



## CCPA Board Meeting Minutes

15 February 2022

via Zoom

### Board Members present:

1. Jaci Guarena, Chair
2. Ed Kashin, Vice- Chair
3. Allison Carter, Secretary
4. Linda Dievendorf, Treasurer
5. David Hughes
6. David Zupan
7. Mike Walker
8. Nancy Forrest
9. Deb Maher, Interim Executive Director, (non-voting)

**Board Members absent:** Chico Schwall, excused

### Staff and support:

- Bob Fennessy, Staff
- Sandra Bishop, Scribe
- Katy Vizdal, contractor

### Participants:

1. Steven Berkson
2. Heather Kent
3. Carolyn Goerger
4. Dennis Hebert
5. Fran Chylek
6. Janelle Krinsky
7. Jon Pincus
8. Kathy Ging
9. Megan Sondheim
10. Mouseman
11. Sarah Chylek
12. Sherry Franzen
13. Steven Baker
14. Tom Wilt
15. Xochitl Hernandez Hill

### Welcome and Remarks from the Chair – Jaci Guarena

7:01pm

The Chair briefly stated the guidelines for participating in the meeting:

- Board members have 2 minutes each time they speak in discussions, unless they are making a report. Please leave cameras on, if possible.
- Members and other participants will have a total of 3 minutes to speak during the meeting; may use the time in 30-second segments during different discussion items.
- Please keep comments constructive. Don't make claims against specific people by name.
- If you are not a Board member or making a presentation, please turn camera off unless speaking.
- Chat feature is for typing Hand to speak. No comments will be accepted through Chat.
- Steven Berkson & Heather are timing. And Steven is acting as parliamentarian.

- Qs from Board members on reports to be made may be submitted before the meeting.
- Participants may email Qs and those will be answered.

**Agenda Review** – No changes to agenda order.

We will extend the time for public comments if needed.

**Minutes of February 1, 2021 CCPA Board Meeting as corrected (in Board packet) were APPROVED unanimously with 8 YES votes.**

**Community Programming Opportunities – Katy Vizdal presentation** **7:09 pm**  
[katy.vizdal@gmail.com](mailto:katy.vizdal@gmail.com)

Interviews were done with 21 organizations; looking at programming possibilities, gaps and opportunities. And what communities are underserved.

- Local organizations and nonprofit arts organizations were surveyed.
- Asked about opportunities for WOW Hall a community center, as a performing arts center and as an educational provider in the region.

**Q & A**

**Q. Sherry Franzen** – Idea for music instruction; musical instrument or voice scheduled during the day.

**A. Katy Vizdal** – There are opportunities around music creation, daytime connecting with families and youth.

**Q. David Zupan** – You mentioned Old Church in Portland, can you elaborate on parallels with the WOW Hall?

**A. Katy Vizdal** – They have been primarily operating as a non-profit hosting shows and different performing opportunities rather than providing educational programs.

- They had received a lot of income generated through rentals. As a non-profit, you all know, you need to be careful what percentage is coming in from rentals versus your own operations.
- Old Church made some very strategic changes around that, and (have a commitment to) being a welcoming and inclusive space.
- Interesting things – they have a pie chart of who they are serving through their programming. It is more intentional. Contributed and earned model: most organizations aim toward 50-50. Most operate at 60-40, earned versus contributed. Old Church is at 80 earned, 20 contributed.
- Their Director has invited full board to go up and check out the space as you determine programming. How to make 80-20 model work.

**Public Comments**

**7:45pm**

- **Janelle Krinsky** – Thank Katy for presentation.
  - Recommend installing a water purifications system at the Hall, instead of using single serve bottled water.

