

WOW Hall

CCPA Board Special Meeting via Zoom

Meeting NOTES

Thursday 4th February 2021

5:30pm to 7pm

SUBJECT: Participation in Black History Month Event February 27th 2021

Verbatim transcript of meeting from informal recording begun shortly after discussion began. Please excuse and correct any mistakes or errors. Recording was one hour 13 minutes. Meeting started late, ended at 7pm. My guess is no more than 5 minutes of Gabe's description and some discussion is missing from beginning of meeting. (Sandra)

CCPA Board members

PRESENT:

1. David Zupan, Chair
2. Ed Kashin
3. Jaci Guerena
4. Chico Schwall
5. Mike Meyer (joined late)
6. Nancy Forrest (joined late)

ABSENT:

7. Steven Berkson, Vice Chair (left meeting before discussion for medical reasons)
8. Camas Banks, Secretary (unable to attend due to work)
9. Dan Nathan

PRESENT:

WOW Hall staff

Barbara Bochnovic

Bob (or someone in the Wow Hall office)

Eric (?)

Members:

Gabriel GV (left at 6pm)

Nijel Aranibar, working w/ Gabe (left at 6pm)

Jon Pincus

Kathy Ging

Melissa Swan

Sandra Bishop

Sarah Chylek

Steven Baker

Janelle (screen name Leah)

Adin Becker, *We All Rise* in Portland. (joined approx. 6:30pm or later)

[NOTE: This may not be an accurate list of attendance. Please add anyone that was on the Zoom meeting that did not get listed here.]

TRANSCRIPTION BEGINS

Gabriel – ... and setting up a meeting with the Black Music Action Coalition and doing more stuff on a national global scale.

Ed Kashin – Ok. What have we decided... what is your proposal with the Wow Hall, your arrangement with the Wow Hall? Just so we have it all clear. So we can talk about it.

Gabriel – That we broadcast through your channels like we have been doing before, and we do Twitch and YouTube successfully, perfectly. And then I think this one is a little bit more high profile so we might add Facebook, because our Facebook engagement is very high.

And, then we are allowed into the space, the proposal is that we are allowed to record some artist in the space, practicing some Covid safety, with Nigel on assistant camera, me running some audio and two cameras and then a light guy. Who I believe would be Ivus (sp?) who you are familiar with.

Ed – Uh-huh. We will coordinate some dates on that.

Gabriel – And then I wanted you guys to sponsor the event. I feel like it's more a contracted out sponsored deal. We were requesting \$1,000. We had some resistance there and I guess it's really you know, a sliding scale similar to your membership.

Ed – OK. We will have to come back to you with that, after we discuss the actual dollar numbers. The other question from the other night was our liability and how money was going to be handled, since we are not allowed to pay artists.

Gabriel – Yes, that was going to be through *We All Rise*. Quincey was going to handle that. Unfortunately he is booked until 6:30. Another friend from *We All Rise* might be able to pop in. Quincey said he might be able to pop in as well.

We are discussing – yes, getting the sponsorships to Wow Hall. Wow Hall processing that and taking a small commission, and then giving that to *We All Rise* to book artists. And then what we do to avoid more paperwork for the black owned businesses and local organizations is probably just put a cash ad for (can't understand the words) ____ on the screen during artists instead of doing Pay Pal and W-2s for the live donations.

Ed – So, the money would not be going through the Wow Hall. We would just be the recipient and any artist would be getting paid through... the entity that is set up to handle the money? Is that right?

Gabriel – We have I believe it is \$2,600 right now, is where we are at. I think 900 is spoken for and we are going to record a few artists this week-end in Portland at the request of the Black student organization. And right now I'm in talks with a couple of the Zimbabwean musicians in Eugene Ra Di Di and John Mambera. But they are requesting... Ra Di Di is saying she is pulling up with a seven piece band and would like 25 hundred bucks.

Ed – Wow.

Gabriel – And I actually want Thomas Mafumo.

Ed – Yeah. That would be a score. He has been a character around here for years. He was a character around here for years. That would be great.

Did you ever get ahold of Shelley Dodee? Did that ever happen?

Mike Meyer – She didn't return my message.

Ed – Ok. That's too bad.

Jaci Guerena – She said she contacted you Gabriel. I gave you her contact information. I mean I gave her your contact information. Did you not hear from her? Is it Shelley?

Ed – Yeah.

Jaci – Shelley.

Gabriel – I'm not seeing anything. I believe her contact information is in this email chain and I can look for it though.

Ed – Yes. Because she is definitely wanting to contribute something.

Mike Meyer – D-O-T-Y is the spelling of her last name.

Ed – DOTY yes.

Gabriel – DOTY. I really want to – it seems like right now we have more of a youthful hip-hop crowd right now, which we are going to film this evening. I really wanted to tap into that Zimbabwean community. Get a gospel choir and some jazz and then one nationally globally recognized act. I feel like that (solidifies?) the line up right there.

That's probably another 2 or 3 thousand dollars away, that we are. I do believe that we are capable of fundraising 20 grand, 10 or 20 grand for this. Then that opens up the doors to unlocking Thomas Mafumo and other headliners are just giving directly to businesses or organizations.

