



# The Mountaineers

Minutes of the Regular Meeting of the Board of Directors

January 21, 2016

Location: Mountaineers Seattle Program Center

6:00-9:00 PM

## Unofficial Summary

1. Youth Programs policy was amended
2. Officer elections (terms starting March 19, 2016):
  - President - Geoff Lawrence
  - President Elect – Lorna Corrigan
  - Secretary – Carry Porter
  - Treasurer - Brian Young
  - Vice President of Properties – Tom Varga
  - Vice President of Publishing – Eric Linxweiler
3. VP Branches election- Tab Wilkins; Director at Large election – Steve McClure
4. Branch Finance Resolution adopted and Financial Management Policy revised
5. Snoqualmie Proposal Resolution revised
6. Authorized FY2016 budget contingencies based on donation

### **Board Members Present**

#### **Officers**

President – Dan Lauren  
 Secretary – Evy Dudey  
 Treasurer – Steve McClure  
 VP Outdoor Centers – Geoff Lawrence  
 VP Publishing – Eric Linxweiler

#### **Directors at Large**

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

### **Branch Directors**

Vern Brown – Kitsap  
 Jim Feltus – Tacoma  
 Ken Small – Bellingham  
 Henry Romer – Olympia  
 Cheryl Talbert – Foothills

Joe Dennis - UW Board Fellow  
 (non-voting)

### **Board Members Absent:**

Harlan Brown – Everett  
 Patrick Mullaney - Seattle  
 Leah Schulz - President- Elect  
 Kara Stone – Director at Large

### **Guests: (presenting)**

Adam Forest

### **Interim Executive Director**

Elizabeth Lunney

### **Executive Publisher**

Helen Cherullo

**Director of Development & Communications**

Mary Hsue

**Chief Operating Officer**

Leann Arend

**Director of Education**

Becca Polglase

**Call to Order:**

The meeting was called to order at 6:00p.m. by The Mountaineers President Dan Lauren at The Mountaineers Seattle Program Center. The President, Treasurer, VP Outdoor Centers, VP Publishing, and Secretary were in attendance. A quorum was established.

**Adoption of Agenda:**

It was moved by Jim Feltus and seconded to approve the agenda as amended\*. Motion adopted.

\*Geoff Lawrence moved to amend the agenda for updated resolution regarding the sale of Snoqualmie property. This motion was seconded and adopted.

**Approve Minutes of October 2015 Meeting:**

It was moved by Brian Young and seconded to approve the minutes from October Board meeting as included in packet. Motion adopted.

**Consent Agenda:**

It was moved by Gene Yore and seconded to approve the following item in the consent agenda as amended\*. Motion adopted.

\*Eric Linxweiler moved to amend the policy to include the addition per Ruth Nielsen as follows in addendum. This was seconded and adopted. (see addendum)

- Youth Program Policies Becca Polglase  
MOTION: The Board approves the amendments to the youth programs policies as included in the January 21<sup>st</sup> board packet.

**Executive Session:**

Search update (part 1) and personnel topics (part 2) ~30 minutes

Tom Varga moved that the board go into executive session. It was seconded and adopted.

Evy Dudey moved that Helen Cherullo, Elizabeth Lunney and Adam Forest remain for part 1 and that Helen remains for part 2. It was seconded and adopted.

Chloe Harford moved that the meeting come out of Executive Session. It was seconded and adopted.



# The Mountaineers

## New Business:

- 2016-2018 Officer Elections

Dan Lauren

All officers were nominated by the Nominating Committee (Gavin Woody, Chair). Only the Directors at Large and Branch Directors voted, and all candidates were individually voted into office with terms beginning at the March 19, 2016 board meeting:

- President - Geoff Lawrence
- President Elect – Lorna Corrigan
- Secretary – Carry Porter
- Treasurer - Brian Young
- Vice President of Properties – Tom Varga
- Vice President of Publishing – Eric Linxweiler

Tab Wilkins was nominated by the Nominating Committee for the new position of Vice President of Branches. All board members were eligible to vote (as this is not yet an approved bylaws officer position), and he was voted into position, effective immediately.

