

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 245th Regular Meeting
Virtual Meeting
July 25 and 26, 2020
FINAL

The 245th regular meeting of the Board of Governors was held virtually via Zoom. These minutes, when accompanied by corrections submitted by the Board, constitute the official record of the meeting.

President Geary Schindel called the meeting to order at 10:02 a.m. and welcomed everyone in attendance. Margot Geisler was present as recording secretary.

Roll Call

Officers

Geary Schindel, President (PRES)
Maureen Handler, Operations Vice-President (OVP)
Kat Crispin, Administrative Vice-President (AVP)
Scott Engel, Executive Vice-President (EVP)
Kristine Ebrey, Secretary-Treasurer (S-T)

Directors

Nick Anderson
Riley Drake
Nathan Farrar
Stephen Gladieux
Peter Johnson
Sonia Meyer
Julie Schenck-Brown
Carol Tiderman
Ben Tobin
Adam Weaver
Meredith Weberg
Cindy Wu

Guests: Forty-Five guests were logged into the BOG Virtual Zoom Meeting

1) Officer Reports:

- a. [President \(PRES\)](#) – Geary Schindel
President Schindel thanked Gary Barnes, Peri Frantz, Savannah Sawyer, and Will Urbanski for their service as board members. Kristine Ebrey stepped down as a director and was appointed as the NSS Secretary-Treasurer at the March 2020 meeting. New

directors, Nick Anderson, Riley Drake, Peter Johnson, Sonia Meyer, and Benjamin Tobin, were welcomed. Meredith Hall-Weberg reported that Jared Embree and the Greater Cincinnati Grotto sent \$2,680 to the NSS—profits from their new Gone Caving! card game. Stephen Gladieux reviewed certain aspects of parliamentary procedure as outlined in Robert’s Rules of Order as Newly Revised (RONR).

- b. [Executive Vice-President \(EVP\)](#) – Scott Engel
In addition to the EVP report, Scott Engel said that the new **Members Manual** would be mailed July 27, 2020. He also mentioned two new potential books being developed that may be published through the NSS.
- c. [Administrative Vice-President \(AVP\)](#) – Kat Crispin
- d. [Operations Vice-President \(OVP\)](#) – Maureen Handler
There are new architectural drawings of the bathrooms in the rear of the building. Maureen sees a few changes that she would like to have done to the drawings. There is a delay on “bricks” being completed. People may still order bricks either online or by calling the office.
- e. [Secretary-Treasurer \(S-T\)](#) – Kristine Ebrey
Compliments were proffered to Kristine for the work she has performed as Secretary-Treasurer.

2) Comments from the Audience

There were no comments from the audience.

3) Presentation on Awards Committee – Mike Backe

Mike Backe gave a detailed description about the parameters involved when granting awards. The ranking processes were discussed. Mike compiles the list and verifies eligibility.

NEW BUSINESS

4) Limited Time for Speeches

Gladieux moved: Debate be limited to 6 minutes divided between two speeches per person per question per day this session.

VOTE:

For: Unanimous consent

PASSED

Consent Agenda

Items passed in the consent agenda are noted at the end of the motion narrative.

Hall-Weberg moved to approve the consent agenda. Gladieux seconded.

Vote For: Unanimous.

5) Repeal of Obsolete Acts

Tiderman moved: The following Acts are repealed:

Act 19-775: International Support Fund 03-25-06:18

A loan of up to \$6000 may be withdrawn from the International Support fund for use by the International Congress of Speleology Organizing Committee in planning and hosting the 2009 International Congress of Speleology.

Act 65-768: 2009 International Congress of Speleology 03-25-06: 17, 11-05-05

The NSS will host the 2009 International Congress of Speleology (ICS), July 19-26, 2009 at Schreiner University, Kerrville, Texas. The 2009 ICS Organizing Committee is created in the Department of the President.

Act 83-793: Guidebook for the 15th International Congress 10-13-17: 10

The Guidebook for the 15th International Congress of Speleology in Kerrville, Texas, authored by Art Palmer, will be funded with \$10,000 for the publication of 1,000 additional copies.

Passed in Consent Agenda

PASSED

6) Appointment of Karst Information Portal Liaison

Schindel moved: Jason Boczar is appointed as Karst Information Portal Liaison.

