internet Upgrade (DFN)- \$350. (one time support, if needed)  
Potential \$150/month savings with improved service.
- Network and phone cleanup - \$500.-\$1500. (minimal PSIT involvement)

Possible time frame projection for work completion is 6-8 weeks with possible delays.

### **Pressing Member Concerns:**

Allison Guilotis asked the BOD what kind of entity The Saturday Market is. Doug Robertson answered it is a mutual benefit with members, Shannon Lee-Hutson stated it was a C-Corp. Guilotis asked which Oregon chapter we follow in meetings, ORS60 (Private Corporations) or ORS 65 (Nonprofit Corporations). Colleen Bauman stated that we are not a non-profit. There were no definitive answers, so Allison asked if these questions could be clarified by the June board meeting.

Richard Harnsongkram brought up a pressing member concern and request for a board decision that he be allowed to continue to pay by personal check. It was noted that US Bank returned 3 of his personal checks in 2024. Richard explained that he did not receive communication about a returned check limit until he reached out to the office upon learning that the last check may get returned and a replacement check was in the mail. The response from the GM was that if the check in question is returned, the market would no longer accept his personal checks for payment. The GM explained that the US Bank, after bouncing 3 checks, will flag the SM account. SM will then incur fees and with each check bounced the fees increase. Richard paid the additional fees incurred by Saturday Market from US Bank for all 3 returned checks when requested by the GM at the end of the 2024 season. There is not currently a written ESM Check Policy in the market's Rules and Regulations. The GM feels it would be prudent for Richard to continue to pay with cash, cashier's check or money order. Board members discussed that if this is a Market policy then the members should get a warning. Further discussion considered that implementing the policy would require clear and written documentation in written member resources.

One guest felt Richard should be extended grace and allow him to keep writing checks. Another stated that if you pay cash you can get a receipt at the Info booth on Saturdays. A member that bounces a check needs to receive a written or verbal warning from the office. Another shared the thought that paying by check gave you a record to follow. If you can only pay cash then it behooves the member to take it to the info booth and get a receipt for your records. If a member receives a receipt via email that is from the database. When an account is flagged by the bank, restrictions are placed on the account. Maybe no interest is paid or the market can no longer access the Bank's services.

A Director thinks there needs to be a policy written to give a member a warning- either verbal or written, after bouncing a check.

A director would like to have the Bank's policy available to get clarity for this subject.

\*\*\*Motion: Richard Harnsongkram be allowed to continue to pay his fees by check. Dani/ Sue- Rescind this motion.

This issue was tabled for this meeting and sent to the June BOD agenda under new business. With more information available at the next meeting the Board can make more informed decisions on this issue.

### **Agenda Review/Amend/Approve:**

\*\*\* **Motion: Approve the Agenda. Dani/Haven 7-0-1 (Lisa) Approve Board**

### **Minutes- March 26, 2025:**

Amend: Remove name from comments under Special Budget conversation and copy how it should be written.

\*\*\***Motion: Approve Amended Board Minutes from March 26, 2025.  
Dani/Maia 6-0-2 (Sue/Haven)**

**Approve BOD Minutes- April 2, 2025:**

Amend- Add Jessie Gustafson's name to the list of nominees for BOD.

**\*\*\* Motion: Approve Amended BOD Minutes- April 2, 2025. Maia/Dani 7-0-1 (Ram)**

**Board Education Minute: (BEM) Doug Robertson**

Introduced a list of topics for BEM's in the future and passed the list around table to BOD so they could sign up for the topic they are interested in speaking about. Since 6 of the directors have a 2-month seat, there was no interest in signing up for a topic until after the June election.

**Topic: How an Agenda is made. Doug Robertson**

The Board Chair, Vice Chair and Secretary generate items for the agenda.

Items generated are the content such as Committee Reports, including pressing members' concerns, if there are any.

The Board Chair meets with the General Manager (GM) once a week and any items needed to be considered by the BOD are discussed then and added to the agenda. The Secretary can bring forward housekeeping items such as announcing BOD elections and who is terming off, policy updates or bylaw updates. The GM does not generate content except through the Board Chair or the Admin Report.

