

THE MOUNTAINEERS  
MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES  
April 6, 2006

Board Members Present:

Bill Deters, President  
Ron Eng, Immediate Past President  
Scott Eby, VP of Recreational Properties;  
Marty Jordan, Treasurer;  
Brad Gibson, Secretary

Trustees At Large:

Rick Anderson;  
William Borden;  
Steve Cox;  
Dale Flynn;  
Jim French;  
Ken Hahn;  
Patti Polinski;

Trustees from the Branches:

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

Absent:

Don Heck, VP Publishing

Others Present:

Paul Robisch, Foundation;  
Steve Costie, Executive Director;  
Helen Cherullo, Publisher;  
Christine Wolf, Recreation Access.

Members of the Audience:

Approximately one hundred-fifty members of the audience attended the meeting.

I. Call to Order

President Elect Bill Deters called the meeting to order at 7:02 PM in the Pinnacle Room of the Mountaineers, 300 Third Avenue in Seattle, WA. Deters explained that he intended to

keep a tight rein on the proceedings and asked everyone to cooperate.

## II. Approve Agenda

Brad Gibson made a motion that the agenda be modified to set as the first order of business a motion to accept the resignation of President Burke, that the second item of business be the appointment of a new President, and that the trustee replacement item on the published agenda be moved to the third item of business. The motion was seconded and passed on a voice vote to approve the agenda as modified.

## III. Acceptance of Resignation

Deters requested that the Board of Trustees accept the resignation of President James Burke, submitted in a his letter to Executive Director Steve Costie and the Board of Trustees on 30 March 2006. Deters stated that President Burke resigned his position as President and from his seat on the Board shortly after he had received a private letter from Gary Knudson in which Mr. Knudson gave his reasons for resigning as the Chair of the special Ad Hoc Evaluation Committee. Mr. Burke has not revealed the contents of the private letter. The motion was made and seconded that the resignation of President Burke be accepted. The motion passed unanimously.

## IV. Appointment of President

The motion was made and seconded that the Bill Deters be appointed President, to serve until the next officer election in 2008. The motion passed on a voice vote.

## V. Trustee Replacement

Because of the resignation of Jim Burke from the Board and the previous election trustee Bill Deters to the office of President Elect, there were two board vacancies. Deters introduced the names of Eric Linxweiler and Mona West as candidates and members of the Board introduced the names of Randy Nelson and Larry Ingalls. Each candidate was allowed to give a brief history of themselves and make a brief statement as to what they would bring to the Board. Mona West and Eric Linxweiler were elected to fill the two vacancies. These appointed terms will be in effect until the 2006 Club election at which time these two positions will be on the ballot in addition to the regularly scheduled three positions. The vote was conducted by secret ballot. The vote totals were: Mona West: 18, Eric Linxweiler: 10, Randy Nelson: 7, Larry Ingalls: 4.

## VI. Approval of the Minutes

Brad Gibson made a motion to approve the March 2005 meeting minutes as published. amended. The motion was seconded and passed with unanimously.

## VII. Consent Agenda

There was no consent agenda.

## VIII. Officer Reports

### A. President's Report - Bill Deters

Deters discussed the need to increase membership in the club, and that most club

members want such growth. Club membership as of February 2006 is 11,311 vs 12,053 in February 2005 for a decline of 6.2% over the one year period. Total dues and initiation fees YTD were \$366,000 compared to budget of \$391,000 and \$334,000 last year. Branch membership figures were not available. He also discussed his work in forming a Safety Committee, which would be brought up later in the meeting.

B. President-Elect's Report - Vacant

C. Executive Director's Report - Steve Costie - No report.

D. VP of Publishing's Report - Don Heck was absent.

Helen Cherullo reported that February net sales were \$6,000 below budget, but the sales were \$68,000 higher than the prior year due in part to the release of six frontlist titles versus none in February 2005. Returns for the month were 11% of sales and were 11.1% year-to-date, compared to budget of 12%.

E. VP of Rec. Properties' Report - Scott Eby

Scott Eby, Vice President for Recreational Properties, reported that the suspected outbreak of food poisoning at Meany Lodge turned out to be the Norwalk virus which was brought on site by a patron. As a result of the investigation both Meany and Snoqualmie Lodges have been approved by the Kittitas County Health Department to prepare and serve food to the public. Efforts are underway to have the Stevens and Kitsap Lodge kitchens so approved by King and Kitsap County, respectively.

F. Secretary's Report - Brad Gibson

Secretary Brad Gibson reported that he is still trying to get completed copies of the missing back Board minutes. Board members needing parking passes should see him after the meeting.

G. Financial Report - Marty Jordan

Referenced March '06/YTD Administration and Branch Financial Report in the Board Packet prepared by Brian Horstman, Controller.

