The Mountaineers

Minutes of the monthly meeting of the Board of Trustees
September 3, 2009

Board members present:
Officers
President - Eric Linxweiler
President Elect - Tab Wilkins
Secretary - Steve Sears
Treasurer - Mike Dean
VP Publishing - Don Heck
VP Properties - Dave Claar

Trustees at Large
Kirk Alm
Rich Draves
Dale Flynn
Ed Henderson
Lynn Hyde
Don Schaechtel
Eva Schoenleitner
Dave Shema
Mona West

Branch Trustees
Steven Glenn – Bellingham
Gerry Haugen – Foothills
Tom Shimko – Tacoma
John Flanagan – Olympia

Board Members absent, Rob Simonson – Everett Trustee, Mike Maude – Seattle Trustee, Jimmy James- Kitsap Trustee

Guests Present: Helen Cherullo, Jamie Gordon, Donna Osseward, Paul Robisch, Eileen Allen, Leonard Russell, Ken Hahn, Fran Troje, Anne Fittleson

Call to Order

The meeting was called to order at 7:08 PM by Mountaineers President Eric Linxweiler in Room 110 at the Magnuson headquarters. The President and Secretary were in attendance. A quorum was established.

Approve Agenda

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It was moved by Don Heck and seconded to approve the agenda.
It was moved by Tab Wilkins and seconded to amend the agenda to include New Business item: Board Policy, Youth Policy. The amendment to add the Youth Policy item passed.
It was moved by Mike Dean and seconded to amend the agenda to include New Business item: Resolution to allocate reserves to cover the current year budget over runs. The amendment to add the agenda item passed.
The motion to approve the agenda passed.
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Approve Minutes of the August 2009 Meeting

It was moved by Don Heck and seconded to approve the August 2009 minutes. The motion passed.

Officer/Staff Reports
President Eric Linxweiler reported:

General Activities for Aug:

- Continued work on Executive transition
- Work on "Close the Gap" planning

Executive Director Search Committee Report

- Candidate search is over. Now just vetting those we have.
- Narrowed down to six.
- On track for October announcement.

President Elect Tab Wilkins reported:

- Chaired the Managing Committee meeting: Trailhead program presentation
- Attended the Everett Branch meeting
- Held second interview of an Executive Director candidate
- Participated in the Service Award Committee

Interim Executive Director Mona West reported: Also see attached reports

- Noted the success and needs of the Trailhead program
- The first ever day camp was held at Magnuson in conjunction with Seattle Parks and Recreation
    - There was a rock climbing module at the day camp
- The Ken Burns screening will be held October 1st
- The Owl and the Woodpecker slide show/lecture will be held September 17th
- The Magnuson lease terms are under review with Seattle Parks
- Consideration is being given to leasing out most of the lower level of the Magnuson building

Secretary Steve Sears reported:

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The next board meeting will be on October 1st, 7pm at the Magnuson Clubhouse

Treasurer Mike Dean reported:

- For the year the HQ and Divisions Revenue is below budget by $178,429 with Net Income below plan by $270,430
- Branches Revenue ahead of plan by $30,000 w Net Income ahead by $55,000.
- For the month, excluding Books, the club is less than budgeted revenue by $51,001 and greater than budgeted expenses by $12,584 leaving monthly net income less than budget by $63,585
- The annual financial audit will be presented at the at Board meeting in October

Vice-President Publishing Don Heck deferred to Helen Cherullo who reported:

- July Sales and Net Income were better than budget and exceeded the revised Phoenix plan.
- Net loss results with 10 months recorded, have improved markedly since mid year.
- July Returns were slightly better than average
- Books will update mission critical network computer systems
- In September, Books will reconcile and pay the Intercompany payable owed to the club
- Art Wolfe will host a fundraiser for the Publishing Divisions Braided River

Vice-President of Recreational Properties Dave Claar reported:

