



Minutes of the Regular Meeting of the Board of Directors

March 5, 2022, 1 p.m.

Location: virtual

Unofficial Summary

- Approved the 1/22/22 Board meeting minutes
- Updated the Finance Committee roster
- Updated the Governance Committee roster
- Updated the Investment Advisory Committee roster
- Appointed Roger Mellem as a Director at Large
- Reduced number of Directors at Large from 13 to 11
- Updated the Audit Committee roster
- Updated the Board policy regarding committees
- Approved up to \$60,000 capital expenditure from the Snoqualmie Proceeds to pay for the Stevens Lodge bathroom remodel, with the expectation that the Stevens lodge committee would fundraise and pay back \$8,000 to the Snoqualmie Fund.

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 Simerson VP of Outdoor Centers (Zoom)

Directors at Large

Serene Chen (Zoom)
Rich Johnston (Zoom)
Brynne Koscianski (Zoom)
Takeo Kuraishi (Zoom)
Maya Magarati (Zoom)
Steve McClure (Zoom)
Roger Mellem (Zoom)**
John Ohlson (Zoom)
Alex Pratt (Zoom)
Anita Wilkins (Zoom)

Branch Directors

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

Non-Voting Board Members*

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

Board Members Absent

Siana Wong Director at Large
Mark Kerr Tacoma Branch Director
Maura Rendes Bellingham Branch Director
Foothills Branch Director (vacant)

Staff*

Tom Vogl CEO (Zoom)
Tom Helleberg Publisher (Zoom)
Amber Carrigan Director of Development (Zoom)
Barbara Sprecher Controller (Zoom)
Brienne Vanderlinden Deputy Director of Development & Strategic Engagement (Zoom)

*non-voting attendees
**appointed during the meeting

Minutes

Call to Order

The meeting was called to order at 1:05 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. 21 of 24 voting Board members were present. A quorum was established and was maintained throughout the meeting.

Agenda

Gabe Aeschliman shared the proposed agenda, which was adopted by the Board without objection.

Consent Agenda

Gabe Aeschliman shared the consent agenda:

- Approve 1/22/22 Board meeting minutes
- Approve updated Finance Committee roster
- Approve updated Governance Committee roster
- Approve updated Investment Advisory Committee roster

- Steve McClure moved that the consent agenda be approved. The motion was seconded and passed without objection.

Committee and Staff Reports

Development: Amber Carrigan provided an update on the annual gala.

Risk Management: Alex Pratt provided information on risks identified by the board survey and RMC priorities in the next 12 months, including Outdoor Centers, Youth Programs, and rotating risk reviews.

Finance: Barbara Sprecher reported on YTD financials, and Tom Vogl provided a mid-flight budget update and forecast for the remainder of 2022.

Outdoor Centers: Carry Porter presented preliminary results of the Capital Needs Assessments for Meany, Stevens, and Baker lodges.

Old Business

Executive Session:

- . At 2:40 pm, Vik Sahney moved that the Board enter executive session. The motion was seconded and passed without objection. The Board moved out of executive session at 2:49 pm.

New Business

Governance: Gabe Aeschliman and Tom Vogl updated the board on governance issues.

- . Brynne Koscianski moved to appoint Roger Mellem as Director at Large. The motion was seconded and passed without objection.
- . Anita Wilkins moved to reduce the number of Directors at Large from 13 to 11. The motion was seconded and passed without objection.
- . John Ohlson moved to approve the Audit Committee Roster as provided in the Board Packet with the addition of Takeo Kuraishi. The motion was seconded and passed without objection.
- . Roger Mellem moved to update the Board policy regarding committees as stated in the Board packet. The motion was seconded and passed without objection.

Capital Expenditure Request:

- . Steve McClure moved to approve a \$50,000 capital expenditure from the Snoqualmie Proceeds to pay for a portion (approx. 60%) of the Stevens Lodge bathroom remodel. The motion was seconded. Carry Porter moved to amend the motion to approve up to \$60,000 with the expectation that Stevens lodge committee would fundraise \$8,000 and return that to the Snoqualmie Fund. The amendment was seconded, and the motion as amended passed without objection.

Leadership Progression: Serene Chen presented on leadership progression.

Announcements

03/17/22: Virtual Town Hall: State of the Organization
03/24/22: Walk with P. Hendrickson - Marymoor Park
03/25/22: Deadline for Gala ticket sales & table guests
03/35/22: Gala online auction opens
04/02/22: Mountaineers Gala: Adventure with Purpose
04/12/22: Virtual Town Hall: Equity & Inclusion Committee
04/27/22: Virtual Town Hall: Conservation & Advocacy

Good of the Order

None.

Adjournment

Without objection, Gabe Aeschliman adjourned the meeting at 3:29 pm.

Submitted by Carry Porter, Board Secretary
Approved by The Mountaineers Board of Directors 5/20/2022