



The Mountaineers

Minutes of the Regular Meeting of the Board of Directors

March 19, 2016

Location: Mountaineers Seattle Program Center

1:15 PM - 3 PM

Unofficial Summary

1. Governance Committee was established and its charter was adopted
2. Managing Committee was renamed to Branch Leadership Committee and its charter was adopted
3. Pricing Committee was established and its charter was adopted
4. Charter for the Braided River Committee was adopted
5. Global Adventures Review Committee was established and its charter was adopted
6. Participation in Club Activities Policy was updated
7. Geoff Lawrence, Brian Young, and Tom Vogl were given signing authority on the Baird and Vanguard accounts
8. Tom Vogl was given signing authority to close the Snoqualmie Property
9. Evy Dudey was appointed as Director at Large

Attendance

Officers

Geoff Lawrence, President
Lorna Corrigan, President-Elect
Cary Porter, Secretary
Tab Wilkins, VP of Branches*
Tom Varga, VP Outdoor Centers
Eric Linxweiler, VP Publishing
Dan Lauren, Retiring President

Directors at Large

John Ohlson
Matt Sullivan
Kara Stone
Tom Varga
Gene Yore
Steve McClure
Evy Dudey

Branch Directors

Harlan Brown, Everett
Jim Feltus, Tacoma

Patrick Mullaney, Seattle
Henry Romer, Olympia
Cheryl Talbert, Foothills

Board Members Absent

Brian Young, Treasurer
Steve Swenson, Director at Large
Chloe Harford, Director at Large
Director at Large – vacant
Ken Small, Bellingham Branch Director
Kitsap Branch Director – vacant
Joe Dennis, UW Board Fellow

Staff

Tom Vogl, CEO
Elizabeth Lunney, Interim ED
Helen Cherullo, Executive Publisher
Mary Hsue, Director of Development & Communications
Leann Arend, COO



The Mountaineers

Call to Order

The meeting was called to order at 1:15 p.m. by The Mountaineers President Geoff Lawrence at The Mountaineers Seattle Program Center. The President, President-Elect, Secretary, VP of Branches, VP of Outdoor Centers, and VP of Publishing were present. A quorum was established.

Adoption of Agenda

It was moved by Matt Sullivan and seconded to approve the agenda. It was moved by Eric Linxweiler and seconded to amend the agenda to move the executive session to second item on the agenda. Motion adopted, as amended.

Executive Session (~10 minutes)

Eric Linxweiler moved and it was seconded that the Board go into executive session to discuss legal matters. Motion adopted.

Eric Linxweiler moved and it was seconded that Tom Vogl remain. Motion adopted.

Tab Wilkins moved and it was seconded that the Board come out of executive session. Motion adopted.

Consent Agenda

Tab Wilkins moved and it was seconded to approve the consent agenda. Cheryl Talbert moved and it was seconded to amend the consent agenda by moving the Pricing Committee resolution to new business. Motion adopted, as amended.

New Business

Pricing Committee

Eric Linxweiler moved and it was seconded to approve a resolution as follows and direct the Pricing Committee to develop a mechanism to incorporate feedback from the Branch Leadership Committee to the Pricing Committee.

“RESOLVED, that the Board of Directors hereby establishes a Pricing Committee, with the powers and duties described in the Pricing Committee’s Charter [see attached].”

Motion adopted.

Bylaws Amendments

Carry Porter notified the board of the proposed bylaw changes.

Officer, Staff, Committee Reports

Steve McClure presented the treasurer’s report. See board packet for detailed information.

Mary Hsue provided a staff report on the organization’s upcoming fundraising breakfast on May 11, 2016, 7 a.m. at the Sheraton Hotel in Seattle. Board members are asked to host a table.

Geoff Lawrence and Elizabeth Lunney provided an update on the sale of the Snoqualmie Property.



The Mountaineers

Good of the Order

The next meeting will be at the Seattle Program Center on Thursday, May 19, 2016.

Adjournment

The meeting was adjourned at approximately 3 p.m.

