



Minutes of the Regular Meeting of the Board of Directors

January 16, 2025

Location: The Mountaineers Seattle Program Center (and via Zoom)

Unofficial Summary

- Approved November 2024 minutes
- Welcomed new members
- Approved bestowing honorary memberships on Sasha DiGuillan & Art Wolfe
- Approved amended Board Policy on Committees
- Approved the Sexual Harassment and Sexual Assault Committee Charter

Attendance

Officers

Manisha Powar President

Rich Draves Vice President

Paul Stevenson Treasurer

Vanessa Wheeler Secretary

Roger Mellem VP of Governance

Mark Kerr VP of Outdoor Centers

Amanda Piro VP of Branches

Gabe Aeschliman Past President

Jonah Stinson Bellingham Branch Director

Non-Voting Board Members*

Board Members Absent

Serene Chen Director at Large

Ramki Pitchuiyer Director at Large

Alex Pratt Director at Large

Mark Walters Director at Large

Directors at Large

Dave Foong

Takeo Kuraishi

Maya Magarati

Carry Porter

Samantha Sanders

James Henderson

Robert White

Anita Wilkins

Siana Wong

Staff*

Tom Vogl CEO

Tom Helleberg Publisher

Brianne Vanderlinden Director of Community Engagement

Rich Heine Director of Finance & Administration

Betsy Robblee Director of Conservation & Advocacy

Becca Polglase Director of Programs & Operations

Branch Directors

Danielle Graham Seattle Branch Director

Jonathan Foster Tacoma Branch Director

Liz McNett Crowl Foothills Branch Director

Mark Goodro Kitsap Branch Director

Matt Hansen Everett Branch Director

Mike Riley Olympia Branch Director

Guests*

*non-voting attendees

Minutes

Call to Order

The meeting was called to order at 6:03 p.m. by Board President Manisha Powar. Manisha did introductions to several new branch directors: Danielle Graham, Jonathan Foster, and Jonah Stinson. She also thanked Brad Near, Mark Kerr, and Tim Schafermeyer as they vacate their position.

President, Vice President, Secretary, Treasurer, Past President, VP of Governance, VP of Branches, and VP of Outdoor Centers were in attendance. 25 of 28 voting Board members were present. A quorum was established and was maintained throughout the meeting.

Agenda

Manisha Powar shared the meeting agenda.

Consent Agenda

Manisha shared the consent agenda:

- ★ Rich Draves moved to approve the consent agenda. The motion was seconded by Mark Kerr and passed without objection.

Committee and Staff Reports

Finance: Rich Heine and Tom Helleberg presented regarding the FY24 year to date financials. Rich noted it is our first year with our new auditors after having issues with the last ones. Publishing revenues are lower than budget and last year, but expenses are also lower. Programs revenue is better than budgeted and last year, but expenses are higher. Development and philanthropy revenues are higher than planned and last year, with expenses lower. Overall, we are \$381k better than planned. Tom Helleberg presented on Books. The Mountaineers had a good October, very weak November, and good December.

Old Business

Topic: Becca Polglase presented an update on the SHSA Prevention Advisory Committee, which had its report presented and discussed at the retreat in November 2024. The Board had a working session where small groups discussed what the make up of the future SHSA Committee should be; group agreed that committee size needed to be small enough for efficiency, but large enough for representational balance. Group also wanted a balance between easy, incremental steps and large more complex projects. Becca presented the amended policy on committees, which clarifies the mechanism to dissolve standing committees and seeks permission for the Board to impose a higher vetting standard for committee members. There was a great deal of discussion related to how much of the committee action should be driven by Mountaineers volunteers as opposed to third party experts.

- ★ Roger Mellem moved to approve the amended Board Policy on Committees as submitted by Governance Committee on January 2, 2025. The motion was seconded and passed without objection. The approved policy is attached hereto as Exhibit 1.
- ★ Mark Kerr moved to approve the Sexual Harassment and Sexual Assault Committee Charter as submitted by the Governance Committee on January 2, 2025. The motion was seconded by Roger Mellem. Roger Mellem called the question. The vote passed without objection. The approved Charter is attached hereto as Exhibit 2.

