

## Rockcastle Karst Conservancy Spring Board Meeting – March 9, 2025

### In Attendance 3/9/25:

**Directors:** Patrick Gibson, Werner Jud, Janice Gott and Mary Gratsch were present onsite.

(A quorum does exist.)

**Others:** Richard Duncan, Debi Pavey, Scott Pavey, Gary Bush and Neena Jud were present on site. Mike Harrington, Jared Embree, Sean Cain & Suzanne Gagnon were present online.

75th Meeting of the Rockcastle Karst Conservancy was held at the St Bernard Library and online. Called to Order by Chair Patrick Gibson at 2:13 PM.

(3/9/25 Meeting Agenda at end of Minutes.)

### Appointment and Officers:

1. Appointment of Janice Gott to the open Board position. She was the only nominee from the December meeting who submitted a statement for candidacy.
2. **MOTION: To accept Janice Gott to the open Board position (Gratsch, Jud 2nd, by acclaim).**
3. Officers: currently the RKC officers are Patrick Gibson-Chair, Werner Jud-Vice Chair, Janice Gott-Treasurer and Mary Gratsch-Secretary.
4. **MOTION: To accept the current Board positions for the coming year (Gratsch, Jud 2nd, by acclaim).**

### Announcements:

1. Austin Traut contacted RKC about filming a segment of Kentucky Life for KET TV on caves in Kentucky. Neena and Gary O'Dell have offered to be on screen. They are looking for multiple on screen personalities to interview. Neena suggested they come for a GSP field trip day.

### Secretary's Report: (M. Gratsch)

1. Asked for comments/amendments to the Minutes of regular Meeting of 12/8/24 as posted on the RKC website

**MOTION: Motion to accept the minutes of the 12/8/24 meeting (Jud, J Gott 2nd, by acclaim).**

### Treasurer's Report: (W. Jud)

1. Janeen Sharpshair is a new Life Member. RKC currently has 88 Life members.
2. Gary Bush set up the A2 Web hosting "Consortium Account" shared between multiple groups for their websites for the next 24 months. He donated half of the RKC's cost and asked for reimbursement for \$43.
3. Chase Bank & Community Trust Bank signatories on the RKC accounts were changed to Werner, Patrick & Janice.
4. Migrating Quickbooks – there is an affordable online Quickbooks for nonprofits that Werner

was reminded is available through TechSoup; which can probably do what we need using “classes.” Werner needed to replace his older computer operating on Windows 7 to allow this upgrade. Exporting the data from his old computer using 2015 non-profit desktop version of Quickbooks, to the new computer operating on Windows 11, plus getting this online version of Quickbooks, is in process. This has not been easy.

5. Werner will apply for the Life Membership annual distribution from the National Speleological Foundation.
6. Werner renewed RKC’s Kentucky registration with the Secretary of State. Kristen Harper, GSP caretaker, is now listed as the Agent for RKC since she resides at our KY address. She has no issue with this.

**MOTION: To accept the Treasurer’s Report as presented (Gott, Gratsch 2nd, by acclaim).**

### **Committee Reports:**

#### **(A) Membership/Message Committee: (Gratsch)**

1. Spring Newsletter is being created by Leah Schneider, so send any news articles to her immediately.
2. Membership renewals are due by March 31<sup>st</sup>. Mary has written up an appeal to encourage members to renew their memberships, which will be added to the Newsletter.
3. Mary will bring the RKC display to Open House in May.
4. There was an event at the Cincinnati Museum Center for which she provided RKC pamphlets.

#### **(B) GSP Committee: (Debi Pavey reporting)**

1. Neena and Jared submitted the grant application to the Kentucky Colonels for the GSP entrance drive improvement. They should hear a response in June
2. The CR water line feed will have a new submeter and replacement shut-off installed in the near future. This will be at the same underground location as the present old shut-off valve. The submeter will tell us how much water the CR actually uses and GSP will be able to bill for it in the future. This is also the final phase of the multi-year, multi-location upgrades to the GSP main water line project managed by Werner Jud; the most recent ones being in collaboration with Rodney Trowbridge who works for KY American Water. Rodney is supplying the material and labor for this final work at n/c to GSP. He has been a valuable resource to get through all these vital upgrades, and a nice guy to work with.
3. The sink in the shelter house was not draining. The grease trap output line needs replacing. Repairs are in process.
4. After work weekend May 3-4th, the kitchen will be closed until Open House to keep it pristine.
5. Ticket house renovations continue. Main room ceiling is completed; the light fixture will be put in. Next project is wall boards. Scott has a good idea for opening front “store” window. Richard Duncan is donating a display case.
6. Tractor is at Scott Pavey’s home shop, waiting for parts.
7. The deteriorating walnut tree by the tractor barn has been taken down and hauled into the woods.
8. Kevin Lorms and Kelly McNamara have volunteered to Chair Open House again this year
9. The recent heavy rains washed out the roads. Pat Hutson and Danny Kleckner are working on restoring the roads and the culverts were cleaned out.

