

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

A regular meeting of the Board of Directors of Recreational Equipment, Inc. (the “Co-Op”) was held on Monday, February 8, 2021, 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 in attendance were Eric Artz, Gunjan Bhow, Ivy Chin, Beth Newlands Campbell, Chris Carr, Matt Compton, Karen Glover, Steve Hooper, Liz Huebner, Stephen Lockhart, Sharon Philpott, Ted Philip, and Bert Quintana. Management representatives included Wilma Wallace, Ben Steele and Raquel Karls, who joined the meeting at 9:00. Other Management representatives later in attendance were Kelley Hall, Sara Malcolm, Chris Putur, Chris Speyer, Tim Spangler, and Kate Wendt who joined the meeting at 10:40 a.m. Angela Park, a diversity, equity and inclusion consultant, joined the meeting 9:00 a.m. to 10:30 a.m. Mr. Truesdale began the meeting in executive session at 8:00 a.m.

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

1. **Consent Agenda:** The minutes from the November 2, December 7, and December 16, 2020, Board meetings were unanimously approved, subject to edits, after a motion having been duly and properly made. The 2021 election slate and a recommendation of the the Nominating & Governance Committee to nominate each of the three (3) incumbents for election by the members was unanimously approved upon a motion having been duly and properly made. The Board appointed Corporate Officers, as recommended by the Nominating & Governance Committee, was also unanimously approved upon a motion having been duly and properly made.

2. **CEO Report:** Mr. Artz provided a business update and framed the goals for the day.

3. **Financial Report:**

- **2020 Results:** Ms. Hall provided a financial report and reported a healthy finance sheet, before entertaining questions from the Board.
- **2020 Profit Distribution:** After discussion, a recommendation by the Audit & Finance Committee to approve a Resolution regarding the patronage dividend distribution was unanimously approved as presented.

4. **Strategy Update:** Mr. Artz shared self-reflections on the external environment. Mr. Steele introduced the Transformative Agenda, including 2021 Strategic Priorities, 3 Year Plan and 10 Year Vision. Board and Management engaged in an extensive discussion of successful transformation models and required shifts in the co-op business operations. Management also noted the importance of the Co-op Way, including aspects of equity, diversity and inclusion as the foundation to power our transformation. During the second half of the Strategy Update, Ms. Hall and Ms. Wendt shared the 2021 Priorities and plans in greater detail.

5. **2021 Budget / Plan and Approval:** Ms. Hall presented the 2021 budget plan, Thereafter, the Board and Management engaged in a lengthy discussion prior to the unanimous approval of the Audit & Finance Committee’s recommendation to approve the proposed 2021 budget as submitted.

Management was excused at the end of this discussion, except Mr. Artz and Ms. Karls.

**6. Talent Review:**

After the Talent Review, Ms. Karls was excused at the end of this discussion. Ms. Wallace joined the meeting.

**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 approval of the October 30, 2020, Committee meeting minutes; and a request for approval of appointed officers for 2021. Ms. Philpott reported the updated process to determine committee assignments and board leadership and shared an update on the criteria for Board Chair and the candidate slate for the 2021 calendar year.

*Audit and Finance Committee:*

Mr. Philip reported on approval of the October 30, 2020, Committee meeting minutes; and the recommended profit distribution for 2020 and Resolution. Upon a motion duly made, the resolution was unanimously approved and adopted.

*Compensation Committee:*

Mr. Quintana reported on approval of the October 30, 2020, Committee meeting minutes; and a request for Board approval of various incentive plans and recommendations for officer and Board pay, which were unanimously approved and adopted

The Board went into Executive session. All management was excused. The Board meeting was adjourned at 4:25 p.m.