

Minutes

September 24, 2022 10:00 AM

Knox Octagon Barn, and Online via Videoconference

Meeting called to order at 10:25am

1. Introduction and greetings – Robert Simmons

2. Attendance

Officers: R. Simmons, T. Engel, M. Berger, B. Folsom

Trustees: D. Hedges, R. Armen, M. Ingalls(*), K. Dumont, J. Morris-Siegel, P. Rubin, L. Hatfield

(*) - Attended the meeting via videoconference

3. Absent with proxy:

L. Davis - P. Rubin as proxy

4. Absent without designated proxy:

R. Drake

5. Officer Reviews (D. Hedges)

The Trustees may choose to go into Executive Session at this time

[Note: Though we haven't heard plans to use this time, we traditionally schedule time at the September meeting for officer reviews so that these discussions can occur prior to officer elections in December. This effort is driven by the Governance ad-hoc Committee.]

Hedges indicated that the Governance Committee is very behind on this and is going to postpone to December.

6. Officers' Reports

President: Attachment A

Vice President: Attachment B

Treasurer: Attachment C

Secretary: Attachment D

7. Simmons moves to open the Committee of the Whole (CotW). The Vice President will preside. Items may be entered as new business.

Second by Folsom

For: Rest

Against: Morris-Siegel, Engel

[The Committee of the Whole is opened]

Topics:

7.1. Jack Packers Cave Preserve Management Plan review (Dumont)

[This is the periodic review of this preserve's management plan. A draft of the Management Plan with the proposed revisions was circulated by the Preserve Manager and Stewardship Coordinator, and an updated draft is included in the meeting materials. Approval will be voted on in Item 11.]

Dumont noted that the distributed draft was missing one update, namely that the text in the first sentence proposing to lease and manage the cave has been changed to reflect that it's currently leased and under our management. Berger mentions that the tiny changes in the "Purpose of a Management Plan," "Assumption of Risk Statement," and "Publicity Policy" sections can't be made at this time because those sections contain boilerplate language, most of which is controlled by Acts of the Board; Dumont will pull those changes. Hedges asks whether (and where) Preserve Managers have access to such boilerplate. Berger indicates that the ones that come from Acts can be found in the Board Manual, and Engel notes that there's an Appendix on writing a Management Plan that lays some of it out. Hedges feels that doesn't constitute convenient access to the info, and while there's no disagreement on that point, a spirited discussion about whether this was wasting time nitpicking over small changes in a document or noting easy-to-fix details necessary to follow our own rules ensued. Morris-Siegel shares that though he'd not planned to discuss it at this meeting, he has fleshed out a plan to simplify future Management Plan reviews/updates involving templates and collaboration tools, which will hopefully make this issue moot and solve others encountered during this review cycle.

Ingalls asks about whether we're going to close Jack Packers over the winter, and why that expected change doesn't appear in the plan (bats were encountered in the cave during survey work last winter). Dumont hadn't recalled the report of bats from the survey team and their recommendation that we consider winter closure.

It's noted that we don't own this cave, and we can't keep the owners or their guests out, and pursuing a closure for our guests only would be confusing at best. Morris-Siegel points out that this issue is likely to become moot since the expected upcoming listings of the Little Brown and Tricolored bats will eventually force private caves containing those bats to close, removing the discretion we and the owners currently have about whether to close the cave for the winter. E. Davis inquires whether we'd like one of the DEC closure signs for the cave; Berger asks whether posting those would be disingenuous, because at this time, there's no bat count on file for the cave indicating that a federally listed species is present and subjecting the cave to the closure those signs notify visitors of. Since the signs refer to the federal Endangered Species Act, it's decided to hold off on using them until they technically apply to the cave. Simmons suggests that we need to talk with the owners about the suggestion, and there's general agreement that this is appropriate. Hedges asks whether the NYS DEC contacts owners of caves that need to be closed for the winter because of bats. Engel and Berger reply that they do, although they can only do so for caves they know to be an issue because of bat counts in their database, and there hasn't been a formal count in this cave yet. Folsom asks whether the survey team that saw the bats notified the DEC, and Armen tells us that they did not. Engel suggests that we should ask the DEC to conduct a count at Jack Packers this year, and this comports with the "Future Plans" item in the existing Management Plan to request that the DEC conduct a count. Berger notes that aside from it being a good idea to discuss the idea of winter closure with the owners, we in fact can't alter the Management Plan to address a closure today, since the fact that it's a leased policy constrains us to not alter policies in the MP without agreement of the owner, and thus we should address approval of only the already-proposed changes today, and the plan can be brought up for further revision after a discussion with the owner (without waiting for its regularly-scheduled periodic review, if desired). Dumont agrees that the fact that he can propose additional changes at any time should allow this to be addressed reasonably promptly.

7.2 NRO recap (Engel, Warner, Folsom, Berger, Rubin, etc.)

[The Fall NRO just recently occurred. Those who were in attendance will fill us in on highlights.]

Engel heard that we raised a good amount at the auction (\$581). E. Davis says that Warner very much liked that Berger set up our pop-up next to Speleobooks, as it allowed office folks to assist with renewals, and drew visitors coming by the shop to also stop by the NCC tent and vice-versa (Engel staffed the NCC tent much of the day Saturday). Morris-Siegel asked how the new NRO site was. Davis indicated that it was expensive for camping. Berger described it as spread out with individual group campsites, leaving the NCC and Speleobooks down near registration, and the auction, meals, and entertainment at a different part of the site a significant walk away. However, he notes that the site staff were extremely helpful and generous, even paying for the band that played on Saturday, and that the venue provided a trailer with real flush toilets, which is nicer than we often find. Berger also notes that he heard comments from a couple of the NCC folks who staffed the event that more of us should have been there, and suggests that when we don't have true conflicts, most of us should be at most of the events where the NCC needs representation. Simmons laments that he couldn't be there due to Covid, and Berger remembers to mention that he made an attempt at the business meeting to represent what Simmons likely would've shared, about the auction proceeds, Salamander, and Jack Packers. He also mentions that there was a lot of interest at the meeting about Surprise. Folsom notes that he was asked to run the auction, and drove in and out just for that, making the NCC a priority even though he couldn't spend the night. Berger was likewise double-booked with a rescue course, but brought and set up the canopy and swag, handled auction payment collection and tallying, and took down the canopy. Hatfield says that as a Board, we have an obligation to participate at some events, but that we should do more outreach to members not on the Board to help with some of these events as well.

7.3. OTR recap (Berger, E. Davis)

[We had a (limited) presence at OTR. Find out how it went!]

Davis says that Berger set up and staffed the new pop-up, and the Office managed to collect a reasonable number of membership renewals. Berger had sent some notes he took at the event to the EC on his way home. He reports that the new-to-us 10'x10' pop-up works fine and is entirely possible for one person to set up without begging help like the larger tent has required in the past. He didn't spend as much time at the tent as in the past, in part because there weren't many other NCC folks to spend time with there, but he had some interesting conversations at the tent. One was with one of the concession stand employees who wanted to know about karst. Another was with an enthusiastic member who's been reaching out to Folsom and others about a potential acquisition opportunity we've been attempting to pursue, wanting to follow up on that topic and make sure we're engaging on it. Another was J. Speece, who is writing a series of pamphlets on the history of various notable caves (108 are in the current series, many of them MAKC caves, typically given to the conservancy in question or individuals who ask him, but not sold or actively distributed). He'd asked Engel some time ago to write a history on Clarksville, and Engel declined, so he was attempting to convince Berger to do so. Berger told Speece that he'd look into what the backstory was and get back to him. The conclusion was that the Board is okay with Speece using the material published in our Management Plans for his pamphlets, and that Berger can convey to him that he has permission to do so. The new OTR Vendor Coordinator also came by to introduce himself, as N. Peacock is stepping down from that role. Seemed very friendly, and asked the best way to contact us, which Berger admitted to

feeling embarrassed to admit he wasn't sure of the right answer to, since we don't have a position for representation at OTR, and the Secretary e-mail address won't necessarily always reach the right person, and their historical practice of "ask Emily" works, yet isn't really a proper answer for an organization. The conclusion was that using either of the office@ address to reach the Office staff or the general inquiry ncc@ address are appropriate. Berger will write to him and let him know (he'd said he'd get back to the new coordinator at OTR); Davis had previously received contact info as a commercial vendor, and will share it with Berger.

7.4. 2022 Members Day recap (Simmons, Davis, Folsom, etc.)

[The 2022 Members Day happened on July 9. Attendees will tell us how it went.]

Simmons reports that the event was good, and in particular the weather was great (unlike last year), but that attendance was down from last year's event, and he suspects this is because people are burned out from a summer of finally being able to attend lots of events. He also tells us that the presentation of awards went well, and that not only were we able to present the NCC Certificates of Merit, but also the NSS Outstanding Landowner award that Hatfield and Schwartz weren't at Convention to receive in person there. Hatfield notes that attendees spanned the entire range from new members there with their families to octogenarians.

7.5. NSS Convention recap (Morris-Siegel, Ingalls, Armen, Berger, E. Davis, Warner, etc.)

[The first in-person Convention since the pandemic happened in June. Attendees will tell us of important takeaways.]

Berger shares that it was a superspreader event, with multiple of our representatives returning home with Covid. He tells us that he's been convinced to be staff for next year's Convention. He reports that the NSS AVP told him during the event that the BOG approved the Memorandum of Understanding that we approved at our last meeting to have the NSS acquire and steward our properties should the NCC become insolvent. The AVP also told him of another possibility for the two groups to work together that'll be discussed later during Executive Session. He attended the NSF open meeting and got to meet their account manager from the new investment management firm that's been hired, and their President apologized for not being as communicative as they should about account statements as they've been transitioning management of the funds. He also attended the Cave Conservancies Roundtable and participated as usual. Lastly, he got to see the presentation made as Schwartz and Hatfield were announced as the winners of the Outstanding Landowner Award at the banquet. Morris-Siegel felt that the site wasn't great. E. Davis reports that we had the NCC display set up in the vendor hall along with both the membership and planned giving brochures.

7.6. Immediate Past Officer positions (Simmons)

[Simmons is proposing a change to the bylaws to be voted on in December as part of the plan to address officer transitions (see Item 13 below, and also Item 20 in the EC Meeting Minutes in Attachment D).]

Simmons explains that there's a motion coming up later in the meeting which still needs to go through the Bylaws Committee for review and which is planned to be taken up at the December meeting. We're coming to a cliff in under 1.5 years as he and Berger reach their term limits, and this is an attempt to soften the blow. It's not uncommon for organizations to either do this or to have positions for the incoming officers ahead of them taking office. He also posits that it would be nice if the officer position holders got into the practice of rotating in and out instead of simply always running out their full term limits so that the process of transitioning becomes more routine. The timeframe set for these IPO positions is a year since the Officer positions are now staggered, which means an outgoing officer would have to wait a year (at least) before serving again. Berger notes that since the Officers only have to discontinue their current position for one cycle, it's possible for the officers with expiring term limits to swap into the other position expiring at the same time. Dumont asks whether that would pose a problem if someone were both an IPO and elected to a different Officer position at the same time. Berger responds that it doesn't, since the IPO has no power, no vote, isn't on the Board, etc. Dumont likes the proposal, and feels that it's a foundational piece of what we need for transitions. Hedges agrees with this sentiment. Berger cautions that while it's a *piece* of a solution to the transition challenge, it isn't the *whole* solution, and that while we've found a formal way for the new officers to get some help with their new jobs, we haven't found the new officers. He asks how people feel about the actual wording of the proposal, noting that this discussion will be the most convenient time to review it. Dumont asks if there actually will be any other opportunities, and Berger replies that since the only wording that counts is what we distribute to the membership ahead of the next meeting, nothing precludes having a discussion about adjustments at the next EC meeting, or via individual e-mail with Simmons or the EC or the whole Board, but the current discussion will probably be the only one where everyone's here to have dialog in realtime. Bill asks how we'll be sending notice of the proposed Bylaws change, and suggests MailChimp. Berger is fairly sure that we must at least do that to make most of our members aware.

