



The Mountaineers

Minutes of the Regular Meeting of the Board of Directors

March 11, 2017

Location: Program Center, Seattle WA

2:00 PM

Unofficial Summary

1. Board ratified Executive Committee's decision to spend \$84,000 on tree removal at the Kitsap property. Source of funding is TBD.
2. Board approved the formation of the ad hoc Development Committee and adopted its proposed charter.

Attendance

Officers

President – Geoff Lawrence
 Vice President – Lorna Corrigan
 Treasurer – Brian Young
 Secretary – Carry Porter
 VP Publishing – Eric Linxweiler
 VP Outdoor Centers – Tom Varga
 VP of Branches – Tab Wilkins
 Retiring President – Dan Lauren

Directors at Large

Chloe Harford
 Evy Dudey
 Gene Yore
 John Ohlson
 Steve McClure
 Martina Kozar
 Kara Stone

Branch Directors

Henry Romer – Olympia
 Patrick Mullaney – Seattle
 Matt Vadnal – Everett
 Sue LaBrie – Kitsap
 Jim Feltus – Tacoma

Board Members Absent:

Steve Swenson – Director at Large
 Steve Yi – Director at Large
 Cheryl Talbert – Foothills Branch
 Vacant – Bellingham Branch

Staff:

Tom Vogl, CEO*
 Bill Ashby, Director of Operations*
 Helen Cherullo, Executive Publisher*
 Art Freeman, CFO Mountaineers Books*
 Mary Hsue, Director of Development & Communications*
 Katherine Hollis, Director of Conservation & Advocacy*
 Kristina Ciari, Director of Membership & Marketing*

Guests:

Sarah Anderson – MAC Board Representative*
 Andrew Rieck – UW Board Fellow*
 John Wick*
 Peter Hendrickson*
 Steve LeBrun*

* non-voting attendee



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Call to Order:

The meeting was called to order at 2:10 p.m. by the Mountaineers President Geoff Lawrence at the Program Center, Seattle, WA. The President, Vice President, Treasurer, VP Outdoor Centers, VP Publishing, VP of Branches, and Secretary were in attendance. A quorum was established.

Agenda:

It was moved by Eric Linxweiler and seconded to approve the agenda. Motion adopted.

Consent Agenda:

It was moved by Tom Varga and seconded to approve the consent agenda to:

1. Approve the minutes.

Motion adopted.

Unfinished Business:

Officer, Staff, Committee Reports:

See board packet for detailed information

Mary Hsue updated the board on the gala. Board members should contact Mary if you have time to assist her with making ticket sales calls.

Bill Ashby presented on the Global Adventures Review & Risk Management Committees' activities.

Tom Varga moved and it was seconded for the board to go into executive session to discuss legal issues related to the friction slab project. Mountaineers staff, John Wick, Sarah Anderson, and Andrew Rieck were invited to participate in executive session. Motion adopted. Board went into executive session at 2:31 p.m.

Eric Linxweiler moved and it was seconded for the board to come out of executive session. The Board resumed its regular meeting at 2:43 p.m.

Tom Varga presented on tree removal at the Kitsap Property. Dan Lauren moved and it was seconded to ratify the Executive Committee's decision to authorize spending \$84,000 of Kitsap Branch Reserves on tree removal at the Kitsap Property. Lorna Corrigan moved and it was seconded to amend the motion by deferring the decision on the source of funding and referring the question regarding the source of funding to the finance committee for a recommendation. Motion to amend adopted. Motion, as amended, adopted.

New Business:

Lorna Corrigan moved and it was seconded to approve the formation of the ad hoc Development Committee Charter and adopt the committee's charter, as presented in the Board Packet.



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Officer, Staff, Committee Reports:

See board packet for detailed information

Bill Ashby presented on FY 2017 - YTD performance and financial outlook.

Bill Ashby presented on the FY 2018 budget process.

Announcements:

Geoff Lawrence announced the following upcoming events:

- Evening Gala – 3/18/17
- BeWild (Steve Swenson) – 4/13/17
- Advisory Council Meeting – 5/18/17
- Be Wild (Bree Loewen) – 6/7/17

Good of the Order:

Helen noted that all presenters at the Gala are Mountaineers Books authors.

Sarah Anderson is making a second trip to Ghana to volunteer in the Village of Life, supporting people who have escaped from sex trafficking.

The next Board of Directors meeting is on May 4, 2017 at the Program Center.