- Lodge summer maintenance is well under way,
- Lodges are reporting some new use of properties this summer by club entities
- Club members can satisfy committee stewardship requirements by volunteering at the lodges

Committee Reports

Program Development associate Ken Hahn reported on the Trailhead Program

- The program is now 18 months old
- Program mission was restated
- Many activities are offered
- Trailhead has reached or exceeded many goals
- The program is creating its own community and volunteer base
- The program successes were reviewed
- Program challenges going forward were reviewed
- The solutions to the challenges were reviewed
- The planned roll-out to the branches is underway
- Program interns will be focused on marketing
- The next 12 months will roll out programs to volunteers,

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- Program financials were reviewed

Nominating Committee
President Linxweiler on behalf of the Nominating Committee reported: The following Board of Trustees, Trustee at Large candidates were presented by the Nominating Committee; John Ohlson, Mark Scheffer, Matt Sullivan, Mona West

Finance Committee
Treasurer Mike Dean reported on the Fiscal Year 2010 Budget beginning with a high level summary

- Realistic and quantifiable revenue sources have been identified
- Significant changes to the Building budget are due to better insight of rental capability and expenses
- Administrative expenses decreased overall
- Branches and Properties provided break-even projections, similar to last year's budget cycle
- Declined membership is forecasted to continue until Close the Gap programs can be put into place
- Focus has been placed on Operating Income rather than net income

How can we close the gap ideas

- Challenge branches to meet FY 08/09 income levels, at a minimum
- Membership drives/incentive programs to retain and attract
- Mandatory initiation fees – test effectiveness of waiving fee during Fall/Winter
- Promote and market higher membership tiers
- Additional grants from The Foundation to fund C-3 programs
- External Grants
- Go Green with Monthly Magazine, offer opt out mail copy for E-update
- Sponsorship from REI, OR, Mountain Hardware other local gear shops
- Reduce Information Technology expenses/support services
- General Fund drive – Board of Trustees "Give or Get"
- Reduce building costs and/or provide catering services

It was moved by Tom Shimko and seconded to move the meeting to Executive session. The purpose of the executive session was to discuss matters related to staffing.
CONFIDENTIAL
END CONFIDENTIAL
President Linxweiler moved the board out of executive session at 10:10 pm

- It was moved by Mike Dean and seconded to approve the FY 2009/2010 budget including the Close the Gap initiatives (Net Contribution negative $253k and

ending operating cash of $0) with a review six months after the new Executive Director arrives.

It was moved by Mona West and seconded to amend the motion such that the 6 month budget review be accomplished at the May board meeting. The motion to amend passed. Ed Henderson voted against.
It was moved by Ed Henderson and seconded to amend the motion to postpone the approval of the 09/10 budget until the October meeting.
It was moved by Don Heck to call the previous question. The motion passed.
The subsidiary motion to postpone the decision to approve the 09/10 budget failed by a vote of 6 for, 11 against, 1 abstained.
It was moved by Dave Claar and seconded to utilize a roll call vote for the main motion vote. The motion passed.
It was moved by Don Heck to call the previous question. The motion passed.
The motion to approve the 09/10 budget as presented passed on a counted vote of 14 for and 4 against. John Flanagan, Ed Henderson, Gerry Haugen and Don Schaechtel voted against.

New Business
Managing Committee: Board Policy: Youth Protection
It was moved by Tab Wilkins and seconded to approve the following Board Policy:
Youth Protection: Policy Statement
It is the policy of the Mountaineers to provide a secure environment for youths who participate in club-sponsored activities and their adult instructors and leaders.
Application
1. The managing committee shall establish a club-wide standard for activities where the majority of participants are under the age of 18. This standard shall describe measures that protect youths from abuse and be consistent with measures used by other organizations.
2. Adult leaders of youth activities shall:
   - File a disclosure form pursuant to RCW 43.43.830 and 43.43.834 with the Executive Director prior to accepting a leadership position in youth activities.
   - Agree to a background check conducted in accordance with RCW 43.43.830.
3. The Executive Director is authorized to exclude any adult member from a leadership position in youth activities based on the disclosure form or background check.