Passed in Consent Agenda

PASSED

7) Appointment of Co-Chair of the Internal Organization Committee

Handler moved: Nick Anderson is approved as the Co-Chair of the Internal Organization Committee.

Passed in Consent Agenda

PASSED

8) Amendment of Bylaw IV.B.

Gladieux moved: Bylaw IV.B. be amended as follows:

IV.B. No member may <serve> simultaneously <<exercise the privileges and responsibilities of>> <as> a director and <as> an officer of the Society. Only eligible members of the Society may serve on the Board of Governors.

Farrar Seconded

VOTE:

For: Anderson, Drake, Engel, Farrar, Gladieux, Handler, Johnson, Meyer, Schenck-Brown, Tobin, Weaver, Wu.

Against: Crispin, Ebrey, Hall Weberg, Tiderman

PASSED

9) Press releases and member emails time limit

Gladieux moved: All press releases and all-member emails must be emailed to the Board of Governors a minimum of 24 hours before release.

Seconded by Weaver

Gladieux moved to amend: All press releases and all <-members emails> <<external, public press releases>> must be emailed to the Board of Governors a minimum of 24 hours before release.

Crispin moved to amend the amendment: All <<external, public>> press releases and all-member emails must be emailed to the BOG 24 hours in advance of release.

Seconded by Hall-Weberg

For: Anderson, Crispin, Drake, Ebrey, Engel, Gladieux, Hall Weberg, Handler, Meyer, Tobin, Tiderman, Weaver, Wu.

Against: Farrar, Johnson, Schenck-Brown

PASSED

Gladieux Moves: All <<external, public>> press releases and all-member emails << signed by a board member>> must be emailed to the BOG 24 hours in advance of release.

Seconded by Crispin, Meyer, and Tiderman.

Weaver moved to call the question.

VOTE on Calling the Question:

For: Unanimous

PASSED

VOTE on second amendment:

For: Crispin, Anderson, Drake, Ebrey, Engel, Gladieux, Hall-Weberg, Handler, Meyer, Tobin, Tiderman, Weaver, and Wu.

Against: Farrar, Johnson, Schenck-Brown.

PASSED

Meyer moved to postpone the motion until the Fall BOG Meeting.

VOTE on postponing the motion:

For: Anderson, Drake, Ebrey, Engel, Farrar, Handler, Johnson, Meyer, Schenck-Brown, Tobin, Tiderman, Weaver, Wu.

Against: Crispin, Gladieux, Hall-Weberg.

PASSED

10) Rescind Act 26-914, Thomas Gulch Karst Nature Preserve

Schenck-Brown moved: Act 26-914 Thompson Gulch Karst Nature Preserve is rescinded.

Passed in Consent Agenda

PASSED

11) Approval of Ray Keeler as the NSS Government Liaison Committee Chair

Schindel moved: Ray Keeler is approved as the NSS Government Liaison Committee chair.

Passed in Consent Agenda

PASSED

12) Code of Conduct Act 28-957, Appendix BJ

Wu moved: The NSS Board of Governors approves the [NSS Code of Conduct](#)

Gladieux seconds.

Tiderman moved: To postpone the Code of Conduct to the Fall BOG Meeting.

Ebrey seconds.

VOTE:

For: Anderson, Crispin, Ebrey, Hall Weberg, Handler, Tiderman

Against: Drake, Engel, Farrar, Gladieux, Johnson, Meyer, Schenck-Brown, Tobin, Weaver, Wu.

FAILED

Gladieux moved to Call the Question.

Anderson seconds

VOTE:

For: Anderson, Drake, Ebrey, Engel, Farrar, Gladieux, Handler, Johnson, Meyer, Schenck-Brown, Tobin, Weaver, Wu.

Roll call vote on the main motion

VOTE:

For: Anderson, Drake, Ebrey, Engel, Farrar, Gladieux, Handler, Johnson, Schenck-Brown, Tobin, Weaver, Wu.

Abstain: Crispin, Hall-Weberg, Tiderman

PASSED

13) Preserve Committee Name Change Act 26-955

Schenck-Brown moved: All NSS Nature Preserves are to be managed by Preserve Management Teams, replacing the use of the word "Preserve Committee Chair" to "Preserve Manager." All Acts, Appendices, and Committees are amended to replace the names "Preserve Committee Chair," "Preserve Committee Co-Chair" or any other designation with the names "Preserve Manager," "Preserve Co-Manager," or "Preserve Management Team." In the event an NSS Preserve is managed under a MOU, the terminology specified on that document will be used.

