



## CCPA Board Meeting Minutes 15 November 2022 via Zoom

### Board Members present:

- Jaci Guerena, Chair  
(CCPA WOW Hall Host)
- Ed Kashin, Vice- Chair
- Allison Carter, Secretary
- Linda Dievendorf, Treasurer
- David Hughes
- Mike Walker
- Nancy Forrest
- Deb Maher, Executive Director, (non-voting)

**Board Members absent:** David Zupan, excused

### Staff and support:

- Steven, tech volunteer, meeting host
- Sandra Bishop, contract scribe

### Participants:

- Jonathan Pincus
- Sarah Chylek
- Sherry Franzen
- Fran Chylek

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

7:04 pm

The Chair welcomed everyone and briefly stated the guidelines for participating.

### Agenda Review

There will be time later in the meeting to express appreciation of board and members.

#### 1. Minutes Approval

Minutes of Sept. 20, 2022 CCPA Board Meeting as corrected (grammar & typos):  
APPROVED with 7 YES votes. David Zupan excused.

Minutes of Oct, 18, 2022 CCPA Board Meeting:  
APPROVED with 7 YES votes. David Zupan excused.

#### 2. Public Comments

No public comment.

### 3. Organizational Highlights – Deb Maher, Executive Director 7:16 pm

**Deb highlighted several very successful local community events including:**

- Sounds of Africa an Ethiopian band and local performer. Made for good connection with UO and Ethiopian connection within the local community. Local Ethiopian food cart on site. Will do more of these kind of community-based shows and events.
- An event for Blood Works.
- Lane Housing Coalition sponsored event; 55 people or so with presentations about housing issues. Nancy Forrest, CCPA Board Member was there. This is bringing all the puzzle pieces together on housing.

These are examples and there will be more daytime programming, more cultural programming; the Hall as a central point for community engagement.

**Three positions open now** and advertised on the website:

- Community Voices Coordinator
- Assistant Membership Coordinator
- Facilities Manager – We have a new Interim Facilities Manager, David Diercks, in-place today; he was trained by Eric. Grateful to Eric – who gave 5 years of his life.

#### **Outreach and community engagement & employees and Board support**

Doing more outreach. As well as firming up employee support such as the Employees Handbook, got bus passes for employees within budget.

Have met with Hult Center manager, UO contacts, NAACP President are examples of relationship building that is happening. Many other connections have been made such as with the Downtown Business and Arts Alliance, including strategic work on an arts development study – how arts lead to more economic development downtown. More outreach and relationship building and how that might improve things around the WOW Hall.

Working with Oregon Independent Venues Commission on educating legislators and obtaining funding from general fund money that is at the state level. There may be 18 million for 80 different venues funding at state level.

Building – roof leak fixed very quickly. Getting estimates for repair & possible new roof. David Zupan connected us with possible capitol improvements grant funding (Murdock Charitable Fund). Might get that funded.

#### **Questions related to Executive Director Report**

**Q. Mike Walker** – Where was the leak?

**A. Deb Maher, ED** – Not above the main floor. It was in the women's bathroom. Did historically correct roof repair. Matching what was done before

Landscape maintenance crew took off leaves accumulated on the roof. That was trapping water and moisture. Roof will be kept clear regularly. On the ground, hedges and landscape plants have been trimmed along back and side.

**Q. David Hughes** – I did the math; 222 is average attendance. That’s amazing. Working in venues for 20 years I haven’t seen a percentage that great. Skyeler is doing great.

**A. Deb Maher, ED** – Yes, Skyeler’s doing a great job. Skyeler is serious about bringing in revenue. Also want to thank Mike Walker. PRISM is helping us get more efficient.

**Q. Mike Walker** – Concerning the Assist Membership Coordinator position – does criteria for the position involved some technical orienting and comfort around new systems being introduced? Given that we are moving into 21st century technical solutions in all the areas - is that a strong criteria?

**A. Deb Maher, ED** – Yes, written into the job description. Yes, tech skills for the Membership Coordinator and the Publicist position as well. Looking at resources such as UO Journalism School to find a student to work with us for two years to be trained by Melina. This will be someone with social media cutting edge experience.

Also, **website development**; goal is to go live with the new website prior to the Membership party (in December). New feature on the website – you can become a member and donate from the website and it will tie into the member database. It will have the capacity for sustaining membership. Moving to WordPress, so it can be maintained in-house.

For more detail see: **ED Highlights Oct-Nov 2022.pdf**; 3-pages, undated

#### **4. Financial Report – Deb Maher, ED**

**7:42 pm**

Deb Maher, Executive Director reported on financial condition of the organization and presented 3 financial documents.

