

THE MOUNTAINEERS
MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES
November 3, 2005

Board Members Present:

Ken Madden, *President Elect*;
Donna Osseward, *VP of Recreational Properties*;
Craig Rowley, *VP of Publishing*;
Don Heck, *Treasurer*;
John Wick, *Secretary*

Trustees:

William Borden;
Jim Burke;
Steve Cox;
Bill Deters;
Dale Flynn;
Jim French;
Ken Hahn;
Patti Polinsky;

Branch Trustees:

Steve Glenn - *Bellingham*;
Rob Simonsen - *Everett*;
Diane Littau - *Kitsap*;
Henry Romer - *Olympia*;
Steve Sears - *Seattle*;
Mary Lynch - *Snoqualmie Foothills*;
Tom Shimko - *Tacoma*

Absent:

Ron Eng, *President*;
Rick Anderson; *Trustee*

Others Present:

Paul Robisch, *Foundation*;
Steve Costie, *Executive Director*;
Brian Horstman, *Controller*;
Bill Evans;
Lynn Hyde;
Fran Troje;
Marty Jordan;
Frank Sincock;
Mona West

I. Call to Order

Chair Elect Ken Madden called the meeting to order at 7:07 PM in the Pinnacle Room of the Mountaineers, 300 Third Avenue in Seattle WA.
Madden explained that President Ron Eng would be absent and that he would be standing in as Chair this night.
Madden asked the audience members to introduce themselves.

II. Approve Agenda

A New Business item C, Kitsap Branch Administrative Charge was added by Diane Littau.

It was moved (Heck) and seconded (Deters) to approve the revised agenda.

The agenda was approved on a voice vote.

III. Approval of the minutes

It was moved (Sears) and seconded (Flynn) to approve the minutes.

It was discussed that the minutes were not available early enough to allow adequate time for review. It was discussed delaying the approval until next month.

It was moved (Heck) and seconded (Glenn) to table.

The motion to table passed on a voice vote.

(The minutes for September, October, and November, will be reviewed next month.)

IV. Consent Agenda

1. The approval of the Sharkfin Tower Accident Investigation Committee was moved to New Business, item D, by Jim Burke.
2. The approval of the Membership Advisory Committee was moved to New Business, item E, by Ken Hahn.
3. The approval of Board Policies 104, 105, 106, 107, and 108 (on Strategic Governance Policies) was moved to New Business, Item F by Dale Flynn.

The amended consent agenda was approved on a voice vote.

V. Officer Reports

A. President's Report

Ron Eng was absent. There was no official report, but it was noted that Ron and Laura had a baby girl, Audrey, on November 1st.

B. President-Elect's Report

1. Ken Madden reported that the Managing Committee met October 27th. They discussed the 4th quarter finances, club wide activity standards, club wide standards for hikes with dogs, and the 2005-2006 Course Guide. The Managing Committee does not meet in November or December. Their next meeting will be in January.
2. Madden attended 5 other committee meetings, attended the lease negotiations with the New Facilities Committee, and took a MOFA course.
3. He also noted that the Board Liaison to the Library is now Dennis Samson.

C. Executive Director's Report

Steve Costie had no report but noted he is healing well and expects to return to work soon.

D. VP of Publishing's Report

1. Craig Rowley referred BoT members to the written report.
2. Rowley reported that Books was basically breaking even. Book's current mix doesn't lend itself to creating revenue so a new model involving mission publishing will be put into use.
3. This year Books had 4 of its books chosen as finalists at the Banff competition. Being Caribou won its category.

E. VP of Rec. Properties' Report

1. Donna Osseward reported that the division had its meeting just the day before so the report would be included in the next Board packet.
2. The lodges have snow and are looking forward to the winter season.

F. Secretary's Report

1. John Wick reported that the problem with adding the minutes to the Board packet had been identified and future minutes would not be left out of the packet.
2. The election had been completed with Patty Polinsky, Jim Burke, and Bill Deters winning seats on the Board of Trustees. Complete data is in the Board packet. Wick noted that for the second year the voting was very low. Wick has 4 different ways future voting might be conducted. They are outlined in the Board packet. He will investigate and report to the Board at a future date on the best way to increase voter participation.
3. Wick noted that parking passes are available. See him.

G. Financial Report

1. Don Heck reported that the fiscal year for the Club had ended.
2. Brian Horstman will begin collecting the Branch financial data.
3. The annual audit will be done again by Judy Jones.
4. Heck thanked Jim Burke for chairing the recent Finance Committee meeting.

VI. Unfinished Business

A. Strategic Plan

Jim Burke, the co-chair of the Strategic Planning Committee, stated that he was dedicated to making sure the Board gets a strategic plan in his term. He wants to use the upcoming annual Board retreat as a forum for kicking off a strategic plan. He wants the retreat to lay out the charter for the Strategic Planning Committee. He asked what kind of a product does the BoT want as a strategic plan.