Passed in Consent Agenda

PASSED

14) Appointment of NSS Preserve Managers

Schenck-Brown moved: All NSS Nature Preserve Managers will be appointed and/ or approved by the NSS Preserve Chairs. Notification of these appointments will be reported in the quarterly Cave Management Division report.

Passed in Consent Agenda

PASSED

15) Acceptance of MOU with the Black Hills Cave and Nature Conservancy Act 26-956, Appendix BI

Schenck-Brown moved: The NSS accept the MOU with the Black Hills Cave and Nature

Passed in Consent Agenda

PASSED

16) Amendment of Bylaw IV.D.

Gladieux moved: Bylaw IV.D. be amended:

- (1) IV.D. The Board of Governors may be convened by action of the Board, by the President, or by petition of at least one third of the Board members. ~~The President of the Society, or Page 2.2.4 11-11-19 in his absence the Vice President with the most time served as any officer, shall preside at meetings of the Board of Governors. One third of the directors and two officers, all present, shall constitute a quorum at meetings of the Board of Governors.~~
- (2) <<At a meeting where the president would normally have responsibilities, but is absent or unreachable, the Chair of the Directorate will preside. The Chair of the Directorate will exercise the President's vote only, and not their own. If neither are present, the officer with the most time served in their position will preside and exercise the President's vote.>>
- (3) <<One third of the directors and two officers, all present, shall constitute a quorum at meetings of the Board of Governors.>>
- (4) There shall be an annual meeting of the Board of Governors at each annual convention, which shall be divided into an opening session on the first day of the convention, an adjourned session near the end of the convention, and such special sessions as shall be called by the President with due notice

Meyer seconds

VOTE:

For: Anderson, Drake, Ebrey, Farrar, Gladieux, Johnson, Schenck-Brown, Wu.

Against: Crispin, Engel, Hall-Weberg, Handler, Tobin, Tiderman.

Abstain: Meyer, Weaver

Motion requires 2/3 to pass

FAILED

17) Amendment of Act 43-380, "Fellowships"

Gladieux moved: to amend act 43-380 "Fellowships":

The Board of Governors, on advice from the Awards Committee according to the procedures in Appendix AU, annually selects Fellows of the Society. Recipients will be those <<Non-

institutional>> members who, over a number of years, have exemplified by their actions their dedication to the goals of the Society or the Society itself. Recipients must have been members for a total of five or more years and must be members in good standing of the Society for at least the two years immediately prior to being nominated for fellowships. <<**No more than 0.2% of non-Fellow members may be awarded Fellow in any year.**>> New Fellows will be announced at the annual convention and will receive a certificate signed by the President and the Chairman of the Awards Committee.

Meyer seconds

Anderson moves to table motion.

VOTE:

For: Anderson, Crispin, Ebrey, Engel, Farrar, Hall-Weberg, Handler, Johnson, Meyer, Schenck-Brown, Tiderman, Weaver,

Against: Gladieux, Tobin, Wu.

Abstain: Drake

Motion is Tabled

18) Amendment of APPENDIX AU “NSS FELLOW AWARD SELECTION PROCESS”

Gladieux moves: to amend APPENDIX AU “NSS FELLOW AWARD SELECTION PROCESS”: The Awards Committee shall solicit nominations of Society members to be awarded Fellow by notice in the NSS News and on the NSS Web Site. The deadline for receiving nominations is November 15 of the year preceding that in which the Fellowships will be awarded. The nomination list shall be sent to all members of the Awards Committee and the Board of Governors, who will be given a minimum of two weeks to submit comments on the candidates. During this time frame, the NSS office will verify the membership eligibility of the candidates. After the close of the comment period, copies of nominating materials and comments on eligible candidates shall be sent to all members of the Awards Committee. Each candidate will be evaluated using a numerical scale of one to ten. Completed ballots shall be returned within the deadline established. The candidates shall be ranked according to the candidate s average score. << **The committee shall ascertain the total number of non-institutional members having never been awarded Fellowship in the Society as of the deadline for nominations and communicate this in their final recommendations.**>> ~~The committee shall recommend the candidates whose score falls above the natural break point in the final candidate ranking.~~ In accordance with Bylaw 11.E., the total number of awarded Fellows should not exceed 15% of the membership. Candidates with a high ranking, but not awarded a Fellow, will be considered the following year, and their nominators will be encouraged to submit further supporting information. The complete list of candidates, with the committee s recommendations, shall be distributed to the Board at least 30 days prior to the spring Board of Governors meeting. During the spring meeting, the Board shall select the recipients of the Fellow Award in closed session. Recipients should be members appearing on the committee s list of eligible candidates.