Addendum

Consent agenda

Submitted by Carry Porter, Secretary, The Mountaineers
Approved by the Board of Directors May 19, 2016

The Mountaineers Board of Directors

CONSENT AGENDA

March 19, 2016

1. Governance Committee (standing)

RESOLVED, that the Board of Directors hereby establishes a Governance Committee, with the powers and duties described in the Governance Committee's Charter, attached as Exhibit 1.

2. Branch Leadership Committee (standing)

RESOLVED, that the Board of Directors hereby changes the name of the Managing Committee to the Branch Leadership Committee, and amends its duties to those described in the Branch Leadership Committee's Charter, attached as Exhibit 2.

3. Pricing Committee (standing)

MOVED TO NEW BUSINESS

4. Braided River Committee (standing)

WHEREAS, the Braided River Committee was established in October 2013 to fulfill the requirements detailed in Braided River bylaws; and

WHEREAS, the Braided River Committee needs a governing charter to direct its operations;

It is hereby RESOLVED that the Braided River Committee shall have the powers and duties described in the Braided River Committee's Charter, attached as Exhibit 4.

5. Global Adventures Review Committee (ad hoc)

RESOLVED, that the Board of Directors hereby establishes an ad hoc Global Adventures Review Committee with the powers and duties described in the Global Adventures Review Committee Charter, attached as Exhibit 5.

6. Participation in Club Activities Policy Update

WHEREAS, the Board voted on January 21, 2016, to approve revised Mountaineers Youth & Family Policies; and

WHEREAS, the revised Youth & Family Policies is inconsistent with the Participation in Club Activities Policy; and

WHEREAS, it is in the Mountaineers interests to harmonize its policies;

It is hereby RESOLVED, that Paragraph 5 of the Participation in Club Activities Policy is amended to read as follows:

Youth under the age of 18 may participate in suitable club-sponsored activities, at the discretion of the leader.

- Children under age 14 must be accompanied by a parent unless the division, branch, committee, or staff sponsoring the event has established other policies. Participation is subject to the requirements in the Mountaineers Youth & Family Policies.
- Children of members shall participate at discounted rates compared to children of nonmembers.

7. Signing Authority for Baird and Vanguard Accounts

RESOLVED, that the Board of Directors hereby authorizes Geoffrey Lawrence, Board President; Brian Young, Board Treasurer; Tom Vogl, Chief Executive Officer; and Leann Arend, Chief Operating Officer ("Authorized Person(s)") to act on behalf of the Mountaineers in connection with any Baird brokerage account and Vanguard mutual fund and/or Vanguard brokerage accounts owned by the organization.

FURTHER RESOLVED, that each such Authorized Person is may 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 accounts owned by the organization; and execute any necessary documents in connection with those securities and/or the Vanguard and Baird accounts owned by the organization.

FURTHER RESOLVED, that each such Authorized Person may act on behalf of the organization in connection with any Baird brokerage account and Vanguard mutual fund and/or Vanguard brokerage accounts owned by the Mountaineers. Each such Authorized Person may 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 Baird and Vanguard brokerage accounts owned by the Mountaineers. However, the Authorized Persons shall not execute any documents in connection with the Mountaineers' accounts.

FURTHER RESOLVED, that the Mountaineers is solely responsible for informing Baird and Vanguard of any changes in the authority or identity of any of the Authorized Persons.

8. Approve Meeting Minutes

RESOLVED, that the January 21, 2016 Meeting Minutes, as included in the Board packet, be approved.

9. CEO Authority to Close Snoqualmie Transaction

WHEREAS, The Mountaineers by its then Interim Executive Director Elizabeth Lunney on February 23, 2016, executed Real Estate Sale and Purchase Agreement, with its exhibits Promissory Note, Deed of Trust, Assignment of Rents, Statutory Warranty Deed and Site Plan Exhibits (the "Transaction Documents") and Boyne Properties-Washington, LLC executed the Transaction Documents on February 24, 2016;

WHEREAS, the Board determined that Boyne Properties-Washington, LLC is approved as buyer on the transaction contemplated by the Transaction Documents, that the transaction is ratified, and that it is in the best interest of The Mountaineers to authorize the organization's Chief Executive Officer Tom Vogl, or his delegate, to close the transaction contemplated by the Transaction Documents;

