

**Don Walsh's Cover Letter, sent to the entire Board of Directors, all Officers, and Chapter Chairs on February 14, 2012 at 11:01am EST**

Dear Colleagues in Exploration,

I wrote my "Open Letter" on 12 December and sent it to the chapter chairs, with copies to the officers and directors. It was my intent to give an alternative view of the current problems within the Club's governance. I asked the chairs to please share this information with their members. I preferred to work through the 'chain of command' than simply sending a copy to every member. Consider that I got exactly zero feedback or comments from members, I think not much sharing was done...

At that time I had intended to make no further open comment on the Club's current problems. To date, I have done this and in addition I have absolutely refused to talk to any media persons.

However, Joe Frey's recent release of two private e-mails between me and four board members has compelled me to write another open letter. I believe the disclosure of e-mails from a website established for communications among directors and officers without the permission of the recipients is grossly improper. It may even violate policies adopted by the Board for confidentiality of Club communications.

If Joe has violated a Board policy on confidentiality then he should be held accountable. However, I have not read this policy as it has not been given to me yet.

Again, I am sending this second open letter again to all chapters chairs as well as well as the directors. "Open Letter #2 represents my opinions alone and should not be seen as any sort of 'group effort' by any other parties.

As we mark our ballots for election of the next class of directors and consider who should be our next President, I think it is very important to consider all points of view with regard to Club governance. It is in this spirit that I send this letter to you. While many of you may not agree, my hope is that it will at least make you think about the way ahead.

Best wishes, Don Walsh

Captain Don Walsh USN (ret), PhD  
Honorary President the Explorers Club  
c/o International Maritime Inc.  
14758 Sitkum Lane  
Myrtle Point Oregon 97458 Oregon  
USA



13 February 2012

Dear Explorers Club Chapter Chairs,

Last week, I was sent a copy of Joe Frey's 9 February memorandum to the chapter chairs. I got it indirectly since I was not given a courtesy copy even though the contents affect me.

I am sorry that you have been subjected to this unwise disclosure of items that should have remained confidential. It appears that someone at Club headquarters has been reading private e-mails meant for directors and officers. My e-mails were intended for Club directors Constance Difede, Josh Bernstein, Jim Clash and Ken Kamler in addition to former president John Bruno. I was candid in these e-mails because I did not realize they would be accessed without the recipients' knowledge or permission and then widely distributed.

In particular, it is unfortunate that one person was named with regard to a controversy over his award. He should not have been 'outed' without regard to his privacy. Joe, you should have considered the damage this may have done to that person before you made public these e-mails.

However, I stand by what I said: The Club badly needs new leadership, and the award of The Explorers Medal was tainted.

There was no intention for me to go public with any of this. I was trying to work through Board members so these matters could be considered within the boardroom. What puzzles me about Joe's action is that one of my e-mails dates from 24 November, the other 12 December. If they were judged to be so inflammatory and damaging, why was their disclosure held for nearly 10 weeks? In my view, this was a tactical move by a leadership clique of five or six that's related to the Board and presidential elections.

Joe's action certainly was not helpful, and has only inflamed the situation. There are people out there who love the conspiracy idea that somehow four dissenting directors are an unhealthy presence in our boardroom. This disclosure of private communications has played into their hands and has made a difficult situation worse. That is hardly the leadership I would expect from an officer who is also a Board member and is now running for a second term on our Board. I would not vote for him.

Reasoned dissent is not a bad thing in any organization. It is healthy and should be

encouraged. However under our present Club leadership it is seen as intolerable disloyalty. The mantra of the president, supported by her leadership clique, is “Be reasonable – do it my way.” This has led to a polarization of the Board elected by you members to operate our Club. As a result, our elected representatives have consumed an enormous amount of time with wasteful infighting rather than doing the business of the Club.

Furthermore this has led to intemperate statements, driven by frustration, on both sides of the governance issues. Sadly, some of these statements have now seeped into the media. This damages us all. But it is too facile to blame this on the four directors who have legitimately questioned actions of the ruling clique.

The frustration is driven by several factors: the leadership’s censoring information on Internet sites, reading and distributing e-mails sent to other people, refusing to disclose important information to directors, and attacking those who question them. At Board meetings, attempts to raise serious and timely governance matters are pre-emptively tabled by the president and her clique. In response, certain directors have tried to enforce our bylaws and Roberts Rules of Order, but this has been an exhausting and time-consuming battle. Therefore, orderly meetings are nearly impossible.

The problem is compounded when the clique invites chapter chairs to join Board meetings via telephone. This loads up the meeting time with needless ‘Q&A’ between the chairs and directors. The result is that it is impossible to discuss sensitive matters in Executive Session (which the president no longer allows) and practically impossible to get through all the items on the agenda.

As your Honorary President and earlier, Honorary Director, I diligently assisted Club presidents Rose, Wiese, Bennett and Karnath. I worked loyally for each and did what was asked of me. My reward was to have my integrity questioned by our current president when serious issues regarding the Flags and Honors Committee were brought to the Board.