New Business

Topic: Bri Vanderlinden thanked Board members for sending out thank you cards and making thank you calls to volunteers, donors, and staff. She also presented on the Banff Mountain Film Festival World Tour, which was at 78% capacity and above the revenue goals. She also presented on the support nonprofit publishing campaign. Lastly, she discussed the 2025 Annual Gala, presenting this year's artwork.

Topic: Becca Polglase gave an update on the LEAD strategic plan, noting that The Mountaineers has made great growth in online learning development, that branch banquets are regaining momentum, that committee charters are evolving, and that leadership Development participation is growing exponentially. Tom Helleberg presented on LEAD in connection with The Mountaineers Books

Good of the Order

John Hall is speaking in downtown Seattle at 6:30

Announcements

TBD | Youth Deep Drive

March 15 | Board Retreat, Seattle

PC

March 22 | South Sound Leadership

Conference, Tacoma PC

April 26 | Annual Gala

May 19 | Spring Gear Grab

March 15 | Board Retreat, Seattle

PC

May 22 | Board Meeting

Adjournment

Rich Draves moved to adjourn the meeting. Without objection, Manisha Powar declared the meeting adjourned at 7:54pm

Submitted by Vanessa Wheeler, Board Secretary

Approved by The Mountaineers Board of Directors on March 15, 2025



Board Policy: Committees

Policy Statement:

It is the policy of The Mountaineers to charter committees and other bodies such as councils for the purpose of planning, coordinating, and guiding the organization's programs and to advise the staff and The Mountaineers board. They may be chartered by the board, branches, divisions, councils, a staff member, or another committee, and they report to the board, branches, divisions, councils, a member of staff, or another committee, in accordance with their respective charters.

Application:

1. **Duties of the Board:** the board has three, primary fiduciary duties:
 - a. Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will.
 - b. Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, to advance its mission; recognize and disclose conflicts of interest; and make decisions that are in the best interest of the nonprofit corporation and not in that of the individual board member (or any other individual or for-profit entity).
 - c. Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated corporate purposes/mission.

Under Washington law, board members of The Mountaineers are "fiduciaries" who have the responsibility to guide the organization in a sustainable manner, implementing legal, ethical, and financially sound policies and procedures. Committees of the board may act in the board's stead to help fulfill the board's fiduciary responsibilities.

2. **Role of the Governance Committee:** It shall be the responsibility of the Governance Committee (GC) to review any proposed new or updated charters for Committees of the board and board-chartered Advisory Committees. Said charters are to be reviewed by the GC for adherence to this policy and other governance best practices. Upon a majority vote of the GC to recommend the dissolution or updating of a committee charter, the GC shall forward the recommended action to the board for consideration.
3. **Committees of the Board:** A committee is a "committee of the board" if its board-approved charter authorizes it to act in the board's stead and outlines the scope of its delegated authority. As an example, the Executive Committee is a committee of the board and is authorized by charter to act in the board's stead, specifically to make

time-sensitive decisions between regular board meetings. Committees of the board must operate in a manner that is consistent with the [Washington State Nonprofit Corporation Act](#), specifically [RCW 24.3A.575](#),

The membership and creation of a Committee of the Board must comply with the bylaws. For committees of the board:

- a. A roster of committee members shall be approved by the board.
 - b. The President shall appoint the chairperson of the committee from amongst the members approved by the board.
 - c. Per Washington law, all voting members of a committee of the board must be directors. Committees of the board must have two or more directors.
 - d. Terms of chairpersons and of member positions shall be specified in the committee charter.
 - e. The President may remove a committee chairperson or member if that is necessary in the President's discretion to accomplish the committee's chartered objectives.
4. **Advisory Committees:** The board or another chartering body may establish advisory committees that are identified as such through a charter that establishes the committee's objectives, its membership, and its reporting responsibilities. An advisory committee is often delegated specific responsibilities and is chartered to assist in accomplishing objectives of the chartering body. No advisory committee has the authority to act in the board's stead. As an example, the Equity & Inclusion Committee is an advisory committee chartered by the board that is tasked with creating and overseeing implementation of our equity and inclusion strategies. A working group, which is a group identified for a limited duration for the purpose of tackling a specific, time-bound question, would likely be categorized as an advisory committee for purposes of this policy.