It is hereby RESOLVED as follows:

1. Tom Vogl, Chief Executive Officer of The Mountaineers or his delegate (the "Authorized Representative"), is hereby instructed and authorized on behalf of The Mountaineers to execute and deliver conveyance and closing documents on the transaction contemplated by the Transaction Documents;
2. The Authorized Representative is hereby authorized on behalf of The Mountaineers to engage such legal counsel and taxation advisers in connection with the transaction contemplated herein as the Authorized Representative may select;
3. The Authorized Representative is hereby instructed and authorized on behalf of The Mountaineers to make, do and execute all documents and things reasonably required in connection with processing the transaction contemplated herein to closing, including without

limitation executing such conveyance, closing instructions and other documents reasonably required in connection therewith;

4. The Authorized Representative is hereby instructed and authorized on behalf of The Mountaineers to pay from proceeds of the transaction at closing such contractual or other ordinary and necessary costs as may be incurred by The Mountaineers.

10. Appointment of Director to Fill Vacant Position

RESOLVED, that Evy Dudey is appointed as Director at Large on the Board of Directors of The Mountaineers.

CERTIFICATION

I certify that the foregoing Consent Agenda resolutions were duly adopted by the Board of Directors of The Mountaineers on March 19, 2016.



Carry Porter, Board Secretary
The Mountaineers

EXHIBIT 1

Governance Committee

Overall Roles and Responsibilities

The Governance Committee is responsible for reviewing, facilitating and enhancing the board's effectiveness and succession, and for facilitating the board's continued development.

Authority:

The Governance Committee derives its authority from The Mountaineers Board of Directors, and shall abide by The Mountaineers bylaws, all board policies and Robert's Rules of Order.

Responsibilities

The specific responsibilities of the Governance Committee include:

- Recommending to the board policies and processes designed to promote effective governance, including but not limited to policies and procedures covering:
 - Evaluation of the board and its members.
 - Election and reelection of board members.
 - Board orientation and education.
 - Succession planning for the board president and other board leaders.
- Drafting and recommending to the board a position description detailing responsibilities and expectations of board members.
- Recommending to the Nominating Committee nominees for election or re-election to the board. In furtherance of this responsibility, the committee shall:
 - Develop and recommend to the board a statement of the competencies and personal attributes needed on the board – both now and in the future - to be used as a guideline for the recruitment and election of board members.
 - Conduct a "gap analysis" to identify succession planning/recruitment needs.
 - Develop and regularly update a list of potential board members, whether or not a vacancy currently exists.
 - Oversee a process for vetting the fitness of prospective nominees.
 - Develop and oversee a plan for enhancing and/or preserving board diversity.
- Recommending candidates for board officers to the Nominating Committee and for election by the board.
- Periodic review of the bylaws and board policies and recommendation of any needed changes to the board.
- Advising the Executive Committee on plans for board education, including plans for new member orientation, board member education, and board retreats.
- Oversight of the board's periodic self-assessment and improvement process.

Meetings

The Governance Committee shall meet at least four times a year or when additionally necessary at the call of the committee chair. Meeting dates and times should be specified in advance.

Members

The Governance Committee shall consist of at least four members of The Mountaineers, at least three of whom shall be members of the board. The CEO shall not be a member, but shall attend meetings upon the request of the committee. A Member who is eligible for re-election shall recuse him or herself from decisions affecting his or her re-election. Members of the GovernanCommittee shall serve terms of two years, with no limits on the number of terms served. The President-Elect shall chair the committee, and shall select the initial members of the committee and fill vacancies thereafter.

Reports

The committee will create, with staff support, the following reports:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competencies, together with an analysis showing areas to emphasize in the recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Participation summary. Annual review of each director's attendance at board meetings, committee meetings, education sessions, and (if possible) community / organizational events.
- Board self-assessment. Report of the full board's self-evaluation survey.