Burke pointed out that while Steve Costie and the staff had given us a tactical plan so the Club could survive in the short term, we needed a plan for the next 100 years.

Burke offered that we might want to have a larger meeting to gather information on what the Club wants to be. Inviting members, Forest Service and Parks people, REI, all kinds of stake holders, and ask what they would like to see, could be helpful.

For tonight, what he needs to hear is what the BoT wants from the Strategic Planning Committee.

Bill Deters as the other co-chair agreed with Jim Burke, that the Strategic Planning Committee needed a clear idea of what the BoT wanted as a final product.

Discussion ensued, with BoT members agreeing a clear strategic plan was needed, and that input from as much of the Club as possible was essential. Using the web to collect info was suggested as was the idea of meetings with the different Branches and different groups.

Looking at local groups that are successful was suggested.

It was noted that the BoT could use some training in what a strategic Board is.

A recurring comment was that the membership needs to be included so that they will feel it is their strategic plan and will support the plan and make it successful.

Burke and Deters reiterated that they needed was a clear picture of what the Board wanted. They didn't want to develop and deliver something that would not have a consensus.

The timing of the retreat was discussed.

Don Heck suggested that the BoT be given some homework so that they would be prepared, and then have a meeting in January. The meeting should be an all day meeting with the goal to use the afternoon to generate a 2 year plan.

It was moved (Glenn) and seconded (Borden) that the annual retreat be held all day on January 7th.

The motion passed on a voice vote.

VII. New Business

A. Membership Trends

Bill Evans, Chair of the Marketing Committee, introduced Mona West. West presented a detailed and thorough Power Point presentation on the trends of The Mountaineers membership, and the trends and direction of society with respect to social organizations.

It is clear that the Club is shrinking, that the membership is getting older, most members don't stay beyond 2-3 years, and the way most members know of the Club is when they get their dues notice.

BoT members were impressed with the quality of West's presentation, and requested it be made available. The Secretary said he would work with West to get the presentation on the BoT's site.

Members followed with specific questions which West fielded, and were appropriate offered clarification.

Some BoT members were enthusiastic about the idea growing the membership, and that was discussed.

It was moved (Deters) and seconded (Sears) that it was in the best interest of the Club to grow the membership.

Discussion followed, with it being pointed out that current Board Policy 420 already supported membership growth. Several BoT members still felt it was important to re-affirm a commitment to growing the membership.

The question was called (Rowley) and seconded (Cox).

The calling of the question passed.

The motion was read.

The motion passed, 17 in favor, 2 opposed.

The BoT thanked West for her presentation and acknowledged the time it took to create it. The BoT was very appreciative.

B. Snoqualmie Lodge Business Plan

Donna Osseward introduced Lynn Hyde.

Hyde made a Power Point presentation on Snoqualmie Lodge. She explained that a recent outing to the Appilation Mountain Club had provided an example of way that recreational properties might be used. Hyde gave a brief history of the Snoqualmie Lodge and property. She noted its close proximity to the majority of the club's membership.

Hyde then outlined ways the Club could utilize the Snoqualmie lodge and property to meet the various parts of The Mountaineers mission statement.

She also reported that the Pacific Crest Trail Association was interested in possibly re-routing the Crest trail over the Mountianeers land.

She noted that other groups and organizations currently used the Snoqualmie Lodge on a regular basis. The lodge has been granted state historical status.

Recreation Properties wants to develop the Snoqualmie Lodge into a program center, an outdoor outreach center. To that end Osseward said a business plan will be available for the next Board meeting. They intend to bring a motion to support this development.

C. Kitsap Branch Administrative Charge

Diane Littau distributed a letter from the Kitsap Branch requesting the charge for about \$1000 that the Branch did not realize was their responsibility be waived this coming fiscal year.

Littau explained that neither she nor the Kitsap officers realized that there was this charge that would be applied this year and they had not planned for it in their budget.

The question of how this miss-communication came about was discussed. A general perception by the Branches was said to be that the Branches don't get told what is going on. The responsibility of the Branches to stay informed was discussed.

The formation and distribution of the budget was discussed. Some members professed some confusion with the process this year.

Littau re-iterated that neither she nor the Branch were saying that anyone was responsible, but that she and the Kitsap Branch officers really did think that they had their budget balanced.

Dale Flynn suggested that the process would be for the Kitsap Branch to request supplemental funds for their budget. Mary Lynch suggested the request should be brought up with the Finance Committee first.

