

**SUMMARY OF MINUTES**  
**Regular Meeting**  
**of the Board of Directors**  
**June 8, 2008**

**(Meeting was part of the Board's Annual Three-Day Planning Retreat)**

The meeting was called to order by Chair, Anne Farrell at 8:00 a.m. Other directors present were Ivar Chhina, Brenda Davis, John Hamlin, Joanne Harrell, Tom Harville, Sally Jewell, Chuck Katz, Jesse King, Ed Schmults, Cheryl Scott. Corporate officers attending the meeting were: Brad Johnson, Brian Unmacht, Michelle Clements, Catherine Walker, and Matt Hyde.

Here is a summary of the subjects discussed and actions taken:

- The meeting started with an executive session with independent directors only. The executive session concluded at 9:00 a.m. and the general session began.
- Anne Farrell thanked the Board and management for their efforts in creating and conducting a successful Board retreat.
- The Board approved the appointment of José Lozano as a director for a one-year term commencing July 22, 2008.
- Brad Johnson, Senior VP and CFO, provided the Financial Report, detailing the 2008 year-to-date performance. In his report, Mr. Johnson highlighted that the ramp-up of the Bedford Distribution Center has occurred ahead of schedule.
- Matt Hyde, Executive VP of Marketing and Merchandising, continued the Financial Report, describing scenario planning that management is doing to prepare for any changes in the Company's business resulting from changes in the market.
- Brian Unmacht, Executive VP of Sales, Service, Store Development and Logistics, concluded the Financial Report with a review of the financial status of the retail side of the Company.
- Joanne Harrell, Chair of the Compensation Committee, provided the report of the Committee. The Board approved three resolutions that relate to the administration of the Company's retirement plan. The Board also adopted a recommendation by the Committee to increase director compensation. Information on Board compensation philosophy and revised compensation levels will be available on REI.com.
- The meeting was adjourned at 10:50 a.m.