

**SUMMARY OF MINUTES**  
**Regular Meeting of the Board of Directors**  
**November 8, 2021**

A regular meeting of the Board of Directors of Recreational Equipment, Inc. (the “Co-op”) was held on Monday, November 8, 2021, commencing at 8:00 a.m. PDT. This meeting was held remotely via Microsoft Teams Video due to the COVID-19 pandemic.

The meeting was called to order by Chair, Tony Truesdale. Other Directors present on Microsoft Teams were Eric Artz, Gunjan Bhow, Beth Newlands Campbell, Chris Carr, Ivy Chin, Matt Compton, Karen Glover, Steve Hooper, Liz Huebner, Ted Philip, Sharon Philpott and Bert Quintana. Management representatives present were Kelley Hall, Raquel Karls, Curtis Kopf, Vivienne Long, Chris Putur, Chris Speyer, Dan Shull, Ben Steele, Susan Viscon, Wilma Wallace and Kate Wendt.

Michael Benkel joined the meeting from 9:30 a.m. to 11:30 a.m. during the Business Update presentation.

Mr. Truesdale began the meeting in executive session at 8:01 a.m.

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

1. **Consent Agenda**: The Board approved the Minutes from the August 7, 2021, meeting upon a motion having been duly and properly made; and the submitted list of Board Appointed Officers.
2. **CEO Evaluation Process Update**: The Board discussed the process for the 2021-2022 evaluation year.
3. **CEO Report**: In addition to his written report, Mr. Artz’s update included reflections on the state of the business and results, COVID related health and safety measures as well as our progress against the transformation journey.
4. **Board DEI Journey**: Ms. Wallace shared her initial reflections after assuming the role as Chief Diversity & Social Impact Officer, and the launch of the Diversity & Social Impact Office. Ms. Glover noted opportunities to lead through the enactment of policy change and further Board education on marginalized communities.
5. **Tribute to Steve Hooper**: Mr. Hooper, having announced his retirement from the Board, shared reflections on his Board service. Board Members expressed their appreciation and thanked him for his contributions and service. Mr. Hooper’s resignation from the Board is effective as of November 9, 2021.
6. **Business Update**:
  - **Product and Supply Chain**: Members of management provided updates on the product strategy and progression against the transformational goals. Management also updated the Board on merchandising and supply chain activities, and the inventory environment. Further discussion ensued on the risks and mitigation strategies in the current constrained environment.

- **2021 Full Year Financial Forecast:** Ms. Hall forecasted continuing positive results through the back half of the year. The forecast for full year operating expenses and cash positioning are strong.

#### **7. Strategic Update:**

- **2022 Planning and Future Board Meeting Milestone:** Ms. Hall shared 2022 planning targets and commitments based on the current 3-year strategic plan. Ms. Wendt brought forward the future Board Meeting topics and major milestones related to planning and budget.
- **Subscription and Membership Transformation:** Management updated the Board on plans to support the Membership transformational plans; and business impact.

Management, except for Mr. Artz and Ms. Karls left the meeting.

#### **8. Talent Review:**

- Ms. Karls and Mr. Artz engaged with the Board on the annual talent review, including CEO Succession planning.

#### **Committee Reports:**

As is the normal course, the Nomination & Governance, Compensation and Audit & Finance Committee Chairs provided committee reports on matters discussed during those meetings.

##### Nominating and Governance:

Ms. Philipott reported on the Committee's approval of the August Committee meeting minutes, discussion of the Board search to fill open seats and a request for revisions to the Governance Principles for Committee approval. The Committee also discussed considerations related to Directors serving on non-REI Boards, and impacts on their co-op Board service.

##### Audit and Finance Committee:

Mr. Philip reported on the Committee's approval of the August Committee meeting minutes, discussion of the 2021 member rewards; and governance model for Path Ahead Ventures; the audit and enterprise risk management update and Q3 financial report. Mr. Philip reported on the 2022-23 audit plan, climate and cybersecurity. The Board unanimously approved a resolution related to a patronage dividend and member reward.

##### Compensation Committee:

Ms. Newland-Campbell reported on the Committee's approval of approval of minutes; and various compensation and other total rewards strategies.

Mr. Artz and Ms. Wallace left the meeting at 3:36 and the Board went into Executive Session.

The Board meeting was adjourned at 3:57 p.m.