Ed – Ok. Got it. Now, you are asking the Wow Hall to contribute a thousand. We talked about that. We talked about a two fifty (can't understand the word). We are going to have to find out exactly what we could possible do, 'cause we don't know right here right now at this exact moment. But we would be the recipients... Do you have a guess-ti-ment on any kind of income? Any kind of guess on what that might look like?

Gabriel – You're saying sponsorship commission for Wow Hall?

Ed – Yeah. Can you make any kind of guess?

Gabriel – From 3 to 5 percent.

Jaci – Three to 5 percent of what though?

Gabriel – Um

Jaci – What's your projection?

Gabriel – I mean already we have Quincey saying there's The Port of Portland grant and he needs a non-profit to sign off and co-sponsor and so he does need to work with you guys. And that's 15 hundred dollars right there. He was going to reach out to the City of Eugene. And then Brandon was going to reach out to Safeway, ____ (can't understand word) car dealership, and then I also threw in a list of other people that are sponsoring music events ____ ____ (can't understand words).

Ed – So the Wow Hall would be privy to a percent of the sponsorships.

Gabriel – Yes.

Ed – And ____ (can't understand word) donations. Okay.

Gabriel – It's 6 o'clock.

Ed – Yes. Its' 6 o'clock. I'm trying to get all our questions... unless anybody has anything else... I know they need to go.

Gabriel – I've got to hop out. But feel free to text me.

Ed – Yeah.

Gabriel – And I'll send Quincey in here. Alright. Thank you so much. See you.

Ed – Thank you. Alright. Wow. Ok folks. I wish we hadn't gotten started so late. Anyway, I'd entertain some input on this.

Jaci – Is there more information about... He said there was something in writing and I don't feel like I've gotten anything in the last couple of weeks.

Ed – Gabriel sent an email with a long proposal, everything spelled out. We can forward that.

Jaci – Did that get sent to all the board? Because I don't remember seeing that unless it was a month ago or longer.

Ed – No, it was just the other day. I have it up in front of me. Let me see who it.. I have it actually the proposal. Let me see who got included. I could forward it.

Mike Meyer – Chico and Jon Pincus have their hands up.

Ed – I'm sorry. Ok. Let me get back to the meeting. We'll get it forwarded around. Full screen. Thank you Mike. Alright I'm just rying to get... let's see ... Chico was, Chico are you first?

Chico – Yeah. I think this is a great idea, maybe in three months. We're talking about a huge amount of money here that has not been raised, and we haven't got like 10 percent of the money and you can't commit to all paying out to all these people until you know more about whether car dealerships are going to be involved or whatever.

Did I get it clear that we are not taking in the money and doing the payout?

Ed – Correct.

Chico – Good, because we are just not set up for that. Thousands of donors and payouts to businesses which may not be in our purview anyway. And the other thing is, yeah, it's a great idea, but it is a long ways away. Usually people work on a project like this for 6 or 9 months. I've done a couple festivals. I don't feel that it's ready.

I also... I have a problem with so few of us having this discussion. I want to point out that this Board - - - we are not big on absenteeism. People show up and people have been accommodating each other, and they sit through the long stuff, and I was kind of bothered that we called the meeting without consulting everybody And here we are, and there are only a few of us here.

Anyway, I think it's a great idea. Go ahead and develop it and bring it back to us when you've got more in shape in terms of ... there was nothing in Gabriel's proposal about expenses and what it was going to cost.

And, regarding our own contribution. We haven't got any income. We are going to _____ (can't understand word) forgiveness for some of the money we do have, but that has to see us through because we don't have any income until we can start developing income again.

So, great idea, later I'm saying.

Ed – Ok. You did read what he sent with the full proposal that he sent?

Chico – I did. And it was ____ (can't understand word). We were supposed to get something two days ago. And we called this meeting because we are trying to put this thing together three weeks from now just seems to be crazy to me.

Ed – You read my email about how long these things take and he did put a timeline in that is quite doable for them. I mean this is the way these things are done anymore. These online things they get them together within a week. Good productions. So his timeline is in there.

Chico – There's a hell of a lot of fundraising in that proposal.

Ed – They've got a battery of people doing it also. Let's move to... can I move? We have a bunch of people that have input and we'll kick this around definitely. Jon.

Jon Pincus – Chicao said some of what I would say. I think this is way short even online to raise the kind of money needed to raise for what he is describing. I think it's not likely to actually happen that way. At the same time in order to have these artists play you have to book them and make financial commitments.

Aside from our internal policy, by the way, which does not prohibit you from paying artists, but it does make a difference between what you do out of your own operations as a ____ (can't understand word), as opposed to funding. So if you get the funding to pay artists you can do that. But the question is whether or not you know whether you are going to have the funding. Even if somebody else is ____ (can't understand word) the detail of this, if this is happening under your corporate sponsorship as the corporate umbrella of this, you are liable for the expenses of this event, including the artists' fees, unless you have very specific contractual relations ---- contractual agreements on paper, signed, that transfer that liability to another entity that's clearly capable of meeting those financial obligations. If you sign over to an entity that is not clearly capable of meeting those obligations you could still end up being responsible for those obligations.

I think also this is a great project and if you recall, I was a strong advocate of being involved in this. But what I was thinking when I put in my advocacy was that it would be very local and kind of low key and primarily volunteer, especially with the short timeframe.