## IX. Unfinished Business

A. NFCC Update - Rick Anderson

New Facilities Construction Committee Chair Rick Anderson summarized the chain of events:

April 2004	The Building Advisory Committee [BAC] was chartered.
January 2005	The original BAC Report was released
April 2005	The BAC presented its recommendations to the Board. The
May 2005	Board by a vote of 15 to 5 accepted the BAC recommendations and created the New Facilities Construction Com. [NFCC].
February 2006	The NFCC presented the lease for Building 67 at Sand Point and the purchase agreement for 300 3rd Avenue W. to the Board.

March 2006 A co-development proposal was presented to the Board and by a 9 to 8 vote a special ad hoc committee was given one month to evaluate and compare the two proposals

March/April 2006 The lease was approved unanimously by the Seattle City Council. Potential buyer John Goodman extended his offer of \$175,000 inducement donations to the Club; in addition he agreed to a 6 months contingency for the sale of the property to allow the Club time to get actual construction costs for renovating Building 67; in addition he agreed to cover all cost overruns at Building 67 in excess of \$2,500,000.

Anderson reported that Mountaineers Books has completed their analysis and may be moving its offices into part of the lower level of Building 67, in which case the lease would have to be adjusted to accommodate the additional space to be occupied by the club. Anderson reported that Lorig has told him of its intention to withdraw from considering any co-development of the Club's property. However, Trustee Mary Lynch under a point of order strongly stated that Lorig had not done so. President Deters allowed Anderson to continue with his report. Chair Anderson stated that everyone [Rick Anderson, Steve Costie, Brian Horstman, Ken Madden, Bill Maxwell, Julian Sayers] on the BAC is an expert in his respective field.

#### B. Ad Hoc Committee Report - Marty Jordan

Ad Hoc Evaluation Committee Chair Marty Jordan, who took over the chairmanship from Gary Knudson, summarized how the committee went about its work. Jordan stated that the Committee tried to be as evenhanded as possible in evaluating the two proposals, but acknowledged that the Building 67 proposal had about one year to be scrutinized, whereas the co-development proposal had about one month. The results of the Committee's findings are available in a detailed written report.

#### C. Magnuson Park Lease Approval

The motion from the March meeting to approve the 30-year lease with the City of Seattle for Club use of Building 67 at Sand Point was brought off the table. A motion to retable the motion was declared to be out of order.

Seattle Branch Representative Steve Sears made a motion requesting that the Board of Trustees postpone approving the lease for one month in order to allow the Seattle Branch activities adequate time to examine and evaluate the detailed report of the Ad Hoc Evaluation Committee. Sears stated that a majority of the Seattle Branch Council requested him to introduce the motion to postpone. Sears reported that the original unanimous vote of the Seattle Branch Council to support moving to Building 67 was based on their being told by the BAC that they had two options: [1] move to Building 67 or [2] stay where they were and go broke. Now that a potential third option has appeared several Seattle Branch activities have rescinded their support for moving to Building 67. Sears emphasized the financial importance for the Seattle Branch activities to buy into moving their activities to Building 67 at Sand Point. The motion to delay was defeated by a

recorded vote of 9 yes to 11 no [Voting aye were: Bill Borden, Scott Eby, Steve Glenn, Jimmy James, Mary Lynch, Patti Polinski, Steve Sears and Rob Simonsen and Mona West. Voting nay were Rick Anderson, Steve Cox, Eric Linxweiler, Ron Eng, Dale Flynn, Jim French, Brad Gibson, Ken Hahn, Marty Jordan, Henry Romer, Tom Shimko; Don Heck was absent.]

The question was called on the motion to approve the 30-year lease. The motion passed by a recorded vote of 13 to 7. [Voting aye were: Rick Anderson, Steve Cox, Ron Eng, Dale Flynn, Jim French, Brad Gibson, Ken Hahn, Marty Jordan, Eric Linxweiler, Henry Romer, Steve Sears, Tom Shimko, Mona West; voting nay were: Bill Borden, Scott Eby, Steve Glenn, Jimmy James, Mary Lynch, Patti Polinski, Rob Simonsen. Don Heck was absent.]

#### D. Building Sale Approval - Rick Anderson

Rick Anderson made a motion to approve the sale of the Seattle clubhouse to John Goodman in accordance with the purchase and sale agreement as amended by the document signed by President Bill Deters and John Goodman. The motion was seconded.

Christine Wolfe, Patty Polinski and Mary Lynch all voiced their objections to being asked to vote on the motion to approve the sale of the clubhouse without having seen a sales agreement and having had one month to review it before voting.

Mary Lynch made a motion that the existing clubhouse property not be sold until all the major engineering studies have been completed and the board has received at least three construction bids from qualified construction firms or contractors that detail the complete scope and deliverables of Building 67 renovations including a performance bond and a guaranteed move-in date. The motion was seconded. The motion failed on a recorded vote of 4 to 16 [Voting aye were: Scott Eby, Jimmy James, Mary Lynch and Patti Polinski. Voting nay were: Rick Anderson, Bill Borden, Mona West, Steve Cox, Eric Linxweiler, Ron Eng, Dale Flynn, Jim French, Brad Gibson, Steve Glenn, Ken Hahn, Marty Jordan, Henry Romer, Steve Sears, Tom Shimko and Rob Simonsen. Don Heck was absent.]