Responsibilities
The Executive Director is responsible for developing procedures for obtaining and reviewing disclosure forms and background checks. These procedures must assure confidentiality.
Activity committees and lodges that sponsor youth activities are responsible for:
- Obtaining disclosure forms and background checks from their leaders prior to the activity.
- Complying with the requirements in the club-wide standard for youth activities.

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The motion passed.

Finance Committee: Funding of the 08/09 Budget shortfall:
It was moved by Mike Dean and seconded to approve the following resolution:
The projected 08/09 budget cash shortfall of $134,098 will be funded as follows:

- Reserve of $200,000 for Books will be rescinded and returned to the Program Development reserve balance.
- Program Development will use $41,774 of its reserve balance to cover its projected operating loss.
- Conservation will use $26,993 of its reserve balance to cover its projected operating loss.
- Olympia will use $9,846 of its reserve balance to cover its projected operating loss.
- Everett will use $2,174 of its reserve balance to cover its projected operating loss.
- Program Development will loan Administration $53,311 to cover the additional shortfall with the intent that Administration needs to repay the funds.
    - Administration: $0 cash balance with an estimated $53,311 loan to be repaid to Program Development.
    - Program Development: estimated $171,685 in reserves at the end of the fiscal year.

It was moved by Don Heck to call the previous question. The motion passed
The motion to approve the Resolution funding the 08/09 budget shortfall passed.

Program reports

Good of the Order

- Thanks were expressed to the Finance Committee, Mike Dean and Anne Fittleson for their work on the 09/10 budget
- Jamie Gordon Foundation President thanked the participants in the creation of the Brunhilde Wislicenus guidelines
- Kirk Alm suggested continued vigilance in adherence to the budget
- Dale Flynn made note of the annual meeting and the Service Award recipients
    - 2004 – Dave Claar & Patti Polinsky
    - 2005 – Johanna Backus
    - 2006 – Ron Raff
    - 2007 – William E. Deters
    - 2008 – John Wick

Adjournment
It was moved by Steve Sears and seconded to adjourn at 10:58 PM. The Motion passed

Attachment List:

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Executive Director supporting documents
Board Policy existing: Copyright
Board Policy draft: Copyright

Flash Report
The Mountaineers
Executive Director
September 11, 2009

Leading Candidates:

1. **Paul Gagner**
   Former President, Sierra Designs
   Paul has held numerous executive roles in the outdoor industry and is known as a proven leader. Prior to Sierra Designs he was the VP of Sales and Marketing at Gregory Mountain Products. He has served on the Board of the American Alpine Club, Outdoor Industry Association and Climb USA. Paul lives in Boulder Colorado. ***Paul had a conversation with Tab Wilkins on Thursday August 13th.***

2. **Gavin Woody**
   Management Consulting Associate, McKinsey & Company
   Gavin Woody is a passionate mountaineer and athlete. He currently works at McKinsey & Company and has previously held positions at Infosys Technologies and The Boeing Company. He served as a Lieutenant and Captain in the US Military from 2000-2004 and is a West Point graduate. ***We are working on scheduling a call between Gavin and Tab.***

3. **Karen Lucas**
   Former VP of Strategic Marketing, Aegis Living LLC
   Karen is a strong marketer. She has worked at such companies as Odwalla and Starbucks. She is particularly skilled at the rebranding of companies and organizations. She is an outdoor enthusiast and lives in Seattle. ***Lorna Corrigan and Karen Lucas talked on Friday August 28th.***

4. **Martinique Devereaux-** *internal candidate*
   Manager, Product and Vendor Management, Amazon.com
   We have interviewed Martinique and she is a very strong candidate. Given her professional and educational background, we highly recommend an interview with the Selection Committee. She is local and was recommended to The Mountaineers by the President of the AMC. ***Mona and Martinique talked on Friday September 11th.***