I think if you do this you need to have a contract with another entity like the U of O, because this is where this is coming from, who has the capacity to cover the expenses and the contract clearly needs to transfer that liability to that entity.

Ed – That's what was supposed to happen.

Jon – I didn't see anything in any of the documents that indicate that actually happening. So it's all words.

Ed – Yes. We don't have an actual contract. We have, uh... I'm looking at it, back and forth, um, you know that our liability. That we wouldn't have any liability. That's what we discussed last meeting. That it would be handled by...

Jon – The point I'm making is that's not necessarily a choice you can make. By you being the corporate sponsor you automatically have liability unless that is very specifically spelled out in a contractual agreement with somebody capable of carrying the liability.

Ed – Right. We need a contract. And we need to take a look at it. Is that what you're saying Jon?

Jon – I think you need a contract and you need to have your attorney look at it.

Ed – Yes.

Jaci – You need to get back to the stack guys.

Ed – Yes. Jaci you're next.

Jaci – Self-serving a little bit there but we do have a lot of people in the stack.

Ed – Yeah we do.

Jaci – I just want to say that I heard about this a few weeks ago, so it's not new and thrown together in the last minute. I would hate to thwart this level of energy and input in a young person who seems able to put it together. But yes, I want to see us protect ourselves but I don't want to say it's too fast because I think he might know more about whether it's too fast for him to put together or not. And I don't want us to gage it by past experience because things are different now. And so I hope we find a way to move forward and support this without having huge risks to ourselves.

Ed – Ok. Mike.

Mike – Yes, I concur and appreciate what everybody has said so far. And we are going to have an airtight guarantee that a thousand dollars is the most we can lose. If we did lose a thousand dollars on this, though we will certainly get some of it back, I think it would be worth it because forming a partnership with Gabe and his ambition and what he's doing to outreach to communities we need to be partnering with, is a huge benefit to the hall. I tend to think he can pull this off. He's not asking a lot from us, and he's got a lot of partnerships that he is working with. And even if they fail this time, to some extent he is still planting the seed for future events, and in forming those partnerships.

I think we should in spirit and in a thousand dollars, support him in doing that. But I would not feel comfortable if there is any doubt, like Jon is saying, if there is any possibility of losing more than that.

Ed – We had mentioned a 2 hundred and 50 dollar contribution at the last meeting. I hope Quincey can come on. That would be great. Thank you Mike. Lee? Lee has a hand up

Jon – Leah.

Janelle – Hi there. This is Janelle.

David Zupan – Welcome.

Janelle – Sorry. It's the name on my computer and I forgot to change it. It's been a long day. I don't know enough about this gig, but to have a good gig you do want to take some time. So I don't want to echo Chico and Jon's concerns. I've put on a lot of shows at the Wow Hall in the past, and even if it is streaming online that still takes some time to have the finesse, the smoothness, the professionalism of a gig that comes off as professional and entertaining. Personally, I admire Gabe's energy and I don't want to thwart it either, but I think he needed more time for the membership party, for the first gig he did. I think they were kind of rushed jobs and they could have been done better. But he is young. We do need to protect ourselves. I'm not sure why this needs to happen in February, if it's Black History Month.

ED – Black History Month.

Janelle – I understand that, but there is something called tokenism. And everywhere I look everybody is saying, oh, we've got to do something for Black History Month. You know what – tokenism means that we honor black people in February. We need to honor black people all year 'round, not just in February. So for us to do a token act for Black History Month for me is rather superficial. We could do this same gig in March or April and it might come off a lot better. At least we are showing we are celebrating black people all year 'round and not just in the month of February. So, I think we need a little more time. Do we need to have it in February? Could it happen in March? Could it happen in April?

We do need to have contracts. There's no doubt about that. We need to protect ourselves. Thank you.

Ed – Thank you Janelle. Yeah, there is a timeline and it was spelled out. Anyway. Sandra

Sandra Bishop – Thanks Hi. Actually I put my hand up about the time Jon was talking. Jon said some of what I'm going to say. Ed you said it as well.

The Board was promised a contract, a draft contract to review. You have no contract to review. This is really spinning out of control. I totally support what Gabe's trying to do,

but he is not a business person and he doesn't know how a non-profit organization has to operate. You guys are really getting out there on the skinny branches. You need an ironclad set of contracts. I didn't see... I was gone all day, so a proposal, that comes in at noon for a 5:50 meeting, that's 3 or 4 days late --- I didn't read it until tonight. So I'm just skimming though it. It is very, very vague. There are things like ... We intend to raise... We hope to raise... There's nothing in there that says this money is actually going to be raised. This is a real high risk venture, and I don't think you as a pretty new, baby board here, should be rushed into doing this. Look at what happened with the last production that you did in a rush at the end of December. Did any, can any Board member honestly say that they knew that you were going to have commercials in the middle of the production. I don't think so. That was an unexpected turn of events.