7.7. Executive succession planning (Simmons)

[The EC continues to be concerned that there hasn't been real progress towards preparing for upcoming officer transitions, and we desperately need to strategize on how we're going to actually do something about this]

instead of simply saying that we should do something about it. See discussion in Item 19 in the EC Meeting Minutes in Attachment D.]

Simmons says that he and Berger start their final year in their current positions in December. Engel reminds everyone that the officers can't manage the process of finding the next officers and handling the transition; the Trustees need to. Hedges thanks the current officers for all the time they've put into their positions and this effort. Berger asks a tactical question - he'd been planning to speak during TAG Fall Cave-In in a couple weeks with [REDACTED], who'd kindly offered years ago to serve as facilitator for us at a Board retreat, but since the window to hold that retreat which we'd identified as this summer, has essentially closed, should he continue as planned? Simmons responds that, regardless of the officer term-limit cliff we're facing, we still have a need to articulate the organization's goals, etc. He also notes that something which may be available is grant funding for part-time staff. Folsom asks whether we'd heard back on inquiries made to [REDACTED] about helping with work to pursue that. Simmons says that he has, and she's not ready to come back yet; Rubin adds that he's also heard from her that she's not really looking to do more of this sort of work right now. Dumont says that he just recently heard back from [REDACTED] who he's asked about the possibility of serving on the EC. After politely considering the possibility for some weeks, he declined, though it's still possible he might be willing to facilitate at a retreat. Dumont asks about the fee structure for something like facilitation of a Board development retreat. Berger responds that it's hard to recall the exact details of the conversation had years ago, but that he was under the impression that if we provided travel and lodging, there likely wouldn't be a service fee for the person who offered to facilitate, but that he'd check and get more details during the upcoming conversation. Hatfield offers a note that the Community Foundation for the Greater Capital Region does some work on non-profit strategic planning. There was also some remote content from the Land Trust Association that she can look back at her notes on. Cantello tells us that he's been involved in workshops with the help of the New York Council of Non-Profits and the Community Foundation for the Greater Capital Region, and found that they seem to follow boilerplate workshop templates which may or may not be a good fit for our organization. Dumont also notes that his comments at a prior meeting about our window to hold a retreat might have been somewhat exaggerated and that he'll take them back and still thinks we may be able to do something around June of 2023 if we lined up a facilitator and venue, which Hatfield might have a lead on. Morris-Siegel points out that next year's Convention schedule essentially pushes this out to mid-July. Engel wonders if we could manage this around late April since it avoids the busy period that begins during caving season. Folsom asks whether that's soon enough to achieve what we need. Berger points out that though he hasn't been through one of these before, most likely in the planning of a retreat, we'd lay out the objectives for the retreat, which would almost certainly be broader than just the officer transitions (and that it'd likely be wasteful of time to not accomplish more future planning for the NCC). Hatfield agrees that this would tie into bigger topics, including things we've discussed like having part-time staff. Dumont asks whether we need to have an ad-hoc committee for it, and Simmons feels that it likely won't get done without one, so he'll create one later in the meeting. Berger receives confirmation that the Board would like him to proceed with plans to renew the conversation with a potential facilitator in-person in a couple weeks.

7.8. Native American Acknowledgment (Dumont)

[At the time of the last EC meeting, Dumont had an upcoming meeting with an expert in this field, and a desire was expressed to discuss what was learned at this meeting (see Item 1 in the EC Meeting Minutes in Attachment D).]

Dumont notes that he didn't see his report in the distributed agenda's Attachment A; Simmons apologizes for not including it, and will get it to Berger for inclusion with the minutes. Dumont tells us that the gist of it is that he met with D. Heacock and a couple others and took a tour of the heritage center, saw numerous artifacts, etc. He enjoyed his time there, but didn't come away with the clarity he was looking for on which specific tribes we should be acknowledging and the proper language with which to do so. Thus, he's looking for other leads. He knows that Simmons had a contact at KLT, though that may not work out. Morris-Siegel suggests checking with other area land trusts, and notes that he believes the Berkshire Natural Resources Council in Massachusetts may have some experience on this topic. Engel may be able to offer a contact at the Mohawk Hudson Land Conservancy. E. Davis suggests reaching out to the Iroquois Museum in Howe's Cave. Dumont says that these suggestions are exactly what he was hoping for and thanks the group.

7.9. Members Day 2023 / Gage Cabin dedication – Saturday July 15, 2023? (Berger)

[A proposal has been put forth to increase attendance and ease organizer participation at next year's Members Day event by combining it with a dedication ceremony for the new cabin at the NSS's Gage Preserve on a tentative date of July 15, 2023. Approval of this combined event will be voted on in Item 15 below. See also discussion in Item 17 in the EC Meeting Minutes in Attachment D.]

Berger explains that a proposal has been made to hold a joint event for our 2023 Members Day and the dedication of the new cabin at the NSS's James Gage Karst Preserve, and that doing so would have a number of benefits: it would increase attendance since members of both organizations would be coming and receiving publicity outreach for the event, it would be extremely close to the kitchen where most of the event food would likely be

prepared, it would avoid having to lug equipment up the hilly trail at Clarksville, etc. He's putting the idea forth since Simmons has a conflict of interest since he's one of the co-managers at the Gage Preserve, as is E. Davis, and so is wondering how everyone else feels about the idea. Morris-Siegel indicates that he's in favor of it. Hedges notes that Berger has listed some advantages, and asks whether there are any downsides. Berger responds that the one that was identified when the idea was mentioned at the EC meeting is that we know many northeast cavers have some confusion over the "alphabet soup" and the difference between the NCC and NSS, which caves are theirs, which policies apply to each, who does what for each group, etc. He explains that it's possible for a joint event like this to reinforce that confusion, but that there had also been some brainstorming about how to mitigate this at the EC meeting. There, they'd concluded that if we were to set up separate NCC and NSS displays at the event, next to each other, showcasing what each organization is, it might actually serve to clarify what frequently confuses people. Several in attendance expressed enthusiasm for the joint event, and when Berger asked whether anyone felt uneasy about it, nobody indicated any concerns.

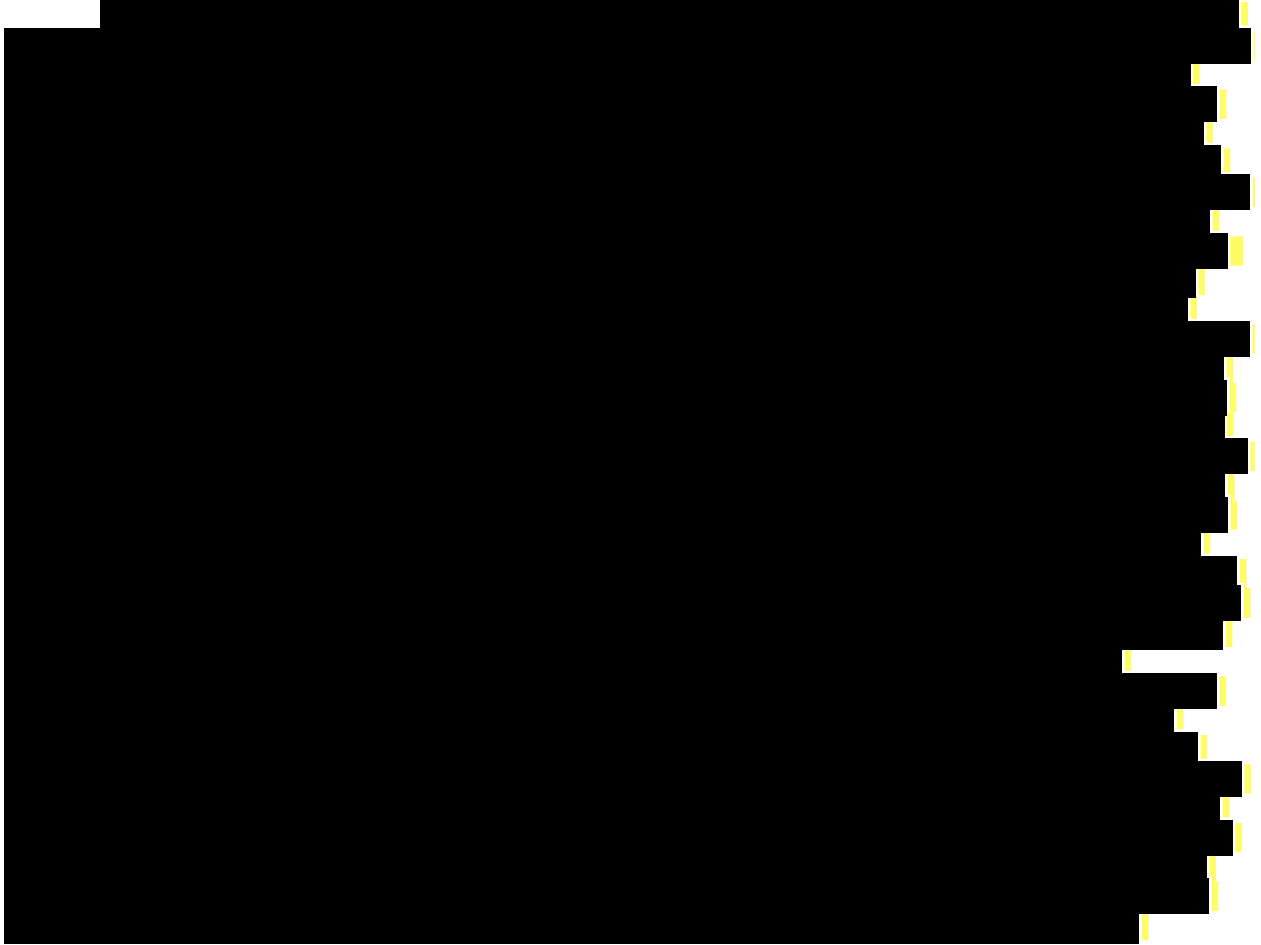
7.10. Orientation to Cave Rescue recap (Berger, Engel, E. Davis)

[The same weekend as NRO, an NCRC OCR course was run and used the Clarksville Preserve. We can hear any exciting news about it from the attendees.]

Berger and Davis instructed at the recent OCR, which took place at the Onesquethaw Volunteer Fire Department and used Clarksville for the mock rescue. The course had approximately 24 students, about a dozen of whom were RPI students. Hedges asked how much of the class was made up of agency folks, and Berger reported that the class makeup was pretty close to the ideal of a 50/50 split between cavers and agency folks. Berger also explained that he was asked at some point during the course to give a spiel for a few minutes about the NCC, and that at the end of it, he told the group that anyone interested in more info or getting involved should chat with him or with Davis, since they were both there. This resulted in a new enthusiastic prospective volunteer giving him her contact info, which he passed on to the President and Membership. Simmons tells us he's since reached out to greet and thank them.

7.11. KLT request for financial support for the parking area and trail design/build-out at Salamander (Simmons)

[We received a request from KLT to consider making a contribution for these items. That request, and the related design and bid documents were circulated to the Board, and are also included in the meeting materials.]





7.12. Conservation Easements (Simmons)

[We've discussed the idea of holding conservation easements (CEs) over others' karst lands at various points in the past, and that we're in the minority of land trusts that have fee land but hold no CEs. Managing CEs involves some different obligations than managing fee-owned land, but there are multiple reasons expanding into this type of land conservation work may be beneficial. We'll discuss the concept in this topic, and some specific potential upcoming opportunities will be discussed in Executive Session in Item 21.]