Board members can request a new topic be discussed by the board by contacting the Board Chair or GM in writing. One-week advance notice prior to the BOD Meeting is requested for insurance that it is included in the Board packet. This topic will be added to "New Business."

Members with "Pressing Member Concerns" must submit their concern in writing so it can be included in the board packet and the agenda.

Early in the meeting process the draft agenda is reviewed, amended if necessary and then approved by the Board. Topics can be added at this time with the approval of the Board.

### **Budget FY2026 Presentation: David Winship (Budget Co-Chair)**

David presented but had no written report. I listened to the recording several times and could not make heads nor tails for any clarifying details. I have requested from David a written report for the minutes last Sunday. As of today, May 22, at 12N he has yet to send me his report.

### **Treasurer's Report: Kyle Reallon**

Recommendations from the Budget Committee 2025

- Increase SM booth fees \$5.00
- Increase HM fees 10%
- Reduce the number of days at HM. Change Nov. 21-23 to be opening weekend.
- Eliminate HM 2nd Info Booth
- Merchandising
- Partnered Solutions- recommended allocating \$20-25,000 to improve financial accountability, productivity, transparency, member and customer experience and overall operations. David added: If SM goes with PS bid that SM make a concerted effort on the accounting side of this, that with the data transfer coming into QB that SM know what they are doing. There is already a 6 week lag in data at this point. This IT upgrade will change everything and we need some expertise to get us going.
- Review July and August budget.

The \$5 increase seems like a small amount for members to pay to help for market. Another comment was the idea to not raise fees but cutting costs. Concern was raised that paying up front for HM would be

difficult for most members. One guest stated that the increase in booth fees needs to be taken to the membership before being voted on by the BOD.

There is concern that a \$20 Base fee will prove hard for several members.

Re: HM the recommendations being made need to be considered and to see how membership feels about the increase.

Maybe fundraising needs to be considered as well.

A Director commented that if our SM sales are up 30% from 2024 that the \$5 increase is do-able. But taking time so the membership can consider it is important. SM is still a very affordable market compared to other markets.

Another Director asks if we are just talking ideas or are we approving the Budget tonight.

The Treasurer stated some of the increases that we are experiencing over the past couple of years are :

- 7% inflation,
- Health insurance is doubling,
- Cost of Living increases,
- Staff wages increasing.
- With all the increases SM could have to eat the increases but that is not sustainable nor could SM produce the same level of services that everyone needs.

The Treasurer thinks the most important cuts are to

- Cancel the first weekend of HM.
- Cut the Info Booth in Holiday Hall
- During HM the Membership Office be closed during Load In/Load Out.

A Director inquired about our savings. SM has 2 CD's = \$20,000 that are in a money market, a 3rd CD = \$30,000, and a 4th CD= \$10,000.



**\*\*\*Motion: Approve the 2025-'26 Budget. Maia/Dani 8-0-0**

**\*\*\*Motion: Approve the Partners Solutions proposed plan effective immediately using the SM savings. Lisa/Haven 7-0-1 (Shellana)**

**April Treasurers Report: Kyle Reallon**

April is not reconciled currently. Compared to last April, this April is up 30% in income. Expenses in April 2025 compared to 2024 are up \$2000, we are at 72% and last year we were at 88%.

**\*\*\*Motion: Approve the Treasurer's Report from April 2025. Lisa/Sue 8-0-0**

Shellana Moller excused from BOD meeting due to illness.

**Administrative Report: Shannon Lee-Hutson**

- Current membership is 449 members.
- New concrete has been laid to repair tripping hazards.
- A payment plan is needed to cap a member's owings at \$300.00 And this needs to be written in the Membership Handbook.
- Veronica Gutierrez, Assistant Manager, has resigned and her last day is Thursday, May 22.
- Dani Marks Fife Ito, vice chair, has been added to the US Bank and WaFed accounts as an official signer.
- US Bank is changing their policies and it affects SM regarding the changing of the new Board members as signers and their titles every 6 months. Any time we change a Treasurer, Board chair or vice chair we have to completely redo the signature card. GM would like to request that we change our Secretary of State registration. Two spaces- President/Owner/Chair who is Doug. The second space Secretary/managing member/Manager. The Board Secretary has always signed that one. GM asks that she be the signer for the Manager.