An advisory committee may be created and dissolved as set forth in the bylaws. It shall have no authority to act in the board's stead. The President shall select the chairperson from amongst the committee members. For advisory committees:

- a. Committee members shall be approved by the committee chairperson.
- b. Terms of the chairpersons and member positions shall be specified in the committee charter.
- c. The President may remove a board-chartered advisory committee chairperson if necessary in the President's discretion to accomplish the committee's chartered objectives.
- d. The committee chairperson may remove a member if necessary in the chairperson's discretion to accomplish the committee's chartered objectives.
- e. The board may delegate responsibilities to the committee, along with oversight expectations, such as periodic reporting of activity, decisions, and committee membership.
- f. Responsibilities delegated by the board to advisory committees may not include legal duties of the board (i.e. duty of care, duty of loyalty, and duty of obedience) or board fiduciary responsibilities.

5. **Special vs. Standing Committees:** Committees should be defined in their charter as

either “special” or “standing” based on the following definitions:

Special Committee: A special committee is created from time to time to accomplish defined objectives, based on the needs of the organization. A special committee may be a committee of the board or an advisory committee. It will typically only operate until its charter is fulfilled. The charter of any special committee should specify the expected lifespan of the special committee and criteria for determining that the committee’s charter has been fulfilled. When a special committee’s charter has been fulfilled, the chartering body will disband the committee and revoke the committee’s charter by a simple majority vote. A special committee may be a committee of the board or an advisory committee.

Standing Committee: A standing committee typically operates indefinitely, and focuses on recurring priorities. A standing committee may be a committee of the board or an advisory committee. Provided it is not in conflict with the bylaws of The Mountaineers, a standing committee may be disbanded by the Board through a simple majority vote to revoke its charter.

6. **Councils:** A Council is a body consisting of representatives from multiple committees or groups. Councils may be established to address priorities, problems, and/or opportunities that are shared across multiple committees. As an example, the Hiking Activity Council is a body represented by leaders of branch hiking committees and it works together on priorities such as activity and leader standards.

The board, branches, and/or divisions may also establish councils, which shall function in the same capacity as an advisory or standing committee. Councils shall typically consist of representatives of multiple committees with similar objectives; for example within a branch or across activity committees. In this capacity, councils will typically play the role of coordinating and aligning the objectives and outcomes of the associated committees. Councils must be chartered in the same way that an advisory or standing committee would be and derive their authority from the chartering body.

7. **Other Committees:** Divisions, branches, and Mountaineers employees are empowered to charter and staff committees that assist in the fulfillment of their respective purposes. A charter shall be established that defines the committee’s purpose, and contains the methodology for the appointment of the committee’s members, its decision-making, the selection of its chairperson, and that establishes any reporting responsibilities and the schedule therefore.
8. **Chartering Committees and Other Bodies:** In order to charter a committee or other body, a governing document must be prepared that confirms the creation of the committee and defines what its focus is, the authority of the committee, and how it will operate. A committee charter must contain at least the following elements:
 - The identity of the group that is chartering the committee and how the committee’s authority is derived.
 - Purposes and Mission: A statement as to why the committee is being chartered

and what its primary activities and desired outcomes are.

- Leadership: A statement of the structure of the committee's leadership and the duties of its leaders.
- Membership: A statement of the composition of the committee and the role to be played by its members. *Ex officio* positions (such as staff members) in particular roles should also be defined. If different classes of members are included their respective roles are defined. Membership of committees should be transparent to membership. In chartering a committee, the Board may choose to establish a higher (but not lower) standard for managing committee membership than defined in this policy. For example, the Board could require the appointment of an advisory committee's chairperson be approved by the full Board instead of the President. All membership roles, requirements, and approval processes should be written in the Committee Charter.
- Special or standing: A statement whether the committee is special (i.e., ad hoc) or standing (i.e., ongoing.)
- Governance: A statement of how leaders are selected/approved, their terms, how members added, replaced and/or removed, how decisions are made, and the sequence of meetings and reporting.

[This is a template](#) that may be useful for drafting a new charter or updating an existing charter. The template document includes useful suggestions, do's and don'ts for creating and managing charters.

9. **Managing Committees and Meetings:** Well-run meetings of volunteers are known to result in the efficient conduct of business while offering an informal space for socializing. Those meetings are run pursuant to agendas that have been disseminated well in advance of the meeting; are conducted in a manner that encourages all voices to be heard and respected; that takes two persons to bring forward business; that results in decisions by mutual consent or by vote; that results in a record of decisions, and that produces a record of attendance and of the meeting date. More formal or consequential meetings may require a more formal structure. These structural guidelines support our goal of being a highly-effective and inclusive organization, in which different perspectives are valued as we strive to make good decisions that are aligned with our values and that advance our mission.