We are 1/3 of the way through the fiscal year and have more than half the projected revenue. Financial picture is looking very good. Highlights include:

- Grant funding has doubled from what was projected. More grant money coming in.
- Membership number is continuing to grow.
- Sponsorship is in the budget as a placeholder for possible sponsorship of particular programs.
- Sales of vinyl is going well. 500 to 600 more records from Benton County library. Tom Wilt will sell. Revenue in for roof repair. This is one example of fundraising.
- Total expenses are balanced and related to income and improving facilities.
- Staffing is being done with 7.5 FTE and total 20 employees; handled by using part-time and gig workers as needed. Staffing is show or event dependent.
- Volunteer appreciation night coming up in December. Ways to reward volunteers.
- Money was moved into Summit Bank and OCCU.
- Streetlight fund is back online.

Revenue and expense details are in the written reports posted on the website:

**CCPA BUDGET to ACTUAL\_thru\_31OCT2022.pdf**, one page

**CCPA-Assets-thru-31Oct2022.pdf**, one-page.

**CCPA Production thru 31Oct2022.pdf**, one page.

## **5. Governance Committee – Ed Kashin, Chair**

**7:35 pm**

### **Debrief the Annual General Membership Meeting/Process**

**Ed reported on the Annual General Membership Meeting Nov. 13, 2022.**

Special rule for the amendment process helped. Meeting went mostly as planned. We anticipated possible amendments. We scheduled a 3-hour meeting. The amendment process took about a half hour. We were well within the time we allotted for all our discussions. Structurally the meeting went well. Most everyone stayed. We didn't burn out members. Almost everyone was engaged and stayed on. Procedures worked well. We had a very successful meeting and got things done.

### **Debrief - Evaluations and feedback about General Membership Minute**

**Jaci Guerena** – At the Annual Membership Meeting we went 28 minutes over. Glad we didn't short-circuit discussion. It was well-spent time.

**Mike Walker** – Thank you to Steven for definition, clarification about our options. I think we gave fair hearing to the amendment, Glad to go through that process; to see how it worked. Could have been messy without someone like Steven to be clear about the process. We really need the person on the side to be authoritative on that.

**Sherry Franzen, member** – Hoping Steven will stay on as parliamentarian. I advocate for any future meeting that people clearly identify themselves (in Zoom meeting); not by phone number or vague unrecognizable name. Confuses things.

I thought the whole meeting went well. It was very organized and a lot of people attended.

**Alison Carter** – Kudos. Thought it was run well, was complicated and important issue. Thank the Committee (Bylaws Work Group) and Ed, and putting the changes with the old bylaws was very helpful. We gave everyone a chance to dig in. Everyone was pretty well informed. Meeting went well. Thank you.

**Steven Berkson, volunteer** – Might be a better way to vote in Zoom (next time). I checked during the meeting and everyone was a member. Changing the proposal (proposed bylaws changes) – it's a balance between posting so members can vote on the thing that was posted and still be able to vote on changes proposed (amendments) at the meeting. The 2/3 vote approval standard needs to be met for both. The amendment that was brought forth is an idea worth revisiting.

### **Stats for the voting at the Annual General Membership Meeting**

- 10 people requested ballots after the meeting.
- 116 requested ballots.
- 107 who request ballots have voted at this time.
- 52.6% completed their ballots as of today (Nov 15<sup>th</sup>).

I sent out reminders to complete their ballot. And sent a reminder if they are current member they can still request a ballot.

**Ed Kashin** – The process for introducing amendment worked very well. We can investigate ways to take vote in Zoom and shorten tabulations. I do think – the amendment itself – we should look at the amendment that was brought up. It is important to keep it alive and look at it. It is an interesting proposition worth exploring.

**Linda Dievendorf** – It was a great process. The vote tabulation or the amendment went really well. Appreciation for how it went.

**Nancy Forrest** – Thank Steven for sending out reminder emails. That’s very effective. Overall it was a good meeting. I would have liked to see a lot more people there. It wasn’t that well attended. That is what I would like to see improved next year. Would like to have more attendance and robust discussion with members. We don’t have that because we don’t meet in-person anymore.

**Jaci Guerena** - The reminders are great. Also, registration (to vote) is still open. I’ve had members ask – had to be at the meeting? Is it too late to vote? I’ve put out notices on social media letting people know they can still request ballots and vote until Friday. We want to make sure people know they are not being cut out of the process, even if they can’t be at the meeting.

**Steven Berkson, volunteer**– Ballot requests stop at 2pm Friday. It’s on the website, but it’s clear. Last year we did with one-hour gap. That was not enough.

