

SUMMARY OF MINUTES
Regular Meeting of the Board of Directors
February 7, 2022

A regular meeting of the Board of Directors of Recreational Equipment, Inc. (the “Co-Op”) was held on Monday, February 7, 2022, commencing at 8:00 a.m. 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, Ivy Chin, Beth Newlands Campbell, Chris Carr, Matt Compton, Karen Glover, Liz Huebner, Sharon Philpott, Ted Philip, and Bert Quintana. Management representatives present via Microsoft Teams were as follows: Wilma Wallace joined the meeting from 8:30 a.m. to 10:50 a.m. and 2:30-3:30 p.m. Kelley Hall and Ben Steele joined the meeting from 9:40 a.m. to 2:30 p.m. Cameron Janes joined the meeting for the Strategic Discussion topic. Mr. Truesdale called to order an executive session from 8:00 a.m. from 8:45 at the start of the meeting.

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

1. **Consent Agenda:** After the executive session, minutes from the November 8, 2021, Board meeting were unanimously approved, a motion having been duly and properly made.
2. **CEO Report:** Mr. Artz expressed his satisfaction with the year end results and accomplishments, reporting a challenging year operating in a COVID environment and also reported on the state of the business.
3. **Nominating and Governance:**
 - **2022 Director Slate:** Ms. Philpott provided an update on the search to fill the two open Director positions. On a motion duly made, the Board approved the Nominating and Governance Committee recommendations regarding the status of the two candidates.
 - **Leadership and Committee Assignments:** Ms. Philpott shared the Nominating and Governance Committee recommendation for the appointment of the 2022/2023 Board Chair and Committee Assignments, for formal approval at the May Board meeting.
4. **2021 Results:** Ms. Hall shared Q4 preliminary results, a more detailed report on the full year having been shared at the February Audit & Finance Committee meeting. She reported on the 2021 year profit distribution, and declaration of the dividend and Member Reward. The Resolution for Profit Distribution, as submitted and recommended by the Audit & Finance Committee was unanimously approved.
5. **2022 Budget / Plan:** Next, Ms. Hall presented the 2022 budget and financial plan. After further discussion, a motion was properly and duly made to approve the Audit & Finance Committee’s recommendation for budget approval and was unanimously approved.
6. **Board Health:** The Board engaged in a closed discussion with Mr. Artz, Ms. Hall and Mr. Steele and discussed matters related to Board health and strategy.

- 7. Strategic Discussion:** Ms. Wallace rejoined the meeting, joined by Mr. Janes who shared early observations since joining the Co-op. Ms. Hall provided a brief update on the Future of Work.

Mr. Janes, Ms. Hall and Mr. Steele were excused from the meeting at 2:30 pm.

- 8. 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. Philpott reported on the following Committee activities: Approval of the November 5, 2021, meeting minutes, Ms. Campbell's offer of resignation due to changed employment circumstances and the Committee's recommendation to decline the offer, which was unanimously approved by the Board, pursuant to proper motion. A discussion on Board leadership, Director onboarding, and proposed edits to Governance Principles and the Committee Charter; and sought approval of updates to the Board Appointed Corporate Officers, which was unanimously approved pursuant to proper motion.

Audit and Finance Committee:

Mr. Philip reported on the following Committee activities: Approval of the November 5, 2021, meeting minutes, 2021 preliminary financials, and the independent auditor's preliminary findings for the annual financial audit, reporting no issues. Mr. Philip also reported on the Committee's review and approval of the profit distribution and Member reward, the 2022 budget and standing updates on the compliance and integrity program, climate and cybersecurity.

Compensation Committee

Ms. Newlands-Campbell reported on the following Committee activities: Approval of the November 5, December 15, 2021, and January 19, 2022, meeting minutes; changes to the retirement and profit-sharing plan, including Committee approval; and approval of the 2021 incentive plan payouts as recommended by management; and other compensation matters related to Board, Officer and CEO compensation.

The Board went into Executive Committee. All management was excused. The Board meeting was adjourned at 3:30 p.m.