20 out of 23 Directors were present.

Adjournment:

It was moved by Henry Romer to adjourn the meeting. Motion adopted. The meeting was adjourned at approximately 3:27 p.m.

Submitted by Carry Porter, Secretary, The Mountaineers
Approved by the Board of Directors 5/4/2017

The Mountaineers Board of Directors

CONSENT AGENDA

March 11, 2017

1. Approve Meeting Minutes

RESOLVED, that the January 12, 2017 Meeting Minutes, as included in the Board packet, be approved.

2. Development Committee Charter (ad hoc)

RESOLVED, that the Board of Directors hereby adopts the Development Committee's Charter as included in the Board packet.

CERTIFICATION

I certify that the foregoing Consent Agenda resolutions were duly adopted by the Board of Directors of The Mountaineers on March 11, 2017.



Carry Porter, Board Secretary
The Mountaineers



1. PURPOSE

- a) The primary function of the Development Committee is to assist the Board of Directors in carrying out its due diligence function related to assuring fiscal health through philanthropy and fund development. Partners with staff to institutionalize the philanthropic process within the Board and its individual members, assuring a donor-centered organization.
- b) The Development Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) and acts as a liaison between the Board and the Development Department (“Development”). The Committee provides guidance and counsel on fundraising plans by reviewing, discussing, evaluating, and assisting to implement proposed development strategies.
- c) The work of the Committee is strictly advisory in nature and in no way supersedes, replaces or interferes with the work of the paid, professional development staff.
- d) Works in partnership with the Governance Committee to assure appropriate articulation of roles and performance expectations in development. Provide support and direction regarding the screening and recruitment of board members with respect to giving capacity and willingness to engage in development activities.

2. MEMBERSHIP

- a) The Committee Chair is appointed by the Board President. Working with the Development Director, The Chair recruits Committee members from the Board and maintains the discretion to recruit members who are not current Board members. The Board President and Chief Executive Officer are ex-officio members. The committee will have a minimum of five members. A minimum of two current Board members must be assigned to the committee.
- b) Committee Chair and member term is two years without term limits.

3. STAFF

- a) The Director of Development leads and assists and involves other staff as appropriate.

4. MEETINGS

- a) The Committee meets as necessary, estimated at six times per year to execute its duties and at the request of the Board, Chief Executive Office and Executive Publisher.
- b) Meeting agenda will be prepared and provided in advance to Committee members along with any appropriate briefing materials.

5. RESPONSIBILITIES

FUNDRAISING SUPPORT, LEADERSHIP PRIORITIES AND CAPACITIES

- a) Provide support to the Development Director at all times.



- b) Encourage participation by the full Board in fundraising efforts.
- c) Participate in planning, organizing, hosting and/or sponsoring development activities.
- d) Ensure that The Mountaineers nurtures long term relationships with donors
 - Participate in donor acknowledgement and recognition.
- e) Be an ambassador for The Mountaineers and its fundraising efforts.
 - Play a strong role in identifying, cultivating, and approaching major donors.
 - Passionately share The Mountaineers story and impact of private support.
 - Help open doors to new prospects.
 - Help engage prospects by inviting them to become involved.
- f) Work closely with Branches and Outdoor Centers to identify potential projects to fund.
- g) Help brainstorm and create fundraising and development opportunities.
- h) Serve as a resource to Mountaineers members or groups desiring to raise or obtain funds for a program or project by helping to locate funding sources, provide grant writing education and assistance, and facilitate the application process.
- i) Perform any other tasks that the Board of Directors, Chief Executive Officer, Executive Publisher, Development Director and/or the development committee itself feels is best served by the skills, passions, and expertise of this committee.

OVERSIGHT

- j) To develop and review policies relating to the development of long-term financial resources for The Mountaineers, including capital campaigns, fundraising for annual unrestricted giving support, gift acceptance, donor acknowledgment and recognition, grant submittal, corporate sponsorship, restricted fund giving, planned giving, or special events.
- k) Advise and support the finance committee with respect to review and development of the annual fundraising goals and budget established by management and Development.
- l) Assist the Development Director in monitoring Development's performance of its fundraising plan, as established by the Development Director, Chief Executive Officer and approved by the Board;
 - Evaluate objectives to determine if Development is "on track"
 - Introduce modification and adjustments
 - Identify needed resources - frontline fundraisers, back office staff and systems – and advise the Board and Executive Director of such needs.