



Minutes of the Regular Meeting of the Board of Directors

May 19, 2022, 6 pm
Location: virtual

Unofficial Summary

- Approved 3/5/22 Board Meeting Minutes
- Approved updated Risk Management Committee roster
- Approved new Strategy Steering Committee charter & roster
- Endorsed proposed Bylaws updates
- Approved capital expenditures for youth van
- Approved capital expenditures for lodges

Attendance

Officers

Gabe Aeschliman President (Zoom)
Vik Sahney Past President (Zoom)
Manisha Powar Vice President (Zoom)
Paul Stevenson Treasurer (Zoom)
Carry Porter Secretary (Zoom)
James Henderson VP of Branches (Zoom)
Matt Simmeron VP of Outdoor Centers (Zoom)

Directors at Large

Rich Johnston (Zoom)
Bryne Koscianski (Zoom)
Takeo Kuraishi (Zoom)
Maya Magarati (Zoom)
Steve McClure (Zoom)
Roger Mellem (Zoom)
John Ohlson (Zoom)
Alex Pratt (Zoom)
Anita Wilkins (Zoom)
Siana Wong (Zoom)

Branch Directors

Mike Kretzler Olympia Branch Director (Zoom)
Jerry Logan Kitsap Branch Director (Zoom)
Brad Near Seattle Branch Director (Zoom)
Maura Rendes Bellingham Branch Director (Zoom)
Matt Vadnal Everett Branch Director (Zoom)

Youth Board Members*

Serophina Ouyoumjian Youth Representative (Zoom)
Katie Strauz-Clark Youth Representative (Zoom)

Board Members Absent

Serene Chen Director at Large
Foothills Branch Director - vacant

Staff*

Tom Vogl CEO (Zoom)
Tom Helleberg Publisher (Zoom)
Amber Carrigan Director of Development (Zoom)
Ken Mullins Development Associate (Zoom)
Becca Polglase Director of Programs & Operations (Zoom)
Betsy Robblee Conservation & Advocacy Director (Zoom)
Barbara Sprecher Controller (Zoom)
Brienne Vanderlinden Deputy Director of Development & Strategic Engagement (Zoom)

Guests*

Doug Brownlow
Dick Hayek
Peter Hendrickson
Sid Watson

*non-voting attendees

Minutes

Call to Order

The meeting was called to order at 6:05 p.m. by Board President Gabe Aeschliman via a remote Zoom call.

President, Past President, Vice President, Secretary, Treasurer, VP of Branches, and VP of Outdoor Centers were in attendance. 23 of 24 voting Board members were present. A quorum was established and was maintained throughout the meeting.

Agenda

Gabe Aeschliman shared the proposed agenda.

- ★ Carry Porter moved to approve the proposed agenda. The motion was seconded and passed without objection.

Consent Agenda

Gabe Aeschliman shared the consent agenda:

- ★ John Ohlson moved to approve the consent agenda. The motion was seconded and passed without objection.

Committee and Staff Reports

Finance: Barbara Sprecher provided an update on YTD financial results.

Mountaineers Books: Tom Helleberg provided an update on Mountaineers Books Spring releases and financial performance.

Development: Amber Carrigan provided an update regarding the financial performance of the annual gala development.

Finance: Doug Brownlow (Jones & Associates) reported to the board regarding our financial audit.

Old Business

Executive Session:

- ★ At 6:40 pm, Roger Mellem moved that the Board enter executive session with Tom Vogl, Tom Helleberg, and Dick Hayek as invited guests for a due process hearing, and Tom Vogl as invited guest for a litigation update. The motion was seconded and passed without objection. During executive session, the Board voted to terminate Dick Hayek's membership pursuant to a procedure adopted by the Board in October 2021. The vote to terminate his membership was 23 in favor and 0 against. One Board member was not present. The Board moved out of executive session at 8:01 pm.

New Business

Bylaws Updates: Manisha Powar and Tom Vogl presented on bylaws updates proposed by the governance committee.

- ★ Carry Porter moved that the Board endorse the proposed bylaws changes and advance them to the general membership for a vote subject to minor clerical updates. The motion was seconded and passed without objection.

Capital Expenditures: Tom Vogl and Matt Simmerson presented on capital requests..

- ★ John Ohlson moved to approve a capital outlay of 1) \$50,000 from unrestricted reserves to purchase a new van for use by our Youth Programs; 2) \$105,000 from the Snoqualmie Reserves (to be repaid over the next 4 years from anticipated surplus) for the Baker Lodge teaching space expansion; and 3) \$44,000 from the Snoqualmie Reserves for deferred maintenance on the Stevens and Meany Lodges. The motion was seconded and passed without objection.

Announcements

05/25/22:	Day Hiking in the North Cascades - An Evening with Craig Romano
06/15/22:	Last day to submit Board Nomination
06/20/22:	Urban walk with Development Team (Seattle)
06/27/22:	Imax Screening of Florian Schultz's footage from the Brooks Range
08/09/22:	Donor Appreciation Event
07/28/22:	Olympia Branch Picnic at Burfoot Park
08/18/22:	Board of Directors Meeting
08/31/22:	50-Year Member Luncheon
09/??/22:	Conservation event series
04/01/23:	Annual Gala

Good of the Order

Board members are encouraged to volunteer with the Mountain Workshops.

Adjournment

Without objection, Gabe Aeschliman adjourned the meeting at 8:33 pm.

Submitted by Carry Porter, Board Secretary

Approved by The Mountaineers Board of Directors on 8/18/2022