



The Mountaineers

Minutes of the Meeting of the Board of Directors

August 7, 2014

Unofficial Summary

1. Updated Mountaineers Books board policy to remove the VP Publishing's responsibility for approving all author contracts involving royalty payments for new titles
2. Endorsed the decision to join Outdoor Alliance to further our conservation and responsible recreation work
3. Approved general direction of the Snoqualmie Task Force; sale proceeds are to further our Mission
4. Endorsed the slate of candidates for Board Directors at Large
5. Approved the annual Publishing budget
6. Conditionally approved the annual Programs budget with use of Josendahl education board reserve fund to fund youth, adult and youth education activities

Board Members Present

Officers

President – Dan Lauren

Secretary – Evy Dudey

Treasurer – Steve McClure

Geoff Lawrence - VP Outdoor Centers

VP Publishing – Eric Linxweiler

Directors at Large

Lorna Corrigan

Rich Draves

John Ohlson

Leah Schulz

Gene Yore

Branch Directors

Patrick Mullaney – Seattle

Harlan Brown – Everett

Henry Romer – Olympia

Jim Feltus – Tacoma

Cheryl Talbert – Foothills

Ken Small – Bellingham

UW Board Fellow (non-voting)

Ryan Osher

Skadi von Reis Crooks

Board Members Absent

President- Elect – Kara Stone

Retiring President – Gavin Woody

Lee Fromson

Chloe Harford

Matt Sullivan

Tom Varga

Vern Brown – Kitsap

Executive Director

Martinique Grigg, present

Executive Publisher

Helen Cherullo, present

Director of Finance & Operations

Leann Arend, present

Director of Development & Communications

Mary Hsue, present

Publishing CFO

Art Freeman, present



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Guests Present

Tab Wilkins
Richard Levenson

Fran Troje
Heidi Mathisen
Lynn Hyde

Call to Order:

The meeting was called to order at 6:05 p.m. by The Mountaineers' President Dan Lauren. The President, Secretary, Treasurer, VP-Outdoor Centers and VP-Publishing were present. A quorum (majority of the Board) was present.

Approve Agenda:

It was moved by Ken Small and seconded to approve the agenda. Motion carried.

Approve Minutes of the May 2014 Meeting:

It was moved by Eric Linxweiler and seconded to approve the minutes of the May 2014 meeting of the Board. The motion carried.

Consent Agenda:

It was moved by Lorna Corrigan and seconded to approve the consent agenda to:

- Update Books Policy: To update Mountaineers Books board policy to delete the following from the responsibilities of VP of Publishing "Approving all author contracts involving royalty payments for new titles to be published by Mountaineers Books." (See VP Publishing report in Board Packet for description and context)
- Endorse The Mountaineers joining Outdoor Alliance: We endorse the decision to join Outdoor Alliance to further our conservation and responsible recreation work (see Executive Update in Board packet for more context).

The motion carried.

Old Business:

None

New Business: (refer to Board packet for details on reports)

Snoqualmie Task Force Interim Report

Report by Tab Wilkins & Committee

Lorna Corrigan moved to approve general direction of the Committee and clarify that sale proceeds are to further our Mission. It was seconded and passed.

Technology Update and IT Governance

Report by Leann Arend and Jeff Bowman



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Branch Representation Discussion
Report by Dan Lauren

Fundraising update
Report by Mary Hsue

Candidates for Board Director at Large

It was moved by Leah Schulz and seconded to approve the below motion. The motion carried.

Proposed Motion: Move to endorse the slate of candidates as presented:

- Brian Young
- Lorna Corrigan (running for a second term)
- Gene Yore (running for a second term)

Budget

- Publishing

It was moved by Lorna Corrigan and seconded to approve the below motion. The motion carried.

Proposed Motion: To approve the Publishing budget as presented.

- Programs

It was moved by Lorna Corrigan and seconded to approve the below motion. The motion carried.

“Proposed Motion: To approve the Programs budget as presented with use of Josendahl education board reserve fund to fund youth, adult and youth education activities. With the following conditions: Conditional on no capital spent on Outdoor Centers without finance committee approval and formation of a new Committee with the following mandate: *Work with Outdoor Centers and current program committees to become cash flow positive by aligning their operations.*”

Executive Session:

It was moved by Jim Feltus and seconded to move into Executive Session with Helen and Martinique remaining in the room. Motion passed.

Update on legal action

It was moved by Jim Feltus and seconded to adjourn the Executive session. Motion passed.

16 out of 23 Directors and Officers are present tonight.

The next meeting will be at 6:30pm on October 2, 2014 at the Seattle Program Center.

Adjournment:

Lorna Corrigan moved to adjourn; this was seconded and approved. The meeting was adjourned at approximately 9:28 p.m.

Submitted by Evy Dudey, Secretary, The Mountaineers
Approved by the Board of Directors October 2, 2014