Committee chairpersons shall maintain a roster of committee members, shall coordinate the committee's work, and shall make reports in accordance with any schedule included in the committee charter or as otherwise requested by the chartering body.

Board-Chartered Committees:

The following is a complete list of committees that have been chartered by The Mountaineers board of directors as of January 15, 2025:

Committees of the Board	Advisory Committees
Audit Committee (St)	Branch Leadership Committee (St)
Executive Committee (St)	Carbon Footprint Reduction Committee (St)
	Conservation & Advocacy Committee (St)
	Development Committee (St)
	Equity & Inclusion Committee (St)
	Finance Committee (St)
	Governance Committee (St)
	Investment Committee (St)
	Risk Management Committee (St)
	Sexual Harassment & Sexual Assault Prevention Committee (St)

Notes: St = Standing, Sp = Special Committee

[This organization chart](#) is a visual representation of various Mountaineers committees, councils, divisions, etc. This document in no way supersedes charters or any other governing principles of these groups.

This policy is compliant with Revised Code of Washington's section on committees of non-profit organizations, [RCW 24.03A.575](#). The Governance Committee should review this annually to ensure continued compliance.

Policy Owner: VP - Governance

Approved Date: January 16, 2025

All Board Policies are to be reviewed annually by the Governance Committee with each Policy Owner.

SEXUAL HARASSMENT AND SEXUAL ASSAULT PREVENTION COMMITTEE CHARTER



1. ACTIVITY COMMITTEE NAME

The name shall be the Sexual Harassment and Sexual Assault Prevention (SHSAP) Committee.

2. AUTHORITY

This SHSAP Committee Charter is adopted by authority of the Board of Directors ("Board"), and is a standing advisory committee.

3. PURPOSES AND MISSION

The mission of the SHSAP Committee is to foster a physically and emotionally safe environment for all people in The Mountaineers; specifically an environment where sexual harassment and sexual assault are never tolerated under any circumstances, and where all people can participate without fear of sexual harassment or sexual assault.

SHSAP Committee Responsibilities:

- Implement the recommendations from the October 2024 SHSAP Advisory Committee Report.
- Review of the phased work plan annually, make recommendations for modifications, and submit revisions to the Board of Directors each January.
- Provide progress reports to the Board of Directors each January and May.
- Review of all policies related to behavioral expectations, and complaint investigation & resolution.
- Draft and recommend to the Board, as needed, policies to address high-risk programs or to fill gaps in our policies related to interpersonal behavior.
- Draft and recommend to the Board policies related to individuals who have a history of harmful behavior.
- Develop a communications and training plan for all behavior-related policies.
- Develop and work with staff and volunteers to implement organization-wide systems that support a culture of reporting and trustworthy response.
- Provide SHSA-related training and orientation resources for course and committee chairs.
- Work with committees to ensure they have charters that include a process for suspension and reinstatement of activity leaders and committee members.
- Facilitate cross-functional collaboration on SHSA-related projects, specifically aiding in pilot projects at committee levels and facilitating the adoption of good practices across all programs.
- Provide support for committees to develop affinity spaces.
- Work with staff to implement a comprehensive communications plan that conveys updates on this committee's work on a regular basis and that ensures that all members of our community have ongoing visibility to our policies and expectations through a variety of delivery methods.

4. MEMBERSHIP

Membership on the SHSAP Committee is open to all current Mountaineers members in good standing

who have no history of prohibited behavior. Members will be selected by the SHSAP Executive Committee to fill specific vacancies as described below. Individuals with any of the following personal or professional experience will be prioritized to fill open roles: Women, Non-Binary or BIPOC identities; professional experience in human resources, law, justice, equity & inclusion, organizational development, psychology, sexual harassment & sexual assault prevention; volunteer experience in multiple areas of The Mountaineers or doing nonprofit governance work.

5. GOVERNANCE

The SHSAP Committee is composed of an SHSAP Executive Committee and an Implementation Team.