Candidates for Initial Interviews:

5. **Sheryl Stiefel-** *internal candidate*
   Managing Director, PhilanthropyRx- Solutions for Nonprofits
   We have interviewed Sheryl and recommend her for an initial conversation with Eric. ***We are aiming for a phone call between Eric and Sheryl on Monday 9/14.***

6. **Leo Artalejo-** *internal candidate*
   Principal, Uptake Media
   Leo has an extraordinary background in community outreach, brand building, and strategic development. Additionally, he has a great deal of volunteerism in his background. He very much represents the demographic that The Mountaineers is looking to capture. We highly recommend him for an initial interview with Eric. ***Leo has interviewed with Eric and we are waiting to determine next steps.***

7. **Karen Daubert**
   Executive Director, Seattle Parks Foundation
   Karen has been the Executive Director of Seattle Parks Foundation since it's doors first opened in August 2001. She has over 15 years experience in parks policy, advocacy, and funding issues. Karen worked as an attorney for the King County Prosecutor's Office where she focused on property acquisition, parks, and real estate. She was appointed to several citywide boards and commissions, including the Seattle Planning Commission, the Seattle Board of Parks Commissioners and the Pro Parks 2000 Oversight and Campaign Committees. ***Karen and The Forest Group are scheduled to talk on Tuesday 9/15.***

Candidates Identified:

1. **Michael Boshart**
   General Merchandising Manager, iFloor
   Michael Boshart started his career in the outdoor industry at REI holding such titles as the VP of Merchandising and the VP of REI Brand Product. He is a strong professional manager and a good strategic thinking. He currently lives in Seattle.

2. **William Woodcock**
   Vice President, Koch Materials Company
   We have not yet connected with William.

3. **Julie Anderson**
   Executive Director, Washington Water Trails Association
   Julie currently is the Executive Director at the Washington Water Trails Association. Prior to her role as ED, Julie worked at Sea Kayaker Magazine, Outdoor Research and REI. She has a nice blend of not-for-profit management experience and sales and marketing.

4. **Julie Kittros**
   Executive Director, Laird Norton Family Foundation
   Julie has extensive non-profit and foundation experience. She has been the Executive Director of the Seattle based organization Philanthropy Northwest as well as the Municipal League of King County. She enjoys spending time in the outdoors but we will continue to vet her cultural fit at The Mountaineers.

5. **Bruce Fitch**
   Executive Director, Breckenridge Outdoor School. Former Director of Colorado Outward Bound.
   We are working to connect with Bruce.

6. **John Evans**
   Director of Marketing, Petzl
   We continue to be in dialogue with John.

7. **Brett Sweezy-** *internal candidate*
   President, Mt. Baldy Ski Resort
   We have talked to Brett and continue to vet his candidacy. He has a strong financial background and could be a potential fit for The Mountaineers Controller position.

Candidates Not Appropriate:

1. **Andy Marker**
   Director of Special Market Sales and Marketing, Patagonia
   Andy has made the decision to stay in the for-profit arena for the time being.

2. **Conrad Anker**
   Professional mountaineer, The North Face
   Conrad has recently recommitted to The North Face as a professional athlete.

3. **Jonathan Coe-** *internal candidate*
   President, Coeur d'Alene Chamber of Commerce
   Jonathan recently took a job as the Executive Director at the Santa Rose Chamber of Commerce

4. **Monty Mayko**
   Product Creation Director, Nike
   Monty will continue to be a great supporter of The Mountaineers but is not yet ready to make the transition out of Nike.

8. **Brad Johnson**
   Former CFO/CAO, REI
   While a huge fan of The Mountaineers, regrettable Brad is enjoying his early retirement.

