

THE MOUNTAINEERS

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

January 5, 2012

Officers:

President – Tab Wilkins

President-Elect – Gavin Woody

Secretary – Lorna Corrigan

Treasurer – Mona West

VP Publishing – Don Heck

VP Properties – Dave Claar

Board of Directors:

Directors at Large:

Rich Draves

Tom Varga

John Ohlson

Mark Scheffer

Lee Fromson

Dan Lauren

Matt Sullivan

Gene Yore

Branch Directors:

Steven Glenn – Bellingham

Evy Dudey – Everett

Gerry Haugen – Foothills

Jimmy James – Kitsap

Kirk Alm – Seattle

Jim Feltus – Tacoma

Mike Riley – Olympia

Board Members Absent:

Gerry Haugen

Mark Scheffer

Executive Director:

Martinique Grigg

Executive Publisher:

Helen Cherullo

Guests Present:

Mary Hsue

Leann Arend

Lynn Hyde

Patty Claar

Ed Henderson

Eric Linxweiler

Kara Stone

Leah Schulz

Lisa Berntsen

Dave Shema

Call to Order:

The meeting was called to order at 6:50 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

It was moved by Don Heck and seconded to amend the agenda to move the Old Business item of discussion of technology investment and the New Business item of approval of the Officer Slate of Candidates ahead of Officer/Staff Reports; to include under New Business a discussion of a gift to the family of the slain Mt. Rainier Ranger; and to add to New Business a request for a motion to approve the appointment of Gene Yore to the Books Governance Board. The motion to amend carried and the agenda was approved as amended.

Approve Minutes of the November 3, 2011, Meeting:

It was moved by Rich Draves and seconded by Evey Dudey to approve the minutes of the November 3, 2011, meeting of the Board. The motion carried.

New Business

1. Technology Investment

It was moved by Steve Glenn and seconded by Kirk Alm to approve the use of Program Development reserves not to exceed \$35,000 to fund the technology engagement and feasibility assessment. It was moved by Rich Draves and seconded by Steve Glenn to amend the motion to substitute the reference in the main motion to \$35,000 with \$46,250. The motion to amend carried. The main motion as amended carried.

2. Slate of Officers

President Tab Wilkins, John Ohlson, and Dan Lauren were excused at 7:15 p.m., and Secretary Lorna Corrigan convened an executive session of the Board to consider the proposed slate of officers beginning March, 2012. Eric Linxweiler, Martinique Grigg and Helen Cherullo were invited to remain. The executive session was concluded and the Board reconvened in regular session at 7:28 p.m. A motion was made by Don Heck and seconded by Gene Yore to approve the following slate of officers for terms beginning March 2012, with the officer of Treasurer yet to be filled:

President-Elect: Dan Lauren

Secretary: John Ohlson

Vice President of Publishing: Lisa Berntsen

Vice President of Properties: Tab Wilkins

The motion carried.

Officer/Staff Reports:

President Tab Wilkins Reported:

President Wilkins reported that he had attended the Board Retreat at the Baker Lodge, had attended the most recent Exec Com meeting, had visited Olympia, and was working on the Executive Director Review.

President-Elect Gavin Woody:

Gavin Woody reported that the management committee was working on coordinating Snowshoe Standards.

Executive Director Martinique Grigg:

See attached.

Secretary Lorna Corrigan:

Lorna Corrigan reported that the next bi-monthly meeting of the Board will be changed from March 1, 2012 to Saturday, March 3, 2012, at 7 p.m., following the conclusion of the Board Retreat at the Program Center. The 2012 Fall Retreat will be held on the weekend of November 9, 10 at Stevens Lodge.

Treasurer Mona West:

Monthly financials and an Audit update were presented.

Books Publisher Helen Cherullo Reported:

Vice President of Properties Dave Claar:

Committee and Staff Reports:

Branch Relations

Dan Lauren

Board Retreat Summary

Martinique Grigg, Tab Wilkins

Old Business:

New Business:

1. Vanguard Authorization

Leann Arend

It was moved by Kirk Alm and seconded to adopt the Vanguard Resolution providing for authorized signators on the Vanguard account. The motion carried.