You have to get a handle on this stuff. You're on real shaky ground with, you know, with the finances. You can barely last a few months. So, this stuff is risky and it is absurd that you have not had anyone from the Wow Hall be able to get together and coordinate or collaborate with the NAACP. Shooting an email to Ibrahim's person phone once late at night does not count. I mean you have to... It's embarrassing for the Wow Hall to say they are going to do this for the black community. It's a sort of a... I don't know what the politically correct terms are, but it's not a real collaboration if you're not even talking to the local groups. Eric Richardson is one of the prominent black musicians in town and nobody has even bothered to talk to him about this. We could wrap it up with a bow and deliver it to em as a present I guess. But it just feels too rushed. And its' too risky.

And, Gabriel said it. He said it very clearly. He said, well it doesn't matter what you decide to do, we're going to do this anyway. So at this point I think you have to say, this needs to be treated like any other use of the hall and if they can raise this much money this fast, great. They can actually get into a contract like a regular band, or however you would handle the use of the hall and the use of the Wow Hall's name and channels.

So, I think this is real dangerous ground to be on right now and it's really being done in an incredible rush. Everybody's heart is in the right place but the elements are not lined up properly to go forward with this.

Ed – Thank you. Yeah, we haven't seen a contract. Jon. You're up again.

Jon – In terms of contribution to the event ... If you put it in normal financial terms --- donating the hall plus your sound system, plus your light system, plus personnel --- you've already donated 15 hundred dollars to this event right now.

The Lundquist College of Business, one of the wealthiest entities in our town is being asked for 250 dollars. That's why I suggested... that's why I suggested we limit our cash contribution to that (\$250). So we would at least be equivalent with some of the wealthiest people in the world probably ___ (can't understand word).

You know, it just seems... I think it's a great idea and maybe what you can do is simply offer the Hall and the services for free. That's a big contribution. It's worth 15 hundred bucks right there.

Ed – Yes.

Jon – And, as far as the corporate stuff, that's really really tricky. You've got to have that dialed in real good. If you could hook it up with the University itself, then you might be okay.

Ed – Thank you Jon, Jaci.

Jaci – I wish Gabriel was here because I feel like he might have already made commitments on the date. There's just lot of information... Us saying it's too soon, and maybe he knows he's already got artists counting on the date. I just feel like we can't change the date and feel like that is going to be okay without him here.

Ed – Which dates are you referring to?

Jaci – The date of the event. I'm just saying... not that we don't need more, but we can't just say put it off a month or two because he might have already gotten people to say that specific date ... maybe weeks ago he got them to say that date... It's hard for us to say without him here to contribute more information on that.

Ed – Um huh. I'm hoping Quincey comes by. Mike you're up next.

Mike – I just want to second what Jon said. I think there are variation of what we can do. We don't have to say yeas to everything. I would prefer we say yes to everything but given what people are saying, I hope we can have several possible proposals or ideas on ways to support this. And offering the Hall I think is a really good thing to do.

Ed – Thank you Mike. Melissa.

Melissa Swan – Somehow I made Zoom really really small and I couldn't get back here. I just want to say first of all I thought that the December event went really really well. And I was shocked at the professionalism that way presented by Gabe and the content that was presented and the amount of money that was raised by that event. I was really shocked that, how quickly that was put together, and how successful it was.

I also want to say there is relevance to doing this during Black History Month. He mentioned that some of the artists had already gotten grants, and I'm sure some of the sponsorship is tied to it being presented during Black History Month. And he is working with the Black Student Union at U of O, who is one of the ones who worked with us in putting on one of the biggest money makers for the Hall in a long time, if not forever.

And I also think that asking him to come up with a contract is kind of backwards. The Wow Hall should be presented a contract to someone who wants to use the hall. The Wow Hall is the entity. They provide the contract to the user. Not the other way around. They can provide an offer. But the Wow Hall should be providing the contract. That's all I have to say.

Ed – Thank you. I put my hand up.

The contract was for the liability and the money handling. Quincey, I can't remember his last name now. He works closely with The Port of Portland and has experience doing that. And he volunteered, or he put forward that he would have a contract for this whole thing that would limit our liability in paying artists and having to deal with the money section of it. So we would just be the recipient of contributions made to the Wow Hall and percentages of the fundraising.

As a Committee, the original Committee gave... let me just go back to this really quick -- -gave Gabe the organizational... we gave it to him to put it together and this is what he came up with. This is what he came back to us with a few weeks ago – this particular thing. So we gave it to him to put together... but the contract... I really do wish we had a contract to look at so that we could have our attorney take a look at it and limit both our financial and our liability to this. So, we don't. That's my two sense.

Who's next? Jon.

Jon – I do recall Quincey saying that they would get the Wow Hall a contract for discussion at this meeting. Quincey seems like a very astute person, but the fact that you don't have a contract and neither Quincey nor Gabe is here for this full meeting. If I was going to ask for this kind of financial involvement from anybody I would sure be at the meeting with all of the support people and the support documents.

I think that's kind of symbolic of where you are at with the development of this event. I agree we shouldn't quell the event, but to be engaged in it with any kind of resource risk you need to be in it with another entity. If he is doing this with the ASUO, the ASUO has considerable funds. They can back up contracts. They can make contracts. We've done lots of stuff with them over the years. So maybe the thing to do is, whoever is going to lead the way on the contractual aspect of this for the Wow Hall side, should get together with the other major funded entity, which is the ASUO, and work ...

Jaci – There is someone here to speak on some of the things. In the chat you can see Adin is here and I'd like...

