

SUMMARY OF MINUTES
Regular Meeting
of the Board of Directors
March 26, 2007

The meeting was attended by Board Chair, Doug Walker and directors Bill Britt, Ivar Chhina, Anne Farrell, Joanne Harrell, Tom Harville, Cheryl Scott, Mike Smith, Chuck Katz, Angel Rodriguez, and Sally Jewell. Directors-elect John Hamlin and Edward Schmults were also in attendance. The following members of the company's management attending the meeting were: Matt Hyde, Senior Vice President, Brad Johnson, Chief Financial Officer, Brian Unmacht, Senior Vice President and Catherine Walker, Vice President and General Counsel.

Here is the summary of the subjects discussed and actions taken.

- The meeting started with an executive session.
- The minutes of the regular board meeting of February 5, 2007, were approved.
- Sally Jewell provided a presentation of REI's Leadership Conference event at the Sheraton Hotel in Seattle on March 6 – 9. Ms. Jewell highlighted the conference breakout sessions: supply chain management, the future of community within REI.com, and strategies for recruiting and retaining top talent.
- Brad Johnson provided a report on the Company's financial performance for the first two months of the fiscal year and for March to date. He also provided a review of economic trends and a discussion of comparable retailer performance for the fourth quarter of 2006.
- Brian Unmacht provided an update on the Bedford Distribution Center and noted that the project is on time and on budget.
- Michael Collins and David Jayo provided a report on REI's stewardship, with an emphasis on the company's sustainability and giving. They also informed the board that all REI's accomplishments were now available in a stewardship report on REI.com.
- Sally Jewell, Michelle Clements, Brian Unmacht, and Matt Hyde presented the Board with the work the company is doing to advance diversity and inclusion in the outdoors and at REI.
- Angela Owen, Susan Viscon, Candyce Johnson, and Mike Cannon provided the Merchandising presentation identifying trends and growth drivers in 2008 and beyond.
- Bill Britt presented the report of the Nominating and Governance Committee and noted the committee had interviewed two prospective candidates and continued to focus on building a strong pipeline of potential directors.
- Tom Harville provided the report of the Audit and Financial Committee, and reviewed its meetings with the company's financial auditor and its internal audit firm, and highlighted key findings in each report. He also noted the Committee approved a new store location.
- Joanne Harrell provided the report of the Compensation Committee, and received approval for amendments to the deferred compensation plan.
- The board held an executive session prior to adjourning.

**SUMMARY OF MINUTES
Annual Meeting
of the Board of Directors
March 26, 2007**

The annual meeting was attended by Board Chair Doug Walker and directors Bill Britt, Ivar Chhina, Anne Farrell, Tom Harville, Sally Jewell, Joanne Harrell, Chuck Katz, Angel Rodriguez, Cheryl Scott and Mike Smith. Directors-elect John Hamlin and Edward Schmults were also in attendance. Catherine Walker, Vice President & General Counsel, was also in attendance.

- The Board reviewed and approved the minutes of the Board's annual meeting of March 27, 2006.
- The Board unanimously elected Doug Walker Chair and Anne Farrell Vice Chair to serve from March 26, 2007, until the next annual meeting of the Board.
- As Chair, Mr. Walker advised the Board of the following Committee assignments for 2007-2008:

Audit & Finance:

Ivar Chhina, Chair
Edward Schmults
Cheryl Scott
Mike Smith

**Compensation and Leadership
Development:**

Joanne Harrell, Chair
John Hamlin
Chuck Katz

Executive:

Doug Walker, Chair
Anne Farrell, Vice Chair
Ivar Chhina
Joanne Harrell

Nominating/Governance:

Anne Farrell, Chair
Tom Harville
Doug Walker

- On motion duly made and seconded, the Board elected the following corporate officers:

President & Chief Executive Officer:	Sally Jewell
Senior Vice President of Merchandising, Marketing, Online & Public Affairs:	Matt Hyde
Senior Vice President, Chief Financial Officer, Chief Administrative Officer, & Assistant Treasurer:	Brad Johnson
Senior Vice President of Sales, Store Development & Logistics:	Brian Unmacht
Vice President of Human Resources:	Michelle Clements
Vice President of Public Affairs:	Michael Collins
Vice President, General Counsel & Corporate Secretary:	Catherine Walker
Vice President of E-Commerce & Web Strategy:	Brad Brown
Vice President of Distribution & Logistics:	Dave Presley
Vice President of REI Gear & Apparel:	Lee Fromson
Vice President of Merchandising:	Angela Owen
Regional Vice President – West Region:	Tim Spangler
Regional Vice President – East Region:	Janet Hopkins
Vice President of Marketing:	Tom Vogl
Vice President of Information Services:	Jeff Zon
Assistant Secretary:	Danette Capello
Treasurer:	Russell Paquette

- The Board expressed deep appreciation to Bill Britt and Angel Rodriguez for their years of service on the Board.
- The Board meeting was adjourned at 4:55 p.m.