2. Baker Lodge Capital Request

It was moved by Dave Claar and seconded by Don Heck to approve the use of Baker Lodge reserves to fund the construction and replacement of the roof not to exceed \$38,000 without approval from the Director of Finance. The motion carried.

3. Board Fundraising Policies

It was moved by Kirk Alm and seconded by Gene Yore to approve the Board Fundraising Policies as presented. The motion carried.

4. Board Financial Policies

It was moved by Don Heck and seconded by Dave Claar to approve the Board Financial Policies. It was moved by Jim Feltus and seconded to amend the main motion so that after the language "finance committee" in the final bullet under the paragraph entitled "Budgeting", the language "which will work with organizational units to determine appropriate actions and/or make a recommendation to the Board." would be inserted, and the remainder of the original sentence, consisting of "who will determine appropriate action.", would be deleted. The motion to amend carried. Dave Claar called the question on the main motion, and was seconded by Kirk Alm. The main motion as amended carried.

5. Business Membership

It was moved by don Heck and seconded by Kirk Alm to approve the creation of a new membership titled business membership with final pricing to be established by the Executive Director. The motion carried.

6. Grant to Family of Slain Mt. Rainier Ranger

It was moved by Mike Riley and seconded by Rich Draves to gift \$10,000 to the family of the slain Mt. Rainier Ranger. Matt Sullivan moved to amend the motion to provide for a gift of funds matching donations made by Mountaineer members. Matt Sullivan then withdrew the motion. The main motion failed.

7. Appointment of Gene Yore to Books Governance

It was moved by Don Heck and seconded by Kirk Alm to appoint Gene Yore to the Books Governance Board. The motion carried.

Good of the Order:

Adjournment:

The meeting was adjourned at 9:55 p.m.

Attachment List:

Executive Director's report

Proposed Board Fundraising Policies

Proposed Board Financial Policies

Vanguard Account Resolution

To: Mountaineers Board of Directors

From: Martinique Grigg

Date: December 29, 2011

Subject: Executive Director Report: November and December

Summary Highlights

Successful Banff. Audit completed. REI Foundation grant for youth programs! Preliminary year end numbers exceeded budget on several measures and 3 yr plan. Continued progress with fundraising goals, membership, youth and conservation programs.

Membership and Member Services

We ended November with membership essentially flat (-0.4%) to last year, and -0.8% over prior month which follows the same seasonal pattern as last year. Most of the decline was in Everett and Seattle individual memberships, likely driven by Seattle's 1 year basic course memberships expiring without renewal.

	CURRENT YEAR		GROWTH		PREVIOUS YEAR	
	NOV	OCT			NOV	OCT
Membership Totals	2011	2011	MoM (Mth over Mth)	YoY (Yr over Yr)	2010	2010
TOTAL Members (TOTAL # MEMBERS)	9677	9755	-0.8%	-0.4%	9719	9743
NEW Members	150	169	-11.2%	19.0%	126	168
Rejoined / Reinstated Members	18	41	-56.1%	-50.0%	36	69
Dropped / Lapsed Members	(257)	(175)	46.9%	37.4%	(187)	(152)
Renewed Members ALL	365	269	35.7%	17.7%	310	328
% Retention Rate (Renewed/(renewed+drops))	58.7%	60.6%				
TOTAL PAID memberships	7781	7807	-0.3%	-2.6%	7985	8035
Membership Revenue (actual)	\$39,768	\$43,822	-9.3%	16.6%	\$34,097	\$43,404

	NOV	NOV
Membership By Branch	2010	2011
BELLINGHAM	160	173
EVERETT	840	812
FOOTHILLS	277	302
KITSAP	225	206
NO AFFILIATION	12	25
OLYMPIA	680	671
SEATTLE	6496	6450
TACOMA	1029	1038
Grand Total	9719	9677

	NOV	NOV
Membership by Category	2010	2011
Individual	5309	4932
Family	2521	2603
Senior	841	1118
Other	987	919
Contributing	61	105
Grand Total	9719	9677



- Ran 2 new member promotions at Banff and gift membership drive generating approx 50 new memberships.
- Redrafted membership brochure and created member banner.

