



Minutes of the Regular Meeting of the Board of Directors

January 18, 2024

Location: Seattle Program Center and Zoom

Unofficial Summary

- Approved the November 2023 minutes
- Approved the updated Tacoma branch charter
- Approved the updated Branch Leadership Committee Charter
- Approved the new Development Committee charter
- Approved the updated Audit Committee roster
- Authorized the CEO to negotiate and finalize a settlement agreement in the KETA lawsuit
- Elected new officers for the Board of Directors
- Appointed two new directors at large to fill vacant at-large positions

Attendance

Officers

Gabe Aeschliman President

Manisha Powar Vice President

Carry Porter Secretary

Paul Stevenson Treasurer

James Henderson VP of Branches

Roger Mellem VP of Governance

Directors at Large

Dave Foong

Brynne Koscianski

Takeo Kuraishi

Maya Magarati

Amanda Piro

Alex Pratt

Samantha Sanders

Mark Walters

Vanessa Wheeler

Robert White

Anita Wilkins

Siana Wong

Branch Directors

Mark Kerr Tacoma Branch Director

Liz McNett Crowl Foothills Branch Director

Mark Goodro Kitsap Branch Director

Brad Near Seattle Branch Director

Board Members Absent

Matt Simerson VP of Outdoor Centers

Serene Chen Director at Large

Ramki Pitchuiyer Everett Branch Director

Tim Schafermeyer Bellingham Branch Director

Mike Riley Olympia Branch Director

Katie Strauz-Clark* Youth Representative

Staff*

Tom Vogl CEO

Rich Heine Director of Finance & Administration

Tom Helleberg Publisher

Becca Polglaise Director of Programs & Operations

Brianne Vanderlinden Deputy Director of Development & Strategic

Engagement

Mckensie Campbell Davies Annual Giving Manager

Rose Steller Burke Associate Director of Donor Events & Partnerships

Guests*

Rich Draves

*non-voting attendees

Minutes

Call to Order

The meeting was called to order at 6 p.m. by Board President Gabe Aeschliman.

President, Vice President, Secretary, Treasurer, VP of Branches, and VP of Governance were in attendance. 22 of 28 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:

- ★ Mark Kerr moved to approve the consent agenda. The motion was seconded and passed without objection.
- ★ Manisha Powar moved to approve the November 2023 BOD meeting minutes, with an amendment to identify Mark Kerr as the moving party for the agenda approval. The motion was seconded and passed without objection.

Committee and Staff Reports

Finance: Riche Heine and Tom Helleberg provided a financial update.

Old Business

Executive Session:

- ★ At 6:30 pm, Mark Kerr moved that the Board enter executive session with Tom Vogl, Tom Helleberg, and Becca Polglaise as guests. The motion was seconded and passed without objection. The Board moved out of executive session at 7:06 pm.

New Business

Keta Lawsuit Settlement:

- ★ Roger Mellem moved to 1) authorize the CEO to negotiate the final settlement agreement to be approved by the Executive Committee and signed by the CEO, on behalf of the organization; and 2) approve spending up to \$220,000 on property acquisition and related costs, which shall be funded first by reserves restricted to Kitsap Forest Theater (the James Lea Bequest) and secondly (if necessary) by Kitsap Forest Theater reserves. The motion was seconded and passed without objection.

Officer Elections: Manisha Powar introduced the officer candidate slate.

★ Takeo Kurashi moved to appoint the following people as officers of the Board of Directors, beginning in March 2024:

President: Manisha Powar
Vice President: Rich Draves
Treasurer: Paul Stevenson
Secretary: Vanessa Wheeler
VP of Governance: Roger
VP of Branches: Amanda Piro
VP of Outdoor Centers: Mark Kerr

The motion was seconded and passed without objection.

At Large BOD Appointments: Gabe Aeschliman presented board candidates to fill vacant director at large positions, beginning in March 2024:

★ Amanda Piro moved to appoint Carry Porter and James Henderson as directors at large. The motion was seconded and passed without objection.

Committee and Staff Reports

Strategic Plan: Becca Polglaise provided an update re LEAD.

Development: Bri Vanderlinden provided an update re the development budget and gala..

Announcements / Good of the Order

Feb 15 | BeWild: Salmon Cedar Rock and Rain (Community Event w/ Peak Society Reception)
Feb 16 | LDS: How Much Longer? Exploring Journey toward Racial Equity and Inclusion in Nature
Mar 1 - 3 | Banff Mountain Film Festival - Olympia
Mar 9 | Spring Board Retreat at Hibulb Cultural Center - RSVP now
Mar 14 | BeWild: Alpine Rising
Mar 23 | Tacoma Leadership Conference
April 6 | Mountaineers Gala honoring Rue Mapp and special guest Reinhold Messner
April 30 | Mountaineers State of the Organization

Adjournment

Without objection, Gabe Aeschliman adjourned the meeting at 7:50 p.m.

Submitted by Carry Porter, Board Secretary

Approved by The Mountaineers Board of Directors March 9, 2024