



CCPA Board Meeting Minutes 20 Sept 2022 via Zoom

Board Members present:

1. Jaci Guerena, Chair
(CCPA WOW Hall
Host)
2. Ed Kashin, Vice- Chair
3. Allison Carter,
Secretary (joined at
7:30pm)
4. Linda Dievendorf,
Treasurer
5. David Hughes
(drhughes)
6. David Zupan
7. Mike Walker
8. Nancy Forrest
9. Deb Maher, Executive
Director, (non-voting)

Board Members absent: None.

Staff and support:

- Skyeler Williams, staff
- Steven Berkson, volunteer
- Sandra Bishop, contract scribe

Participants:

1. Sherry Franzen
2. Jonathan Pincus
3. sarahchylek
4. fran chylek
5. Kathy Ging

Welcome and Remarks from the Chair – Jaci Guerena

7:05 pm

- Type HAND in chat. People will be called in order, or if someone has not yet spoken .
- Be respectful.
- Board members to talk no longer than 2 minutes each turn unless giving a report.
- Members have a total of 3 minutes to speak during the meeting.

Response to a question from a member:

Sherry Franzen – What about Chico? He is not on the Board of Directors attendance list. It was never explained what happened to him.

Jaci Guerena, Chair – Chico stepped down from the Board, about three months ago.

Sandra Bishop, scribe – It was never in notes from any meeting. I'll look up the date and bring it back to the Board.

Agenda Review

No changes to agenda.

1. Minutes Approval 7:09 pm

Minutes of Aug 16, 2022 CCPA Board Meeting as corrected:
APPROVED with 7 YES votes.

2. Public Comments 7:13 pm

Jonathan Pincus – A couple of meetings ago you passed a policy that was listed under a report. I see you have a number of reports on this agenda. We had a legal test awhile back that showed us that unless you list the actual item that we might vote on, that just placing it... just having it occur as part of a report does not meet the requirement for agenda notification as stated in the bylaws. That particular provision is the reason the WOW Hall exits today.

Response from Jaci Guereña, Chair – I believe we listed voting issues under the appropriate committee. So it is listed on the agenda. But if that is not the case we will be more careful. But I think we did.

Kathy Ging – You are doing a great job. Glad the new manager stayed on. I'm feeling positive about the group, and I think everybody is. I want to reiterate what Jon said – we need to follow the rules of the road in not making any changes in the bylaws and that I'm really opposed to any indication that we are going to have a less democratically-run, grassroots-run organization. Sometimes democracy can be messy. I want to make sure we don't want to take away the rights of people to be at the Board meeting and to make comments. Keep on doing what you're doing and do it better, not worse.

3. Organizational Highlights – Deb Maher, Executive Director 7:18 pm Including an update on our Booking & Tracking Process - Skyeler

Deb Maher, Executive Director reported on several areas of endeavor and operations and presented a written report.

SEE: **9-20-2022 Executive Dir Highlights.docx.pdf**; 2-pages, dated Sept. 20, 2022.

Bookings & Tracking Process Report – Skyeler Williams, Booking Manager/Talent Buyer

Skyeler Williams - Report on new software, Prism and upcoming shows.

PRISM is management software for live events – to increase efficiencies for our team members. Tracking work-flow for team members.

Migrating all data from Google drive.

Show highlights – Built to Spill, Nov 28th. Last time they came to town they were at another venue, now back at the WOW Hall.

Ethiopian Band on Oct 17th. Looking forward to more culturally diverse programming in 2022 – 2023.

Deb Maher, ED – Skyeler is having weekly production meetings. I’m serving as support and back-up for production team.

We are working on Empower Youth – educational opportunities for youth in Eugene.

In Eugene there is an effort to create a culture district including the Hult Center, McDonald, Shed and WOW Hall. WOW Hall would be the anchor for the west side of downtown – move the boundary from Charnelton Street over to Lincoln Street. Working on the WOW Hall being more included in the business and arts alliance that is housed in the Eugene Chamber. It’s about being a recognized player in the cultural eco system in downtown.