Lorna, Brian and Tom all resigned their positions as Directors at Large effective at the beginning of the March board meeting.

Steve McClure was nominated by the Nominating Committee and was voted into position as Director at Large effective at the beginning of the March board meeting, and serving through the remainder of this year's term (~11/1/16). It is anticipated that the remaining two directors at large positions will be filled at the March board meeting.

- Branch Finance Proposal

Dan Lauren

- Proposed Resolution

Lorna Corrigan moved to adopt the Branch Finance proposal as in the board packet. This was seconded and adopted.

- Proposed amendments to Financial Management Policy

Gene Yore moved to adopt the Financial Management Policy as in the board packet. This was seconded and adopted.

- Snoqualmie Proposal Resolution Update

Geoff Lawrence

Our legal counsel advised that Martinique Grigg's name in the Resolution for transaction of sale of Snoqualmie Property be updated to Elizabeth Lunney, and the position name to be updated from Executive Director to CEO, in the event that this transaction closes after Elizabeth leaves. Geoff Lawrence made a motion to approve the revised version (see addendum "Resolution of the Board of Directors of The Mountaineers Authorizing transaction for sale of The Mountaineers Snoqualmie Property"). The motion was seconded and adopted.



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- Governance Committee Eric Linxweiler  
Proposed Governance Committee Charter (intended to be brought to board vote in March)

- Finance Update Elizabeth Lunney  
Authorize FY16 budget contingencies:  
Lorna Corrigan moved, and it was seconded, that the board approve release of contingencies based on satisfaction of requirement of performance-to-budget as stated.  
“The following expenses to be contingent on revenue milestones (achieve 90% YTD budgeted membership revenue through 1/31 and 90% development revenue YTD at both 1/31 and 4/30 depending on success of event.)  
35k Volunteer Initiative Expense  
15k Contract services for non-member survey  
30k Technology investment mobile optimization  
20k Consulting- risk management”

Tom Varga called for the question. This was seconded and adopted. The original motion (above) was adopted.

- Strategic Plan Update Lorna Corrigan

## **Unfinished Business:**

### **Officer, Staff, Committee Reports:**

*Detailed information included in packet*

- Publishing Update Helen Cherullo  
Helen provided an outline of the efforts made by the publishing staff that resulted in a "hit book" for the holiday season-- THE LIVING BIRD. The book was published in partnership with the prestigious Cornell Lab of Ornithology honoring its 100-year anniversary.
- 2016 Fundraising Events Mary Hsue

## **Good of the Order:**

Dan Lauren thanked the outgoing officers for their service: Steve McClure, Leah Schulz, and Evy Dudey.

Steve McClure said that registration for Seattle Branch's Condensed Alpine Scrambling Course (FKA Alpine Scrambling Intense) and Intense Basic Climbing is coming up soon. He invited any board members or program/publishing staff that are interested in participating to contact him.

Lorna Corrigan reported on her/Evy Dudey's visit to Baker Lodge, and conversations with members.

The next meeting will be at the Seattle PC on Saturday March 19, 2016, after the board retreat.

18 out of 22 Directors were present.

Dan did the happy dance and passed the gavel to Geoff.



# The Mountaineers

## **Adjournment:**

It was moved by Geoff Lawrence and seconded to adjourn the meeting. Motion adopted. The meeting was adjourned at approximately 9:00 p.m.

## **Addenda:**

- Youth Policies 2016 file (amended) ([Find Youth Policies HERE](#))
- Resolution of the Board of Directors of The Mountaineers Authorizing transaction for sale of The Mountaineers Snoqualmie Property (amended) (See below)

Submitted by Evy Dudey, Secretary, The Mountaineers  
Approved by the Board of Directors <date 3/19/2016>