Item was withdrawn by Gladieux without a second.

19) Dahm Springs Nature Preserve Management Plan

Schenck-Brown moved: The Dahm Springs Nature Preserve Management Plan is accepted.

Passed in Consent Agenda

PASSED

20) Sims Sink Nature Preserve Donation

Schenck-Brown moved: The donation of land to expand the NSS Sims Sink Nature Preserve is accepted as a gift from Buford Pruitt, Jr. (NSS 17920 RL/FE).

VOTE:

For: Viva Voce

PASSED

21) Acceptance of Gift from John Attaway Act 26-958

Ebrey moved: The National Speleological Society accepts the donation of 17 acres of land in Pelham, Tennessee as a gift from John Attaway (NSS 16582 RL). The new preserve will be named "The Myrna Attaway Nature Preserve."

VOTE:

For: Unanimous consent

PASSED

22) Approval of The NSS Myrna Attaway Nature Preserve Management Plan

Ebrey moved: That the NSS Myrna Attaway Nature Preserve management plan be approved.

VOTE:

For: Unanimous consent

PASSED

23) Appointment of the Myrna Attaway Preserve Managers

Crispin moved: Kristine Ebrey and Maureen Handler be appointed as Preserve Managers for the Myrna Attaway Nature Preserve.

VOTE:

For: Unanimous consent

PASSED

24) Appointment of JSS Coordinator

Crispin moved: Thor Steinke (NSS 17256) is appointed as JSS Coordinator

Passed in Consent Agenda

PASSED

25) Acceptance of Small Business Administration Loan Act 15-959, Appendix BK

Weaver moved: The board of governors accept a loan of \$149,900 from the Small Business Administration and directs the Secretary/Treasurer to execute a loan agreement.

VOTE:

For: Unanimous consent

PASSED

26) Adoption of "National Speleological Society – Loan Use and Repayment Plan Document"

Weaver moved: The Board of Governors adopt the document “National Speleological Society – Loan Use and Repayment Plan.” This document gives guidance for use of the \$149,900 loan recently received from the Small Business Administration (SBA) and directs the Secretary/Treasurer to execute and manage the loan agreement.

Gladieux moved to amend: To add the following to the original document just before the last sentence in the first paragraph of section 3:

<<A 2/3 majority is required to approve projects.>>Accepted proposals will be adopted as additional appendices of this document until all SBA loan funds have been consumed.

VOTE:

For: Anderson, Crispin, Drake Ebrey, Engel, Farrar, Gladieux, Hall-Weberg, Johnson, Meyer, Schenck-Brown, Tiderman, Tobin, Weaver, Wu.

Abstain: Handler

Abstain: Drake

PASSED

27) Appointment of Personal Property Manager

Ebrey moved: Nick Anderson is appointed as the Personal Property Chair under the Secretary/Treasurer.

VOTE:

For: Unanimous consent

PASSED

28) Recess for the closed session of the board and directorate at 1:30 p.m.

29) Reconvened at 10:03 a.m. EDT on July 26, 2020

30) Report of the Closed Session of the Directorate

Nick Anderson was selected as Chair of the Directorate. Anderson reported the following decisions made by the directorate.

- Scott Engel was retained as Executive Vice-President
- Maureen Handler was retained as Operations Vice-President
- Adam Weaver was elected as Administrative Vice-President
- Cindy Wu was appointed Chair of the Financial Review Committee
- Carol Tiderman was reconfirmed as Chair of the Executive Search Committee
- Wil Urbanski was appointed as a Director for one year to fill the position vacated by Adam Weaver

31) Appointment of Pete Johnson as Caves.org Steering Committee Chair

Handler moved: The NSS Board appoints Pete Johnson as the chair of the Caves.org Steering Committee.