Ed Kashin – San Rafael has an arts and cultural district downtown.

4. Financial Report – Linda Dievendorf & Deb Maher, ED 7:30 pm

Deb Maher, ED – Treasurer Linda Dievendorf has reviewed the financials.

Our goal for grants this year was \$110,000. Before the year began we had over \$200,000 in grants. Instead of using our earned income, we can use grant money for operating expenses and keep our reserves.

Our Finance Subcommittee is meeting and there is going to be a report out of Internal Affairs Committee.

Payroll is up a little for two grant-paid part-time temporary positions; about \$25,000.

There are three pay periods in September so expenses look higher.

\$226,574 remaining in our budget. We are in good shape. We have \$500,000 in the bank. How to manage retained earnings long-term is being addressed. WE are hoping for another \$20,000 from a grant we are working on, and we have other grants in the pipeline.

Production report – was sent to Board.

SEE: **Financial Report 9-20-22.pdf** (one page) and **CCPA-Assets-thru-31 Aug2022.pdf** (one page) for more detail. Sent via email to Board on 9/19/22.

5. Governance Committee report – Ed Kashin, Chair 7:45 pm

Bylaws Work Group report - Ed Kashin, Chair of Bylaws Work Group

Ed Kashin – The Work Group on updating the bylaws has been working hard.

- Members of the Work Group are: Myself, Steven Berkson, Jaci, Sandra Bishop, and Deb (mainly as an observer and making some suggestions).

- There are very diverse points of view on this group. There's a wide range of talent and opinion about what we should be doing.
- We are mainly checking with state and federal law and making updates and clarifying as needed.
- We are keeping in mind membership organization and the diversity of that membership. Proposed updates should be ready in a couple of weeks.

Jaci Guerena, Chair – We want to make sure the organization is even more democratic. We are updating, not doing dramatic changes.

Approve the Elections Process – Ed Kashin, Chair

7:46 pm

Ed Kashin explained that a sub-committee of the work group put together a voting process that resulted in the draft Elections Process. This was followed by a very informative and lively discussion.

- The Election Process draft was sent to the Board on the 8th and was posted online for the members. There is also a live link in the Agenda for tonight's Board meeting. [SEE: 5 page document titled [CCPA Election Process](#).]
- We have taken last years' election process, which worked very well, doing a 3rd party voting system online, having an extended voting period, and an extended period for candidates to have statements posted online.
- Extended the time for candidate to declare and,
- Extended the time for posting announcement for the election.
- It is a template for the timeline for things to happen for the election, when and how voting takes place. Email ballots again. Ballots can be requested any time.
- Candidate statements may be turned in up to 30 days prior to the election. And will be posted in the order they come in.
- Clarified the way memberships are signed up. Put some guidelines in to how and when members can become or re-up as a member.
- Last year, since the hall had been closed for two years, a longer grace period was allowed to become or renew membership.
- Membership may be renewed up to, but no later than the membership meeting.
- The mailing label for the WOW HALL NOTES shows your membership renewal date.
- Candidates – to qualify to be a candidate for the Board of Directors a person must be a CCPA member 30 days prior to the current annual membership meeting.
- Member statements – the Board passed a policy last month with timelines and how statements from a member wishing to communicate with the entire membership will be posted online or may be mailed. That policy is referenced as part of the election process.
- How disputes about the election can be resolved is also spelled.

Ed concluded by stating that – Everything we have done (with Elections Process) has been vetted by the WOW Hall’s attorney. All wording on the election process passes muster with our attorney.

MOTION:

To accept the draft election process for the 2022 membership meeting and election.

Moved by Ed Kashin. Seconded by Linda Dlevendorf.

[SEE: DRAFT-Election-Process-2022-Attorney-Reviewed. pdf, 5 page document including in 9-14-22 emailed Board Packet; document titled CCPA Election Process.]

DISCUSSION: Jon Plncus, Ed Kashin, Steven Berkson, David Zupan, Sarah Chylek, Mike Walker and Nancy Forrest.

