National Speleological Society, Inc.
Minutes of the Meeting
of the Board of Governors

Boise, ID
October 17, 2026
9AM MDT

DRAFT 2

Chair of the Board, Josh Schultz, called the meeting to order at 9:07AM MDT, October 17, 2026.

1. Call to Order and Roll Call

Interim Executive Director
Kristine Ebrey - PRESENT

Directors
Sarah Arpin - PRESENT
Mike Backe - PRESENT
Zach Englebert - ABSENT
Miki Kalber - PRESENT
Mike Mansur - PRESENT
Rebecca McNabb - PRESENT
Dennis Melko - PRESENT
Anna Pearce - PRESENT
Derek Bristol - PRESENT
Julian Benson - PRESENT
Matthew Kok - PRESENT
Josh Schultz - PRESENT

2. Minutes to Approve

2.1. 09.14.26

Mansur motions to approve
Bristol seconds

Vote Via Voce: **Motion Passed**
UNANIMOUS APPROVAL

3. Division Head & Board Reports

3.1. Division Head Reports

Speaking Representatives at meeting:
Kristine Ebrey (for Secretary Treasurer)
Rebecca McNabb (Financial Review)
Anna Pearce (Nominating Committee)
Sarah Arpin (Strategic Planning)
Josh Schultz (Bylaws)
Carol Tiderman and Kristine Ebrey (Membership)
Kristine Ebrey (Education and Training)
Kristine Ebrey (Communications)
Emily P Davis (Environmental Conservation and Science)
Kristine Ebrey (Facilities)

4. Comments from the Membership

Kim Fedrick- Asked about different functions of secretaries, (reporting, board, etc.), and board replies giving job descriptions.

McNabb motions to move out of membership comments section
Arpin seconds
Pearce motions to take a 10 min recess.
Mansur Seconds.

Recess: 9:53- 10:03AM MDT

5. Unfinished Business

NONE

6. New Business

6.1. Schultz moves to adopt the NSS Conflict of Interest Policy.
Bristol Seconds

Vote Via Hand Raise: **Motion Failed**
UNANIMOUS DISAPPROVAL

6.2. Backe moves to amend Act 03-445: 03-445 Conflict of Interest 03-01-25:6.7, 06-28-85
"The Executive Director, << the Secretary-Treasurer, all Executive Staff (present and future), >>Directors of the Society, and Division Heads, must

disclose any personal financial interests that could potentially influence their decisions. They must recuse themselves from any votes or decisions that touch on personal financial interests; this includes financial interests of any immediate family members, romantic partners, or business partners. The Executive Director and Directors of the society must not directly supervise immediate family members."

Kalber Seconds

Vote Via Hand Raise: **Motion Failed**
UNANIMOUS DISAPPROVAL

7. Closed Session of the Board

Kalber moves to enter closed session
Mansur Seconds

Enter Closed Session at 10:22AM MDT

7.1. NCRC legal update

Open Session Resumes at 3:28PM MDT

8. Ratification of closed session actions

8.1. Benson moves to ratify the closed session action for authorization of $15,659.00 for employment legal counsel fees.

Bristol Seconds

Vote Via Voce: **Motion Passed**
UNANIMOUS APPROVAL

8.2. Benson moves to ratify the closed session action for authorization of funds for expenses related to ongoing legal matters.

Arpin Seconds

Vote Via Voce: **Motion Passed**
UNANIMOUS APPROVAL

9. Adjournment

Backe moves to adjourn
McNabb Seconds

Schultz - adjourns at 3:31 PM MDT