- Last Board meeting I inquired – has the Board reached out to the victims of shooting tragedy, asked if they needed help with medical bills, etc? That would be a graceful generous community-minded approach.
- Unfortunate and tragic passing of Kassiah Bishop. She had the contract with her family for the Snack bar. She worked at the Hall since she was 12. GoFundMe on WOW Hall FaceBook pages. Kassiah and Kaleah were aloha ambassadors for the Hall. Please consider contributing to the funeral expenses. <https://www.gofundme.com/f/kassiah-bishops-memorial-expenses?qid=d4bb6e34d20d4d433def3cd3d0eb56f1>
- **Kathy Ging** – Grassroots, more democratic guidance. Is WOW’s hallmark being undermined by current policies put into effect without consulting members, or using selective perception, listening to a few? Suggestions:
  - Add a half hour at the end of board meeting for members including board to converse, be creative and evaluate the meeting. Don’t limit Public Comments in minutes, don’t limit to 3 minutes per individual for the entire meeting, and don’t limit total public comment period to 15 minutes instead of 20 minutes as at last meeting. Meetings should be added where members can meet remotely and in-person to discuss positive future.
  - Institute a *Member Input Committee* before proposing governance doc changes. Also an *Advisory Committee*, as many expressed an interest in this engagement two years ago. Do a member-wide survey for future direction and tap into UO public planning or grant sources for help while we have an ED.
  - Add back chat for corrections and creative comments only. Board meetings should be listed in Upcoming Events on website (home page).
  - Let the community know that plan is to add a camera outside, which was deliberately omitted by a former board member when adding cameras inside. People are criticizing WOW saying nothing could have been done to prevent the shooting such as security guard and camera.
  - Denying members being able to correct someone by name in unacceptable. Anonymous comments are meaningless and unnecessary. This is the only Zoom meeting I attend where participants are not allowed to be seen.
- **Dennis Hebert** – Katy’s research is wonderful, what the WOW Hall has been looking for quite some time. Hoping current board acts on some of those recommendations. She has found some niches in the community that can be filled by the Wow Hall.
  - One of the main reasons for my public comment tonight is dealing with the proposed committee structure; rolling several committees into one. I’ve worked in historical preservation for over 30 years. I’ve been a WOW Hall member for over 30 years. When it comes to the *Facilities & Renovations Committee* I feel that historical preservation is definitely part of that and it needs to stay in that current structure. When you come to looking at the National Register nomination and the way that it is put forth, that the WOW

Hall needs to pay a lot of attention to how it is that we were placed on the Register and the confines and constraints that we have to adhere to maintain that. There's lots of detail. There's lots of technical details, and we need people who are well-versed in that. People who understand what can be done, and what cannot be done, and it definitely needs to be really centered.

- For one board member to be in charge of one committee and perhaps two or three sub-committees is really a lot. One member for each committee is going to be a heck of a lot of work in itself.
- **Sarah Chylek** – I support the move to consolidate a bunch of committees. I'm confident in the board we elected. I trust you guys to make good decisions. I was on the board and there were many many committees. I don't think anyone is saying get rid of Facilities. I think they are consolidating so there are less meetings to go to and more productive work. You need to avoid burnout.
- **Sherry Franzen** – I like that we don't have side conversations in the chat. It's very distracting. I like to focus on things, whether written or vocal. I'd like us to keep that. I like the Roberts Rules of Order, keeping things moving along.
  - Would like to see our website to become more beautiful, more accessible, intuitive. Want it to be beefed up and accessible to everybody.
- **Xochitl Hernandez Hill** – I'm in support of a daytime program.
  - Whether it is concerts at lunchtime or on a weekday. The artist-in-residence idea is good. The local political town hall or civic discourse those are wonderful ideas. Want to see that happen.
  - On the proposal to change structure of committees. Rejection of a proposal that would create more exclusion – which it might do. Might limit our creative input by members.

**Interim ED Report: Organizational Updates, Security, Community Gathering and GoFundMe – Deb Maher**

**8:00pm**

**Jaci – Reminded Board they may submit questions prior to the meeting, and to hold questions until the end of the Interim Director's report. Members may email questions to the Board at [board@wowhall.org](mailto:board@wowhall.org)**

**Deb – Highlights for January and part of February**

- Dealing with after effects of the incident on January 14<sup>th</sup>; media outreach and stabilizing the staff and the organization. Looking at additional security including cameras and lighting.
- Met with Mike Walker, who is helping us formalize our Knowledge Management systems, so historical documents will all be in one place and accessible. And reviewing software programs to create a donor database to track donors.