- It was clarified that a person can declare their candidacy to run for the Board of Directors up until the meeting, and a person can run from the floor at the meeting.
- The advantage of declaring early is that a candidate may have a candidate statement posted on the WOW Hall website.
- If a candidate wishes to have a statement or biographical information posted on the website they would need to announce their candidacy less than 30 days prior to the date of the Annual General Membership Meeting. No statements will be posted more than 45 days before the Annual Meeting.
- To run for the Board of Directors one must have been a member for at least 30 days immediately prior to the Annual Meeting.
- The ballot will be made up the night after the Annual General Membership Meeting and will be sent out to those who requested ballots.
- It was agreed that there is a need to clarify the language in the Candidates section of the CCPA Elections Process document.

AMENDMENT to MOTION

CCPA Elections Process document page 4, first paragraph, second line: Delete

“anytime up to” and insert “no sooner than”. The sentence would read:

Members wishing to seek election to the Board of Directors can declare their intention to run no sooner than 45 days before the Annual general Membership Meeting.

Continued discussion:

- It was clarified that there is only one class of member, and each person voting at the Annual Meeting needs to be a member who made a minimum \$15 annual donation.
- Those in family memberships and couple memberships are required to donate a minimum of \$15 for membership dues, as referenced in the current bylaws.
- Having a family or couple membership has been used as a convenient way for one person to be able to renew membership for the family or couple.
- There are provisions in the new CCPA Elections Process that would prevent an unrelated person or someone not from the same household from renewing or purchasing a membership for another person without that person agreeing to

accept such a donated membership by contacting the Hall. This is to prevent the perception of buying votes.

- It was clarified that one membership equals one vote.
- The idea of a gift Card for memberships was brought up. It would be difficult to track and could lead to problems defining when a person's membership began – would it be the date of purchase of Gift Card? That would be a problem to track for voting.
- We are trying to avoid the appearance of buying votes.
- It was pointed out that some people who have worked with nonprofits for about 45 years have never seen a restrictions and rules against buying membership for another person. Especially since some people do not like using credit cards online.
- It was clarified that Member Statements are statements from an individual member addressing the entire membership, not statements by candidates going to members.
- Member Statements are related to issues pertaining to the Annual Meeting. Could be election or other issues.
- There was some question about fairness, given the cost of mailing option for sending out Member Statements to the entire membership. It was agreed that offering the no-cost option to post a Member Statement online was the answer for equity.
- It was stated that an option for a mailing to the entire membership is required.
- It was clarified that businesses are donors, not members. Businesses are not allowed to vote, although some individuals may use their business name as part of their individual membership.
- It was suggested that an email needs to go out alerting people to check the website for information about the annual meeting.

Ed Kashin – We are voting to adopt the draft CCPA election process for this year. It includes only a summary of the policy that we passed last month. That policy has all the details of how to enable the process of communication.

MOTION as AMENDED:

To accept the draft election process for the 2022 membership meeting and election.

Moved by Ed Kashin. Seconded by Linda Dlevendorf.

PASSED unanimously with 8 Yes votes.

Selection of an Election Official (not on Board Agenda)

8:45 pm

Jaci Guerena, Chair – We have one more piece to this. We need somebody to oversee the election. Thankfully Steven is willing to do it. He thoroughly understands the process and can handle very complex things like this. He did an excellent job last year.

MOTION

Appoint Steven Berkson's offer to be the election official for this 2022 CCPA Board election process at the November 13th General Membership Meeting.

Moved by Jaci. Seconded by Allison Carter.

Steven Berkson – I think you should clarify this to reference the CCPA Election Process document that the Board adopted.

Amended MOTION

Appoint Steven Berkson to be the election official as laid out in the elections document (title CCPA Election Process).

Accepted by Mover and Second.

Discussion on the amended motion:

Sandra Bishop, member – I think it is very sloppy to bring up something of this magnitude without letting people know this is going to come up. There may have been other people who would step forward to say that they are willing to provide this kind of a service. It seems like it's not a very open process when this item is not on the agenda, and then one person volunteers and that person is chosen to do this role. It's a pretty important role for members, so it just seems odd that it wasn't a little more open process.

