

National Speleological Society, Inc.

Board of Governors Meeting

Agenda of the Special Meeting

Virtual

Final v3.0 - [Zoom Link Here](#)

January 22, 2023

The special meeting of the Board of Governors will be held virtually on January 22, 2023 at 9am CDT.

1) Call to Order and Roll Call

Special Items for consideration:

2) Amendment to Act 05-290, Recording Secretary

Meyer moves: Act 05-290, Recording Secretary, is amended.

A permanent committee known as the Recording Secretary is established in the Department of the President. The duties of the Recording Secretary are to attend all open BOG meetings, open meetings of the Directorate, and other meetings specified by the President for the purpose of recording minutes in accordance with Act Section 05 and Appendix J. The Recording Secretary may appoint a substitute. <<[The Recording Secretary may be a member of the board.>>](#)

Note: In the past, we have struggled to find a volunteer for this position. Board members are required to attend board meetings anyways and some often take extensive notes. It would not be a burden to assign this responsibility to a board member. This amendment gives the President some flexibility in filling the position.

3) Amendment to Appendix J, III. C parts 2 and 3

Meyer moves: Appendix J, III. C parts 2 and 3 are amended.

C. Acceptance of a Report

1. Every report presented at a regular, announced meeting of the Board of Governors shall be considered received by the board by virtue of its presentation. No formal vote will be required.
2. The author of a report presented at a regular, announced meeting of the Board of Governors may request a formal vote of acceptance from the board if <<they>>>he<< desires. In general, this will be for making the report an "official statement of the Society".
3. Reports listed in the agenda will be <<hyperlinked in>>>attached to<< the minutes for that meeting. <<All reports submitted to or presented before the board will be stored in the Board shared drive.>>>Other reports allowed for presentation by the board will only be included in the minutes if a formal motion to that effect is adopted.<<

Note: Attachments are often not made available to the membership via the agenda, this motion seeks to rectify that by having them be hyperlinked in the agenda. Additionally, this motion requires reports submitted to the board be stored on the Board shared drive. This will create a central repository of information that is not collected through minutes or the BOG Manual for new directors.

4) Rescind Act 05-061, Meeting Recordings

Meyer moves: Act 05-061, Meeting Recordings, is rescinded.

~~>>Recordings of Board meetings should be retained until the minutes are approved by the Board. The recordings may be reviewed only by the Board members or proxies, the persons responsible for developing the written minutes, and those responsible for making the recordings. Following approval of the minutes by the NSS Board the recordings are to be destroyed.<<~~

Note: We have not in the recent past retained board meeting recordings. With hybrid Zoom meetings, we have recorded meetings, but they have not been used for the purpose of developing minutes, nor have they been destroyed or posted. We should rescind this board act which is not being followed and do not need to codify what is done with Zoom recordings.

5) Amend Act 02-948, Director Annual Report

Meyer moves: Act 02-948, Director Annual Report, is amended.

>>The Chair of the Directorate will deliver an annual report (following the template as an example in Appendix [...]) aligning with the fiscal year outlining the directors' board level efforts to the membership by May 1 for the purpose of helping the membership make informed voting decisions.<<

~~>>Every director will deliver an annual report outlining their accomplishments, fundraising initiatives and preparations, meeting (physical and virtual) attendance, an outline of committee participation and activity, and motions that they have authored or co-authored in the previous~~

~~year of serving and the actions taken by the officer(s) on these motions and activities. The annual report will be due on January 1 of every year and must be submitted to the Chair of the Directorate. The Chair of the Directorate will compile the reports into one article for publishing purposes. The annual reports article will be published on the website, social media sites and in the next feasible NSS News for the membership to review.<<~~

Note: This amendment aligns the report with the fiscal year rather than the calendar year. This makes more sense across the organization with reporting, and gives new directors more time to achieve things in their first year, and will be published during directorate elections so it will be more useful to members. This amendment also makes explicit the purpose of this report is to hold directors accountable to the members and aid in voting decisions, and restricts the content to board level achievements. The details of the report are stripped from the motion itself and included in the template. There is no differentiation made between physical and virtual attendance in the template because that is not tracked in the minutes. The template also adds an estimate of volunteer hours. Current template draft: [Directorate Annual Report Template Draft](#).

6) Amendment to Act 02-949, Director Committee Participation

Meyer moves: Act 02-949, Director Committee Participation, is amended.

Every director, within 12 months of taking office, is required to be active in an NSS <<board level>> committee(s) throughout their term as a director.

Note: Requiring directors to be active in non-board level committees takes their focus away from their board level responsibilities.

7. Approval of 2024 NSS Convention Bid

Tiderman moves: The 2024 NSS Convention bid for Sewanee TN is approved.

Reason - The bid with the staff list and preliminary budget was presented at the fall meeting. There have been no comments or objections.

8. Creation of job description appendix in BOG manual

Weaver Moves: The NSS BOG creates Appendix "_" of the board manual to store and facilitate the creation of job descriptions for NSS Committees, Divisions, Chairs, and staff. Position descriptions can be submitted by officers or permanent paid staff of the Society, and approved by the Board of Governors before addition. Approval consists of a plurality of voting members at any scheduled meeting.

Note: This will allow us to put position descriptions into the board manual for reference without creating additional board acts to sort through. The Appendix number will be determined by Vince the board secretary following the adoption of this motion.

9. Vertical Training Commission (VTC) scholarships

Weaver Moves: The NSS BOG establishes the NSS Fund for "Scholarships for the Vertical Training Commission (VTC)." This fund has the specific purpose of giving aid to VTC instructors or trainees who otherwise would have financial difficulty participating in VTC courses. Upon creation of this fund, the VTC board may change the name of this fund, but may not change the purpose of this fund without unanimous approval of the NSS Board of Governors. Money from this fund can be allocated for use by the VTC, in the budget of the Administrative Vice President each year. The Vertical Training Commission board will manage submissions and award scholarships from allocated funds with oversight by the office of the Administrative Vice President.

Note: There was approximately \$1600 donated during the 2022 NSS Convention for this purpose, and the VTC continues to fundraise towards the goal of supplying training at a low cost to those who need it most. We need a place to officially store and protect this money.

Closed Session for the BOG

Closed Session of the Directorate

Report to the Membership - If needed.