Simmons tells us that there are a couple of specific possible upcoming opportunities for us to acquire conservation easements on cave properties owned by other land trusts that will be discussed in Executive Session. Morris-Siegel explains that easements are a lot of work, and that most land trusts hold them because they're typically money-makers coming along with endowments of somewhere between \$3k and \$25k. When you hold a conservation easement, you have to monitor the property at least annually, and then if you find an issue, you usually end up having to take it to court. This usually doesn't happen with the first owner of the land, since they're the ones who wanted to enter into the easement agreement and agreed to its purposes, but frequently happens with the second owner once the property is sold to someone who either doesn't have the same desires or doesn't understand or care about the restrictions placed on them by the easement. He tells us that the generally-accepted consensus seems to be that an organization shouldn't hold conservation easements unless it has paid staff. However, he feels that if there's a major benefit to us conveyed by an easement, such as guaranteed access to a cave, we should probably agree to take it. Engel feels that certain properties with "extra-property" issues would make it a bad idea to accept an easement on them. Examples he offers are properties where there are separate "cave rights," and the issue where holding an easement on a property would prevent us from taking ownership of the property were it offered at some point down the road. Berger responds to Morris-Siegel's point about potentially ending up in court if an issue arises with a subsequent owner of land we might hold an easement on by noting two things: 1) some of the NYCSCP Transaction Grants we've been awarded have required us to put away money in a defense fund for this kind of expense, and 2) we've done the proper planning for this kind of risk by joining TerraFirma, which will allow us to insure our conservation easement properties just like we do our fee-owned properties today, and would pay the legal fees if we had to go to court to defend the conserved land. He also notes that TerraFirma's arrangement is such that the premiums are flat-rate and don't go up if we have to file a claim. There is no escaping the fact that ending up in court would consume a good deal of our time, he concedes. Morris-Siegel points out that there's still a cost we have to shoulder before TerraFirma picks up, and Berger confirms that as with essentially all insurance, there's a deductible, but it's not an absurd amount. Berger also responds to Engel's concern about being precluded from acquiring a cave in the future if we accept an easement on it by explaining that we could do so by transferring the

easement to a different qualified land trust. Simmons adds that with some of the easements we're currently considering pursuing, he would expect to be able to put in a term granting the NCC "first right of refusal" if the other organization should ever choose to sell the land. Berger notes that another possible benefit to us would be that any karst property we accept a conservation easement over legitimately adds to the amount of acreage of caves and karst we get to claim we're protecting, which may help us in applying for grants, and he asks Morris-Siegel whether he feels that's real value. Morris-Siegel agrees that it can be, though he points out that at our current size and with the number of acres we're currently looking at opportunities for, it's probably not going to make a sizable difference. Hatfield asks why conservation easements are desirable at all, and Berger gives the general explanation that by dividing the ownership and conservation rights between two likeminded organizations, it creates redundancy in protection of the land because either of those organizations having some horrible event that leaves them insolvent doesn't put the conserved land in jeopardy since the other organization still holds sufficient rights (either through outright ownership or through conservation rights) to prevent anyone from doing damage to the land. E. Davis adds that since giving away the conservation rights decreases the value of the land (e.g. by eliminating development possibilities), the owner can often take a tax writeoff. Berger also explains that one of the organizations we'd be considering accepting easements from would be a good friendly organization to gain initial experience managing conservation easements for due to how familiar we are with the organization and how much overlap we have with it. Simmons points out that when he goes to land trust events, he often gets pointed out as "the cave guy," as many other attending land trusts are surprised to find that there's an organization that both protects caves and holds no conservation easements - it's pretty rare. Morris-Siegel notes that a good number of land trusts are actually formed simply to hold a specific conservation easement for a bunch of friends.

7.13. Proxies (Berger)

[Historically, we've allowed Board members who cannot attend a meeting to designate a proxy who is an NCC member to serve in their place at that meeting, and when someone who is absent has not done that, the remaining Board members have been allowed to designate another member in attendance as proxy for the absent member. We've occasionally had discussions about the pros and cons of this practice. More recently, we've learned that though Robert's Rules allows this only if specifically permitted in an organization's bylaws (as it is in the NCC's bylaws), New York State Non-Profit Corporation Law does not. Thus, a bylaws amendment to bring them in line with NYS N-PCL will be presented in Item 14 below.]

Berger explains that since New York State Non-Profit Corporation Law doesn't allow Directors to vote by proxy as that amounts to delegating their fiduciary obligations, we have essentially two main options to bring our bylaws in line with the law. The first, and simplest, option is to simply strike the entire section of our bylaws that discusses proxies (for additional clarity, this doesn't leave any ambiguity by not discussing the topic of proxies; since our bylaws adopt Robert's Rules as revised, and Robert's Rules forbid proxies unless they're explicitly allowed in the bylaws, this would forbid them). The other option is to allow proxies, but not give them the right to vote nor to be counted as part of quorum. He's presented the necessary wording changes in the motion later in the agenda (which won't be taken up today) for the more complicated option simply so that we can see what it would look like and choose between the two paths, and is interested in people's thoughts on which way is best to proceed. Engel asks whether the NYS law explicitly states that proxies are forbidden. Berger and Simmons explain from their independent but similar research efforts that the law actually doesn't discuss proxies for the Directors, and by not allowing them explicitly, the legal interpretation (which you can find cited in numerous places) is that unless your state specifically allows Directors to vote by proxy, they're forbidden from doing so. Additionally, the NYS N-PCL explicitly does allow members to vote by proxy on member issues, and the contrast underscores the fact that Directors cannot. Simmons notes that his research also revealed that organizations that have allowed Director proxies when they should not have typically correct this by approving a statutory compliance motion, which retroactively (with only the elected Directors) affirms all prior votes that were taken with a proxy where there should have been none. He plans to look up proper wording for this motion so that we can take a vote on it at the next meeting. Morris-Siegel says that he's in favor of the option to completely remove the concept of proxies. Berger points out that the other path, which allows proxies without voting privileges or counting towards quorum, essentially only allows them to sit at the table as opposed to in the "audience" section and participate in discussions, most of which are Committee of the Whole discussions they can participate in anyhow at our meetings. He asks Morris-Siegel if he actually sees a functional problem with that arrangement. Morris-Siegel points out that the Board often has to deal with privileged information, which any proxy then becomes privy to, and feels that we should tighten that situation up, which Berger accepts as a reasonable point. A straw poll was taken of people's preferences for which path to take. Of those expressing an opinion, approximately 7 were in favor of removing the section on proxies and 2 were in favor of modifying it to allow them to remain without a vote and without counting towards quorum. Berger will submit a proposed bylaw amendment to delete the relevant section for circulation to the membership in advance of the December meeting.

7.14. Salamander Cave and public visitation (Rubin)

[Since there will soon be a parking area available, as well as trails, there is some uncertainty about whether people will make the proper contact and obtain any necessary permission, be properly equipped to enter the cave with an appropriately-sized group, etc, or ignore signage. This topic is to discuss whether we should be concerned and take any particular actions.]

Rubin notes that with the parking and trails at Salamander undergoing development, and with the attractive-looking entrance to Salamander Cave, there may be added pressure on us because of how inviting it will be for people to visit there when it's closed for the winter or without the proper permit. He wonders about the responsibility that the Manager needs to have for this. Simmons explains that we have an agreement with KLT to use best effort to try to monitor there until infrastructure is set up and give them a heads-up about visits so they don't have to deal with constant calls from authorities or others about whether people are supposed to be on their land. Berger inquires why we're doing what seems like micromanaging the manager, and notes that he'd be fairly unhappy if he weren't here and learned that the Board had discussed what he should do if someone were found at Knox without a permit. (He also notes that he in fact did find someone trespassing there last week, and he did something, without asking the Board what to do.). He thinks we should trust Gentry to make the reasonable judgments we entrusted her with when we appointed her Preserve Manager.

7.15. Membership (Simmons/Hatfield)

Simmons explains that this morning, he and Berger received mail from Drake indicating that we need a new Membership Chair, mentioning that it'd be ideal if they didn't live away from the area half the time as she now does. Hatfield notes that Drake had also sent e-mail months ago detailing much of what the position does. A bunch of it is somewhat onerous to do, since, for example, when someone signs up as a member online, that payment notice goes to Folsom, who then forwards it on to the Membership Chair to welcome the member, and then there's often extra money included that needs to be sorted out as a donation. She feels that it would be great if there were something that automatically sent e-mail for renewals. When asked if she's interested in continuing what was previously a temporary fill-in for Membership Chair, Hatfield responds that she thinks the face of membership needs to be younger, and also a caver, and she doesn't really think she can give two jobs (Fundraising and Membership) her all. A question was asked about which one she liked better. Engel suspects that it'll be easier to fill a vacancy for Membership Chair than for Fundraising, given how many years the latter spent vacant despite desperate searching. Note was also made of the membership data having moved from a database to a flat spreadsheet. E. Davis asks about what we've learned from other land trusts at LTA conferences and the like about the tools they use to manage their membership processes. Hedges asks whether MailChimp would be a better tool. Ingalls tells us that the other organization whose Board she serves on uses a product called "Little Green Light." Berger explains that while MailChimp is good for managing e-mail lists, the sort of thing E. Davis is describing wanting is more like a CRM (Customer Relationship Manager), and that though he's not familiar with Little Green Light, it's likely that fits into the CRM category. He also notes that Membership might be something he'd be willing to help with, but that the timing is bad, as he realizes he doesn't have enough time to do the things he'd trying to do now, so it almost certainly wouldn't work well until he's no longer Secretary. Armen suggests that this might be something the Technology Committee could look into. Hatfield explains that she'd refrained from trying to make any major changes given that she was just helping out short-term while Drake was away, but that if she's going to take on a more permanent role, she'd like to know if she can research some tools. Berger suggests that not only does that sound like a great idea, but latching on to Armen's note about the Technology Committee, he also points out that though he and Armen are on that Committee (which Chu leads), it never really seems to get tasked with anything, and so its report is almost always "Status quo." There are other things he'd sort of like to see that committee take up, including a real document storage solution, since the lockbox at Speleobooks isn't a great future-proofing solution and certainly doesn't make sharing documents convenient.

Moving onto the topic of renewals and lapsed memberships, Hatfield mentions that many grottos' memberships seem to have lapsed, some of them being the "home" grottos of people in the room. Davis also suggests that if you're on a grotto trip, you ask attendees if they're members of the NCC, and if they aren't, whether the cave they just saw is worth the cost of a membership. Berger asks about the "pause" we put on the previous effort to have individual outreach to lapsed members by the Board members closest to each person. Specifically, he notes that we paused the effort when we were unsure whether the list was accurate, but is unclear on why it was never unpaused after we got confirmation that the folks who surprised us most as being listed as lapsed really were. Hatfield says that she'll begin by updating the list. Simmons notes that he also thinks it's critical to not just ask whether they want to renew, but to learn why they went away in the first place. To that end, Hatfield asks Berger about the conversations he earlier mentioned having had with some former members at OTR about why they'd allowed their memberships to lapse. Some were as simple as explaining that they'd moved out of the area. Hatfield thinks that we should consider the far-ranging distance of our membership something to tout. Another conversation Berger had was with a former member who was unhappy with the NCC because, having driven hours to attend a Board meeting, early in that meeting, he was sent out in the cold while the Board entered Executive Session to discuss an issue for a long time (whereas these days we try to place Executive Session at the end of the meeting, so perhaps we've learned a lesson here). Yet another was with a couple from a different region who he knows in

another context and was surprised to see on our membership rolls. They were in town last year and happened upon the group by coincidence when they visited Clarksville on Members Day. They joined because they felt sort of arm-twisted into it in order to have food; this has left one of them with an extremely negative view of how they were treated.

Returning to the topic of seeking a new Membership Chair, Simmons asks who he should talk to. Hatfield suggests [REDACTED], though Simmons and E. Davis note that he's moving away. Dumont asks whether this would be easier if we split up the work into two roles, with E. Davis suggesting that a logical split might be work that can be done from a computer versus in-person event work. Simmons agrees this may make sense. Engel wonders if we should ask Drake whether that would interest her in continuing.

