



## Minutes of the Regular Meeting of the Board of Directors

August 19, 2021

Location: Seattle Program Center; Virtual

6:00 p.m.

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### Unofficial Summary

- Approved the May 20, 2021 Board meeting minutes
- Approved the updated Carbon Footprint Committee charter and roster

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### Attendance

#### Officers:

President – Vik Sahney  
Vice President – Gabe Aeschliman  
Treasurer – Don Heck  
Secretary – Roger Mellem (Zoom)  
VP of Branches – Peter Hendrickson

#### Directors at Large:

Rich Johnston (Zoom)  
Brynne Koscianski (Zoom)  
Maya Magarati (Zoom)  
John Ohlson (Zoom)  
Manisha Powar (Zoom)  
Kara Stone  
Steve Swenson (Zoom)  
Siana Wong (Zoom)

#### Branch Directors:

Alex Cowen – Seattle (Zoom)  
James Henderson – Foothills (Zoom)  
Mark Kerr – Tacoma (Zoom)  
Mike Kretzler – Olympia (Zoom)  
Jerry Logan – Kitsap (Zoom)

Maura Rendes – Bellingham  
Matt Vadnal – Everett (Zoom)

#### Board Members Absent:

VP of Outdoor Centers – Carry Porter (Zoom)  
Mark Kroese (Zoom)  
Steve McClure (Zoom)  
Paul Stevenson (Zoom)

#### Staff:

\*Tom Vogl CEO  
\*Tom Helleberg Publisher & Director of Finance & Operations  
\*Kristina Ciari Director of Membership & Communications (Zoom)  
\*Amber Carrigan Director of Development  
\*Ken Mullins Development Associate  
\*Becca Polglase Director of Programs & Operations  
\*Barbara Sprecher Controller  
\*Brienne Vanderlinden Associate Director of Development

#### Guests & non-voting members:

\*Bill Ashby Safety Chair (Zoom)  
\*Doug Brownlow

\* non-voting attendee

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### Call to Order:

The meeting was called to order at 6:01 p.m. by Board President Vik Sahney via a remote Zoom call. President, Vice President, Secretary, Treasurer, and VP of Branches were in attendance. A quorum was established and was maintained throughout the meeting.



### **Agenda:**

Vik Sahney shared the proposed agenda, which was adopted by the Board without objection.

### **Consent Agenda:**

Vik Sahney shared the consent agenda:

- Approve the Meeting Minutes from the May 20, 2021 Board meeting
- Approve the updated Carbon Footprint Reduction Committee charter and roster

The consent agenda was approved without objection.

### **Committee and Staff reports:**

- Don Heck introduced Doug Brownlow with Jones & Associates, who joined to share a summary of The Mountaineers FY20 audit and IRS Form 990. Highlights shared include: no material audit adjustments, no comments at material weakness level, and no management-level comments at the significant deficiency level.
- Barbara Sprecher shared The Mountaineers FY21 third quarter financial results, including an overview of the significant positive variance seen between The Mountaineers and Mountaineers Books budgeted contribution margin versus actuals.
- Tom Helleberg updated the Board on the FY21 third quarter financial results of Mountaineers Books, as well as gave an overview of the new titles launching in Fall 2021.
- Amber Carrigan provided an overview on The Mountaineers upcoming conservation fundraisers. Amber also shared that the Development team is soon expanding to a five-person team, with Brienne Vanderlinden being elevated to a new role that focuses on major gifts and planned gifts, as well as the next iteration of The Mountaineers strategic plan.
- Kristina Ciari gave an update on membership trends, including a projected 6% growth rate for FY22. Kristina also shared news of a recent pro-bono membership consulting project and let the Board know that she plans to hold conversations about the project's conclusions and recommendations at the November Board retreat.
- Jerry Logan updated the Board on the role and responsibilities of the Risk Management Committee, as well as their recent work to compare The Mountaineers practices with peer groups.

### **Old Business**

- At 7:20 p.m., Don Heck moved that the Board enter executive session to discuss a legal update on the Keta Legacy Foundation lawsuit and a behavior complaint lodged against Tom Vogl. The motion was adopted without objection. Tom Vogl was invited to stay for the first portion of the executive session to discuss the lawsuit. Tom Vogl was asked to leave the executive session at 7:35 p.m. so that the Board could discuss the behavior complaint in his absence.
  - The Board moved out of executive session at 7:56 p.m.



- Gabe Aeschliman shared updates from the Governance Committee, including an overview of the five candidates identified for a Board endorsement: Serene Chen, Brynne Koscianski, Takeo Kuraishi, Alex Pratt, and Anita Wilkins.
  - Gabe called for a motion to endorse the five candidates proposed by the Governance Committee. Don Heck moved to endorse the five candidates and Peter Hendrickson seconded. The motion passed without objection.
  - Gabe called for a motion to approve an increase of The Mountaineers total at-large directors for this Board election cycle, for a total of 13 at-large directors. Peter Hendrickson moved to approve increasing the total number of at-large directors to 13 and Manisha Powar seconded. The motion passed without objection.
- Gabe Aeschliman presented a number of proposed bylaw updates to correct minor grammatical errors, update pronouns to be gender neutral, require Board directors to be members of The Mountaineers in good standing, clarify and improve governance of Board committees, and better align bylaws with governance and privacy best practices.
  - Gabe asked for a motion for the proposed bylaws amendments to be endorsed by the Board and included in the October 2021 annual election for approval by The Mountaineers membership. Peter Hendrickson moved to endorse the amendments and the motion passed without objection.

### **New Business**

- Tom Vogl gave a first look at The Mountaineers FY22 budget, as well as an update on the timeline for next steps as we move toward Board approval of a formally-proposed FY22 budget in October.
- Becca Polglase provided an overview of The Mountaineers activity standards, which outlines the procedures, practices, and protocols to which every committee within The Mountaineers must adhere. Becca shared that a few edits to the current activity standards will be proposed at the October Board meeting.

### **Announcements:**

- Sept 18 | An Evening of Advocacy
- Sept 22 | Seattle REI 25<sup>th</sup> Anniversary Series: Conservation Benefit Event
- Oct 1 - 21 | Board and Branch Elections
- Oct 5 | FY22 Budget Deep Drive
- Oct 21 | Board of Directors Meeting
- Nov 12-14 | Fall Board Retreat
- April 2, 2022 | The Mountaineers Gala

### **Good of the order:**

- Don Heck shared that Troy Wichterman will be joining the Finance Committee.

19 of 24 Board members were present.



**Adjournment:**

Don Heck moved to adjourn the meeting and Peter Hendrickson seconded. Without objection, the meeting was adjourned at 8:27 p.m.

Submitted by  
Roger Mellem, Board Secretary  
Amber Carrigan, Development Director  
Approved by The Mountaineers Board of Directors 10/21/2021