Member and Public Events, Outreach

- Banff was a success sold out all 3 evenings revenue was down but profit was steady to last year due to donated alcohol.
- Member services handled 1,360 contacts in the month of November.

Education Programs

Youth & Family

- Youth Outreach- hosted over 100 kids at Mountain Workshops programs. Groups participating including Hope Place Shelter, John Muir elementary, girl scouts and cub scouts and YMCA.
- New Family Adventure programs: Salmon Safari in Kitsap, long distance hiking with kids seminar.
- Venturing- Deception pass overnight.
- New education intern started.
- Family climbing days.

Conservation

Policy Work

- Hosted a stakeholder meeting of Mountaineers leaders and regional recreation interests with state agency representatives to discuss the Discover Pass legislation.
- Worked in coalition with Access Fund, Washington Climbers Coalition and American Alpine Club to coordinate an American Alps Legacy Campaign meeting focused on climber concerns with park expansion.
- Coordinated a coalition of regional organizations for a recreation-specific response to Okanogan-Wenatchee National Forest Plan Revision – facilitated conference calls, planning meetings and a four-hour dialogue with OWNF staff at their Wenatchee Headquarters.
- Facilitated Board Committee on Policy meeting to determine 2012 Outdoor Advocacy Agenda.
- Recruited participation in congressional workshops from membership in 6th congressional district for Wild Olympics campaign.
- Research and communication around Crystal Springs Sno-Park issues.

Outreach (Events, literacy, member engagement etc)

- Represented Mountaineers at Outdoor Alliance Summit in Golden, Colorado.
- Meeting with Mt. Baker-Snoqualmie and Okanogan-Wenatchee National Forests to discuss partnerships.
- Meeting with Eddie Baer to explore advocacy priorities and potential for better collaboration.
- Interviewed four top candidates, selected and trained new six-month term Public Lands Programs Intern.
- Assisted volunteer coordination of scramble database updates for destinations in Alpine Lakes Wilderness.
- Conducted a Mountaineers Foundation Rhododendron Preserve Planning Session.

Stewardship

- Attended Washington Climbers Coalition meeting and identified four climbing stewardship opportunities for partnership.
- Made contact with Washington Department of Fish and Wildlife to coordinate site visit for potential toilet installation at Vantage .
- Attended partnership meeting with Washington Trails Association to discuss potential trail work party collaboration.
- Administration of Cle Elum district winter use permit for Nordic courses.



Development

Peak Society

- Peak Society has grown to 40 members (from 15 in June), we completed our matching campaign. We surpassed our goal of 30 by end of FY 2010-2011.

Year End Campaign

- Total \$10,000 to date up 84% to same time last year.

REI Foundation Grant

- Received \$50k grant from REI Foundation to support our youth programs.

Staff

Performance Reviews

- Conducted performance reviews on all staff members.
- Executive Director participating in a 360 degree assessment with a probono consultant introduced by Tom Varga.
- Executive Director review underway.

Changes

- Emily Noel, Development Coordinator's last day is 12/30. We will be backfilling her position.
- Eileen Allen is retiring February 29th. We will be hiring a replacement.
- Sarah Krueger's title is now Public Lands Program Manager.

Training

- Director of finance attended nonprofit finance training.
- Executive Director and Public Lands program Manager attended Land management partnership conference in Golden, CO early December.



Policy for Establishing Restricted Funds

This process shall be followed when establishing a restricted fund for tracking and disbursing money.

A proposed fund shall be discussed with the Mountaineers Director of Development and Mountaineers Director of Finance to ensure the coordination of applications to various sources.