Jon – I'm sorry I'd like to ...

Jaci - ... but you've been speaking a lot and there's someone here...

Jon – Jaci you're interrupting ...

Jaci – ... from the organization and I think we should let them talk because Jon...

Jon - Jaci you're interrupting and I'm just about to finish.
You need to get together with that entity, that has the resources and the legal authority to do things.

Ed – Oaky. Chico your hand was up and Jaci your hand was up, but can we defer to Adin? Would that be okay with you Chico and Jaci? We might have a lot of questions answered here.

Chico – Yes.

Ed – Adin, you're up.

Adin – Hello. My name's Adin. Good to meet all of you. I work at We All Rise, which is one of the supporting organizations for this event. And I also work with Gabe.

What information could be most useful at this point that I could provide all of you? I just popped in a few minutes ago.

Ed- Quincey was going to come up with an actual contract targeted to Tuesday, so we could look at it, have our attorney look at it, and come back for this meeting to say yes, no, we need to change... Quincey made that commitment and it would establish liability, or non-liability for the Wow Hall mostly. But it was a contract between We All Rise and the Wow Hall to put this event on.

Adin – Okay. Yeah, I wasn't part of that discussion. I was aware that we had a Scope of Work for the meeting on Thursday which we did provide. I wasn't aware that... I was under the understanding that we would be provided a contract based on this Scope of Work. Or that's what I thought. So I guess there was some misunderstanding, at least on my part.

Ed – Okay.

Adin – I hadn't had that conversation about us providing a physical contract. So that being said, given that we don't have a contract at this time, what could we do in order to have this event in February? Could we provide one at a later date, within the next few days? OR should Wow Hall draw up a contract? What are you all thinking? We do have a liability _____ (can't understand word) and we are able to add on Wow Hall as a certificate holder on our liability insurance. We have insurance.

Ed – As we were discussing at our last meeting, it's a financial liability.

Adin – Okay.

Ed – That we would not be liable to pay artists, that it would be run through --- all of the money that was being collected, donations for businesses and other entities would all be disseminated through We All Rise or whatever corporate structure there is, and then whatever money to artists would be paid through that entity and the donations made directly to the Wow Hall, that were for the Wow Hall. That was what the contract was supposed to state... was supposed to lay that out.

Adin – Okay. I wasn't totally (privy?) to that information. That being said, that is my understanding of what's supposed to happen ---- it's still possible after this meeting we could provide a contract with that information, because that is what the plan was. I just wasn't informed of that information, that the contract was needed

Ed – Okay. So we could still get that through Quincey? He could email a contract to the Board, the proper authorities. Not the proper authorities, but to us, the Board.

Adin – Yeah. That's something we could do.

Ed – Okay. Thank you Adin. I guess maybe what we should do and go back, maybe there are more questions, go back to Chico. Does that work?

Chico = Sure. I think when we have a detailed proposal. When the person promoting has some funding nailed down, and when we have a contract to look at, we should make a decision. But there's nothing to decide today. There's nothing to do. We haven't even got the whole Board here.

If it's going to happen it can't happen in three weeks. Even if we get a contract we have to spend money having out lawyer go over it. And it's going to take time. They don't just do something in an hour and a half. It might take a day or two.

I just feel like we are up against an impossible schedule and we really don't know what we are doing. I love the idea. I love the project. As Janelle points out we don't have to salute black artists during one month of the year and ignore them the rest of the year. We could do this later.

I'd like to see something more organized. I'd like to see clarity, and not be approving things when we don't know what's going on.

Ed – Chico done? Jaci. We are up to Jaci.

Jaci – So I am thinking at this point we ask if the people who are doing our booking, Mike and Ed, could write up a contract based on contracts we've had with organizations in the past to protect our interests and to make sure that you make a contract that covers us and maybe there's another contract with their needs, but we covered ourselves we some kind of contract we've had in the past when someone is using the Wow Hall. And rather than making the decision as a whole Board tonight, we let you guys work on it and

at the next Board meeting we give approval. It's not that far away. It's like a week away. And I think it's important that some of the groups involved are counting on the timeline of this month and might be attached to it. So I think there is a reason potentially for it to happen this month. And a lot of people have been working on this date, so I think it would be weird for us to push it out at this point tonight without trying to work through some of these issues that are coming up.

And, Adin, do you think the timeline feels too rushed from your perspective?

Adin – No. We do have a lot of the artist who are ready to go on our end, and we have a lot of funding that people have pledged. And we do have a donation mechanism that we've used in the past that we could put into force for this event as well. Recently, end of January, second to the 1st week-end in January, we had a concert of similar nature in Portland, at our space in downtown Portland, which we also put together in about a month – a little less than a month. So we have a history of doing events in a short amount of time. We raised about 20 grand at that event. So we are used to doing events with short notice.

In terms of... I think it is completely doable. I think we can get you a contract. I think there is a reason to do it this month. While it's true we need to be supporting black performers every month of the year, this is the celebratory month for the black community. For that reason February it does have some importance when we are talking about events like this. It doesn't mean this is the only month we need to be celebrating (?) black artists but it does have importance within the community. So if there is anyway we can do it at the end of this month, that would be ideal.

Ed – Thank you. Sandra. You're up next.