Gladieux seconded

VOTE:

For: Rest

Abstain: Johnson

PASSED

32) Discussions of the Board

Committee chairperson (Doug Warner) delivered the final report from the Executive Director Exploratory Committee. Sonia Meyer was given an hour to discuss strategic planning, roles, and vision.

The board returned to a closed session of the board.

33) Appreciation

Schindel moved: The Board of Governors expresses its appreciation to the 2020 NSS Convention staff for hosting our meeting and providing excellent meeting arrangements.

34) Adjournment

Johnson moved: The meeting is adjourned. President Schindel declared the meeting adjourned at 1:30 PM.

Meyer/Gladieux seconded.



National Speleological Society Code of Conduct

Why Have a Code of Conduct?

The National Speleological Society (NSS) is dedicated to the exploration, study, and protection of caves and their environments. Just as importantly, it is also predominantly a community of friends. To create the best community in the world for caving and to foster an inclusive environment where everyone feels capable of pursuing our goals, it is critical to have a shared understanding of what constitutes acceptable and unacceptable behavior. It is impossible to further the goals of our society if harassing behaviors are allowed to persist within the confines of our activities. The NSS works as a self-directed, community-driven organization because of the trust shared among NSS cavers. Reporting Code of Conduct violations helps identify when this trust is broken and prevents incidents from happening in the future.

Accordingly, all NSS members, as well as guests and visitors, are expected to show respect, kindness, and courtesy to each other in all interactions, whether at official NSS events, in our online community, or in other contexts.

The NSS Board of Governors created this Code of Conduct from the feedback and suggestions of NSS members, evaluation of similar policies from other organizations, and a review of how the NSS currently handles violations of our policies. The intent is to lay out what is considered unacceptable actions that require reporting, inquiry, and potential disciplinary action resulting from violations of Board Acts 28-944 (Anti-Harassment Policy), 28-558 (Non-Discrimination in Membership), and 40-544 (Prohibition of Discrimination) at NSS-sponsored activities. More generally, this document exists to ensure that everyone has a common understanding of behaviors that do not “show respect, kindness, and courtesy to each other” at NSS-sponsored events. Inquiries and disciplinary actions associated with the Code of Conduct are administered by the President and the General Counsel of the NSS and can be escalated to the Board of Governors for additional action.

Scope

Unacceptable behaviors, as defined below, by NSS members, guests, and visitors are not tolerated when representing the NSS in any capacity, including, but not limited to, participation in official NSS events and online on NSS internal communities (for example, Cavechat.org, NSS Facebook Group, NSS Slack, or other online groups officially associated with the NSS). While not required, we encourage NSS Internal Organizations (I/O) to adopt and enforce this Code at the I/O level.

The NSS community and experience often extends outside official NSS events. NSS members go on caving trips together, attend meetups or conferences as a group, and communicate on other social media forums. Abusive or unwelcoming behavior among NSS members still has a profound effect on individuals and on the community when it happens outside of official NSS events. When reported, the NSS General Counsel, in consultation with the NSS President, will investigate reports and recommend outcomes of the investigations to the President and if necessary, the Board of Governors.

This Code of Conduct is not intended to be a formal legal process; instead, this is a compilation of behaviors that violate our existing policies, a description of how and when to report violations, and a description of how the General Counsel and President of the NSS will respond to reported violations. The Board of Governors will review this Code of Conduct and update it as necessary based on past cases and member feedback.

The following definitions apply to the individuals referenced in this Code of Conduct:

- **Complainant:** An individual, group, or I/O that initiates a report
- **Respondent:** A member or group that is the subject of the report or investigation
- **Witness:** An individual who can provide written or oral testimony in connection with a report

Definitions of Unacceptable Behaviors

The following types of behavior are considered unacceptable at official NSS events, both online and in-person. Engaging in any of the conduct below repeatedly, or in a way that creates discomfort, constitutes a potential violation of the NSS Code of Conduct. Understanding the unique nature of caving, politely explaining physical/technical limitations of an activity (for example, a caving trip), without offensive or unnecessary commentary, does not constitute harassing behavior under this Code of Conduct.