Finally, with apologies for extending this topic even further, Berger notes that when he heard from [REDACTED] that she hadn't received her renewal dunning notice, he was surprised she wasn't a life member. Several of our members might like to be life members but aren't in a position to pay the lump-sum required. He notes that of the cave conservation organizations he knows of, we seem to be in the rare minority by not having a Sustaining Member option where people can choose to pay a higher membership rate for some number of years, and at the conclusion of those years, they become life members. When he'd commented on that to [REDACTED], she indicated that if we had that option, she'd go for it. So, Berger asks whether we'd made some conscious decision somewhere in our history that this would be a bad thing and we didn't want it. It doesn't seem to be the case that anyone recalls having decided it would be bad, but Engel thinks it wasn't done long ago because there was a sense that the bookkeeping for it would be hard, as life membership monies are supposed to go into a dedicated fund. Folsom thinks that decision was likely made and that view expressed before his time as Treasurer, and that it'd be doable today. Berger asks whether he should try to pursue proposing this at an upcoming meeting, or put it off until the Membership Committee comes back to us with it, and Hatfield responds that the latter would be best.

7.16. Logo items / swag (E. Davis)

At this late hour of the meeting, Davis indicated that she can discuss this topic off-line with relevant parties, but in summary, she would like to get more items at wholesale, discuss pricing issues with the caps (we've been selling them sometimes for less than they cost), issues with fitting our logo onto new caps, and also wants to work with C. Hay on swag. Simmons has talked with Nieman about the modified logo file he'd been working on to get it to fit on a cap, and it's not quite ready for prime-time yet. Davis tells us that she'd like details of exactly what we want by November 5, because she and Warner will be at the trade show in Gatlinburg where they get much of their apparel and gift items made by vendors. This is an annual opportunity, but she should have Hay's permission as the Publicity Chair to pursue any item purchases (freebie giveaways may have a somewhat looser requirement).

7.17. Guide for landowners (Hatfield)

As we work towards acquiring more land, Hatfield would like to see us put together a guide for landowners considering selling or donating their property to the NCC to aid them in terms of what to expect as they navigate through the process. This desire has come about due to some significant frustrations she and Schwartz experienced during their recent transfer of the land containing Thook. Though she didn't wish to go into details at the meeting, Simmons indicated that as the process falls under the Acquisitions Committee on the NCC side, he and Porter would like to learn from the experience that Hatfield and Schwartz went through so that we can do better and be more helpful during future acquisitions. Morris-Siegel suggests that we may also want to look at what other land trusts have done in this space.

8. Simmons moves to close the Committee of the Whole.

Second by Morris-Siegel

For: All

[The Committee of the Whole is closed]

Old Business

[None]

New Business

9. Berger moves: The minutes of the June 5, 2022 Board Meeting are approved.

[The Secretary would like to thank Simmons, Hatfield, Davis, Rubin, Folsom, and Dumont for sending in their reviews.]

Second by Dumont

For: All

[The minutes of the June 5, 2022 Board Meeting are approved]

10. Berger moves: The minutes of the July 12, 2022 Special Board Meeting are approved.

[The Secretary would like to thank Rubin, Dumont, Hatfield, Folsom, Morris-Siegel, Engel, and Simmons for sending in their reviews.]

Second by Engel

For: All

[The minutes of the July 12, 2022 Special Board Meeting are approved]

11. Dumont moves: The revisions to the Jack Packers Cave Preserve Management Plan, as amended during Committee of the Whole, are approved.

[The proposed revisions will have been discussed in Item 7.1 during Committee of the Whole.]

Second by Berger

For: All

[The revisions to the Jack Packers Cave Preserve Management Plan are approved]

12. Simmons moves: The President is directed to sign the Memorandum of Understanding between the Northeastern Cave Conservancy, Inc. and the National Speleological Society, Inc. and forward a signed copy to the National Speleological Society President for her signature.

[This document was previously approved by vote of the NCC Board in Draft form and was forwarded to the NSS Board of Governors via the Administrative Vice President for consideration. The NSS Board of Governors has approved the document without comments or edits. I have confirmed via email that the NSS President will sign the document upon receipt.]

Second by Berger

For: Rest

Against: Engel

[The President is directed to sign and transmit the Memorandum of Understanding between the NCC and the NSS]

13. Simmons moves: The Constitution and Bylaws of the Northeastern Cave Conservancy, Inc. are amended as follows:

In Article VI (Officers), a new section is added which reads as follows:

6. Immediate Past Officers. The position of Immediate Past Officer (IPO) shall exist for each Officer enumerated in Section 1 (Titles) of this Article. The immediate previous holder of the Officer position in question is the only person eligible to hold the corresponding IPO position. The IPO, if appointed, shall serve in a confidential advisory role to the newly elected Officer and shall have no additional power, responsibilities, or votes. The IPO shall only be appointed provided:

- a. The individual wishes to accept the position of IPO,
- b. The newly elected Officer accepts the individual as the IPO, and
- c. The individual is confirmed by a two thirds vote of the Trustees present at the annual meeting.

The IPO shall serve a one-year term, beginning concurrent with the start of the corresponding newly elected Officer's term. Either the Officer or the IPO may discontinue the position without cause, provided each party informs the other and copies such notice to the Secretary.

[A common practice in organizations for business continuity purposes is a position such as this. Some organizations use an Officer-Elect position where the incoming officer shadows the outgoing Officer for a period of time to learn the job. This codifies the concept we have been discussing on how to make a smoother transition such as when the President's and Secretary's terms expire in December 2023.]

I tried to make it simple enough so that someone who wanted to be "done" could simply opt out, so an Officer who did not want or need an IPO or didn't want the specific individual to take that position had a veto, and so that the Board needed to be comfortable with the person taking on the role. The one year time frame is arbitrary, but does coincide with the required gap in holding an Officers position]

[This item cannot be acted on at this meeting, as it is neither a Special Meeting nor the Annual Meeting, and 21 days notice of the proposed change to the bylaws has not been provided to the membership, which may vote on it by attending the meeting at which it is considered. Proposed bylaws changes are also supposed to be reviewed by the Bylaws Committee. However, it is recorded here to be tabled until the Annual Meeting in December, and was preliminarily discussed in Item 7.6 in Committee of the Whole.]

14. Berger moves: The Constitution and Bylaws of the Northeastern Cave Conservancy, Inc. are amended as follows:

In Article IX (Meetings), Section 6 (Proxies) is modified to read as follows:

6. Proxies. An Officer or Trustee may appoint a proxy to serve in their absence at any meeting. The Proxy must be a current member of the NCC, Inc. The appointment must be made to the Secretary in writing, electronic mail, or by telephone. In the Secretary's planned absence, the President will receive the proxy designation. The proxy **notification must specify if the**

~~proxy has limited or directed power to vote or if the proxy may vote unimpeded~~ shall not count toward quorum and has no voting privileges, but is expected to assist the Board with its deliberations on business addressed at the meeting.

Unannounced Board absences may be filled at the discretion and selection of the Board of Directors, with the same restrictions and expectations just described for a designated proxy.

[The practice of allowing designated or appointed proxies to vote on behalf of absent Board members at meetings is not allowed by New York State Non-Profit Corporation Law, and thus our bylaws need to be brought into compliance. We could simply strike the relevant Section of Article IX, but the wording proposed here offers a compromise that allows us to continue to treat absences as opportunities for others to become more involved with and learn about how the NCC's business is conducted, without incorrectly delegating fiduciary obligations.]

[This item cannot be acted on at this meeting, as it is neither a Special Meeting nor the Annual Meeting, and 21 days notice of the proposed change to the bylaws has not been provided to the membership, which may vote on it by attending the meeting at which it is considered. Proposed bylaws changes are also supposed to be reviewed by the Bylaws Committee. However, it is recorded here to be tabled until the Annual Meeting in December, and was preliminarily discussed in Item 7.13 in Committee of the Whole.]

[Simmons turned over the duty of presiding over the meeting to Engel at this point, due to a conflict of interest with the next agenda item.]

15. Berger moves: The NCC will hold its 2023 Members Day as a combined event with the dedication ceremony for the new cabin at the NSS's Gage Preserve on Saturday, July 15, 2023.

[This was discussed in Item 7.9 during Committee of the Whole. An earlier decision on this is needed than usual to enable the various "save-the-date" efforts that the NSS will need to engage in if we agree to combine the two events. As Simmons has a conflict of interest because he's one of the Preserve Managers at the Gage Preserve, he will be recused from discussion and voting on this item, and the Vice President will temporarily preside during it.]

Second by Morris-Siegel

For: Rest

Recused: Simmons

[The 2023 NCC Members Day will be combined with the NSS Gage Preserve cabin dedication on Saturday, July 15, 2023]

[Engel returned the duty of presiding over the meeting to Simmons at this point.]

Informational point: The President creates the ad-hoc Retreat Planning Committee with Dumont as Chair.

Informational point: Next EC meeting will be Saturday, November 5, 2022 at 10AM at a location to-be-determined or 9AM if entirely via videoconference.

Informational point: the Winter Board meeting will be Sunday, December 4, 2022 at 10AM at Speleobooks or 9AM if entirely via videoconference.

Informational point: the late Winter EC meeting will be Saturday, February 4, 2023 at 9AM via videoconference.

16. Simmons moves: The NCC Spring meeting will be Saturday, March 4, 2023 at 10AM in Saugerties, NY (pending confirmation of venue availability) or 9AM if entirely via videoconference.

Second by Dumont

For: All

[The NCC Spring meeting will be Saturday, March 4, 2023 at 10AM in Saugerties, NY or 9AM if entirely via videoconference]

17. Hatfield moves: The NCC thanks Russ and Amy Pokorny for hosting this meeting.

Second by Armen

For: All

[Russ and Amy Pokorny have the NCC's thanks for hosting this meeting]

18. Simmons moves: The Board shall enter Executive Session to discuss acquisitions.

Second by Morris-Siegel

For: All

[Motion passes - the Board enters Executive Session at 2:57pm and exits Executive Session at 3:18pm]

19. Simmons moves: The President is hereby authorized to work in conjunction with [REDACTED] to [REDACTED]

[REDACTED]

Second by Engel

For: All

[The President is authorized to work with [REDACTED] to [REDACTED]

20. Engel moves to adjourn.

Second by Rubin

For: All

[The meeting is adjourned]

Meeting adjourned at 3:19pm

**Attachment A
President's Report**

1. Upcoming Events and Activities: Barn Dance tonight, (Gage Cabin build – NSS, can use help!!).
2. NYSCPP grants: Grant announcement is out. We do not have any acquisitions nearing closing. I will start to explore the possibility of getting a grant to fund a part time Executive Director, we could possibly get someone a half time equivalent job for up to three years, with the expectation that we would need to find our own funding following that.
3. Nothing new from [REDACTED] concerning [REDACTED] or [REDACTED] regarding [REDACTED].
4. KLT received a grant to start the parking and trail work on their property next door to the Salamander Preserve. Due to requirements from the City, they needed to spend more in design work than anticipated. They are asking us if we can help cover the shortfall or a part of it.
5. I have heard nothing to date on succession planning, remembering that Mitch and I are in our final terms and the same will happen this coming year to Thom and Bill. I have submitted a motion to create new positions as a stopgap measure, but this issue needs the Board's attention and input.
6. The MOU between the NCC and the NSS for the disposition of our properties should we become insolvent in the future was approved without edits by the NSS BOG at Convention. There is a motion for the Board to authorize me to sign and deliver to NSS.
7. Fall NRO was reportedly a success, though I was absent due to health issues. I understand that participation in the NCC events and presence was very light. Preliminary totals for the auction and renewals, donations and swag sales were reasonable for a Fall NRO.