- Working with Nancy Forrest on using the Hall as a centralized place for intake for unhoused; perhaps once a month on a Sunday.
- Last Sunday was the first Community Healing gathering. Mayor spoke and stayed for the full event. Sunday afternoons one a month. March 13<sup>th</sup>, April 10<sup>th</sup>, May 15<sup>th</sup> Laura Kemp. All kinds of activities, music, etc. Working with Aaleigha Tynan, local shooting victim; she wants to do poetry slam at one of the healing gatherings.

**Financial Report – Deb Maher, Interim Executive Director**

**8:10pm**

- Ticket sales, estimated revenue is very good – may be double. Concessions less than projected.
- SVOG grant 70% of income; *Shuttered Venue Operators Grant*.
- Membership income exceeded expectations.
- GoFundMe stalled. <https://www.gofundme.com/f/ccpa-wow-hall-community-healing?qid=4384f928254b4ffc5e87edb1d2349339>

**Proposed Committee Structure – Discussion & VOTE**

**8:12pm**

**Tabled MOTION was restated:**

**Accept proposed CCPA committee structure as submitted by Interim Executive Director.**

**Moved by Ed Kashin. Seconded by David Hughes.**

**Deb – Overview; this is proposed.**

- The proposed committee structure is best practices from Board Source; looked to by nonprofits nationally. The intention is to be fluid, inclusive and less hierarchical.
- Idea is to attract people in the larger community from the membership and the board who have skills, availability and commitment to specific areas.
- Work groups would be used to carry out responsibilities of some of the committees.
- For example the *Executive Committee* (officers of the Board) only meets in emergency or when preparing to hire an Executive Director.
- Simplify but no functions are going away. Facilities and Historic committee doesn't go away.
- All details don't need to be worked out tonight. Work groups would carry out responsibilities of some of the committees. People would be called on when needed.

**Ed Kashin** – Allows us to be more fluid in making decisions as a Board. The input from any work group can be elicited quickly. We can form a work group right away that has the elements to make a decision fast. Allows us to establish any committee we like. We can establish a Finance or Fundraising committee. Can be changed as needed. It's a proposal; can be revisited, can be reworked. We can get business done more quickly;

establish a goal within a Work Group and have that goal met and any proposal introduced to the Board quickly.

**Discussion (approx. 45 minutes):**

The following Board members took part in a robust discussion of the proposed committee restructuring: **Ed Kashin, Jaci Guerena, Nancy Forrest, Mike Walker, David Hughes, David Zupan.** Members **Jon Pincus, Steven Berkson, Mouseman** and **Kathy Ging** also commented.

**Jon Pincus** – I’m opposed to this structure. Rather than creating more efficiency it adds another layer of bureaucracy and further separates the membership from participation. It truncates the ongoing work of committees such as the Facilities Committee that involves agreements with code authorities, commitments to funders including many governments. It’s the same with the finance work. If you’re being responsible I see three intensely overloaded Board officers, or the work not getting done in a responsible manner. An Executive Committee should not be hiring an Executive Director.

**Jaci Guerena** – Supportive of Deb’s proposal. Committees created randomly last year. This is a better use of board time. Chair delegates the committee work. Decentralization from what we had last year. Will have more focus on what Board wants the committees to do. Want a structure in place. Last year we didn’t have same committees from year before.

**Steven Berkson** – Being chaired by doesn’t mean run by. Doesn’t diminish, but organizes member participation. Existing committees don’t work – task staying on mission difficult. Creating clear focus is needed. Facilities. Board determines who is Facilities Committee.

**Mouseman** – Confused with the language, the three divisions are called committees. In trying to understand this – in consolidating these committees - (might help) if these were called something other than committees.

**Jaci Guerena** – There would be three committees. The three would have work groups or sub-committees. Chair of committee would be responsible for work being done.

**Kathy Ging** – Would members and engagement be missing from this?

Need Ad Hoc committee to review governance docs. Only community is mentioned not members. **Nancy Forrest** – Q. Executive Director would be hired by the officers?

**Deb** – A. No, full Board would hire an ED; voted on by the Board. The search committee would be done by the Executive Committee (officers).

**Mike Walker** – Names are important, Mouseman. Committees would work in proper tiers; work groups with finite missions. Need a working term for that. At such a pivotal point any structure can be subverted.