Harassment—Including, but not limited to, offensive verbal comments or physical actions related to age, physique, disability, ethnicity, sex characteristics, gender identity and expression, education, socio-economic status, nationality, personal appearance, race, religion, or sexual identity and orientation. See also [Appendix BF](#) for additional detail.

Sexual Harassment—A subset of harassment that specifically includes unwanted behavior or words that are sexual in nature, including but not limited to, displaying sexual images in public spaces, stalking, inappropriate physical contact, and unwelcome sexual or persistent romantic attention.

Threats—Statements or actions that imply, explicitly or implicitly, intent to harm.

Blatant “-isms”—Statements that are explicitly antagonistic to a person’s identity. This includes, but is not limited to, statements about age, physique, disability, ethnicity, sex characteristics, gender identity and expression, education, socio-economic status, nationality, personal appearance, race, religion, or sexual identity and orientation (for example, racist, sexist, or homophobic statements).

Reporting

If you or someone else is in immediate danger from criminal activity (for example, physical assault, sexual assault, theft), a dangerous physical situation (for example, fire, serious injury, fear that someone will hurt themselves or someone else), or have witnessed a crime, please contact law enforcement immediately—call 911. For other immediate needs at an official NSS event that are not of criminal or harassing concerns, follow the contact procedures provided by the event organizers or the NSS Operations Vice President by phone (available from caves.org).

If you experience or witness any behavior that appears to be a violation of this Code of Conduct, please report it using [our online form](#).

Where and How to Report

Please report all Code of Conduct violations using [our reporting form](#). The information that the form requests includes:

- **Your name**—This is incredibly helpful for us to be able to follow up with you and ask questions to better understand the situation. All reports are confidential; however, the form allows you to report anonymously. We take every report seriously—please report anonymously only if absolutely necessary. Anonymous reports often limit the ability of the General Counsel to investigate the report to the extent necessary. If you can, please consider providing an email address so that we can follow up with you about the report via our third-party reporting tool, which anonymizes your contact information, meaning that we will never see your email address.
- **A detailed description of what happened**—Whenever possible, please include the names of all individuals present at the time of the violation. If the violation happened online, please take a screenshot and include this evidence in your report.
- **Where and when the incident happened**—Any information that will provide detailed context for the incident.
- **Current status**—This lets us know the current state of the situation. Please let us know if there have been subsequent conversations or actions with parties involved in the complaint since the reported actions occurred.
- **Any other relevant context**—Do you have examples of a pattern of similar behavior from this person before? Do you have a relationship with this person outside of the NSS?

Confidentiality

All reports will be kept confidential, to the extent possible, and on a need-to-know basis among those involved in the investigation and disciplinary process, except as agreed on with the complainant and others named specifically in the report. When incidents are discussed outside this group, including with the respondent and witnesses, the details will be anonymized as much as possible to protect the complainant's privacy.

However, we recognize that many incidents occur in interactions where anonymization is not possible. If you have concerns about retaliation or the personal safety of the complainant or witnesses and do not want us to share the details of your report with anyone (including the respondent), please let us know explicitly in your report. Although we will not be able to take direct action in this case, with your permission we will collect statistics on the prevalence of such incidents within the society.

In some rare cases, we may decide to share an update about a major incident with the entire NSS community. If that is the case, the identities of all parties involved will remain confidential unless those individuals instruct us otherwise.

Enforcement

This policy is intended to protect members through the use of reasonable due process procedures. Recognizing that each case is different, the NSS is dedicated to applying discipline in a fair and consistent manner.

After filing a report, a representative of the General Counsel and/or President of the NSS will contact you personally, review the incident, and follow up with any additional questions. The General Counsel's legal committee will then review the information provided to determine if an investigation is needed. The investigation may involve actions including, but not limited to, interviewing all involved in the situation, including witnesses identified by the reporting party and the accused, reviewing material evidence, and other modes of investigation as needed. During this process, if the complainant, respondent, or witnesses have inquiries into the status of the investigation, they should reach out to the President of the NSS at president@caves.org

If the complainant, respondent, or witnesses are part of the legal committee or Board of Governors, they will recuse themselves from handling the incident.

If the respondent is found to be in violation of the Code of Conduct, they will be sanctioned, with actions ranging from a verbal warning up to, and including, removal from the society. If a severe sanction is recommended (for example, removal from the society), the President will seek the approval of the Board of Governors before administering the sanction.