Sandra – Sorry to take so much time. I'll try to make this quick. The Wow Hall is already being used to promote this event. I don't think there's any turning back. It's just a matter of how you are going to make it happen so that you don't assume a financial burden or get yourself into a large financial liability situation. Here's the wording out of this description. To me this is not a proposal it's a description and... Funding and Sponsorship quote

“FUNDING and SPONSORSHIP

“All tax-deductible sponsorships can be made payable to the Community Center for the Performing Arts, who own and operate the WOW Hall. These funds will be processed and handed to We All Rise, which will be negotiating artists' contracts.”

That's how it's being sold and presented. So you're already pulled into, so I think you just have to figure out how are you going to let it happen. Because it's gonna happen. The Board's not going to be able to stop this it doesn't look like unless you put a chain on the door of the Wow Hall, but I think you just go with what you've got. But it looks much more like a regular rental of the Hall with this thrown in that the Wow Hall is already being promoted as presented as supporting this. So I think you've got to figure out a way to get this under control, 'cause it's pretty out of control right now. You have no

contracts. So I don't know, I think Jaci's right – these artist have already been promised, or that's contingent on certain days in February. The tail is wagging the dog here. You need to recognize that and just go with it and do the best you can to rectify the situation, but I don't think you can shut it down completely I don't think you need to, but you really need to somehow put some parameters on this. And it's an awkward position to be in. This is the second time this has happened in jus two months. I think you need to look at, what are the parameters that you would usually use for this and not keep putting yourselves in this position. But it's already in play.

Ed – Thank you Sandra. Yes, we need to get something on paper, definitely. Janelle.

Janelle – Thank you. I wanted to jump in – Jon (?) wrote in the Chat – I suggest you offer the Hall and then see if the other pieces can fall into place before engaging in the corporate part.

It's a good suggestion. I like it. I just wanted to back that up.

As far as the black community --- how is the black community involved in this gig? One, I'd like to know that. And two, the next Board meeting is the 22nd? Is that correct?

Chico – The 12th.

Janelle – The 12th. So that's 8 days from today. Okay, I'm just trying to figure out this timeline. If you are going to get a contract on the 12th and approve it. If that's enough time and then the gig is supposed to be on the 28th, is that right?

Ed – 27th.

Janelle – 27th. Well, I think it would be good if the Hall just has no financial liability in this. I think that is the most important thing. If you let these guys do the gig that's great. Just remove our liability so we can't lose any money on this gig. That's all. I think that could be done. I guess we are supposed to provide the contract, or we have in the past. That's true. So, Mike and Ed, I just found out you are doing the booking and that's great. If you guys could write up a contract that's ironclad and maybe even had, I don't know how... I imagine you guys have experience writing up contracts, but maybe you need to have the lawyer look at the contract as well. But whatever we do we know that everybody has the Wow Hall at heart and we want to do the gig... some people want to do the gig. Sandra says we are already tied into it. The publicity has already gone out. That's a good point too. So, sounds good to do it. But make sure we don't have any financial liability and then I'm sure everybody would feel comfortable with it.

Ed – Good point. Yes, thank you. Jaci.

Jaci _ I have a question for Mike and Ed and then a potential proposal.

Janelle – Oh, wait. Nobody answered my question Jaci. Is the black community involved in this gig?

Ed – Adin can answer that really quickly.

Adin – Yes it is in many ways. First of all We All Rise is a black –owned company. All of the small business beneficiary who will be involved in this event, who will be taking a small cut of donations, are black businesses. All of the artists are black who will be performing. And the students from the University of Oregon who will be working on the show are from the black student organizations.

Janelle – So is this students from the Black Student Union then?

Adin – Yes.

Janelle – Thank you so much. I appreciate you answering that.

Ed – So, Mike open your microphone and Jaci wants to speak with us.

Jaci – My question to Mike and Ed is --- Do you feel like you have enough information from this group and information from past contracts that the Wow Hall has entered into that you could work with this group and create a contract that protects the Wow Hall before the next Board meeting?

Mike – The quick answer to that is No. But I'm going down to the Hall tomorrow to look over some of the contracts. It won't be hard. My hope is that we can separate the financial from offering the hall, and do a non-financial contract. That would be pretty easy to draw up based on previous contracts just to summary what Wow Hall offers to them for free. That's the contract I'd like to see. But my experience with contracts it that usually it's the musicians that offer the contract and Wow Hall as an entity as an entity says what they offer and has created their own contracts, But the important one is usually from the musicians. That's where the financial terms are.

So if we do this in a non-financial way, then the Wow Hall contract would be all that is needed and it would be simple to draw up. But I don't know that for sure. Will look at it tomorrow.

Ed – Yeah. I think it would just be like Jon in his test – Offer the Wow Hall's services. That would be the non-financial part. Our contribution would be the services we offer. The internet... well not so much the internet service, but our streaming capability and our logo and our backing and our advertising, and for lack of a better term, our advertising for the event. That would be our (part?) (can't understand word).

Mike – The advertising I'm not sure we would offer that. We would just offer the Hall, right. And that would be a pretty quick summary. The rest of it would start to get into the

financial part, which I think Gabe would come to us on, including assurances on our risk. And of course, we would check that out with our lawyer to agree with those assurances.