5.1. SHSAP Executive Committee

The SHSAP Executive Committee shall consist of eight officers:

- Chairperson
- Vice Chairperson
- Communications Chair
- Safety Committee Liaison
- Equity & Inclusion Liaison
- Branch Leadership Liaison
- CEO (ex-officio, non-voting)
- Director of Programs & Operations (ex-officio, non-voting)

The SHSAP Executive Committee may create, restructure, or dissolve sub-committees to carry out the purposes of the SHSAP Committee, appoint sub-committee officers and members, and delegate certain powers and duties to sub-committees.

The Chairperson and Vice Chairperson shall be appointed by the Board President. The Communications Chair, Safety Chair, Equity & Inclusion Liaison, and Branch Leadership Liaison shall be appointed by the Chairperson for the first partial year of the SHSAP Committee's establishment, after which they will be elected by a committee vote for the term beginning October 1, 2025 and thenceforth.

5.2. Term Conditions and Stipulations

Each Officer shall serve for a period of two (2) years, with terms ending on September 30th of the odd year. Elected officers may serve multiple terms. In the event that a replacement cannot be found for any elected positions, except for Chairperson, for any reason, the Chairperson may either temporarily extend the term of the incumbent, or appoint an interim officer for a period of up to one (1) year or until such time that a replacement can be found. In the event that a replacement cannot be found for the Chairperson, the SHSAP Executive Committee may extend the incumbent's term for up to two (2) additional years. In the event that the incumbent does not agree to an extension then the SHSAP Executive Committee may appoint any qualified individual until a replacement can be found.

5.3. Officers' Duties

Each officer shall serve as the liaison to other relevant committees in the organization, and attend meetings pertinent to the position, as well as executing any additional tasks assigned by the Chairperson. Additionally, each officer in the SHSAP Executive Committee shall perform the duties as assigned.

5.3.1. Chairperson

The Chairperson must be a Director on the Board, and shall:

- Preside at all full Committee, SHSAP Executive Committee, and special meetings of either.
- Confirm all sub-committee chairs.
- Act as the spokesperson for the Committee, including providing Board reports twice annually.
- Oversee the operations, activities, programs, and budget of the Committee.
- Recruit and develop new SHSAP Executive Committee candidates.

5.3.2. Vice Chairperson

The Vice Chairperson must be a Director on the Board, and shall:

- Act in place of the Chairperson in their absence.
- Assist the Chairperson with duties of the office.
- Recruit and develop candidates for the Implementation Team.

5.3.3. Communications Chair

The Communications Chair shall:

- Be the recording officer for the Committee.
- Take, transcribe, and archive the minutes of the full Committee, SHSAP Executive Committee, and special meetings of either.
- Maintain a regular member-facing communications plan that includes at a minimum monthly updates on the work of the SHSAP committee, and that requires coordination with staff to ensure communication is disseminated among all relevant constituent groups

5.3.4. Safety Committee Liaison

The Safety Committee Liaison, who must be the Chair of the Safety Committee or their delegate, shall:

- Represent the perspective of the Safety Committee on all matters addressed by the SHSAP Committee.
- Implement relevant policies and programs through the Safety Committee.

5.3.5. Equity & Inclusion Liaison

The Equity & Inclusion Liaison shall:

- Represent the interests of the Equity & Inclusion Committee in all actions and decisions made by the SHSAP Committee.
- Maintain a line of communication with the Equity & Inclusion Committee.

5.3.6. Branch Leadership Committee Liaison

The Branch Leadership Committee Liaison shall:

- Represent the interests of the Branches in all actions and decisions made by the SHSAP Committee.
- Maintain a line of communication with the Branch Leadership Committee
- Ensure that Branch Leaders have the tools to implement policies and programs established by the SHSAP Committee.

5.4. Order of Succession

In the event that the Chairperson is unable to attend any meeting of the full or, SHSAP Executive Committee, or special meeting of either, then any of the other attending Officers may chair the meeting, given the following order of succession:

- Vice Chairperson
- Communications Chair
- Safety Committee Liaison
- Equity and Inclusion Liaison
- Branch Leadership Committee Liaison

Whenever an Officer other than the Chairperson chairs a meeting, they assume the duties and authorities of the Chairperson for the duration of the meeting.