Cave Preserve Management Plan Review Schedule

Year	March	June	September	December
2022	XX	XX	Jack Packers	Onesquethaw
2023	Spider	Clarksville	Salamander	Bentleys
2024	Ella Armstrong	Knox	Traino	Sellecks
2025	Bensons	Merlins	Jack Packers	Onesquethaw
2026	Spider	Clarksville	Salamander	Bentleys

There are a few changes recommended for the Jack Packers MP being proposed this cycle, thank you to those who provided comments to Kevin.

CAVE PRESERVE REPORTS.

Bentleys Cave Preserve (Devon Hedges)

Progress: Met Grotto members Peter Lehman and Andrew Foord cleared trees at Fall NRO. Bat guano spotted in lower stream passage.

Plans: Reestablish water bar. Stone renewal for driveway.

Problems: None

Bensons Cave (Luke Mazza)

Progress: An additional 5 permits have been issued since the last report, with 2 of those covering both days of the recent NRO. As of this writing the volume of permits being issued matches up well with the previous year, with 11 total for 2022. Mowing of the ROW was done at some point in the last few months but I neglected to record the date.

Issues: No issues to report at this time.

Plans: With the recent rains I'm sure another mowing of the right of way will be helpful prior to closing up for the season.

Clarksville Cave Preserve (Mike Chu, Thom Engel, & Chuck Porter)

Progress: The new changing area was completed. The NCC Members Day was held on the preserve.

Issues: Our neighbor to the east decided to mark and cut a line on the east edge of our property near the parking area. Unfortunately, most of this is on our property.

Plans: The caves close as of 10/01.

Ella Armstrong Cave Preserve (Erik Nieman)

Progress: Half of parking area has been cleared of overgrowth.

Issues: Overgrowth in parking area.

Plans: Ongoing project to clear the weeds overtaking the parking area.

Jack Packers Cave Preserve (Kevin Dumont)

Progress: The preserve was visited several times during the summer of 2022. The parking area was cleared of weeds and brush and a trail from the parking area to the cave entrance was flagged and cleared of brush, blowdowns, and weeds.

Issues: None to report.

Plans: A kiosk similar to the one present at Onesquethaw will be installed close to the trailhead, to be constructed either in the fall of 2022 or spring of 2023. The trail will also be improved through the creation of a treadway, to be completed in the fall of 2022. The owner has also expressed desire for informational displays at the kiosk and/or along the trail, which will be investigated and tentatively installed in 2023. A resurvey of the cave is in process, to be completed by mid-2023.

Merlins Cave (Morgan Ingalls & Ramon Armen)

Progress: There have been two trips into Merlins Cave since the last report, as well as one inquiry requesting information about upcoming trips, which was referred to their local grotto. The rope on the traverse line was replaced with the rope donated to the NCC for that purpose, and the original rope has been retired. One dig trip occurred in Dome 12, which focused on removing staged debris from the cave in order to make more room for future digging.

Problems: There are several trees downed across the trail, for some of which a chainsaw is needed. The kiosk is still in need of a replacement and redesign. The trail markers along some sections of the loop trail could be clearer, and some boundary markers need to be replaced. While replacing the Dome 12 culvert lid after the last trip, a board broke off and needs to be screwed back on. The culvert also needs to be extended, as gravel will continue to fill into the sinkhole during high water events.

Plans: We plan to have a surface workday in the fall to address the fallen trees, trail, and boundary markers, fix the culvert lid, and improve the kiosk. We will continue to look for a 36" diameter by 8' long culvert for Dome 12, and continue the Dome 12 dig project. There are three trips planned into the cave, two during fall NRO and one trip that has not yet been scheduled but will likely occur the following weekend. A biologist from Canaan had contacted Morgan about using some pictures from the website in a natural resource inventory he was doing for the town. She gave him permission if he cited us and didn't give exact locations, which he was fine with. He said he'd send a copy when it was finished.

Knox Cave Preserve (Mitch Berger)

Progress: Trail maintenance and preserve checkup happened on July 24, including cutting the Crossbones trail. Another checkup happened on September 18, with no new problems found. 43 permits have been issued for the season so far, three of which were on-the-spot Spring NRO permits for previously unplanned trips, another three of which were for Crossbones (two of those were used), and one of which was for the DEC to remove BCI's acoustic detector. Additional blank permits were provided for Fall NRO, but as I was assisting with the OCR course that Saturday, I don't know how many were ultimately used. A scientific research study on bat foraging behavior involving setting up "prey patches" and overnight lighting outside the cave was submitted to us for consideration, and was approved. The researchers were given permission to set up their experiment on September 7.

Issues: As I was leaving after checking the preserve on September 18, I encountered two Guilderland residents in street clothes walking down the trail (seemed to be a man and his upper teenage son). When I asked if I could help them, they told me they were there to see the huge cave entrance they'd read they could see here on the internet. Upon informing them that they were trespassing,

they acted as if they had no idea they'd blown past both a POSTED sign and a sign stating that permission is required to visit, and how to obtain it, so we then went and looked at the signs. Some information about conservation, caves, caving, and obtaining permission was exchanged, and after apologies, they left. We still haven't succeeded at obtaining a grant for the sinkhole trail restoration, nor met with Tahawus Trails representatives on-site. The Great Divide rope is still there. Engel and Berger need to investigate what may be poison parsnip plants. Much of the surrounding land is for sale. Some of the "No Hunting" signs still need replacement.

Plans: Periodic property inspections. Keep tabs on the sale of the surrounding land. Continue to consult with trail experts on restoration planning. Work on funding sources for trail restoration. Addition of trail markers and reposting of the property. Boundary marking. Removal of the Great Divide rope. Investigation of troublesome plant species. Further attempts at removal of ancient graffiti. Replace "No Hunting" signs.

Onesquethaw Cave (Thom Engel, Christa Hay)

Progress: None to report.

Issues: We had reports of a local complaining to cavers about them trespassing. We had an e-mail from this individual. Two e-mails have now been received from [REDACTED]. He describes himself as the maintenance manager for the property to our southeast. (The big white house set back from the road.) Besides a misunderstanding of where the property boundaries are, he seems to have two problems: he claims cavers are using their property to access the cave. In my opinion I think this comes down to his second problem in that we have chosen to allow the field to go fallow. (The area is zoned RA and I checked with the Town and allowing it to go fallow is fine with them.) This is still being worked on by Bob Simmons and me. I have contacted Noelle Raymann-Metcalf again at USF&WS regarding a bat-exclusion device for the cave. No word. I plan to contact her again.

Plans: I plan to put up additional signage to discourage cavers from going on our neighbor's property. The cave closes October 1.

Salamander Cave Preserve (Cara Gentry & Erik Richards) No Report Received

Sellecks Cave Preserve (Erik Nieman, Tony Vasile)

Progress: Old kiosk has been removed. New sign-in cabinet installed.

Issues: New informational poster needed. New display cabinet needed.

Plans: Design and print new poster. Build and install new display cabinet.

Spider Cave Preserve (Adriane Hectus)

Progress: The preserve was most recently visited on July 26, 2022 by Kevin Dumont and Adriane Hectus. Some roadside garbage removed. Adriane also visited on June 21, 2022 for a thorough cleanup of roadside garbage.

Issues: During the July visit it was discovered that a hunting stand and trail camera had been installed at the top of the escarpment. The equipment is situated on NCC property.

Plans: Tree stand, and trail camera have been reported to Jacob Morris-Siegel and Mitch Berger. A Terrafirma encroachment/trespass form has been initiated and is on hold until further information is received. Adriane will be speaking with [REDACTED], the prior property owner, to see if prior consent had been given for hunting on the parcel. Adriane will also place a note in a protective bag on the stand requesting contact from the party that has placed it there. Clearing of fallen trees from the stream way, trash collection along route 146, replacement of missing/fallen boundary markers planned for fall 2022.

Traino Karst Preserve (Devon Hedges)

Progress: None since last report.

Plans: Gravel parking area. Survey completion.

Problems: Parking area yet to happen! Optimism! Holy Grail takes precedence for the chief mapper and sketchers!

Stewardship Coordinator (Jacob Morris-Siegel)

Once again, I have had major issues getting several preserve reports. I don't know what we can do to make it easier for our managers to get their reports in on time.

I want to have a meeting with all preserve managers to discuss stewardship, issues, future plans and needs, & updating management plans. I am hoping I can get this to happen in November or January.

We ran into issues with procedure and formatting for the Jack Packers management plan update. I have since come up with a procedure that I think will work and I will work with the preserve managers to implement it starting with Onesquethaw for the next meeting.

OTHER COMMITTEES (PRESIDENT):

Acquisitions (Chuck Porter, Bob Simmons)

Acquisitions Table for current, possible, and potential acquisitions projects is attached. Please remember that the acquisitions table should be considered privileged information, and so will not become part of the minutes, and so will not need redacting every quarter. Specific projects that are in play or issues that require discussion/action at the meeting are discussed below.

[REDACTED]

We have assisted [REDACTED] concerning their planned acquisition of [REDACTED].
[REDACTED]
[REDACTED]
I have already volunteered to perform an environmental assessment for them, gratis. [REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Nominating (Norm Berg)

Norm has sent out an email on the MailChimp requesting potential candidates for Treasurer and Vice President.

Risk Management (Mitch Berger)

Progress: The invoice for our General Liability, Directors & Officers, and Volunteer Accident policies was received and dealt with. We've received the Certificate of Additionally Insured from KLT for Salamander. All Conflict of Interest Disclosure Forms were collected at or shortly after the last meeting. Opened a placeholder claim with Terraforma for the encroachment at Spider, in case the issue escalates to one we need assistance with.

Issues: Folks seem to be forgetting that when we encounter a potential problem with encroachment at one of our properties, the Risk Management Committee needs to be promptly notified with relevant details, because there are requirements related to notifying Terraforma so that if we end up needing assistance, we maintain eligibility to file a claim. The recent issues at Spider and Clarksville are examples of encroachments that could escalate, and which I found out about only by attending the recent EC meeting. (I am still missing some details needed to open a placeholder for the Clarksville issue.). We've been notified that Terraforma premiums will be increasing for the next policy year by \$4 per protected parcel (we currently have 16 parcels insured with them).

Plans: File Terraforma placeholder claim for the Clarksville encroachment. Participate in annual risk management training (which makes us eligible for a discount with Terraforma). Work on our 2023 Terraforma application once the enrollment period opens. Assemble the rest of the committee membership. Pick up other issues that were in-progress with the former ad-hoc committee.

Tory's Cave ad hoc committee (Bob Simmons)

In limbo at present, needs someone else to take the lead.

Bat Hibernation Ad hoc committee (Mitch Berger, Emily Davis, Mike Warner, Morgan Ingalls)

Via Morgan: Dr. Shannon Browne (University of Maryland) submitted some preliminary results from the work her undergrads did in the spring semester. It does look like there was a difference between Clarksville and Onesquethaw, but she would like to do some further work with the data and write the results up for publication. I met with her (via Zoom) at the beginning of August, and she explained what she'd like to do, and is going to send me a new draft of the paper once she runs more statistics. She did say it needed quite a bit of work- she thought it might have been a somewhat ambitious project for undergraduates with no previous experience! She emailed me recently to let me know she's been dealing with the effects of Long COVID, so things are on hold for the moment, but she'll get back to the paper once she's feeling better.

Governance ad hoc (Devon Hedges)

Progress: None.

Plans: Board evaluation.

Problems: Should be complete by December.

Vermont Land Trust MOU ad hoc (Ramon Armen) No report received.

Native American Acknowledgment ad hoc committee (Kevin Dumont)

Dumont met with Dance Heacock in Tribes Hill, NY on August 29, 2022. Their introduction was facilitated by Leslie Hatfield who was not able to join them. While the tour of the museum/center for heritage was interesting and informative, nothing actionable was gained in terms of adding acknowledgments to the NCC's literature. Dumont will continue to research options and details, but this may take several months to make sure it's done right. If anyone has any additional suggestions on contacts, particularly at land trusts or conservancies that have implemented acknowledgments, Dumont would love to receive them.