Jaci Guerena, Chair – Thank you for that input. But I will say, no one else stepped forward and offered to take on the massive amount of work to do this. No one else has approached me with the desire to do this. No other Board members told me they knew of anyone else willing to do this.

Sandra Bishop, member – It was never announced that this was a position that you were looking for some help with.

Jaci Guerena, Chair – It was announced on the website that there would be a selection of a person for this. Next year we could advertise the role.

Ed Kashin – Next year we could expand the role, with having longer times and more involvement. It was only a few months ago that we adopted this particular committee structure. And right after the election we could go for establishing all the committees again and having them run for all year, as needed, much earlier in the year. This is a test run. Next year we could establish the sub-committees and work groups earlier because we already have the committee structure.

Mike Walker put out a mass mailing and at almost every meeting we have asked people to contact the chairs of the main committees. It's been kind of tough to get people involved.

Jaci Guerena, Chair – This is a massive job. I've seen Steven do it. I'm confident he can handle it.

Mike Walker – I think the way I would phrase it – good faith balance is so important in the role, and given what I’ve seen of Steven’s story arc and then the continuing role he does on process and everything like that. . . in a time sensitive situation like this, I feel lucky that he’s there as a resource focus. Otherwise it would be kind of tricky to get someone who has this kind of objectivity and knowledge about fair process.

Nancy Forrest – I just wanted to acknowledge this is not at all about an individual person. Of course, Steven can do the job. Sandra is making a larger point and I appreciate the feedback and as a Board member I’m interested in building more of that kind of longer timeline, more transparency and casting a wider net. And there is nothing wrong with that and it’s not about an individual for me. I think Steven will do a great job. I still don’t think that means her comment isn’t important, and I wanted to acknowledge that as a Board member. Thank you.

VOTE:

Amended MOTION

Appoint Steven Berkson to be the election official as laid out in the elections document (title CCPA Election Process).

[SEE: DRAFT-Election-Process-2022-Attorney-Reviewed. pdf; 5 page document including in 9-14-22 emailed Board Packet.]

7 Yes votes, one abstention David Z.

David Zupan – I’ll abstain on this one – sharing concerns that Sandra raised. Again, it’s not anything against Steven, more about the process. Needing to make our process as transparent and democratic as possible.

One idea would be to have three people fulfill this role instead of just one.

Ed Kashin – This goes along very well with what Sandra was saying. The sub-committee or work group that work on election for next year takes that particular idea into consideration for next year. Fine-tuning is always something that can be done.

Steven Berkson – Having done this before . . . a lot of this is not about making any decisions about anyone voting. It’s about getting ballots to people. So it’s a little hard to do by committee. I do hope that Governance Committee is going to work on formalizing some of the governance process, which will probably lead to some form of election group that would help refine and work on the process going into the future. But it’s not like poll watching or ballot counting or anything. So this process has more of – too many cooks in the kitchen issue for auditing capability than it does for more people watching to ensure no one does anything wrong. Because at the end of the day the only thing that matters is everybody got their ballot.

Ed Kashin – Yes, this is the nuts and bolts of running the election.

Jaci Guereña, Chair – Because the third party is counting the ballots.

Steven Berkson – Exactly. There is no ballot handling. There is no ballot counting by us. There's simply getting people the ballots and making sure that everyone has a fair opportunity to vote.

6. External Affairs Committee Report – Co-Chair Allison Carter 8:55 pm

Allison Carter – The **Programming Work Group** had our first meeting. It centered around booking as Abe Sword is on the committee, as well as myself. We've both been talent buyers. And he is still actively working with promoters. We wanted to talk with Skyeler and see how we could support him in his role. We came up with some ideas that we could help him with. We are looking at revamping our rental contracts as it pertains mostly to outside promoters. Getting a little more professional. Getting our tech specs online. Cleaning up that process so we can be a little more professional in that area. Very productive in that sense.

Talking about having an artists fund on the future, with grant funds, so we could have a little bit of creativity with artist fees. Sandra joined us for this meeting.

