



The Mountaineers

Minutes of the Regular Meeting of the Board of Directors

January 8, 2015

Location: Mountaineers Publishing/Harbor Island

6:30-9:00 PM

1. Conflict of interests have been disclosed to The Mountaineers Board of Directors from the Board President per our conflict of interest policy.
2. Approved Seattle Climbing Committee's request for \$30k for the Friction Slab project.
3. Approved to add Tom Varga to the Investment Committee
4. Approved \$20,000 in preliminary funds for phase one of an eLearning program. Program Lead: Mountaineers Books
5. Approved to solicit purchase offers from qualified buyers for the Snoqualmie property.

Board Members Present

Officers

President – Dan Lauren
 President- Elect – Leah Schulz
 Secretary – Evy Dudey
 Treasurer – Steve McClure
 VP Outdoor Centers – Geoff Lawrence
 Retiring President – Gavin Woody

Directors at Large

Lorna Corrigan
 Chloe Harford
 Gene Yore
 Brian Young
 Matt Sullivan
 John Ohlson
 Tom Varga

Branch Directors

Harlan Brown – Everett
 Ken Small – Bellingham
 Henry Romer – Olympia
 Jim Feltus – Tacoma

Cheryl Talbert – Foothills Director

UW Board Fellows (non-voting)

Ryan Osher
 Skadi von Reis Crooks

Board Members Absent

VP Publishing – Eric Linxweiler
 Patrick Mullaney – Seattle
 Vern Brown – Kitsap
 Steve Swenson
 Kara Stone

Guests

Snoqualmie Task Force
 Tab Wilkins
 Joe Sambataro
 Publishing
 Doug Canfield
 Kate Rogers
 Margaret Sullivan
 Lace Thornberg

Executive Director

Martinique Grigg, present

Executive Publisher

Helen Cherullo, present

Director of Finance, Publishing

Art Freeman, present

Director of Development & Communications

Mary Hsue, present

Director of Education

Becca Polglase, present



The Mountaineers

Call to Order:

The meeting was called to order at 6:35 p.m. by the Mountaineers President Dan Lauren at Mountaineers Books. The President, President-Elect, Treasurer, VP Outdoor Centers, and Secretary were in attendance. A quorum was established.

Approve Agenda:

It was moved by Tom Varga and seconded to approve the agenda. Motion adopted.

Approve Minutes of October and November 2014 Meeting:

It was moved by Leah Schulz and seconded to approve the minutes from October's and November's Board meetings as included in packet. Motion adopted.

Consent Agenda:

It was moved Cheryl Talbert and seconded to approve the following items in the consent agenda. Motion adopted.

- Conflict of interest - annual actual or potential conflict of interests have been disclosed to The Mountaineers Board of Directors from the Board President per our conflict of interest policy.
- Friction Slabs - BOD approves Seattle Climbing Committee's request (with Seattle Branch support) that an additional \$30k of branch reserves be designated to the Friction Slab project.
- Investment Committee-to add Tom Varga to the Investment Committee

New Business:

- Beyond the Book:
Mountaineers Books eLearning presentation Helen Cherullo
with Doug Canfield

It was moved by Matt Sullivan and seconded to adopt the following motion. Motion adopted after debate.

The Mountaineers Board of Directors moves to approve \$20,000 in preliminary funds for phase one of an eLearning program, which would include development of program framework, identifying an outside educational/software consultant, and determining scope of work and budget. Funds would be sourced from the \$160,000 Board-endorsed plan for eLearning from Mountaineers bequest.

Program Lead: Mountaineers Books

Unfinished Business:

Officer, Staff, Committee Reports:

Dan Lauren

Detailed information included in packet

- Collaborations update Lorna Corrigan
- Snoqualmie update Tab Wilkins

Proposed motion: Refer to resolution in packet and see below

Executive Session: Snoqualmie property information (15 minutes)



The Mountaineers

Leah Schulz moved that the Board go into executive session. It was seconded and adopted.
Dan Lauren moved that all present are invited to remain. It was seconded and adopted.
Ken Small moved that the meeting come out of executive session. It was seconded and adopted.

Proposed Motion: It was moved by Geoff Lawrence and seconded to solicit purchase offers from qualified buyers for the Snoqualmie property. Motion adopted after debate and after Ken Small called for the question -was seconded and passed.

- Technology Update
- Publishing
- Treasurer
- Development Program fundraising report
Save the date for 4/11/15 special fundraising event, goal \$250,000

Martinique Grigg
(see Board packet)
Steve McClure
Mary Hsue

Good of the Order:

Executive Session:

Executive Compensation (15 minutes)

Tom Varga moved that the Board go into executive session with only Board members attending. It was seconded and adopted.

Lorna Corrigan moved that the meeting come out of executive session. It was seconded and adopted.

The next meeting will be at the Seattle PC on March 28, 2015.

18 out of 23 Directors were present.

Adjournment:

It was moved by Tom Varga and seconded to adjourn the meeting. Motion adopted. The meeting was adjourned at approximately 9:25 p.m.

Submitted by Evy Dudey, Secretary, The Mountaineers
Approved by the Board of Directors 3/28/2014