**David Hughes** – How many people voted last year? I appreciate Steven and other peoples’ work. It was streamlined and professional. That’s the board I want to be part of. I’m glad there were people with different ideas and different decisions and thoughts. Thanks everyone.

**Sherry Franzen, member** – What Nancy said about attendance – It’s sad to say, what I said about good attendance - it’s in comparison with in-person attendance. Unless there is a huge crisis we were really having trouble meeting quorum back in the 90’s and the double oughts. It’s all comparative. I’d like to see more people come. Maybe have hybrid meetings, but don’t get rid of Zoom. It used to be a problem to get people to come to meetings. People just want to have fun.

**Mike Walker** – About the voting process. I think there was a lot of confusion about the voting process even among people at the meeting. It was clearly described in the rules section but it doesn’t take many degrees of separation for people to misinterpret how it works. Something did die at the end of the meeting – people could not sign up and become members after the meeting adjourned. That needs to be part of the message

and we need to clarify that for people. First question is – are you a current member? So, you still have time to get a ballot and you have time to vote. People might think they are a current member when their membership has lapsed. We need clarity about this when we are messaging about this.

**Steven Berkson, volunteer**– We have to add to our account if we go over 200 ballots.

**Last year we had:**

- 197 ballot requested last year
- 186 of those voted.
- About 48 were requested after the meeting;
- 145 were requested before the meeting.

Trying to get requests before the meeting so ballots can be sent out in a batch. After that each ballot has to be sent out separately. What happened last year was because of the pandemic and shut-downs we made a period of grace, so that people who had been engaged in the organization by the prior election (could participate). But since nothing had happened since then – they might not know they were expired. So we gave a grace period for them to renew. A lot of people miss those details, because they don't look at the website everyday.

Only one person requested a ballot after the meeting and their expiration date was Oct 31, 2022. One thing I say is, there are some records issues, so if they think that is incorrect or if they have done volunteer hours, to let me know.

There were a couple of others where they appeared to be expired but I was able to confirm that they had in fact renewed; one member who had renewed, a volunteer and a staff person. Especially with Bob having some issues (with data base). I was able to find records that they had renewed and were members.

The voting is down this year compared to the past two years. But there was a lot of contention around things then. It was not a low turnout.

50 people at the meeting; 117 who requested ballot. More than half have voted already. Not shabby for a less contentious year. But we have some weighty things that are being considered. Good to encourage more people to get involved and vote.

One thing is – we don't have a good mechanism for members to know what their renewal date is; if they don't enquire or if we don't send it to them on a regular basis. That's something I hope we can do something about with the new website. At the moment the caveat that they have to be registered to vote by the end of the meeting – understand, we are still being far more generous than in the past – as far as accommodating to the membership. All the same, the only way for a member to know their expiration date is to find their receipt or know where they are at or call. There's no way to look it up.

**Jaci Guerena** – Members are getting letters before their membership expires and then if they don't renew another letter is sent the next month.

**Sandra Bishop, speaking as a member** – Feedback I heard is that it was a little confusing to have Steven have so many roles. I really appreciate what he was doing, but some people got a little confused. Was Steven speaking for the committee or was he doing the process? I apologize I wasn't able to help much (with process) at the meeting. I was attending as a member, not as scribe. It's too much and confusing to do both and jump back and forth. I will write up the minutes later. Maybe we can work on this for next year.

As to membership status – I don't receive letters. At the last minute I panicked – maybe I'm not a member. Then I remembered Ed said it's on the label on the WOW HALL NOTES. So I looked there. Last year I called. I didn't get a very good response. This year I emailed and got a partial answer. As Mike Walker said about the database being updated – I look forward to the time when we have an updated database, not one person going through notes or cards to look something up.

**Ed Kashin** – Thank you for being there as a member on the Bylaws work group.

**6. External Affairs Committee Report – Co-Chair Allison Carter 8:20 pm**

[Note: Please review the **11-15-22 CCPA Board Meeting** video recording linked on website for details.]

**7. Internal Affairs Committee – Linda Dievendorf, Chair 8:26 pm**

**Employee Handbook  
Financial Accounts Opened**

Linda reported on the success of completing the Employee Handbook and other work of Internal Affairs subcommittees.

[Note: Please review the **11-15-22 CCPA Board Meeting** video recording linked on website for details, or request written notes from Linda.]

**Sandra Bishop, speaking as a member** – When is the Board going to consider policy to replace the section of the Bylaws that took out the \$15 dollar membership? It should be top priority for a policy discussion at the Board. There were people at the Annual Membership Meeting who said that membership category was critical for them to be a member. Hope the Board takes that up as policy issue sooner than later.