**Attachment B
Vice President's Report**

Bylaws Committee (Joe Levinson)

Nothing to report.

Education (Thom Engel)

Nothing to report.

Science Committee (Larry Davis & Paul Rubin)

The speleothem research project of Jeremy Shakun and David McGee titled: Developing a speleothem growth history in upstate New York is proceeding. To date, samples have been collected from Clarksville Cave for uranium thorium analysis and will be age dated at MIT. The dating is currently in progress and preliminary results are possible as soon as November.

We received a proposal on 10 August 2022 from Sarah Stankovich (Project Coordinator) of Bat Conservation International and Dr. Winifred Frick (Principal Investigator) of Bat Conservation International and University of California, Santa Cruz entitled "Fat Bat Research". They proposed to use the Knox Cave Preserve as one of 23 sites nationwide. The work would be "the first step in a potential long-term strategy of enhancing food availability and bat foraging efficiency through habitat restoration efforts near

hibernacula". They will survey insect populations at their sites and attempt to enhance them using light lures. They will then measure bat activity, which they hope will increase. The idea is that "fat" bats (i.e. well-fed ones) will be better able to withstand WNS. Their work will take place on the surface only and they do not propose to enter any of the caves on the Preserve. The proposal was submitted to a committee of Bob Simmons, Mitch Berger (Knox Property Manager), Morgan Ingalls, Jacob Morris-Siegel (Stewardship), along with Paul Rubin and Larry Davis (Science Coordinators). All agreed that the proposal should be accepted and a permit was sent to Ms. Stankovich on 30 August, 2022. Copies of the permit were sent to all members of the committee and Thom Engel, Vice President.

In consultation with Larry and Paul it has been decided to make no further changes to the science policy as approved by the Board at the March 2022 meeting. (Thom Engel)

Special Use (Thom Engel)

We have 127 reservations for this year. (This is the most since 2018.) 114 of these (90%) were for Clarksville. This includes a potential for a movie project. A complete report will be done for the December meeting.

Surprise Cave Committee (vacant)

Thacher Park (Thom Engel)

John Dunham & crew had one mapping trip in Hailes.

No one has come forth yet to map or remap the following: Wynd Cave, Livingston Cave, Tory House, the small caves in Becraft near Hop Field, Outlet falls cave, Yellow Rocks Cave & spring, Dynamite Hollow Cave, Forgotten Cave, Uhl Be Cold Cave, Daddy Longlegs Cave, Stal Cave, and Danny's Cave.

Cave Protection (Thom Engel)

No action.

**Attachment C
Treasurer's Report**

***NSF Account total as of 6/30/22**

Northeastern Cave Conservancy Inc

Profit & Loss Budget vs. Actual

January 1 through September 16, 2022

	Jan 1 - Sep 16, 22	Budget
Ordinary Income/Expense		
Income		
Donations		
Auction Donations	1,235.72	2,000.00
Donations - Other	5,207.94	15,300.00
Total Donations	<u>6,443.66</u>	<u>17,300.00</u>
Grants	19,829.00	0.00
Interest Earned	5.72	10.00
Membership Income	3,395.00	2,583.00
NRO Income	8,988.63	0.00
Total Income	<u>38,662.01</u>	<u>19,893.00</u>
Expense		
Acquisitions	0.00	2,000.00
Bank Charges	97.11	75.00
Donations-outgoing	5,000.00	200.00
Dues	0.00	350.00
Education	0.00	50.00
Executive		
President	0.00	100.00
Secretary	0.00	50.00
Treasurer	0.00	50.00
VP	0.00	50.00
Total Executive	<u>0.00</u>	<u>250.00</u>
Fundraising	0.00	750.00

Grant Expense	0.00	0.00
Insurance	2,559.06	2,683.00
Legal Fees	0.00	1,500.00
Licenses & Permits	0.00	200.00
Meeting Expense	0.00	100.00
Meetings & Conferences	0.00	300.00
Membership Expenses	0.00	125.00
Miscellaneous	0.00	100.00
NRO Expenses	3,838.04	0.00
Office Expense	62.00	100.00
Postage	0.00	100.00
Preserves-Administration	0.00	1,500.00
Preserves-Maintenance		
Bensons	0.00	100.00
Bentleys	0.00	200.00
Clarksville	0.00	1,000.00
Ella Armstrong	0.00	100.00
Knox	0.00	3,200.00
Merlins	0.00	400.00
Onesquethaw	0.00	50.00
Salamander	1,150.00	600.00
Sellecks	0.00	100.00
Spider	0.00	100.00
Traino	0.00	800.00
Total Preserves-Maintenance	1,150.00	6,650.00
Promotion	202.98	1,000.00
Publishing		
Mailings	0.00	50.00
Website	0.00	210.00

Total Publishing	0.00	260.00
Science	0.00	500.00
Sponsorships	0.00	800.00
Taxes on Properties	45.04	300.00
Total Expense	12,954.23	19,893.00
Net Ordinary Income	25,707.78	0.00
Other Income/Expense		
Other Income		
Donated goods INCOME	7,150.00	0.00
Net Gain or Loss from NSF Fund	-12,897.02	0.00
Net Gain or Loss Vanguard Life	97.28	0.00
Total Other Income	-5,649.74	0.00
Net Other Income	-5,649.74	0.00
Net Income	20,058.04	0.00

Barn Dance Subcommittee - Emily Davis & Mike Warner:

Status Quo: Barn Dance will be happening for the first time since 2019.

Membership Committee – Riley Drake:

Membership Report prepared by Leslie Hatfield - Here are the membership numbers as of 9/14/2022:

Life - 69, Family Life 9

Regular - 74, Family regular 7

Benefactor – 15

Institutional – 5

There has been an increase in the number of Life members in part because there were a couple of people in the spreadsheet that were Life members but were missing the Life designation on the spreadsheet. There has also been an addition of two new life members, one upgrading from a regular member and another that was a first time member coming in with a Lifer!

In June (early July ?) an email went out to folks with a lapsed membership, anywhere from 2008 to 2021, encouraging them to renew, resulting in a spike in renewals after the email.

In person attempts at renewal at NRO, Member Appreciation Day, and OTR with some success.

Institutional memberships are fairly thin, with a few prominent grottos and institutions either missing or with lapsed memberships. (Grottos - Boston, CCG, Met, Niagara Frontier, Northern NJ to name a few; Institutions - SUOC, Cornell, RPI, NJIRT) An email will be going out to some of these groups prior to the Board meeting.

Fundraising Committee – Leslie Hatfield:

Bender Family Foundation Grant - The NCC should see if this would work for any upcoming projects. We should look into reaching out to the membership for matching donations to give a little more support to our application. Property managers should let me know if they have a major project coming up that would work for this grant.

Project Guestbook - Still need to re-boot this initiative.

Give & Gear Up Raffle - There was talk of doing this in the fall, into the winter. Not sure where the interest lies with this. Riley ran point on the first, very successful, one and if run again, would like to personally reach out to the same businesses. Is there interest in running this raffle again? Same format? Timeframe?

Barn Dance - A number of the Board members, along with Emily, have been able to source a variety of donations for use with either door prizes, raffle items, or silent auction items. Hopefully there is a robust turn out for the dance. Since the barn dance is being held the evening of the Board meeting, more on this at the December meeting.

Mountain Dew Grant - Seems to have been eliminated for 2023 in favor of a program to promote and support entrepreneurship in low income and underrepresented groups.

Bank of Greene County - grant, up to \$2500 (December application, monies awarded in 2023) - Thoughts on what this money could be used for?

Giving Tuesday (November)

Year-End Appeal (December)

Office Committee Report - Emily Davis & Mike Warner:

Status Quo

Publications – Christa Hay:

Problems: general issue of finding content for the newsletter. I wanted to check on what other conservancies did for newsletters. The 8 conservancies I checked 3 of them produced newsletters 1 to 4 times a year. from what I could see on their websites.

Progress: As of this report the newsletter has not gone out due to lack of articles. Could be the few informational items received will go out in a MailChimp blast.

Stats from MailChimp. Another Membership Day blast that went to lapsed members. Bounced emails get checked and resent.

NCC Membership Day (Copy 01)

Switch report ▾

Overview Activity ▾ Click Performance Content Optimizer Social E-commerce Inbox Analytics360

115 Recipients

Audience: Northeastern Cave Conservancy

Delivered: Tue, Jun 28, 2022 10:17 pm

Subject: NCC Member Appreciation Day

[View email](#) · [Download](#) · [Print](#) · [Share](#)

69 Opened	1 Clicked	1 Bounced	0 Unsubscribed
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Successful deliveries	114	99.1%	Clicks per unique opens	1.4%
Total opens	164		Total clicks	1
Last opened	8/18/22 4:48PM		Last clicked	6/28/22 10:17PM
Forwarded	0		Abuse reports	0

Barn Dance 2022

Switch report ▾

Overview Activity ▾ Click Performance Content Optimizer Social E-commerce Inbox Analytics360

166 Recipients

Audience: Northeastern Cave Conservancy (Unsaved segment)

Delivered: Wed, Sep 7, 2022 6:41 pm

Subject: 12th Annual Old Fashioned Barn Dance

[View email](#) · [Download](#) · [Print](#) · [Share](#)

113 Opened	8 Clicked	1 Bounced	0 Unsubscribed
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Successful deliveries	165	99.4%	Clicks per unique opens	7.1%
Total opens	174		Total clicks	8
Last opened	9/12/22 6:18PM		Last clicked	9/11/22 8:45PM
Forwarded	0		Abuse reports	0

Technology Committee Report – Mike Chu:

status quo

Volunteer Value Committee – Vince Kappler:

Progress:

Year to date totals: 521.75 hours of volunteer work on NCC projects for a total value of \$19,657.00. Many thanks to those who reported time working on numerous preserves: Adriane & Kevin. Also received reports for work on Member Appreciation Day, Science Committee, the ad hoc committee, and Paul's ongoing research project in Clarksville.

A member mentioned sending a report via the website but I did not receive it. I did confirm that VV submissions were not being forwarded to me and asked IT Committee to check it out.

Plans:

I will send periodic VV reminders to the membership and monitor data collection.

Problems:

None at this time.

**Attachment D
Secretary's Report**

**EC Meeting Minutes
August 28, 2022, 10:00am
Kerhonkson, NY, and Online via Videoconference**

Called to order: 10:14am

Present: B. Folsom, T. Engel, M. Berger, B. Simmons, K. Dumont

1) Native American Acknowledgment ad-hoc Committee update

Dumont is meeting tomorrow with the contact he's reached out to, and whom Hatfield knows. This contact runs a heritage center west of the Albany area, and she is an expert on the topic. Dumont doesn't yet have anything to suggest, because he wants to run things by her first. Engel asks whether she'll be able to look at our preserves and tell us which tribes are the appropriate ones to thank. Dumont will check with her, although he believes that he could do that himself, and suspects that Engel would also be able to. Simmons tells us that he never heard back from the person he attempted to get in touch with in Kingston, and tells us [REDACTED]. We should put this on the agenda for the meeting, and Dumont's report for the ad-hoc committee should go to Simmons.

2) Drones

Dumont wanted to have a brief conversation about this topic, though he realizes we've likely talked about drones in the past. He asks whether we have a written policy anywhere, either for all of the preserves or just for specific ones. He has a small drone, and has visited Onesquethaw and Clarksville with it, though he didn't get great video. He posted one video he took at Jack Packers. Folsom responds that we don't have a policy specific to drones, although obviously operators would have to follow state and federal laws about them. Engel assumes that generally, people aren't going to try lying in the cave, and Simmons adds that if someone owns a drone worth its salt, they aren't going to take it where it's going to get damaged. Folsom asks whether Dumont is of the belief that we should have a drone policy. Dumont isn't. He notes, though, that he also sits on the Board of the Saugerties Lighthouse, which is a picturesque photography hotspot, and they have issues with drones. They run a Bed & Breakfast to fund the lighthouse. Simmons tells us that drones are in common use to check land, prepare materials for real estate advertising, etc., and that you've got to be careful where you take them. Berger notes that it's easier to run afoul of our policy against publishing cave locations with a drone than with still photos, because videos may accidentally show preserve locations relative to roads.