9. **Mark Miller-** *internal candidate*
   Consultant, Miller & Associates
   Mark does not fit the criteria for The Mountaineer's Executive Director but could be a good fit as a Controller.

10. **Steve Matous**
    Former Executive Director, Access Fund
    Steve Matous accepted a position in Boulder, CO.

11. **Bruce Ward**
    President and CEO, Chooseoutdoors.org
    Bruce has pulled himself out of the process due to relocation restraints.

Board Policy Manual

Section: 400 BOARD POLICIES

Subject: 427 Club Copyright for Volunteer-Generated Materials

General Statement

It is the policy of the board that The Mountaineers will retain the copyright on all materials produced for the club by volunteer writers and designers.

Reference

Executive Committee, February, 1995

Purpose

To avoid any restriction on the club's use of volunteer-generated materials.

To define the right of volunteer writers and designers to use their research and/or development work as the basis of separately prepared work.

To prevent misunderstandings with respect to works produced by volunteers.

Specific Provisions

The writer/designer freely gives to The Mountaineers all rights, including that of copyright to his or her written material/design and thus places no restrictions on the Mountaineers' present and future uses of the material whatsoever.

The Mountaineers may use, abridge, condense, create derivative works from, etc. the original material.

The Mountaineers has non-exclusive access to and the right to create works from a writer's original research notes. This access and right is in addition to whatever purposes the writer wishes to make of them.

The Mountaineers agrees that a volunteer writer retains the right to sell to interested third parties separately prepared materials based on his or her original research so long as such work does not contain verbatim extracts longer than 200 words each from the material for which The Mountaineers owns the copyright, and are reworked so that a prudent person would consider them separate works.

The Mountaineers agrees that a volunteer designer retains the right to sell to interested third parties separately prepared materials or designs based on his or her orginal sketches or designs so long as the material is reworked so that a prudent person would consider them separate works.

The Mountaineers logo may never be used in non-Mountaineers publications without the express written permission of The Mountaineers.

Implementation

When writers or designers volunteer for The Mountaineers, work produced will be copyrighted in the name of The Mountaineers.

Staff or Committee chairpersons will inform all volunteers of this policy before they begin work on behalf of The Mountaineers.

Wherever possible, the work of volunteer writers and designers will be prominently attributed to them in print within the work itself. For example, a volunteer may be credited as the author of a piece, but The Mountaineers will retain the copyright.

At The Mountaineers' option, a written agreement concerning copyright will be signed by the executive director or the books director and the volunteer(s).

Copyright for Volunteer-generated Materials (427)

Policy Statement

It is the policy of the Mountaineers to obtain written copyright agreements for using volunteer-generated materials it intends to publish or sell.

Application

1. When work done by volunteer writers, artists, or designers will be included in a Mountaineers publication or product, a written agreement shall be signed by the volunteer assigning the copyright to the Mountaineers.
   - For Mountaineers Books projects, a written copyright agreement shall be signed by the publisher of Mountaineers Books and the volunteer.
   - For other projects, a written copyright agreement shall be signed by the Executive Director and the volunteer.

   Exception: For periodicals, a written copyright agreement is not required for work by volunteer writers and contributors.

2. Volunteer writers retain the right to sell to third parties separately prepared materials based on their original research, designs, or sketches so long as:
   - Written work does not contain verbatim extracts longer than 200 words each from the material for which The Mountaineers owns the copyright. The new material shall be reworked so that a prudent person would consider them separate works.
   - Designs and sketches are reworked from the material for which The Mountaineers owns the copyright so that a prudent person would consider them separate works.

3. Whenever possible, the work of volunteer writers, artists, and designers will be prominently attributed to them in print within the work itself.

Responsibilities

The publisher of Mountaineers Books is responsible for implementing this policy regarding volunteer-generated work for publication by Mountaineers Books.

The Executive Director is responsible for implementing this policy regarding volunteer-generated work for all other activities involving publication or sale.