The accusations that our committee was corrupt and made awards to cronies was hurtful and ignorant. As a half-century member of the Club and having been involved with two decades of Club governance, I have to tell you that I have never seen such a mess in its leadership:

- In the three years of the current president’s reign, seven elected directors have been accused of improper activities up to and including a single ‘ethics trial’ that resulted in an unsupported monetary fine (check the bylaws). Some of you are now asking four sitting directors be removed from the Board. No hard evidence of wrongdoing has been presented, just accusations. This is unprecedented in the history of our club. We can do better than this.
- I was present by phone for the Board meeting/trial of Director Bernstein. Verbal assertions and charges were made (by President Karnath and the ruling clique), but no firm evidence was ever presented. To me, it was a public hanging. To his credit, Josh was much more calm and civil than some of his accusers and, frankly, I think a good case can be made for his exoneration, the reversal of all

Board actions against him and the issuing of a public letter of apology. Instead of the Club's leadership taking such steps, the particulars of Josh's 'trial' were leaked to the press and his reputation has been damaged. Frankly, he was libeled and the Club's ruling clique has dragged its collective feet, stalling all efforts to rectify things while costing the Club tens of thousands of dollars in completely unnecessary legal fees.

- There are financial questions relating to just how much new sponsorship and donation funds have been raised over the past three years. The president claims some pretty optimistic results - and she may be right. But when directors have asked to inspect the records, these requests have been met with resistance. I am not asserting that there have been improprieties. I just think that how things have been counted needs careful review - a review now being blocked by the leadership clique.
- Relations are now severely strained with our Club's two major sponsors, Rolex and Eddie Bauer. They are not happy that the Club's private matters have gotten into the media when their names are associated with us. Club leadership has not been responsive to the letters sent to the Board by these sponsors.
- The threatened mass resignation of 10 of the 12 members of the Flags and Honors Committee is another 'historic first' in the history of the Club. Committee members were seriously concerned about disclosure of internal communications to parties outside the committee. In the most egregious case, a nominee for The Explorers Medal was given information from an internal memo on why he did not receive the highest score. Therefore the members decided they could no longer serve if this situation was not remedied promptly. The committee sent a signed letter to each Board member stating the problem and giving the Board approximately seven weeks to work out a remedy. If this were not done, the 10 members who had signed the message (the only two who did not sign were the president and her husband, Robert Roethemund) would resign from the committee. In ignorance of the facts, some have labeled the F&H Committee as corrupt, but it is in fact the most 'blue ribbon' committee I have known in my 20 years' experience with club operations. These 10 members represent over 80 years of club governance experience and include former presidents, Board members and chapter chairs as well as medalists. As you know, the president accepted the resignations almost immediately, claiming she was being "blackmailed." This was an action she was not empowered to take, only the Board has the ultimate power to 'hire and fire'. So once again we saw the "ruling clique" preempt Board authority.

If you think this 'bill of particulars' is not a serious matter of concern, then I have wasted my time in writing this letter. In my 52 years of membership, I have truly never seen a mess like this.

As Honorary President, I have tried to maintain contact with all factions on the Board

hoping that I could be a moderating influence. Clearly this has not worked because moderation is in very short supply these days. Instead, my reward has been to be named “one of them” (dissidents) in the words of our president.

Please understand that all of you now ‘own’ this crisis by virtue of its being widely reported and subjected to synchronized rumors and innuendo. The leadership clique says this is solely the work of the dissenting board members. My experience in watching all of this suggests exactly the opposite. Yes, they are speaking up, but they have chosen to direct their comments to the appropriate parties. They are not guilty of broadcasting public e-mails full of wild accusations that have no merit. There is, in fact, a genuine concern by them for the future of our 107-year institution that is having an unprecedented breakdown due to poor leadership and governance.

Member Greg Bledsoe (MN ’05) has given a very reasoned and fair discussion of the problems facing us at <http://www.gbledsoe.com/blog/2012/1/23/explorers-club-controversy.html> He has talked to all sides and has put down his findings in three sequential blog posts.

Let’s work together to repair the damage as quickly as possible. You, as chapter chairs, should not have been involved. All of this could have been resolved in the boardroom by the Board of Directors. However, people with less-than-wise agendas have decided it was better to go public, and that’s too bad.

When I had command of a ship in the Navy, whatever happened on board was ultimately the captain’s responsibility. If one of my watch officers ran us aground, it would cost me my job even if I were not on the bridge at the time.

It is clear to me that Lorie has run our Club aground. She has been in charge during the time all of this mess has occurred and continues to occur. She insists it is not her fault, but she is ‘the captain’ and, as such, all responsibility rests with her. Given all of the above, she needs to step down immediately and proper leadership should be put into place to govern our Club back to safer waters.

Best wishes,



Don Walsh, Ph.D. MED'61

Honorary President  
Honorary Director  
Explorers Medal  
Lowell Thomas Award  
Honorary Member  
Former Board member (6 years)  
Chair and member, Nominating Committee  
Member, Flag and Honors Committee  
Member Legacy Society