3) Deer stand at Spider

Dumont tells us that this isn't exactly a critical or super-urgent emergency, but that when he was having his preserve hand-off visit with Hectus, they found a deer stand and game camera tied to a tree. The stand is just a few feet inside of the preserve boundary. He believes [REDACTED] still owns the adjacent land, and wonders whether she denied permission to place the stand on her land, resulting a hunter putting it on the other side of the boundary. He's not sure exactly how to proceed. Engel tells us that years ago, he found one of these way inside the property line at the Gage Preserve, and he took it down and left a note; the stand's owner contacted him. Folsom suggests that Dumont and Hectus contact [REDACTED] and ask if she knows anything about it. Berger reminds everyone that he needs to notify Terraforma when we have a potential issue like this – the Risk Manager needs to be notified when we encounter any sort of encroachment issue, as there are time limits within which we need to document an issue that we may want assistance pursuing. Engel asks how far the stand is from the nearest boundary sign, and Dumont tells us the nearest sign is about 30 feet away. Folsom asks whether our boundary signs say “No Trespassing,” and Engel responds that they say “No Hunting.” Berger asks for the date on which we found the stand so that he can open a placeholder report with Terraforma. Dumont says the visit where they found it was on July 26th. Simmons has looked up and confirmed that [REDACTED] is still the adjacent landowner; Dumont will talk with Hectus about contacting her. [At the September Board meeting, Dumont will be stepping down as Spider Cave Preserve Manager.]

4) Onesquethaw trail sign

Dumont went out to Onesquethaw with K. Davis, who was visiting from North Carolina and wanted to take his kids into a cave. He took some pictures with his drone (see Item 2 above) while they went caving. K. Davis walked back out to his car, and was approached in a negative fashion by an adjacent landowner who asserted to him that we need to cut the grass on our land, that it's an eyesore, and that our visitors are trespassing on his land. Engel says that we will deal with this, and had just received an e-mail from that party to the NCC general contact address. It occurs to him that a small sign saying something like “Trail -->” (like we have at Clarksville) might help, and he also notes that Onesquethaw permits specifically say to walk around to the right. He also plans to offer that if the neighbor moves their corral off of our land, he'll weedwack a trail through the overgrown area.

5) Onesquethaw winter bat protection device

Engel tells us that we haven't heard back from the US Fish and Wildlife Service. Berger asks what happened to the idea we'd discussed multiple times in the past of sending notice to the USFWS that we plan to install the device and keep the cave open for the winter unless they respond informing us of a problem with that plan. Engel feels that we can't do this, that it would violate the Endangered Species Act, and that he'd have to resign if the Board decided to do this. Berger is confused by the suggestion that we'd be violating the ESA, because we're not discussing entering the cave, just ceasing to prevent cavers from doing so, and because when the Northern Long-Eared Bat became listed, C. Herzog came to discuss the implications with the Board, and made it clear that it was in no way our obligation to monitor or enforce the closures and prevent entries from occurring. However, Berger acknowledges that there's a complication here because Onesquethaw is a cave that we issue permits for. Engel adds that installing a device to protect the bats is a "different animal" than just not going out of our way to monitor whether visitors are entering a park-and-go cave. Berger asks about the possibility of suing the USFWS for a response to the numerous requests we and the NYSDEC have sent about disqualifying Onesquethaw from the list of viable hibernacula and keeping the cave open over the winter with the installation of a bat protection device, because simply declining to answer us for years on end is not acceptable. Folsom agrees, and Simmons concurs that pursuit of this needs to become a more formal process, with a note sent to them explaining that they're forcing us to pursue it formally by not responding to us; we owe this to our constituency. Berger also reminds us that we have, in the past, discussed the possibility of applying for a "take permit" for Onesquethaw by agreeing to acquire another piece of karst that doesn't have a popular recreational cave (or a cave at all), and closing and protecting it as a hibernaculum as mitigation. Simmons asks on what grounds we could get a take permit. Engel doesn't think we should apply for the take permit just to get people in, but that we should apply for installation of the protection device, and that this is all about how we "spin" the request, with the worst that happens being that they say "no." Berger asks to confirm that if they say "no" to our first application, that won't preclude us from applying again with other justifications; Engel confirms that we'd be able to try again in that fashion. Simmons inquires where there's other karst that we could protect without closing a cave people would want to visit. Berger suggests discussing this with the New Jersey Initial Response Team, which also does abandoned mine rescue, and might be able to suggest potential abandoned mine sites we could steward.

6) Where is everybody?

Berger has noticed that a variety of e-mails on several different topics, and to several different sets of NCC volunteers seem not to be getting responses of late, much more so than in the past, and has been worried, and wondering whether there's any particular underlying reason. Folsom thinks that last summer, when the world was first "reopening" as the pandemic seemed to be coming under control, people were more focused, but this summer they seem to be more scattered. Engel tells us he's been sort of surprised at the high volume of visitation he's seen at Onesquethaw, and the low volume at Clarksville. He concurs that for a while, people had been "hibernating" and now they're suddenly doing stuff now that they're able to again, and much of that stuff isn't NCC work, which is competing for finite volunteer time. Berger asks whether folks think we have a problem or an emergency. Folsom thinks that people are getting older and burning out, and that we need to get more people involved, with a focus on welcoming younger people. Simmons has noticed some of this as well, particularly the absence of folks in leadership roles at Members Day for setup and breakdown. He thinks a lot of energy got spent and people got burned out at NRO.

7) Opportunity to collaborate with Secret Caverns

Berger had sent the EC and a few others e-mail about a recent conversation he had with RJ Mallory during a visit to Secret Caverns about his desire for some informational handout he could keep behind the desk to give to visitors who express interest in finding out how to actually go caving in a wild cave. In eras past, he'd simply refer them to Davis, as Speleobooks was the central location to get permission or keys for most local caves, but he knows that times and management have changed and isn't sure what current info to offer. Though the simple answer is to point people to the NSS website to find a grotto near where they live, many of their guests would ultimately be looking to visit one of our caves, and Berger thinks this might be an opportunity for us to get some free advertising where we'd get our name and our conservation message out by telling prospective cavers what the NCC is and what it does, and then steering them towards HHG if they're in the local area and would like to visit one of our caves, or to the NSS to find another grotto if they're from out of town. He points out that not only would this get our name and message out, but it might result in some passive income through memberships and donations. Folsom mentions that Mallory often has lots of irons in the fire. Berger got the distinct impression that if we either produced on our own or with HHG a brief handout, he'd simply put it behind the desk and start distributing it to the folks he would've referred to Davis in the past. Engel deals with similar inquiries from people who write to the Clarksville e-mail address asking "what's the next step?" by telling them to go to caves.org and find a grotto near them. Folsom suggests that we might ask Mallory for his thoughts on having Secret Caverns host the old NCC donation box for a little while. Berger thinks that might be a reasonable conversation to have, but only if we first help him by producing the handout he's interested in. Engel says he'll take a crack at producing a "one-sheet," and we can put it there with our brochures. Simmons agrees that this is a fine opportunity for some publicity.

8) Convention recap

Berger shared some tidbits from his time at Convention. It was a superspreader event, which disappointed quite a lot of people (and multiple of our Board members came home with Covid). Berger has been convinced to be on staff for next year's Convention. The Board of Governors voted to approve the Memorandum of Understanding we previously approved and sent to them, which arranges for the NSS to take care of our properties in the event the NCC becomes insolvent.

Berger attended the NSF meeting, where attendees met a representative from the new investment management firm that's

been hired to handle the money invested with the NSF, and where the NSF promised to be more communicative with reports about our investments. And Hatfield and Schwartz won the Outstanding Landowner award. On the topic of [REDACTED]

[REDACTED] Simmons notes that [REDACTED]

[REDACTED] Engel expresses some concern about [REDACTED]

[REDACTED] Berger says that [REDACTED]

[REDACTED] He notes that we've been looking for some time to [REDACTED]

[REDACTED] Simmons agrees, and notes that [REDACTED]

9) NCC-NSS Memorandum of Understanding

Simmons tells us that the NSS AVP confirmed to him the same thing Berger noted in his Convention recap (see Item 8 above) that the BOG has voted to approve the document we sent them, which our Board had previously approved. However, the NSS's policies don't allow for the document to be signed until their Board minutes are approved, so we're waiting on that to execute the agreement.

10) Preserve infrastructure buildouts

Dumont had been thinking of copying the model of the updated Onesquethaw kiosk at Jack Packers. Folsom is highly skeptical of the idea of it happening this fall, though he says the trail looks good. Folsom had thought Dumont was considering a kiosk like the one at Spider; Dumont says that he thought a larger one would be better at Jack Packers. Simmons hasn't heard recently from Gentry about infrastructure at Salamander, but it's too early to put signage down by the road since construction of the parking area hasn't started yet. Engel had been under the impression that the kiosk would be placed where the trail comes up onto our preserve, but Simmons explains that there isn't a spot to put it there, so talk had been about having it near the entrance in the valley, and they may need to bolt one wall of it to the ledge.

11) Salamander grand opening and website presence

Simmons doesn't understand why the preserve isn't up on the website yet. There also isn't a grand opening schedule yet. Engel thinks we need to adjust the acquisitions process. Berger notes that we already have articulated that in the future, the webpage has to be ready and posted at the time we put out a press release about the acquisition. He'll talk with Morris-Siegel about pushing this along.

12) Kingston Land Trust Certificate of Additionally Insured

Simmons had received the CoAI from KLT listing us as an additionally insured at their property next to Salamander, and had forwarded it on to Berger. Berger, upon trying to sanity-check it while preparing for this meeting, noticed that the attachment was actually missing from the e-mail. Simmons will resend it.

13) Jack Packers grand opening

Simmons tells us we're not ready for it yet.

14) Knox sinkhole trail restoration / Tahawus Trails

Simmons hasn't talked with them about coming out to check out the site yet. Berger asks if there's a particular busy rush we need to avoid; it sounds like probably the main timeline constraint we need to worry about, given that we haven't yet secured the funding to carry out the project, is having them visit and assess the site before we have snow cover.

15) Update on [REDACTED]

16) Members Day 2022 recap

Simmons reports that the event was less well attended than last year's, and he's not sure why, especially since we had great weather (and last year's event very much did not). But, everyone who came seemed to have a great time. Lots of old-timers came to visit. Folsom suspects the attendance drop was because at the time of last year's event, most folks had been shut in at home for about a year, and that wasn't the case this time around. Simmons notes that logistics are an issue – largely the challenge of getting the equipment up and down the trail – although it's a great spot for the actual event. We gave out the awards we'd been meaning to since the pandemic cancelled the 2020 event, and the presentations went over very well. We also took the opportunity to present Hatfield with the NSS Outstanding Landowner award she and Schwartz won at Convention, which they hadn't attended and weren't able to receive in person there. The expenses of the event were more than covered with membership renewals, etc. Folsom notes that he's uncertain about that.

17) Members Day 2023 / Gage Cabin dedication – July 15, 2023?

Simmons tells us that after hearing a bunch of complaining along the lines of “where is everyone?” while looking for all the folks who were expected to help set up for this year's Members Day, he came up with the suggestion that next year, we hold a joint Members Day with the dedication of the new Gage Cabin at the NSS's preserve. He also points out that this would mean the event would be extremely close to the kitchen where the event's food gets prepared. We have a proposed date for this joint event, but obviously, it would require Board approval. The NSS Preserve Managers sent “save-the-date” notices for this to Julie Schenck-Brown and “the other” Emily Davis. This idea will need to be on our agenda, and Simmons has a conflict of interest as one of the Preserve Managers at Gage. He also notes that there are people we'd want to invite who aren't in the usual cast of characters who come to NCC events.