The next Programming group meeting will focus on diversity in programming. There are several people who have expressed interest in being a part of that. Not scheduled yet. I know Sandra, Debrae and some other people, perhaps Linda who gave us some good ideas, might want to be involved with that.

Mike Walker – A couple of sub groups I've been trying to get in motion. Getting the good news of the CCPA out to the community. In what ways might we recruit new members. Small pool of people who were interested. Didn't get replies back. I'll be getting back to those people

Good news on my side, I recently went out to a conference in Raleigh that I usually attend every year. It's a ticketing and marketing conference that's run by the ticketing company of the company I work for. It's always a time when there is a lot of networking between people, different organizations around the country. I've gotten connected with some by-weekly hook-up meetings, with people that do what I do, to talk about various things. A couple of them are nonprofit people. So I'm hoping they will be good resources for CCPA, especially when it comes to effective membership driving and retention. As well as more on the marketing side and community relations side. We may find them actually hopping into some of the subcommittee meetings from time to time and see what comes of that.

My next step is I will get work groups going.

Linda Dievendorf – There's lots going on with Internal Affairs subcommittees Historic Preservation, Human Resources, and Finance have been meeting.

Historical Preservation Subcommittee – Is David Hughes and Nancy Forrest from the Board and Eric Heirtz from the building. Historic Preservation met for the first time and we talked about the process for maintaining the historical integrity of the structure and providing opportunities to learn the political and social dynamics of our past with our community.

Eric provided insight into his process, training and decisions. We discussed the scissor gate and lamp installations. Nancy suggested actual and virtual tours that present the rich history and dynamics of the hall.

Human Resources Subcommittee – Keli Osborn and Carol Goerger are on the committee. Have had several meetings to review and revise the Employee Manual. This is a handbook that includes employee responsibilities and benefits, grievance procedure, equal opportunity, and policies for hiring and harassment and other guidelines for staff.

From the beginning we were in agreement about using accessible, direct and friendly language and it's a great cooperative work environment. Keli and Carole bring their extensive experience with non-profits and other organizations and knowledge of state employment laws.

Finance Subcommittee - We've had several robust Finance meetings discussing the adjusted 2022-2023 budget and expanding investments with our reserves. Melissa Swan, Carole Goerger, and Cary Thompson are on this subcommittee.

The Finance committee is preparing info for the Internal Affairs Committee presentation and a public briefing on Wednesday October 5th at one o'clock. Board members, membership, and public are invited to attend. An Internal Affairs Committee briefing for long term finance and investment strategies will be on Wednesday Oct 5th at one o'clock.

I truly appreciate the opportunity to work with the wonderful folks on these committees. It's a great experience for me.

internal.affairs@wowhall.org

Jaci Guerena, Chair – I do want to just throw in – the plug that Mike Walker suggested that we put in the Notes, he wrote the wording for it - A call for committee members – that's how we got Keli. She was a member who was reading the WOW Hall NOTES and

said, well, I just retired from decades of HR work. I could be on that committee. She called in. She is great. It's been lovely getting to know her.

David Zupan – I just had a question for Linda. I'm trying to understand the process for these committees. I wondered how it was that both myself and Dennis Hebert, who is an historic preservation expert and long-time maintenance manager at the UO now retired . . . We both offered our services to the Historic Preservation committee. I'm curious why neither of us have heard back from you.

Linda Dievendorf – I apologize for not getting back to you. That's something I should have done. I'm looking for some people that are open to some new ideas and giving some other people an opportunity to be on the committee. And to entertain new ideas.

David Zupan – I guess I would bring up the point that one thing that would encourage broad participation would be to be open to folks who volunteer efforts and not exclude people, particularly those who obviously have qualifications. It seems that we may have been excluded on some misunderstanding. Some kind of misunderstanding is the only thing I can think of that would lead us to be excluded. I'm having trouble making sense of it, especially in light of the general spirit of collaboration that it seems like the Board is intending to encourage.

