

**SUMMARY OF MINUTES**  
**Regular Meeting of the Board of Directors**  
**August 12, 2019**

A regular meeting of the Board of Directors of Recreational Equipment, Inc. (the “Co-Op”) was held at REI Headquarters, Kent, Washington, on August 12, 2019.

The meeting was called to order by Chair, Steve Hooper. Other Directors present in person were Beth Newlands Campbell, Chris Carr, Matt Compton, Karen Glover, Liz Huebner, Mary Beth Laughton, Stephen Lockhart, Sharon Philpott, Ted Philip, Bert Quintana, and Tony Truesdale. Management representatives present in person for the general session were Eric Artz, Leslie Gerrard, Raquel Karls, Curtis Kopf, Chris Putur, Tim Spangler, Ben Steele, Susan Viscon, Wilma Wallace, and Kate Wendt. Vivienne Long was also present for the purposes of a brief introduction to the Board at the commencement of the meeting. Rick Bingle, Bill Best, Tina Molski and Michael Benkel joined the meeting at 3:00pm.

Mr. Hooper began the meeting in executive session at 11:00 a.m. Mr. Artz and Ms. Wallace were present. Ms. Glover, Ms. Laughton, Mr. Philip, and Ms. Philpott recused themselves from this discussion.

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

CEO Report:

Mr. Artz reported on the state of the business and opened the discussion for questions.

Administrative:

The minutes from a telephonic meeting on April 29, 2019, and Annual board meeting held on May 5, 2019, were unanimously approved by motion as submitted.

2019 Progress and Strategic Update:

Mr. Artz framed the afternoon session on 2019 customer investments and progress, plans and milestones against REI’s growth agenda, including focus on the new customer and definition of success over a 5-year period.

Ms. Wendt provided a detailed overview of Q2 financials and YTD results, including comparisons to budget year over year and 2019 customer investments. Ms. Viscon added additional detail on the full year forecast, price optimization and assortment initiatives.

Mr. Spangler introduced a conversation addressing investment in base pay and employee training and an update on the forecasting and scheduling model.

Ms. Wendt led with a discussion of 2019 customer investments before transitioning the conversation to Ms. Putur who provided an overview of the customer technology portfolio and enterprise product flow, and Mr. Kopf shared updates on REI’s enhanced mobile app capabilities. Next, Mr. Spangler provided a detailed progress report on our circular economy and activities initiatives.

Ms. Gerrard launched a conversation on Experiences and REI Adventure Centers. She reported on the AOA operating model, integration and expansion plans, and closed the conversation with an update on local and in-store activities driving engagement for both new and current members.

Mr. Steele reported on other measures of progress year to date, including new content highlights, podcasts, streaming video, the Expert Advice Journal and films, and the launch of Uncommon Path. Following these discussion, Mr. Steele previewed plans for Opt-Outside 2019.

Distribution and Logistics:

Mr. Bingle briefly introduced Mr. Best, who then presented the Supply Chain strategy 5-year plan. The motion, properly made, to approve the Supply Chain strategy was unanimously approved.

Committee Reports:

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

At 4:25 p.m. the Board went into executive session. All management were excused from the meeting. The Board meeting was adjourned at 5:00pm.