The question was called on the motion to approve the sale of the Club property to John Goodman. The motion passed by a recorded vote of 16 to 4. [Voting aye were: Rick Anderson, Bill Borden, Steve Cox, Ron Eng, Dale Flynn, Jim French, Brad Gibson, Steve Glenn, Ken Hahn, Marty Jordan, Eric Linxweiler, Henry Romer, Steve Sears, Tom Shimko, Rob Simonsen, Mona West; voting nay were: Scott Eby, Jimmy James, Mary Lynch, Patti Polinski. Don Heck was absent.]

#### E. Board Policy 322: Safety Committee - Bill Deters

Bill briefly discussed the need for and composition and responsibilities of the proposed Safety Committee. A motion was made and seconded that the board adopt BP 322 as published. The motion passed unanimously.



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# Board Policy Manual

**Section: 300 COMMITTEE CHARTERS**

**Subject: 322 Safety Committee**

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## **Purpose**

The purposes of the Safety Committee are to ensure that Mountaineers activities such as climbing, kayaking, and skiing have access to and follow current safety standards, to provide resources for education and training of our leaders and instructors, and to ensure that collection of data on accidents and near misses is performed, documented, maintained and distributed to our leaders. These purposes share the goal of enhancing a Club structure and culture of safety such that The Mountaineers continues to be recognized as a leader in safety for outdoor activities. This committee reports to the Managing Committee.

## **Reference**

Board Minutes February 2, 2006  
Board Policy 424, Accident Reporting

## **Committee Membership**

Minimum membership will be a Safety Representative from each branch, a Chair appointed by the Managing Committee, and a Board Liaison appointed by the Board.

## **Term of Service**

Two years, may be extended as required by the Managing Committee

## **Functions**

Collect, develop and distribute safety education and knowledge pertinent to each activity.

Benchmark volunteer and professional organization safety programs and standards.

Work to stimulate creation and maintenance of Safety committees within each Branch. Help to standardize and educate safety concepts and awareness at the branch and activity levels.

Develop and perform standardized collection of data on at risk activities from all branches, via trip, accident, near miss, and other reports, and make this data available to all branches.



## Board Policy Manual

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**Section: 300 COMMITTEE CHARTERS**

**Subject: 322 Safety Committee**

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Standardize trip reporting to collect information on routes, accidents, and near misses, and enhance systems to share this information.

Ensure a thorough and professional accident investigation is performed for all fatalities and major accidents in a timely manner. This is coordinated through the Executive Director and may include outside and/or professional input.

Assist in the development of standards for leader qualification and continuing education.

X. New Business

A. Steve Sears summarized his Marketing Committee report due to the lateness of the hour. He stated that the committee identified 5 items that the Club should pursue:

1. The Club should double its outreach efforts toward recruiting new members.
2. The Club should re-establish its mentoring program for new Club members.
3. The Club should have a presence in appropriate commercial establishments.
4. The Club should increase its e-mail contact with the membership.
5. The Club should clean-up the Go Guide to make it more reader friendly.

Sears made a motion that the board to authorize expenditures of up to \$5,000 for start-up costs of the above efforts. The motion was seconded and passed unanimously.

XI. Committee Reports

A. None.

XII. Program Reports

A. Division Reports  
None.

B. Branch Reports

1. Seattle Branch - Steve Sears  
Sears reported that income was greater than expenses. He said that he believed that the Seattle Branch would support the decision to move to Magnuson Park.
2. Bellingham Branch - Steve Glenn  
Glenn reported that things were going well, climbing and scrambling courses were well attended, and there were no problems on the horizon.
3. Snoqualmie Foothills Branch - Mary Lynch  
Lynch reported that the branch was busy with hiking and WTA activities.
4. Tacoma Branch - Tom Shimko  
Shimko reported that major courses were meeting or exceeding

projected enrollment. Clubhouse rentals were better than expected.

5. Kitsap Branch - Jimmy James  
The branch has some bookkeeping problems that they are straightening out. There is some concern about allocation of funds on telephone signups.
  6. Olympia Branch - Henry Romer.  
Romer reported that the modularized courses were up and running successfully and things were going well in the Olympia Branch.
  7. Foundation Report - Paul Robisch  
There was no written report. Robisch reported that the Foundation had recently received a donation of \$55,000 for Mountaineers Books and he congratulated Helen Cherullo for her fund-raising efforts. He stated that now that the Club move issue has been decided there were several Foundation/Club interactions that need to be addressed.
- C. Good of the Order
1. None.
- D. Adjourn
1. It was moved and seconded to adjourn. The motion passed on a voice vote.

The meeting was adjourned at 11:30 PM.

Respectfully,

Brad Gibson, BoT Secretary