**Ed Kashin** – Absolutely yes. If re-elected I would like to make that a top priority. It would fall within the Governance Committee and set up a work group to discuss just that issue. It's an important issue. Would be one of my top priorities.

**Jaci Guerena** – Process would be to put it on agenda, take public input and then the Board could assign it to a committee. Committee could set up a work group. Maybe somebody has great ideas so that we would not lose money for the organization. The \$15

memberships probably cost us more in postage than we bring in. The next Board can put it on the agenda.

## **Time for Appreciation**

**8:33 pm**

As was agreed at beginning of the meeting. Board members wanted time to express appreciation.

**Jaci Guerena, outgoing Board Chair** – This is the last meeting of this Board. I've done a two-year tour of duty as some of you have. I want to start off by thanking Deb. Your positivity and leadership have been such a guiding light and coordination for this Board and the whole organization. Really appreciate the guidance you have given us. Steven, you make me feel so much more confident being there to fill in gaps and be able to give good quality answers during a meeting and outside meetings. Thank you for being our volunteer IT staff. Thank you Sandra for being our scribe because it's so crucial that the Board put minutes out every month. That's something I was committed to have this year. I'm so happy you facilitated that for us.

Want to thank the (Board) committee chairs for all the work you've done. This is groundbreaking, this new structure. We are laying groundwork. And I want to thank all the people who have served on committees and work groups.

I want to thank everyone on the Board for creating a vision together. We have an excellent guiding vision created almost a year ago. I'm really proud of the direction we have agreed to head, unanimously, with all of our different directions to get there. We've done some excellent work this year. I'm excited that four board members are continuing on the Board.

I want to thank Ed. As Vice Chair he has been crucial for me to work with, filling in and supporting. Thank you for being there. And to David Zupan and Nancy Forrest who aren't continuing. Thank you for serving the last two years. It's a big time commitment. Nancy - thank you for pushing us to pay the employees better. That's a really important step for the organization. David connected Deb with Marion Sweeney, which made a lot of connections. David has also connected her with places for grants and other financial opportunities.

**Linda Dievendorf** - I want to express my appreciation to all the directors that I have served with on the Board this term. Through agreement, discord, decisions and challenges I've learned from you all. And I've had some fun. Jaci thank you for your leadership as the Board chair. I so appreciate your calmness, humor and guidance in keeping ourselves and the meetings on track. Deb you are astounding and wonderful and I feel so fortunate that you are our director. I appreciate the support you have for the Board and staff and the integrity you bring into our organization. Thanks everybody. This has been a great experience.



### **Clarification on status of Board positions:**

**Nancy Forrest** and **David Zupan** are leaving the board, having completed their terms. They are not running again.

**Allison Carter, David Hughes, Mike Walker** and **Linda Dievendorf** are continuing on the Board.

**Jaci Guerena** and **Ed Kashin** are running for re-election.

### **Further discussion and appreciation for Board service:**

**Ed Kashin** – We should get more people involved on committees and work groups. Increased membership is important.

**David Hughes** – I had never been on a board. When Allison reached out to me I was excited to be asked.

**Nancy Forrest** – I'm thankful to the membership to be on the Board. I was an outsider when I came on the Board. I wanted to do something not related to the unhoused. I value the historic building and the Hall as a community- gathering place. Thank you to Jaci for training me as a volunteer. Thank you to Ed for the event outside that got things going again. Thank for David Zupan and I working on the hiring committee. Thank you to Steven, Camas and Chico who served on the Board when I was first elected. And thank you to Mike Meyer and Dan who were on the Board. David Zupan spent over a thousand hours on Board work. We hired Deb as Interim Executive Director and elected a new Board. It has been positive and looking forward we have Linda, Mike, Allison and David Hughes.

We need to invite people in (into the Hall) during the day.

### **In conclusion:**

All members of the Board expressed appreciation. There's a clear vision and direction. Board is working well together and members and volunteers are much appreciated.

## **7. Internal Affair Committee – Linda Dievendorf, Chair**

**9:05 pm**

### **Employee Handbook**

### **Financial Accounts Opened**

[Note: See 11-15-22 CCPA Board Meeting recoding on website for details.]

**Sandra Bishop, speaking as a member** – When Board takes up financial policy a high priority should be the \$15 living lightly membership category.

### **Next Board meeting – Date TBD by the newly formed Board after the election.**

**8. Adjourn**

**9:10pm**

Jaci Guerena, President – Meeting is adjourned.

**SUMMARY of ACTION:**

**Minutes of Sept. 20, 2022 CCPA Board Meeting: APPROVED**

**Minutes of Oct, 18, 2022 CCPA Board Meeting: APPROVED**