Jaci Guereña, Chair – I will say that when we approved the committee structure the chair of the committee puts together the committee members and the subcommittee members and there were criteria lined out and I believe Linda did due diligence to create committees that could work well together, the timelines work well together and to assemble a diversity of skills.

David Zupan – I'd like to register my complaint about this part of the process then. We've got a problem if . . . One thing that the previous board was committed to was making sure that everyone who wanted to participate on the committees, no matter what their past politics or stand was, was able to do so. And so we staffed the committees and had very good participation from different, what you might call different political perspectives.

It seems to me a shame to move in a more exclusionary direction. It sends the wrong message to membership, and I think it was particularly hurtful to Dennis Hebert, who has an excellent reputation as an historic preservation expert. What kind of message are we sending to the community if we treat someone like that?

So I ask you to reconsider the possibility of at least him on the committee. I can take it or leave it, but I think it is important to have someone with his expertise participate.

Linda Dievendorf – For me it's more than just qualifications. It's how do people work together. And, in consideration for the people that I invited, it's also - what kind of

politics do they bring to the situation? That was also an underlying concern for me. And I was hoping to open it up to new people in the community and also new members.

Jaci Guerena, Chair – I just want to say, last year our committees . . . there was a selection criteria and I believe most of them you selected David, and we didn't accomplish a lot of work. The working dynamic, we didn't produce a lot of standing work from those committees actually.

David Zupan – Well, I beg to differ.

Jaci Querena, Chair – So the whole idea of the new committee structure Deb presented was to make us efficient and streamlined. And I feel like Linda in particular has done an excellent job of getting actual skilled people together that can work together and accomplish their missions.

David Zupan – I beg to differ about the interpretation of last year's accomplishments and I also strongly object to the suggestion that either myself or Dennis would be a problem in terms of working with anybody on that committee.

I think what's going on is a bias based on past history. And I thought this board was going to be making a real effort to get past the history of polarization and political control that have characterized boards, that has characterized the WOW Hall in the past. I think we are all sick of that. We've had enough of it. Let's move on.

One way to move on is to have an open door and not pre-judge people based on hearsay or what you've heard about these candidates. Dennis thought he had a very candid conversation, a very good conversation, and was, as far as I know, was ready to participate. So . . .

Jaci Guerena, Chair – I'm going to make a suggestion, David, that you talk to Linda outside of this public meeting about this further, because we are well over timeline for this. And this seems like kind of an ugly and hurtful discussion. You made some accusations and I don't feel like this is the appropriate venue for that.

David Zupan – I don't intend to . . . I agree with you. But I'd rather not end on the note, the suggestion, that I'm doing something ugly. I'm very reasonably making an objection. I'm not accusing Linda of wrong-doing. I'm suggesting that the process that has been used for the selection of this historic preservation committee is flawed. And that for the future we need to adjust it, so that that we bring everyone along with us so that it is not . . . so that we move beyond the polarization.

Jaci Guerena, Chair – You've had a lot of time to make that point and I appreciate you putting your perspective in there. And I would encourage you, if you have more to say, to do it outside this meeting.

We are at the end of the agenda and I'm calling to adjourn.
Thank you everyone for being here.

The next Board meeting is October 18th 7 PM.

8. Adjourn

9:15 pm

Jaci Guerena, Chair – Meeting is adjourned.

SUMMARY of ACTION:

**Minutes of Aug 16, 2022 CCPA Board Meeting as corrected:
APPROVED with 7 YES votes.**

MOTION as AMENDED:

**To accept the draft election process* for the 2022 membership meeting and election.
PASSED unanimously with 8 Yes votes.**

MOTION as AMENDED

Appoint Steven Berkson to be the election official as laid out in the elections document (title CCPA Election Process)*.

PASSED: 7 Yes votes, one abstention David Z.

* [SEE: DRAFT-Election-Process-2022-Attorney-Reviewed. pdf, 5 page document including in 9-14-22 emailed Board Packet; document titled CCPA Election Process.]

Board member David Zupan requested that Internal Affairs Committee chair Linda Dievendorf reconsider and allow member Dennis Hebert to participate on the Historic Preservation Subcommittee.

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