THE MOUNTAINEERS

Draft Minutes of the Bi-Monthly Meeting of the Board of Trustees

August 4, 2011

Board Members Present:

Officers:

President – Tab Wilkins

President-Elect – Gavin Woody

Secretary – Lorna Corrigan

Treasurer – Mona West

VP Publishing – Don Heck

VP Properties – Dave Claar

Trustees at Large:

Ed Henderson

Rich Draves

Lynn Hyde

Tom Varga

John Ohlson

Mark Scheffer

Lee Fromson

Dan Lauren

Matt Sullivan

Branch Trustees:

Steven Glenn – Bellingham

Evy Dudey – Everett

Gerry Haugen – Foothills

Jimmy James – Kitsap

Kirk Alm – Seattle

Tom Shimko – Tacoma

Mike Riley – Olympia

Board Members Absent:

Mona West

Rich Draves

Lynn Hyde

Executive Director:

Martinique Grigg

Executive Publisher:

Helen Cherullo

Guests Present:

Dave Brunner

Fran Troje

Daren Brekke

Emily Noel

Call to Order:

The meeting was called to order at 7:05 p.m. by the Mountaineers President Tab Wilkins in the Program Center. The President-Elect and the Secretary were in attendance. A quorum was established.

Approve Agenda: Tab Wilkins

Tab Wilkins requested that the agenda item to accept Audit 990 be moved from the consent agenda to New Business.

Approve Minutes of the May 5, 2011, Meeting:

It was moved by Ed Henderson and seconded by Gerry Haugen to approve the minutes of the May 5, 2011, meeting of the Board. The motion carried.

Consent Agenda:

The Consent Agenda was amended to move item No. 1 regarding Audit 990 to New Business. It was moved by Don Heck and seconded by Dave Claar to approve the consent agenda as amended. The motion carried.

New Business Item No. 1:

Judy Jones presented an overview of the Audit 990. It was moved by Don Heck and seconded by Kirk Alm to accept the Audit 990. The motion carried. Ed Henderson requested that the record reflect his "no" vote on the motion.

Officer/Staff Reports:

President Tab Wilkins Reported:

President Wilkins reported on a trip he made to the Highlands Center. He noted the positive effect of name recognition at the lodge facilities. Fall Board Retreat would be held at Baker Lodge on November 11, 12, and 13, 2011.

President-Elect Gavin Woody:

Gavin Woody reported on efforts to nominate volunteers for recognition awards at OutdoorsFest.

Executive Director Martinique Grigg:

See attached.

Secretary Lorna Corrigan:

Lorna Corrigan reported that the next bi-monthly meeting of the Board will be held at the Program Center on September 15, 2011 at 7 p.m., and reminded the Board of the upcoming fall

retreat on November 12, 13 and 14, at Baker Lodge. A board meeting will also be held on November 3, 2011.

Treasurer Mona West:

Mona West was absent.

Books Publisher Helen Cherullo Reported:

Art Freeman gave the report for June and noted that while Books will not meet its sales goal, it had a fair year to date income and cash flow.

Vice President of Properties Dave Claar:

Dave Claar reported that work parties were going strong and that Meany Lodge had obtained a grant for snow removal.

Committee and Staff Reports:

<u>Old Business</u>:

South Sound Program Center:

A report was made by Darren Brekke, member of the Board Committee on the South Sound Program Center, on the progress with the planning for the remodeled South Sound Program Center.

Dan Lauren moved that the Board approve funding for the renovation of the Tacoma SSPC with the remaining Bruni funds contingent on a final contractor bid that includes no less than a 15% contingency and final approval of the SSPC team (Kirk Alm, Tab Wilkins, John Ohlson, Geoff Lawrence, Darin Brekke, Nancy Neyenhouse). The motion was seconded by Gerry Haugen and carried unanimously.

<u>New Business</u>:

1. **Programs Budget** **Martinique Grigg**
   It was moved by Don Heck and seconded by Dave Claar that the Board approve the Programs Budget. After discussion it was moved by Tom Shimko and seconded by Steve Glenn to amend the motion by creating a three year plan to balance the budget to include anticipated expenses, such as IT expenses, including Tech 2.0; that the current budget should use fundraising and should tie expenditures to the success of fundraising; that the

three year plan should be used as a metric to evaluate success; that an evaluation of the revenue sharing plan be used to correct it or to dissolve it; and that the evaluation should be shared with the Board and with the branches. The motion to amend failed by a vote of 5 to 12.

After further discussion, Matt Sullivan called the question on the main motion, and a motion to end debate was moved by Kirk Alm and seconded by Dave Claar. The motion carried. It was moved by Ed Henderson to table the main motion, but the motion was out of order.

It was moved by Ed Henderson and seconded by Kirk Alm that the motion to approve the Programs Budget be determined by roll call vote. The motion for a roll call vote carried.

The following directors voted "Aye" on the motion to approve the Programs Budget: Don Heck, Dave Claar, Gerry Haugen, Tom Varga, Lee Fromsen, Matt Sullivan, Steve Glenn, Mark Scheffer, Kirk Alm, Gavin Wood, Dan Lauren, John Ohlsen, and Lorna Corrigan. The following directors voted "Nay" on the motion: Evy Dudey, Tom Shimko, Mike Riley and Ed Henderson. The motion carried.

2. Publishing Budget:
A motion was made by Tom Shimko and seconded by Kirk Alm to approve the Publishing Budget. The motion carried.

3. Board Nominations:
A motion to approve the slate of nominees for board directors, consisting of Rich Draves, Lorna Corrigan and Gene Yore was made by John Ohlson and seconded by Kirk Alm. The motion carried unanimously.

4. Fundraising for SSPC:
A motion was made by Kirk Alm and seconded by Mark Scheffer to approve the SSPC fundraising campaign provisionally based on receiving a draft fundraising plan inclusive of timeline, goals and budget within 60 days. The motion carried.

Executive Session

The Board adjourned to Executive session to discuss a matter of potential litigation.

Regular Session

Following the executive session, the Board reconvened in regular session. A motion was made by Mark Scheffer and seconded by Kirk Alm to approve the special committee pursuant to Art. VII, Section 4 of the Bylaws, consisting of Bill, Timmy Williams, and Mary Panza. The motion carried.

Good of the Order:

Adjournment:

The meeting was adjourned at 11:00 p.m.