18) Awards schedule for 2023

We have a tentative Members Day date. We should set aside time at the next EC meeting to discuss candidates.

19) Executive Succession ad-hoc Committee update

Dumont tells us that he approached ██████████ about the possibility of facilitating a Board retreat, but the latter was busy at the time he originally inquired, and so we haven't received a response yet. Berger talked with ██████████ at Convention about whether the possibility of arranging for ██████████ to do this, as the latter had offered several years ago in a conversation with Berger ██████████, was still open. ██████████ thinks it's likely that the offer is still available, and Berger will likely see ██████████ at ██████████ Folsom had talked with Dumont about ██████████ possibly being a good facilitator for this. Berger asks whether it's now too late for us to arrange this retreat in time for it to assist us with the officer transitions that will need to occur at the end of next year. Simmons responds that, regardless of the impending transitions, this retreat needs to happen anyhow. He also mentions that he'd want to invite former NCC leaders to participate. Simmons will also contact C. Young to inquire about the possibility of working on a grant proposal to fund an Executive Director. Berger notes that when we'd last surveyed our membership, it seemed clear that we didn't think we'd grown large enough to have a paid ED yet, and also that when a grant is received for this, it's almost always a time-limited set of funding, after which you either need to replace that funding, or can no longer pay your ED. Simmons explains that part of an ED's job is continually engaging with funding opportunities for the organization, including to fund their continued position, so a good ED solves this problem directly by finding the continued funding for their position. Also see the discussion at the end of Item 23 below.

20) Officer transitions: Immediate Past _____

Simmons is going to propose at the next Board meeting that we create the formal concept of positions for the immediate past officers, without any of the authority of the officers, but with the expectation of their participation in an advisory role to help smooth transitions. He notes that some organizations handle this in the opposite direction by having _____-Elect positions, but that we'd have to change the way our elections work too much for that to be practical for us. This plan will include the requirement that for people to serve in these roles, they'll have to be appointed by the Board, so that if there's someone the Board doesn't wish to allow to serve in that role, it can be prevented.

21) Vacancies

We concluded that we weren't sure why one of us had asked that this be one of the agenda topics, as we're not currently hunting to urgently fill any particular positions.

22) Membership (and renewals)

We'd identified around the time of Trustee elections that we accidentally neglected to send out membership renewal notices to a number of our members over the past year, resulting in a very large number of lapsed members, and Simmons had circulated a list of members to be annotated by Board members who believe they'd be a good fit to make personal contact with each of the lapsed members (including ones who've been lapsed for some time) to discuss with them whether they'd like to renew, and to learn why they might not. We were put on “pause” while the accuracy of the list was checked, but there didn't seem to be any “resume” notice after that. Drake has returned from her expedition, though we're not sure whether she's resumed her usual routine with Membership; Folsom will ask.

23) Board participation (requirements?)

We discussed what level of participation should be required or articulated for Board members. For the most part, there seems to be a desire to ensure that the leadership of the Conservancy is driving it forward by doing more than simply attending a quarterly meeting, and given the way we're structured, Berger thinks this boils down to expecting that everyone participate on at least one committee. There seems to be agreement that this is the basic idea, and it also seems that everyone currently on the Board is already actively engaged in one or more committees. One of our members present at the meeting, Robin, when asked what she feels the NCC's Board members should be expected to do, says “further the goals of the organization,” and that we should spell out the requirements. Berger wonders whether we're bringing up this topic because of frustration that nobody seems to be taking the lead on figuring out how to handle our officer transitions. On that particular front, Folsom reminds us of a comment that Berger made earlier in the meeting about the Chair of the Trustees, which is a position that we in theory have, and can be used to coordinate the Trustees' group efforts, but which in practice we don't make use of except for the brief portion of the Annual Meeting where the Trustees elect the Officers; that

would be a natural position to lead the effort at figuring out how to solve our officer transition challenge, in the absence of the Governance Committee tackling it.

24) Fundraising

25) Project Guestbook

These two topics were combined. Berger reports, sadly, that there hasn't been any progress on Project Guestbook lately. We also didn't get either the Mtn Dew or Bender Family Foundation grants we applied for to fund the restoration of the Knox trail down the sinkhole. We're not sure yet about the possibility of getting the Greene County grant we were looking into. We'll also be able to apply for grants during a new funding cycle for NYSCPP. The handout/one-sheet/pamphlet we're going to produce for Secret Caverns to distribute to prospective new cavers may result in some passive fundraising income. We've discussed inquiring with C. Young about a grant for an Executive Director or one for Professional Development. The Land Trust Alliance's Executive Director grant is a 3 year grant, and the ED has to find a way to fund themselves past that, which Simmons tells us is part of how groups grow.

26) Surprise Cave stewardship agreement

We pushed off dealing with this when A. DeMaria stepped down from chairing the ad-hoc committee, and decided that we didn't need to fill the role immediately. However, the agreement comes due for renewal in March 2023. That renewal agreement needs to be put together, submitted, and followed-up on. Morris-Siegel should be involved, but depending on what we're going to say we plan to do, we may need to have someone in the ad-hoc committee Chair role. [REDACTED]

27) Neighborly relations

Engel reminds us that we've been apprised of the issue that's arisen with the neighbors at Onesquethaw (see Item 4 above). He tells us that the neighbor we've had multiple issues with before at Clarksville has now cut an eastern line from the road to our first back corner, entirely on our property. Simmons adds that this person has also painted orange blazes on every piece of vegetation facing our property... from our property. Engel says there's also a berm of debris. He wonders whether the neighbor saw Morris-Siegel painting blazes and thought it was a good idea, so he proceeded to paint some of them on our property. This encroachment is also interfering with the deeded rights of the new landowners of the former Jake Moon property, because of the debris berm he's created. Berger notes that Engel should get an incident report to the Risk Management committee so that Terrafirma can be notified that we may need assistance. Engel tells us that this is the third different incursion he's made.

28) Multiple contacts with ill-informed individuals

Engel is wondering just how many go-arounds we're expected to have by e-mail with people who ask a question and then continually don't listen to the response they get. This discussion item didn't really go anywhere.

29) NRO

Simmons says this one should be much simpler for us because we're not running anything. We're just having an auction. Probably having the 10'x10' tent would be a good thing. Simmons will be going up Friday night. Berger should be there earlier because his grotto's hosting this one.

30) OTR

We didn't end up acquiring the cheap mugs we'd talked about last time, and we're low on swag in general.

31) NCC swag

Nieman had made a design for the caps, and we asked him to go forward with it. We haven't heard anything else since, so we're not sure what happened.

32) Barn Dance

Simmons tells us that the date and the band are all set, and that we should have more than enough people (because the Board Meeting is the same day) and prizes. Folsom reports that the bandleader asked for the event to have a poster with the address.

33) Knox research proposal (Fat Bat)

There's a proposal currently under review to study bat feeding behaviors by setting up "prey patches" and lights outside the cave. Ingalls responded positively about it, and Simmons and Berger have now submitted their replies as well. Hopefully formal approval will occur imminently.

34) YouTube video about Clarksville's diving fatality

We were notified of a monetized YouTube video about the story of the diving fatality that happened at the cave in the '90s. Some folks from CCG were quite unhappy about it and passed it along. The video contained a disheartening number of inaccurate details of the story, as well as a bunch of clips and/or still shots that belonged to others and which were used without permission. Berger had suggested that an owner of some of the misused media simply file a copyright strike against it and have it taken down. Another suggestion was to have it be a meeting topic (this was nearly a month prior to this meeting, and Berger pointed out that all the harm

via the algorithm causing the story to spread and make money for the YouTuber would be long-done at the point where the meeting rolled around). Chu, who was present during the accident, decided to open a dialog with the YouTuber, who seemed responsive, and removed certain items from the video, but claimed that others couldn't be added or changed. Berger asks, now that we've seen how this played out, whether we'd want to try to have the video taken down more promptly in the future were something like this to happen again. Folsom thinks most people didn't really seem to care.

35) MHLC networking event on 9/29

Because of a contribution Engel has made to the Mohawk Hudson Land Conservancy, he's received an invitation to one of their networking events on September 29th, which he can't attend, but can pass on to someone else. Simmons had 99% committed to attending, but is worried because the construction kit for the new Gage Cabin is supposed to be delivered on the 28th, and either its schedule may slip and end up conflicting, or this would mean him coming up to New York two days in a row. However, he's still going to try.

36) Nominations Committee e-mail about upcoming Officer elections

Simmons asks whether anyone looked at N. Berg's e-mail. Berger indicates that he did, and had no suggested changes to offer. Engel also confirms that he both looked at it and replied.

37) NYS unique geological features and NYS geological travel map update

Engel says he's heard nothing new on it. He made an effort to find out who's been tasked with writing the regulations that have to be produced in order for it to become an effective law, but can't seem to get an answer, despite that the responsible group would've been the group he worked in in a previous era.

38) Updates for NSS Conservation Division regional report

Simmons tells us that the foundation for the new cabin is in, and building is planned to begin in a couple weeks; the necessary permits have been obtained.

39) Checkin on Science Policy updates for the next Board Meeting

Engel reminds us that the current policy contains revisions that were approved by the Board so that it could approve the Speleothem research project. Engel tried rewriting it as the Board had expected us to when it approved the current policy, but L. Davis and Rubin weren't happy with what he produced, so the ball is currently in their court to try their hand at it. Engel says he can contact and remind them about the upcoming meeting.

40) E-mail newsletter

Engel says that this task was on him, but he hasn't had time to work on it yet. Simmons hasn't, either. One concern Engel has is whether Hay and Brass know that this is coming. Folsom responds that they do. He also says he talked with L. Mazza about asking P. Mazza to work on a template, and notes that Engel's agreement was only to produce the first e-mail newsletter's content; we'll have to figure out how to make that happen on an ongoing basis.

41) Conservancy Communications ad-hoc Committee update

There's no update on this topic.

42) Vermont Land Trust Memorandum of Understanding

Simmons hasn't heard from Ramon on this lately, and needs to check in.

43) Website modernization

The ad-hoc committee still hasn't met.

44) Board Manual updates

There aren't any updates to report.

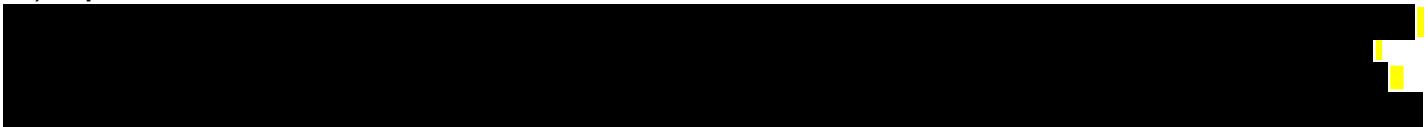
45) International Year of Caves and Karst

It doesn't sound like we're going to end up running any events.

46) Jake Moon landowner update

The new restaurant still isn't open, though they've mowed more of the land.

47) Acquisitions



[REDACTED]

48) Report scheduling

The meeting is on the 24th. So, officers need to get their sections to Berger by the 19th, which means committees need to get their reports to the officers by the 12th, and a first request for the reports should go out tomorrow.

49) Fall EC meeting location

It's on Saturday, November 5th. Engel will check with M. King about the possibility of using the building at Hollyhock Hollow. Alternatively, we could use the Bethlehem Library, which has good WiFi, as that may be a problem at Hollyhock. Folsom tells us that he'll be living in NYC at the time of that meeting, and asks about places in Connecticut or Western Massachusetts. We don't think we should "burn" Morris-Siegel's office for a small meeting like the EC one. We decided to punt deciding on a venue for it until the next Board meeting.

50) Risk Management topic from the June Board meeting

This followup discussion was held in Executive Session.

End: 5:50pm