**Nancy Forrest** – Q. Can we get more of a dialogue around ideas to consider? We could have an advisory group as a stand-alone group for historic preservation and identifying funding sources. Use their names.

Draw people from the larger community. Board members or two would chair or co-chair. We would have community experts; UO and other people who have experience with National Registry. Having a standing body for historic preservation. Has nothing to do with day-to-day running of the hall. We don't need to spend staff time and dollars on this. Consider talking about this idea.

**Ed Kashin**– There is nothing in this proposed committee structure to prevent something like that from happening. If we need a permanent committee, we can establish that. If a work group is only needed for a few weeks that can be set up.

**Jaci Guereña** – We are not saying any committee or work group is unimportant.

**Mike Walker** – In response to Nancy's email. I appreciate you offered solutions, proposals. Seems like your proposals could be enacted over time.

**David Hughes** – I briefly read Nancy's comments – well thought out. I've read through this proposal. It's a fluid and inclusive move toward a position.

**David Zupan** – To assume that our expert Deb is necessarily correct with this committee structure is mistaken. She's bringing a way of nonprofits that doesn't match up with unique structure of Wow Hall, member-based. Focus on membership participation. Say it's decentralized – doesn't make it so. It is centralizing and hierarchical. We should study this in more detail, especially if it seems to be at the expense of members. It would be a mistake to polarize the membership.

**Xochitl Hernandez Hill** – I appreciate efficiency, fluidity and flexibility. It is important to encourage membership in general to participate.

**Jaci Guereña** – Call the Question.

**Nancy Forrest** – Would you accept a friendly amendment? I move that the makeup of the three committees be approved by the full board before they begin work and we agree to have a discussion and vote at the next meeting that the board consider an *Historic Preservation Committee*, and set a time and date when we can make that decision in the very near future; don't want to wait months for a committee. I want to be clear. I am **not** talking about a *Facilities Committee* in any way, shape or form. It's a *Historic Preservation Committee*; completely different.

My intention was that in the end the board as co-equals would agree to who these three committees were. This is a way of building trust, transparency and accountability as opposed to three individuals deciding who is going to be on these committees.

**Steven Berkson** – Point of order. The request is not germane to the motion. The request to discuss the facilities management process is something that you could add to the New Business next meeting. But it's not really a change of this motion. So that would be like another business item. So my advice would be to discuss that during the month and discuss it as New Business at the next meeting, or it could be added as an *Internal Affairs Committee* discussion

**Jaci Guereña** – Do Ed and David (Hughes) accept the amendment?

**Ed Kashin** – No, it's not relevant to the original motion. We can do as Steven suggests. We can have an agenda item next month, and discuss whether to adopt those as policy. These are policy, not structure.

**MOTION:**

**Accept proposed CCPA committee structure as submitted by Interim Executive Director.**

**Moved by Ed Kashin. Seconded by David Hughes.**

**YES:** Allison Carter, David Hughes, Ed Kashin, Jaci Guereña, Linda Dievendorf, Nancy Forrest, Mike Walker. **NO:** David Zupan. **Excused absence:** Chico Schwall

**Motion passes: 7 YES, One NO.**

**Jaci Guereña** – The more communicating we do, board and members, before the meeting, the smoother the meeting goes. Members can communicate with us at [board@wowhall.org](mailto:board@wowhall.org)

Board members can ask questions about the reports to Deb directly [director@wowhall.com](mailto:director@wowhall.com)

**MOTION to adjourn**

**9:12 pm**

**Moved by Jaci, Seconded by Ed.**

**No objection. MOTION passed.**

**Ed Kashin** – Thank you to all for attending.

**Jaci Guereña** – Meeting is adjourned.

**Next meeting is:**

**Tuesday March 15<sup>th</sup> 7pm.** (3<sup>rd</sup> Tues of every month). Board packets go out March 8<sup>th</sup>.

**SUMMARY of ACTION:**

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**February 1, 2022 CCPA Board Meeting Minutes**

**APPROVED**

**MOTION:**

**Accept proposed CCPA committee structure as submitted by Interim Executive Director.**

**PASSED.** ([v.2 Proposed Committee Structure.pptx](#); one page\_document in Board meeting packet)

**###**