Annual Committee Goals

The Governance Committee will establish annual goals that specify its principal work focus areas for the coming year. Typical examples might include:

- Developing guidelines for directors to assist them in meeting fiduciary obligations, ensure meaningful participation for directors, and ensure all directors meet the expectation of a director as established by The Mountaineers.
- Reviewing and revising the conflict of interest policy.
- Conducting a comprehensive evaluation of the responsibilities and structure of subsidiary committees and making recommendations to the board for needed changes.
- Developing a mentoring program for new board members.
- Developing a plan to increase the diversity of the board.

EXHIBIT 2

The Mountaineers

Policy Manual

Branch Leadership Committee Charter

Purpose

To provide leadership and direction to help coordinate activities and courses run/managed by branches. The Committee will abide by the bylaws, policies, and support the overall purpose and fulfillment of the mission of The Mountaineers.

Authority

The Committee derives its authority from and reports to The Mountaineers board of directors.

Membership

Membership of the Branch Leadership Committee consists of

- Vice President of Branches of The Mountaineers
- Chair or Vice Chair/Chair Elect of each Mountaineers Branch
- Ex-officio members from staff: Chief Operating Officer and Leadership Development Manager

Chair

The committee is chaired by the Vice President of Branches. The Vice President of Branches shall be approved by the board of directors. The term of office for the Vice President of Branches is established by the Board of Directors.

Meetings

The Committee shall hold regular meetings and additional meetings as necessary. A quorum of the Committee consists of a majority of its members. Attendance at a meeting may either be in person or by voice via electronic media. Decisions will be made by majority vote of those present, with each member having one vote representing their branch. Each branch has one vote, no matter how many representative of the branch attend. The chair will cast a vote only in the event of a tie.

Members unable to attend a meeting may send their branch's vice-chair/chair-elect; -a branch's vice-chair/chair-elect can vote in place of the branch chair. No other proxies will be granted.

When required, or in case of questions of points of order, the current edition of Roberts Rules of Order, Newly Revised, shall provide regulations and policies subject to The Mountaineers Bylaws, this Committee Charter and all Board Policies.

Committee meeting minutes shall be taken and posted promptly and publicly on the website.

Organizational Responsibilities

Board-and Executive Committee:

- Assist and inform the Board of Directors with policy, programmatic, financial, and other matters that impact volunteer operations.
- Inform the board of issues through periodic updates.
- Report to the board as needed or requested.
- Develop task forces or *ad hoc* committees as needed on special issues and projects.
- Participate in the development, implementation, and update of the strategic plan.
- Recognize and communicate emerging issues.
- Provide an annual list of committee goals to be approved by the board.

Branch Oversight/Guidance:

- Provide leadership and direction to help coordinate activities and courses run/managed by branches.
- Ensure that branches are aware of The Mountaineers bylaws, policies, and procedures.
- Act as one of the points of contact between the branches, board, staff, and publishing.
- Ensure that organization-wide activity standards are developed and maintained, for applicable activities, and audited on a defined schedule.
- Develop branch consensus positions on policy, programmatic, financial, and other matters that impact volunteer operations, and provide them to the board and Executive Committee.
- Hear and resolve complaints/issues related to events, classes, courses, etc. that cannot be resolved at the branch level.
- Encourage the exchange of ideas and methods through such means as regular summit meetings of the program committees.

Branch Administration:

Ensure that:

- An organizational chart is maintained for each branch
- Branch elections comply with The Mountaineers Bylaws, and election at each branch are transparent
- Each branch has in place an administration manual that details how the branch operates
- The annual budget process is properly executed by the branches

The Board of Directors or Executive Committee may assign additional tasks to the Branch Leadership Committee.

EXHIBIT 4

Braided River Committee Charter

Committee Purpose

The Braided River Committee serves as The Mountaineers Board of Directors designated committee to fulfill requirements detailed in Braided River bylaws, a separate but affiliated 501(c)(3) corporation in order to sustain a mutually beneficial relationship in support of a shared mission.

Authority:

The Braided River Committee derives its authority from The Mountaineers Board of Directors, and shall abide by The Mountaineers bylaws, all board policies and Robert's Rules of Order.