D. Sharkfin Accident Investigation Committee

It was noted that Tom Shimko should be included in the committee. The correct committee membership would be:

Paul Baugher (consultant)
Jim Feltus
Mike Gauthier (consultant)
Mark Hallman
Dan Lauren (Chair)
Mike Maude
Chuck Neudor
Mindy Roberts
Erick Simonson (consultant)
Tom Shimko

It was moved (Burke) and seconded (Osseward) that this committee be confirmed by the BoT.

The motion passed on a hand vote.

E. Membership Advisory Committee

It was noted that Jim French should be included in the committee. The correct committee membership would be:

Rick Anderson
Richard Barringer
Jim French
Ken Haun (Chair)
Ken Madden
Sabrina Oesterie
Eva Shonieitner
Jon Shields
Sam Uzwack

It was moved (Cox) and seconded (Haun) that this committee be confirmed by the BoT.

The motion passed on a hand vote.

F. Board Policies 104, 105, 106, 107, and 108, Strategic Governance Policies

Dale Flynn inquired what was being done with these policies.

Bill Deters explained that this was just a housekeeping action. These policies had been in effect but had never been formally committed to the Board Policy format or record.

It was moved (Bordon) and seconded (Polinsky) to accept these policies.

Steve Cox noted that these are already standing policies and it is not necessary to vote these in a second time,

An amended motion was offered (Bordon) and seconded (Deters) to incorporate these policies with the appropriate numbers.

The amended motion passed on a hand vote.

VIII. Committee Reports

B. New Facilities Construction Committee (NFCC)

A written report is in the Board packet and was in the hanging folders for the BoT members.

C. BoT Action on Organizational Ad Hoc Committee

John Wick reported that he would finish distributing the documents and negotiate completion dates with the committees being requested to do the work. He said he would report status regularly.

D. Managing Committee

Ken Madden reported that Club Wide Activities calls for internal audits to be presented in November. Club staff had recommended the proposed standards be reviewed by Risk Management and by our Club counsel. That is underway the Managing Committee will be waiting for them to complete their work. At the time of the BoT meeting Duncan Cox the Chair of Risk Management did not have a time estimate for when the Risk Management Committee would be done.

IX Program Reports

A. Division Reports

Conservation Division – Nancy Neyehouse

No report.

Recreation Resources Division – Christine Wolf

No report.

B. Branch Reports

Bellingham – Steve Glenn

1. New officers start this month.
2. Their climbing course registration has started.
3. A new program, Snowshoeing, is starting this year.

Everett – Rob Simonsen

1. They are getting ready for winter.
2. They will be having their annual banquet in November.

Kitsap – Diane Littau

All are invited to their November 18th Pilgrim dinner.

Olympia – Jim French

All is well.

Seattle – Steve Sears

1. Working diligently on a Branch council that is supportive.
2. Looking at their Branch charter.
3. They are having a marketing seminar this coming Monday to review promotional techniques.

Snoqualmie Foothills – Mary Lynch

1. They now have 142 members.
2. Their next meeting will be November 16th at the Heart of the Highlands, a fast growing area.

Tacoma -Tom Shimko

1. They are re-invigorating family activities.
2. Their annual banquet had surplus this year.
3. They are doing strategic planning this month.
4. The Branch had a surplus budget.
5. Elections in Tacoma are complete with Ed Lansing as the new chair.
6. There will be a Banff Film festival there in December.

Olympia - Henry Romer

1. Officer elections are complete; they now have a member at large.
2. Their annual banquets is Saturday with Holly Beck as the speaker.
3. Modular climbing and scrambling classes are in work.

C. Foundation - Paul Robisch

1. Their retreat a couple of weeks ago had a structured agenda (to set some needed boundaries).
2. He has heard about some lack of communication, and a need to improve communication between the Board and Foundation. In the next couple of months he will have a presentation on what the Foundation can and can not do.
4. Dale Flynn asked if some fiscal sponsorship was possible for some of the Snoqualmie project Lynn Hyde had presented.
Paul Robisch answered that it could be considered if it were operated as a public facility.

X. Good of the Order

Ken Madden apologized for failing to introduce the new Branch representatives Steve Sears and Tom Shimko.

Ken Maden announced that financial training will be January 26th at the Managing Committee.

Paul Robisch asked how the dates are picked for the Banff Film festival. He was answered that the schedule is set by the Banff folks.

Steve Sears asked who keeps the proceeds from the Branch Banff Film festivals.

Donna Osseward invited all to Thanksgiving dinner and snow at the lodges.

Ken Haun reported that the Membership Advisory committee is up and running.

XI. Adjourn

It was moved (Cox) and seconded (Simonsen) to adjourn.

The motion passed.

The meeting was adjourned at 10:25 PM.

Respectfully,

John Wick, BoT Secretary