5.5. Implementation Team

The Implementation Team comprises all non-officer committee members, who represent the wide variety of programs and locations that serve The Mountaineers community. Each member of the Implementation Team will fill a specific role. The following roles are part of the Implementation Team:

- [Branch] Community Safety Committee Representative (maximum one per Branch)
- Climbing Council Representative
- Scrambling Council Representative
- Hiking Council Representative
- Sea Kayaking Council Representative
- Snowshoe Council Representative
- Global Adventures Representative
- Meany Lodge Representative
- Stevens Lodge Representative
- Baker Lodge Representative
- Kitsap Forest Theater Representative

Each Implementation Team member shall have a genuine interest in furthering the work of the SHSAP Committee, and shall demonstrate support from the program they represent to serve on the Implementation Team. The SHSAP Executive Committee shall elect each Implementation Team member, and shall prioritize individuals with skills and experience listed in Section 4 of this

Charter.

6. ELECTIONS

For the election of Officers, the Chair will solicit nominations for upcoming vacancies in July of each year. In September, the SHSAP Committee will review nominations and vote to elect a slate of Officers whose term will commence October 1 of the same year.

For election of Implementation Team Members, the Vice-Chair will solicit nominations for upcoming vacancies from the relevant representative groups in July of each year, or on an as-needed basis. Nominations will remain open for a minimum of 30 days, after which the SHSAP Executive Committee will vote on representatives to join the Implementation Team.

6.1. Eligibility

Any qualified member in good standing, who meets the role qualifications as outlined in this Charter, who has no history of prohibited behavior, and who is willing and able to serve, may be nominated for any position by petition submitted to the Communications Chair during the nomination period.

6.2. Scheduled Election

Election of Officers shall be held during a full committee September meeting, or as designated by the Chairperson. The Vice Chairperson shall preside over the election. The members shall elect the Communications Chair, Safety Committee Liaison, Equity & Inclusion Liaison, and Branch Leadership Committee Liaison from those nominated, by simple majority vote.

6.3. Commencement of Term

Each Committee Member's two-year term shall commence on the first day of The Mountaineers' fiscal year, currently October 1.

7. VOTING

A motion to bring business before the Committee for vote may be made by any two Committee Members, not including the Chairperson. Additionally, any Mountaineers member is welcome to address the Committee in writing to discuss proposed business. The Committee Chair must bring forward any proposed business to the subsequent meeting. They may choose to invite the member who proposed the business to join the meeting as a guest to present the topic. The topic must receive a motion and a second by any two members of the committee in order for it to be addressed as business by the Committee. Any business that comes before the Committee for a vote must receive a simple majority vote of the eligible Committee Members present, including voted proxies, in order to be adopted.

7.1. Eligibility

Each Committee Member other than the Chairperson shall be eligible to cast votes for all motions and other Committee business. Each Committee Member may cast a single vote. The Chairperson shall only cast their vote in the event of a tie, but they are free to vote any and all proxies that have been delegated to them.

7.2. Proxy

In the event that a Committee Member other than the Chairperson is unable to attend a meeting, they may delegate their proxy to another individual in attendance. A verifiable proxy may be in, but not necessarily limited to, the following formats: written, email, text message, or voicemail.

7.3. Electronic Voting

Voting on motions and other business before the Committee normally occurs at a full committee meeting. This allows for a full debate of the issue at hand. In extraordinary cases voting may occur via email.

7.4. Quorum

A quorum of >50% of the Committee members, not including the Chair, must be present for a vote on any matter.

8. BUDGET SIGNATURE AUTHORITY

The Chairperson and Vice-Chairperson shall have the authority to commit/disburse budgeted funds.

9. MEETINGS

Full meetings of the Committee shall be held bi-monthly, or more frequently. Full committee meetings and a proposed agenda shall be announced in advance. Meetings are only open to Committee Members and guests invited by the Chair.

The Chairperson or any two other members of the SHSAP Executive Committee may, upon five days' advance notice to all committee members, call for a special meeting in advance of the next regularly-scheduled full meeting of the Committee. The notice of special meeting shall be accompanied by a proposed agenda.

10. REMOVAL OF MEMBERS

No Committee Member shall be removed from the Committee except for good cause. The process of removal shall be consistent with the Board Policy on Committees.

11. AMENDING THE ACTIVITY CHARTER

Amendments to this Activity Charter may be proposed by petition by any Committee Member. A two-thirds vote of the Committee is required to enact an amendment.

Amendment History:

This Charter was first approved by the Board of Directors on January 16, 2025