The third space is the Treasurer, Kyle Reallon. This would make the process easier whenever there are new Directors added to the Board. Tabled until June BOD meeting.

- The CPR/AED/First Aid certification is due to be renewed for the staff for this year. There is no budgetary coverage, and it costs \$55.00 per person to be trained on the AED machine and CPR /First Aid training. The entire staff is trained to run this machine. Total staff is 25 staff x \$55. each = \$1375.
- SM Sustainability program received a grant from the City of Eugene Waste Management for \$7,482.89.
- There are 2 finalists for the New Food Booth space. They are ready to move in as soon as the Food Court allocates space. The third finalist dropped out as the process was taking too long.
- Street closure for Earth Day was resoundingly seen as a great experience. The City of Eugene responded that they love the street closure and support the idea moving forward.
- Tuesday Market has begun at the LC Farmers Market. They now charge a flat fee. They require an orientation to sell at their market.
- There is a Town Hall meeting Thursday, May 22, in the Farmers Pavilion from 4:30- 6:30 to discuss HM '25 hours of operation survey results and Budget concerns.
- GM met with City Counsellor Eliza Kashinsky about the crosswalk or lack thereof at W. Park and 8th Ave. It is a problem as there is no demarcations. If the streets are closed there would be no need for a painted crosswalk.
- HM 25 maps are now online. MARK YOUR CALENDARS: Postcards for HM25 are scheduled to go out to membership on June 13th. Booth Holder of Record (BHOR) postcards are due back to the office by July 18th. The remainder of the membership's cards are due August 15th. Food Court postcards and contracts are due September 6th, 2025. Sonia has begun to place BHOR members in booth spaces with recognition of their previous locations.

She is working with members individually and patiently. HM co-chair added that the map is not perfect, that some streets look narrower than others. When the floors are taped all streets will be the same width.

- The next street closure is scheduled for October 25th for Halloween. Cultural Services will be closing down Broadway for their spooky extravaganza.
- Clarification was made for reserve members and the process of checking in ahead of time. When a reserve member calls in mid-week to reserve their space, a \$15 booth fee is automatically entered into that members portal under Owings. If that member decides to NOT come to that market they need to follow up and cancel that reserve with the SM office. That \$15.00 does not automatically get removed from the portal when a member cancels. This could be the problem that occurs when a member is charged and didn't sell that day. This is due to the antiquated database SM uses.
- We had a great opening month. The average in April 10% for Crafts was \$27.16, the average 10% for the Food Court was \$149.93.
- Reserve member clarification: When you tell the office you will be attending on Saturday the \$15.00 owings is automatically added to your member portal. If you change your mind, Sonia must literally go into the portal and erase that entry. It happens that it doesn't always work out correctly. If you don't call in during the week to cancel your absence, then it will stay as an owing.

\*\*\*Tabled until June: Add a \$300.00 limit to a members owings in the Members Handbook. Table until other issues are found that need to be changed, like the addition of the check writing policy.

\*\*\*Tabled until June- Secretary of State registration change- Add Shannon Lee-Hutson to the Secretary (Manager) registered signer. More information needs to be collected before making decisions on this change. For instance, the classification of SM needs to be clarified: Mutual Benefit Corp, C-Corp or non-profit.

**\*\*\*Motion: Approve the CPR/AED certification renewal. Kyle/Sue 8-0-0**

**\*\*\*Tabled giving the Food Court one additional month for consideration:**

1. Approve filling the Food Court Space F3 (permanent)
2. Approve filling the Food Court Space F10 (1 year only)

**\*\*\*Motion: Approve the Town Hall meeting, May 22, 2024, 4-7 pm. Lisa/Kyle 7-0-0**

**\*\*\* Motion: Approve negotiations with City for a SM only dumpster at Park Blocks. Sue/Haven 7-0-0**

**Advertising Report: Renee Thompson**

SM will be hosting two events, Mother's Day Giveaway, Sat. May 10th, and Founders Day Market, May 17th.

The Earth Day Street closure went well as did activity collaboration and general optimism. If you like the street closures please let the office know how you feel. The next street closure is Saturday, October 25th for Halloween. The marketing manager feels that the budgets for SM and HM are not large enough to sustain the current coverage and reach current goals.