But for now I think it would make a lot of sense, and especially in the interest of time, to just offer the Hall and write up a simple contract and table the rest of this for when he has a contract to offer us and assurances.

Ed – Right. I think so too. Mike, I'll be at the Wow Hall all day tomorrow so I'm sure I can tear myself away from what the U of O students are doing. Sandra has something in Chat.

Jaci – I'm going to pause on making a proposal. I was going to kick it to you guys, but it looks like Melissa and Sandra have input, so I'm going to pause on mine.

Ed – Okay. Thank you. Mike you had a hand up. Did you want to say something else?

Mike _ Yes, but I firge twhat it was. So how about, as far as the Black History Month Part, I really think this was well thought out. It was proposed a few weeks ago. I agree this is the month to celebrate black history, It doesn't mean we don't do it other months, and that there's a paid stage crew that is part of this. It supports African American labor. So I think this is pretty well conceived all in all. And I really like the idea. I just want to say I'd really like to vote on this very soon. And this feels like a long discuss for a limited thing we will be agreeing to.

Ed – Thank you Mike. Melissa.

Melissa – Adin may comment to this but it also sounds like they are asking the Wow Hall to be a pass-through entity so that the event can accept donations under it's non-profit status. Which is something that lots of non-profits do. The Wow Hall has done that in the past. And lots of non-profits I work with do that as well because if We All Rise in not a non-profit corporation then they cannot accept donations. So it sounds like they are asking the Wow Hall to be a pass-through entity for the donations.

Nancy (on the phone) – Hand.

Adin – Want me to speak to that real quick?

Ed – Yeah. That would be great. And who just raised their hand?

Nancy (on phone).

Ed – Can Adin ...

Nancy – Yes.

Admin – So that's going to depend on you. In the past we have raised donations through GoFundMe. They take a cut of those obviously. But we also have worked with physical sponsors in the past and if Wow Hall is able to agree to a fiscal sponsorship in this short period of time that would be fantastic but if not, we can also use GoFundMe or other online techniques.

Ed – (reading from Chat) Jon says – Check with your attorney who you can pass-through as a 501 (c) (3).

I'm not sure...

Nancy.

Nancy – Melissa made the comment that I was going to make earlier, so I'm not going to make the comment she made. Adin suggested if there would be some reason we couldn't establish that pass-through, they have a work-around, that's great. But I wouldn't want to enter into a contract to do that if we didn't know that we can actually do that legally. And that was my comment.

Ed – Yes. Let me just add to that. And not only that but that puts a staff burden on us, processing. The time and energy processing all that money; where it comes from and where it goes to, which could be fairly substantial. That's something Barbara brought up to me the other day. Handling the finances through us would be a burden; not just financially but for time which is limited. I'll put that out there. That's part of our liability; the staff time that it takes.

Jaci – Sandra wrote something in the comments. I don't know if that was instead of a hand or..

Ed – Who did?

Jaci – Sandra.

Sandra _ I can speak to it very quickly. Ed?

Ed – Yeah. I copied it.

Sandra – Well, you have something in writing that has been sent to you stating a certain premise stating how things are going, and if you do not write something back describing something else, that stands as a contractual agreement because you've been notified and that's the way it's going to be done. But as soon as you come up with a contract then there won't be any problem with it. But it's a statement that's been made and you're essentially agreeing with it by not disagreeing with it. So, kind of a technical point.

Ed – Right. Well taken. I copied it just in case we needed it. I'd entertain any further comments as to what we should do. What we should do right now. Board memebrs?

Chico – Have dinner.

Ed – Well, I agree with you right there. But ... David, you haven't said anything this evening. What's the next step. I guess ...

Jaci – Can I make my proposal that we have Mike and Ed work on preparing a contract that fits with models the Wow Hall has had to protect itself in the past and work with the organizations involved in putting this on to meet their contractual needs, and then bring that back to the Board on the 12th, and reach out for support if there's any ways that they need support? I guess I'm proposing that. So that's on the table as a proposal.

Ed – Mike do you think we could find something? I think we could find something and have it checked and have it looked at. We would be working with We All Rise an entity.

David, thank you.

David – Sorry. I had some trouble with my audio here. Yes, I think that's a good idea. I would second that motion.

Ed – Okay. So what Mike and I will do is take a look at contracts and see what we have that will protect us and Adin I hope you are listening in on this. We will have to get together with you guys and Quincey specifically --- with a contract. We need to agree on a contract for all the liability and whatnot and then we can hopefully do this before our next meeting. And hopefully just say yes.

Jaci – So I think you would need a facilitator to ask, to call that to question, the proposal that has been seconded, or call for discussion if there's more discussion on it.

Ed – David seconded a motion ... that was never made, but that's okay.

Jaci – No, I made a proposal and he seconded it.

Ed – Alright. Sorry, having never run a Board meeting. ...

Jaci _ I can restate the proposal if that helps you.

Ed – Yes, restate that and we'll see if we have further discussion and we will go from there.

Jaci – That this meeting would send Ed and Mike to work with We All Rise to come up with a contract that protects the Wow Hall. Reach out for help if you need it and bring back such a contract before the Board on the 12th.

Ed – Okay. It there any discussion?

Mike – Is there any recording they want to do before the 12th?

