



Minutes of the Regular Meeting of the Board of Directors

11.10.2019

Location: Steven's Lodge

8:10 AM

Unofficial Summary

- Revised the prior approval for Baker and Steven lodge capital projects to require final approval from the finance committee before committing funds, and that Stevens lodge repairs projects take priority over Baker lodge expansion projects.
- Confirmed the prior guidance to teaching and gathering places project teams and directed that Tom Vogl directly communicate with the project teams to reiterate the recommendations.
- Granted the authority to renew or terminate the “Kitsap Rhododendron Preserve Management Agreement” be granted to the litigation committee

Attendance

Officers

President – Lorna Corrigan
Vice President – Vik Sahney
Secretary – Manisha Powar
VP Outdoor Centers – Carry Porter

Directors at Large

Gabe Aeschilman
Siana Wong
Steve McClure
Brynne Koscianski
Roger Mellem
Martina Kozar
John Ohlson
Kara Stone
Steve Swenson

Branch Directors

Dick Lambe – Foothills
Jerry Logan – Kitsap
Matt Vadnal – Everett

Maura Rendes – Bellingham
Alex Cowen – Seattle

Board Members Absent:

Greg Lovelady – Olympia
Treasurer – Don Heck
VP of Branches – Eric Linxweiler
Mark Kroese – At Large
Richard Levenson – Tacoma

Staff:

*Tom Vogl CEO
*Tom Helleberg Director of Finance and Operations, Mountaineers Books
*Helen Cherullo Executive Publisher

Guests & non-voting members:

None

* non-voting attendee



Call to Order:

The meeting was called to order at 8:10 a.m. by the Mountaineers President Lorna Corrigan at the Stevens Lodge. President, Vice President, Secretary, VP of Outdoor Centers were in attendance. A quorum was established.

Agenda:

It was moved by John Ohlson and seconded to approve the agenda as presented with amendments. Motion adopted.

Consent Agenda:

No Consent Agenda was presented or approved at this meeting.

Committee and Staff reports:

- None

Old Business:

- Tom Vogl updated the board on FY20 capex projects.
It was moved by Steve Swenson to communicate to the lodges to be 'shovel ready' and come back to the Finance Committee for approval of the contract before signing. It was seconded.
It was moved by Brynne Koscianski to update the language of the motion to "Moved, that the prior approval for the Stevens and Baker lodges' capital expenditures is revised to require Finance Committee's final approval prior to the commitment of funds and construction; provided that the Stevens remediation projects or portions shall have priority over the Baker expansion."
It was seconded. Motion to amend adopted.
John Ohlson moved to approve the motion as amended. It was seconded.
Motion adopted.
- Tom updated the board on the Teaching & Gathering Places projects.
It was moved by Manisha Powar to approve the following message to the teaching and gathering places recommended project teams "Moved, that the board's prior approval to proceed with the T&GP projects to the next phase be expanded to reflect that the subsequent proposals on these projects do not require any funding from The Mountaineers organization, and that any branch level funding for the projects be coordinated with The Mountaineers development team."
It was seconded.
Roger Mellem moved to amend the motion to update the wording to "The board directs the CEO to directly communicate with the project proponents the status of organizational funding available at this time, and they may proceed with their project planning in consultation with but not in reliance on The Mountaineers staff."
It was seconded.
John called a question, it was approved.



It was moved by Martina Kozar to amend the amendment to clarify the definition of 'projects' to 'existing Teaching and Gathering places' recommendations.

"The board directs the CEO to directly communicate with the teaching and gathering places committee recommended projects and their proponents the status of organizational funding available at this time, and that they may proceed with their project planning in consultation with but not in reliance on The Mountaineers staff." It was seconded.

Motion to amend the amendment was adopted.

It was moved by Vik Sahney to approve the motion as amended. It was seconded.

Motion adopted.

- Martina Kozar moved to enter executive session to discuss legal matters. The motion was seconded and adopted. Tom Vogl was invited to join the executive session. The board went into executive session at 9:48 a.m. Steve Swenson moved to exit executive session. The motion was seconded and adopted. The board returned from executive session at 10:13 a.m.
- Alex Cowen moved that the authority to renew or terminate the "Kitsap Rhododendron Preserve Management Agreement" be granted to the litigation committee. It was seconded. Motion adopted.

New Business:

- Vik Sahney updated the board on Governance committee and updates on upcoming bylaws amendments
- Tom Vogl and Vik Sahney discussed the proposals to update the committee charters, board's role in governance committee member approvals, member cleanup

Good of the order:

- Lorna Corrigan discussed and solicited feedback from the board members about the retreat and being a board member.

Announcements:

- Watch for 'save the date' for the Gala and connect with Amber if you want to reserve the table.
- Upcoming dates
 - Nov 19 | Town Hall Seattle: We Are Puget Sound
 - Nov 21 | The Big Thaw: Mountaineers Books & Braided River Event
 - Dec 4 | 2019 Seattle Banff Opening Night + Peak Society Reception
 - Jan 16 | Board of Directors Meeting

18 of 23 Board Directors were present.

Adjournment:



It was moved by John Ohlson to adjourn the meeting. Motion adopted. The meeting was adjourned at approximately 10:50 AM.

Submitted by Manisha Powar
Secretary, The Mountaineers

Approved by the Board of Directors January 16, 2020