Renee spoke to the difficulties in her job, trying to do a job with so many factors when she is trying to do her best. There is a lot of negativities going around market and it hinders her doing her job well.

**\*\*\*Motion: Approve Advertising Report. Lisa/Dani 7-0-0**

**Governance Committee: Colleen Bauman**

This committee's primary role is to oversee and enhance the quality of governance within the Saturday Market, ensuring it operates in compliance with legal standards and norms.

This includes monitoring board performance, recruiting and nominating board members, and developing and recommending policies related to governance. They will also play a crucial role in succession planning and ensuring board member training and education.

A breakdown of their responsibilities is as follows:

**Board Oversight and Development:**

- Recruitment and Nomination of qualified individuals for board positions.
- Succession Planning for developing strategies for transitioning leadership and ensuring a smooth handover of responsibilities.
- Board Member Training and Education by organizing and providing training and orientation for new board members and ongoing education for existing members.
- Board Performance Evaluation to oversee the evaluation of board performance including individual director performance and the effectiveness of the entire board.
- Board Composition to monitor and recommend changes to the board's composition to ensure it reflects the organization's needs and has the necessary diversity and skills.

**Governance Policies and Practices:**

- Policy Development to develop and recommend policies and procedures related to good governance, including conflict of Interest policies and guidelines for conduct of the board.
- Legal and Ethical Compliance for monitoring the Board's compliance with legal, regulatory and ethical requirements.
- Risk Management to help the Board in identifying, assessing and mitigating governance-related risks.
- Bylaws and Charter Review and updating the organization's bylaws and board charters to ensure they reflect best practices and legal requirements.

The Governance Committee will also advise the Board, facilitate communication with stakeholders, shareholders and other interested parties. They will also track and monitor the organization's performance against its strategic goals and to ensure that the board is effectively fulfilling its oversight responsibilities.

This proposal has been made to form a committee whose name is the Governance Committee. It shall have a convenor and there will be appointments of members and walk-ins that present the committee with a letter of interest to join the group.

**\*\*\* Motion: To form a governance committee, with a limit of 7 members, naming Colleen Bauman, Convenor. Those interested in serving on the Governance Committee are invited to submit letters of interest to the Saturday Market office by May 28th, 2025. Committee members will be appointed by the Board at the June Board meeting. Haven/Kyle 7-0-0**

**Saturday Market Recording Policy:**

The recording policy follows:

- Board of Directors and committee meetings may be recorded by audio or video recordings.
- At the beginning of the meeting all attendees must be informed that the meeting will be recorded.
- Recordings are the property of Saturday Market and may be archived. However, the public record is the written minutes, not the recording.
- Saturday Market will not make the recordings public at this time.
- A minute taker may record a meeting to assist them in their transcription task.

**\*\*\*Motion: Approve the five (5) bullet points of the SM Recording Policy. Dani/Lisa 7-0-0**

### **Food Court Committee: Richard Harnsongkram**

Mention was made about the food booth layout as being too tight to accommodate in a reasonable period of time a newly approved food booth. In utilizing and following the Fire Marshalls new plan it takes time to have the footprint layout work well for everyone.

**\*\*\*Motion: Give the Food Court Committee one (1) additional month for decision making regarding the addition of a new food booth.**

**Maia/Sue 5-0-2 (Lisa, Haven)**

### **Holiday Market Committee Report- March 28, 2025: Dara Robertson**

The regularly scheduled HM Committee meeting on March 28th was cancelled due to the termination of the General Manager (GM). The GM is an integral part of the HM committee's decisions, and it was concluded that the time could be better spent preparing for market the following day.

From the February 28th meeting minutes, the dates of the HM 2025 were given. **Nov. 15,16/ 22,23/ 28,29,30/ Dec.6,7/ 13,14/ 20,21/ 23,24.** As a recommendation for cutting costs the Budget Committee recommended that the first weekend of Nov. 15 and 16 be cut.

**\*\*\*Motion: Approve the Holiday Market dates for 2025 as recommended by the Budget Committee. (Remove Nov. 15/ 16.) Lisa/Kyle 6-0-1 (Ram).**

**\*\*\*Motion: To Adjourn the BOD meeting. Ram/Haven 7-0-0**