

The Western Cave Conservancy, Inc.

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Draft Minutes of the Regular Meeting of the Western Cave Conservancy, held Sunday, January 27, 2007

Pursuant to notice duly given to the directors and the public, the annual meeting of the Western Cave Conservancy was held on the above day and date at the home of Bill and Peri Frantz, 16345 Englewood Dr, Los Gatos, California. The Board thanks Bill and Peri and the Diablo Grotto for hosting the annual meeting.

CLOSED SESSION

ATTENDEES

Rolf Aalbu, Director/Vice President
Joel Despain, Director
Donald Dunn, Director
Robert Martin Haye, Director/Treasurer
Jerry Johnson, Director
Bruce Rogers, Director
Marianne Russo, Director/President
Mike White, Director
Dan Snyder, Secretary

President Marianne Russo called the meeting to order at 10:04 a.m.

AGENDA

Agenda approved after moving the New Melones discussion to the fore.

COMMITTEE OF THE WHOLE

Current Projects
New Melones Survey and Inventory Proposal
Windeler Cave Project
Weller Natural Preserve Draft management plan
Building
Proposal to open board meetings
Ordway Property

NEW BUSINESS

RESOLVED, that [MOU auth, same language as December's] (B2007-1-1)

Committee recessed at 12:00 for 15 minutes

Three-year Plan
Protection Significance Assessment

THE COMMITTEE ROSE AND CLOSED SESSION ADJOURNED AT 12:45 P.M.

OPEN SESSION

Called to order by President Marianne Russo at 1:30 p.m.

APPROVAL OF AGENDA

Approved as written.

APPROVAL OF MINUTES OF OCTOBER 22, 2006

Approved after answering question from Rolf re. whether the board had received his reports.

OFFICER REPORTS

President's Report (Marianne - attached)
Vice President (Rolf)
Treasurer (Martin - annual statement attached)
Secretary (Dan - no report)

COMMITTEE REPORTS

Public Relations Advisory (Don)
Land Research Advisory (Rolf)
Human Resources Advisory (Marianne)
Land Acquisitions Advisory (Martin)
Property Stewardship Advisory (Joel and Marianne)

DISCUSSION OF COMMITTEE REPORTS

Gale commended Martin and the board for its sound policy of retaining sufficient reserves to make payments on loans.

Recess at 2:20 p.m. for 20 minutes.

COMMITTEE OF THE WHOLE

Current Projects:
Weller Preserve
New Melones Cave Survey Project
Windeler Cave

Future WCC Projects:
Pillar of Fire Cave

Formal Nominations Proposal
Long-term Planning
Insurance
Committee restructuring
Conflict of interest policy
Cave management plans as policy
Automatic withdrawal option

Committee rose at 3:30 p.m.

NEW BUSINESS

RESOLVED, that Bruce Rogers be nominated and elected to another three year term on the Board of Directors of the Western Cave Conservancy, effective immediately. (A2007-1-1)

RESOLVED, that Robert Martin Haye, having been nominated at the October 22, 2006 meeting, be elected to another three year term on the Board of Directors of the Western Cave Conservancy. (A2007-1-2)

RESOLVED,

That the existing advisory committees be reconstituted as committees of the board and renamed as follows: Acquisitions Committee, Stewardship Committee, Research Committee, Public Relations Committee and Human Resources Committee, to be comprised of the present chair, who must be a board member and who shall be titled the director of that committee;

that each committee director shall have the authority of the board of directors in conducting business particular to the committee, provided that he or she may negotiate but not enter into any contractual agreement for an amount greater than \$250;

that the directors of committees shall report quarterly or more frequently to the board of directors on any actions being undertaken by the committee;

that the directors of committees shall present to the board of directors an annual committee budget; at its fourth quarter meeting.

that each director of a board committee shall be advised by a corresponding advisory committee, to be chaired by the director and comprised of members of the director's choosing and serving at his or her pleasure, and to whom he or she may delegate functions of the board committee;

that directors of board committees shall have the power to create subcommittees as appropriate and delegate specific authority to them, which may be revoked at any time for any reason by the director of said board committee or by the board of directors;

that members of said advisory committees shall execute confidentiality agreements as needed at the discretion of the committee director.

(B2007-1-2)


RESOLVED, it is the policy of the WCC that there will be a written management plan for each cave and karst property which it owns or manages. (B2007-1-3)

RESOLVED, it is the policy of the WCC that WCC projects and activities will be managed through a written and prepared plan of the course of action. (B2007-1-4)

RESOLVED, that the next meeting will be Saturday, April 28, 2007 at 1 p.m., at the Great Valley Museum in Modesto, CA.

The open session adjourned at 4:55 p.m.

I attest that the above is, to the best of my knowledge, the true and complete record of business conducted at the annual meeting of the Board of Directors of the Western Cave Conservancy held on January 27, 2007.



Daniel S. Snyder, Secretary