Sorry I didn't raise my hand.

Ed – What was that Mike? Go ahead.

Mike - Is there any recording they want to do before the 12th?

Ed – I don't think there's any use of the Wow Hall before the 12th. I'd have to look at Gabe's schedule again.

Adin – For the contract itself it doesn't seem like that would be possible anyhow. But we have a space in Portland where we are doing some preliminary recordings before the 12th.

Ed – Gabe did mention that he had a local band or two that he wanted to record here.

Adin – If it's possible we are open to you letting us use (the Hall) as much as possible, but if it's not possible of course then it's not possible.

Ed – We just need to get the liability part squared away. That's the biggest concern the the Board and the Wow Hall have --- it's the liability for all of this. I think they're pretty much in agreement that this is a good thing to do and that we are all _____ (can't understand the word) project. It's just getting that particular sticky wicket taken care of.

Jaci – Melissa...

Ed – Excuse me?

Jaci – I was just going to ask Melissa if she has insights or could be of help to you guys with this.

Melissa – Well, there's folders and folders of contracts and the forms that we used and so there is the one that we did at the Hult Center which was pretty high end. I don't know if we need to go to that extent but that contract I believe is still in the bookkeeping office because we wanted to make sure it didn't get boxed up because it was such a big event. So that would probably be a good one to look at from the Hult Center event in 2014. And just in general, every event had a contract with it that we provided. So just using those and building on those to make them more specific for this event.

Ed – Jon just made a good point and I was going to make the same point --- is that we're unlikely to find anything that matches what we are doing now, because we've never done it before. We can find some way to do it. I'm sure we can.

Sandra came up with an actual Motion, wording for a motion, which looks very nice. I'm going to just read the motion.

Sandra – Yeah, I thought you didn't have a Secretary tonight, so I thought I'd try. I don't think I got it exactly right, but I thought it would help (written in the Chat).

Ed – Okay. From Jackie (Motion): Ed and Mike to work on a contract with We All Rise to protect the Wow Hall (CCPA) and bring back the contract for approval at the CCPA Board meeting on the 12th of February. That’s the wording.

Mike, you had your hand up?

Mike – Yeah. I hope we can vote on that in a moment. I would just say, I hope it’s a contract that – it sounds like the main component of the contract is that we have no financial responsibility for the event and that we can find plain wording for that. And I hope it is amendable in case we do decide we want to invest if something does open up that we want to do. I don’t know that much about how to amend the contract, but for now I think we can do this. I think we can create a contract that will work.

Ed – I’d say we have to find out if we have any kind of funding that if it was absolutely required if it was anything that we could offer, but we’ll have to find that out. At this point I doubt if. Just so we’ll know.

David – I was just going to suggest a friendly amendment of the wording of the Motion to read: Ed and Mike to work with We All Rise to come up with a contract... it’s a little less wordy. So there is only one reference to the contract.

Ed – Okay. That sounds good. I’m a novice, so that’s okay. Thank you David. Someone else is...

Jaci – It looks like Sandra is giving notes (in Chat) from what people are saying. So if we don’t have a secretary taking minutes. Thank you Sandra.

Ed – Thank you Sandra. I’ve been copying (out of Chat).

Jaci – So I’m not seeing much more discussion on this motion except for saying we should pas sit and be done with the meeting. Do want to call it to question Ed?

Ed – I’ll call the question. The **MOTION: For Ed and Mike to work with *We All Rise* and come up with a contract to protect the Wow Hall (CCPA) from financial liability and bring back contract to the Board for approval at a CCPA Board meeting on the 12th of February.**

Mike – I’ll second it.

Jaci – David already seconded it.

Ed – So now we ...

Jaci – We just need to vote.

Ed – Okay. Is there any opposition to the motion?
Seeing none the MOTION passes.

[NOTE:

MOTION: For Ed and Mike to work with *We All Rise* and come up with a contract to protect the Wow Hall (CCPA) from financial liability and bring back contract to the Board for approval at a CCPA Board meeting on the 12th of February.

VOTING YES:

- 1. David Zupan, Chair**
- 2. Ed Kashin**
- 3. Jaci Guarena**
- 4. Chico Schwall, Treasurer**
- 5. Mike Meyer**
- 6. Nancy Forrest]**

Jaci – Unanimously for who is at the meeting.

Ed – Thank you all.

Chico – We are good at that.

Jaci – Thank you.

Ed – Yeah, we are good at it. WE agree on a lot of stuff.

Chico – And we listen to each other and discuss. We don't come in with ____ (can't understand words). We listen to each other and I think it's a real strength of this group.
Thank you.

Ed – Yes. Any other discussion about this? We are just going to have to get to work and get this presented to the Board.

David – I'd like to thank everyone that turned out to this meeting, many of whom didn't speak, but we appreciate your presence.

Ed – Absolutely. Really.

Chico – Yes.

Ed – We appreciate having these minutes and having people show up and come join us. So thank you all. And thank you all for your input, everyone who is here.

And Adin, we will be talking with you, and talking with Quincey. Do we have a Motion to adjourn the meeting?

David – I'll make that Motion.

Nancy (?) – Second.

Ed – Okay. Any objections? No. It's unanimous. Okay. Thank you all.

END OF MEETING