A Fund Establishment Application must be completed and signed by the fund sponsor and relevant sponsoring committee or staff member (i.e. branch council, Executive Director, Executive Publisher, activity committee chair in cases of club-wide responsibilities such as Safety or Managing Committee).

Applications shall then be forwarded to the Executive Director or Executive Publisher and Finance Director for final approval using the following guidelines:

- The programs supported by the fund fulfill the Mountaineers Strategic Plan and budget priorities
- The fund fulfills the branch or sponsoring entity Strategic Plan
- There is clear, long-term volunteer support or planned staff support for the program supported by the fund
- There is a plan for a minimum of \$5,000 to be raised within six months of application approval

The fund shall not be established unless it has been approved by the Executive Director or Executive Publisher. The Executive Director or Executive Publisher may reject the submission of the application if it does not meet the requirements above or may refer the project to the Development Committee for further consideration.

Any rejected application may subsequently be submitted to the Development Committee for review, revision and recommendation for resubmission to the relevant sponsoring committee or staff member and Executive Director or Executive Publisher as appropriate.

Approved funds shall be reported to the Development Committee and to the overall Board of Directors at the next Board meeting.

The Mountaineers shall honor requests from donors regarding how funds are to be used and how the donor is recognized.

Specific funds not used within 3 years may revert to the general fund or another fund at the Executive Director's or Executive Publisher's discretion and as long as donor intent is respected. Executive Director will report such transfers to the Treasurer and donor.

Donations and corporate matching dollars may be directed to an established fund.

The Mountaineers staff will charge an administrative fee for administering, assisting and tracking funds to assist in recouping the overhead costs incurred by supporting volunteer fundraising efforts. The fee will be set by the Executive Director with Finance Committee approval.

Responsibilities:

The Executive Director is responsible for administering this policy.



Fundraising Policy for Restricted Fund Initiatives

This process shall be followed when developing any fundraising initiative which identifies The Mountaineers as the recipient.

A proposed fundraising initiative shall be discussed with the Mountaineers Director of Development to ensure the coordination of applications to various sources. Only fundraising initiatives over \$5,000 can be restricted, initiatives under \$5,000 must be directed to an established fund.

A Fundraising Initiative Application must be completed and signed by the fund sponsor and relevant sponsoring committee or staff member (i.e. branch council, Executive Director, Executive Publisher, activity committee chair in cases of club-wide responsibilities such as Safety or Managing Committee). A draft fundraising plan and financial plan for sustainability must be attached. A fundraising plan shall include: a written work plan including scope, budget, and schedule; proposed funding sources; and a description of proposed fundraising methods.

The signed application shall then be forwarded to the Executive Director or Executive Publisher, Finance Director and Director of Development for final approval using the following guidelines in priority order:

- The initiative fulfills the Mountaineers Strategic Plan and budget priorities
- The initiative fulfills the branch or sponsoring entity Strategic Plan
- The initiative includes a clear financial plan for sustainability of the program, if necessary
- The initiative includes a clear fundraising plan with timeline and sources identified
- There is clear, long-term volunteer support or planned staff support for the project
- The initiative meets the project requirements of any sponsoring or funding entity

The fundraising initiative shall not be undertaken unless it has been approved by the Executive Director or Executive Publisher. The Executive Director or Executive Publisher may reject the submission of the initiative if it does not meet the requirements above or refer the application to the Development Committee for further consideration.

Members are encouraged to submit fundraising initiatives during the annual budget process to allow for adequate planning and budgeting. Any fundraising initiative that is approved as part of the regular annual Mountaineers Budget process is in compliance with this policy. Any unbudgeted initiatives must adhere to current board policy for unbudgeted expenditure approvals.

Any rejected application may subsequently be submitted to the Development Committee for review, revision and recommendation for resubmission to the relevant sponsoring committee or staff member and Executive Director or Executive Publisher as appropriate.