Responsibilities

The specific responsibilities of the Braided River Committee include:

1. Approval or removal of Braided River board members as proposed by the Braided River board of directors.
2. Amendments to Bylaws or Articles of Incorporation as proposed by the Braided River board of directors.

Meetings

The Braided River Committee shall conduct business via email and meet if necessary at the determination of the committee chair. Meeting dates and times would be specified in advance.

Members

The Braided River Committee shall consist of at least two members of The Mountaineers Board of Directors, and at least two members of the Braided River Board of Directors. Members are selected and invited by the Executive Director of Braided River. The chair of the committee is the Vice President of Publishing.

Reports

The Braided River Committee will create the following reports (as required):

Decisions will be conveyed via the consent agenda to The Mountaineers Board of Directors.

Committee Goals

The Braided River Committee may participate in other opportunities as identified by the Braided River board.

Other

The Mountaineers Board of Directors may elect to serve this function in lieu of a board committee.

Relevant excerpts from Braided River Bylaws:

Section 2.4 Election. The directors shall be elected by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified, or until the director resigns or is removed as provided in Section 2.5 of this Article.

Section 2.5 Removal. Any director may be removed by a majority vote of the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, whenever in its judgment the best interests of the corporation will be served thereby.

Section 2.6 Vacancies. The Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees, shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 8.5 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board, subject to approval by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees; provided, however, that at least fifteen (15) days' notice must be given to each director prior to the taking of any vote to alter, amend, or repeal the Bylaws. Any such notice shall include a statement regarding the purpose of the meeting, the proposed amendment(s), or a summary of the changes to be effected thereby.

Section 8.6 Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board, subject to approval by the Books Governance Board, or any other body designated by The Mountaineers board of trustees to manage the business affairs of The Mountaineers Books division, and if there is no such body then by The Mountaineers board of trustees; provided, however, that at least fifteen (15) days' notice must be given to each director prior to the taking of any vote to amend the Articles of Incorporation. Any such notice shall include a statement regarding the purpose of the meeting, the proposed amendment or a summary of the changes to be effected thereby.

EXHIBIT 5

The Mountaineers

Policy Manual

Global Adventures Review Committee Charter

Committee Purpose

The Global Adventures Risk Review Committee is an ad-hoc committee formed to advise the Board and Executive director on the risks and future scope of the Global Adventures program, and on standards and procedures by which Global Adventure trips should operate in the future.

Authority

The Global Adventures Risk Review Committee derives its authority from The Mountaineers Board of Directors, and shall abide by The Mountaineers bylaws, all board policies and Robert's Rules of Order.

Responsibilities

The specific responsibilities of the Global Adventures Risk Review Committee include:

- a) Perform a preliminary risk assessment of the Global Adventures program (understanding that a broader assessment is planned as part of a club-wide risk review) and recommend whether the Mountaineers should continue to offer Global Adventure trips
- b) Based on the results of (a), develop recommendations for the scope and parameters for Global Adventure trips to be offered in the future.
- c) As appropriate, develop an interim process for reviewing and approving Global Adventure trips, and use that process to review and make approval decisions on interim trip proposals, until a permanent structure and process can be established.

Meetings

The Global Adventures Risk Review Committee shall establish a meeting schedule that is appropriate to fulfilling their responsibilities and reporting back to the board in an expeditious manner. Meeting dates and times should be specified in advance.

Timeframe

The Global Adventures Risk Review Committee can begin its work at any time after approval of its charter by the Executive Committee, and will establish a tentative timeline for completing its work as one of its early objectives. The final recommendations of the committee are to be presented to the full Board but interim recommendations may be presented to the Executive Director and Executive Committee as they are completed.

Members

The Global Adventures Risk Review Committee shall consist of at least four members of the Mountaineers, at least two of whom shall be members of the board.

Reports

The Global Adventures Risk Review Committee will create reports on their recommendations developed as each of the above listed responsibilities is completed.

Committee Goals

Should they continue beyond a year of service, the Global Adventures Risk Review Committee will establish annual goals specifying its principal work focus areas for the coming year.