Fundraising Policy for Restricted Fund Initiatives

Approved fundraising initiatives shall be reported to the Development Committee and to the overall Board of Directors at the next Board meeting. If project request is greater than \$40k the board must approve the final request.

The Mountaineers shall honor requests from donors regarding how funds are to be used and how the donor is recognized.

The Mountaineers staff will charge an administrative fee for assisting with fundraising work plan development, and administering, assisting and tracking grants or fundraising initiatives in order to partially recoup the overhead costs incurred by supporting volunteer fundraising efforts. The fee will be set by the Executive Director with Finance Committee approval.

Responsibilities:

The Executive Director or Executive Publisher are responsible for administering this policy.



Fundraising Sponsorship Policy

The purpose of a sponsorship agreement is to support the mutual objectives of two organizations helping people enjoy the outdoors, publish information about the outdoors and support the conservation and recreation access goals of these organizations.

It is the intention of the Mountaineers to develop sponsorships with other organizations including:

- Any non-profit, for-profit or governmental organization that provides information, goods, services or programming in support of outdoor recreation, conservation or other outdoor activities;
- Any for non-profit, for-profit or governmental organization that seeks affinity with outdoor organizations for the purposes of enhancing the outdoor recreation, health, information or conservation experience;

A Sponsorship Agreement shall be defined as having the following characteristics:

- A set of mutually beneficial goals between The Mountaineers and the sponsoring organization that include responsible social goals related to the outdoors;
- A willingness to exchange financial support both funded and in-kind;
- A willingness to provide cooperative brand identity

Only the Executive Director or Executive Publisher may enter into a Sponsorship Agreement and may work with the Development Committee in establishing relationships.

Sponsorships shall be reported to the Board and Development Committee. It is preferable that sponsorships are noted as part of the Annual Budgeting process, but should be reported at the Board meeting after execution of any sponsorship agreement.

When entering into a Sponsorship Agreement, The Mountaineers must abide by established privacy policy and established board policy on member privacy.

5. Certification and Indemnification

If signing to authorize persons to act on the Organization's own Vanguard accounts, confirm the following by signing on page 7:

- Each of the authorized signatories listed in this section is duly authorized by resolution of the board of directors or other governing body of the organization, or under the organization's charter or other organizing document, to act on behalf of the organization in connection with any Vanguard mutual fund and/or Vanguard Brokerage Services accounts owned by the organization. Each such signatory is authorized to invest the assets of the organization; obtain information and give instructions for the purchase, sale, exchange, or transfer of securities; engage in margin and option trading on Vanguard Brokerage Services accounts owned by the organization; and execute any necessary documents in connection with those securities and/or the Vanguard accounts owned by the organization.
- Each of the additional authorized persons listed in this section is authorized to act on behalf of the organization in connection with the any Vanguard mutual fund and/or Vanguard Brokerage Services accounts owned by the organization. Each such additional authorized person is authorized to invest the assets of the organization; obtain information and give instructions for the purchase, sale, exchange, or transfer of securities; and engage in margin and option trading on Vanguard Brokerage Services accounts owned by the organization. However, the additional authorized persons are not authorized to execute any documents in connection with the organization's accounts.

The organization authorizes Vanguard's custodian bank to honor checks drawn by the authorized signatory(ies) on the Vanguard fund account(s) listed in Section 3 and to effect a redemption of sufficient shares on the account(s) to cover payment of such checks. I/We understand that:

- This privilege may be amended or terminated at any time by the fund or the bank; and neither shall incur any liability to me for such amendment or termination, or for honoring such checks, or for effecting redemptions to pay such checks, or for returning checks that have not been accepted.
- No check shall be issued or honored, or redemption effected, for any amounts represented by shares unless payment of such shares has been made in full and any checks given in such payment have been collected through normal banking channels.
- Checks drawn on an organization account will require the signature of one authorized signatory unless indicated otherwise in Section 3.
- This privilege is subject to all the terms and conditions stated in the fund's prospectus.