#### **(C) Misty Cave Committee: (S. Cain report by email and on line)**

1. Two representatives from the State did the bi-annual bat hibernacula survey. A small amount of White Nose Syndrome was found. Overall numbers of bats were good.
- (D) Skylight Dome Committee: (Thor Bahrman, Jerry Brandenburg)
1. Adjacent landowner reported that the new road is holding up fairly well under the heavy rainfall.
- (E) Cornhole Cave Committee: (Gratsch)
1. Nothing new.
- (F) Sloans Valley Cave Preserve: (Mike Harrington)
1. They are looking for a quote on materials for replacing the ladder.
  2. The old fieldhouse property has sold again, and they are great new neighbors. This property has the Screaming Willy entrance. Mike is helping manage their entrance without cavers going down their driveway. His crew has cut a new passage through the brush.
  3. The kiosk needs to be built, as cavers are changing in the parking lot. This project needs a foreman.
  4. SVCP is being used frequently Cavers have been very conscientious about trash etc.
  5. There is a pay pipe which needs to be checked and emptied on regular basis. These funds are to be sent to treasurer.
- (G) Fundraising Committee: (Gratsch)
1. Mary has many items for the KOR raffle. She would like someone to take over the fund raising committee.
  2. Mike Harrington plans to set up an Etsy site for SVCP merchandise. The Board asked him to order another batch of 24 t-shirts before Open House.
- (H) Land Acquisition: (Patrick Gibson reporting for Wendi Orlandi)
1. Info was just received on an 80-acre property adjoining GSP to the east that the owner would like to sell. It has been heavily logged and has some pits. Patrick will respond that we will check it out. We will look to see if the pits are significant, once he will give us permission to walk it.
  2. Land containing Devalts cave was auctioned off in parcels. We received late notice and didn't attend the auction. Mary will try to contact the new owner, as it would make a great scout trip cave.
  3. Conservation Easement Committee – Nothing new.
- (I) NSS Preserves Program / MOU Committee: (Mary Gratsch)
1. Nothing new.
- (J) Grant Committee:
1. Jared Embree is interested in heading the grant committee for RKC. Kathyn Burgess, Camille Anderson and Neena Jud are interested in being on the committee. Jared has been working on grants for 15 years. Pat Gibson will set up meeting.
- (K) Waiver Committee: Gary Bush will look at modifying the current waiver to cover all RKC properties, not just GSP. The goal is to have a searchable database. It would be nice to be able to fill out the waiver electronically, but would require online signature.
1. Discussed the possibility of putting a QR code at cave preserves so visitors could access the liability waivers. We need to look into the legalities of digital signatures.

### **Old Business:**

1. Archeology Research - no updates
2. Conflict of interest Statement: For grants, the Board needs to address how they will handle conflicts of interest.

**MOTION: To adopt the conflict of interest policy that is posted at the end of these minutes. Each board member will acknowledge the policy with their signature. The Election Policy will be amended to require incoming new Board members to also sign an acknowledgement. (Jud, Gott, by acclaim)**

3. Gibson will thus amend the election policy and send it to the Board.

**MOTION: To adopt the non-discrimination policy that is posted at the end of these minutes (Jud, Gott, by acclaim).**

4. These new policies shall be added to the website under “information” and “Acts of the Board”, along with the updated Election Policy.

### **New Business:**

1. Memorandum of Understanding between RKC and GCG: Gibson would like to modify it to include the other grottoes, COG, DUG and BGG. He has been working with Kyle Kreutz and Debi Pavey to do a draft update of the MOU, The Management Plan, and the Charter for the Committee. Suz Gagnon also provided input. It will take out the requirement for GCG to approve \$5,000 and over expenditures for GSP before sending it to RKC for approval. Also proposed are changes to the GSP management committee, to include two representatives from each grotto, and a Chairman and Treasurer appointed directly from RKC, for a total of ten members on the committee. Representatives will serve staggered two-year terms, with a term limit of four terms. Gibson will send the draft to the Board for review. Gibson would like RKC to have the final draft reviewed by the end of March, so the grottos can review in April. It is intended to be approved in May as an in-between meeting motion, so the new MOU can be signed by all grottos at KOR.

2. After the MOU is adopted, the Strategic Plan will need to be updated.

**Next Meeting:** The next Meeting was set for Sunday, June 15, 2025 at 2:00 p.m. EST, location TBA

**Adjournment:** The meeting was adjourned at 4:35 p.m. (WJ, MG 2nd, by acclaim)

Meeting Minutes prepared by Mary Gratsch (with a lot of help from Janice Gott)

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### **Action Items**

1. Spring Newsletter – Leah Schneider, entire Board
2. Membership renewal email (added to newsletter) – Gratsch
3. Post Updated Board Policies online - Bush
4. KET TV filming with Austin Traut
5. RKC/Grottoes MOU approvals – Gibson, D. Pavey, Kyle Kreutz
6. Review revised GSP Charter – whole Board and interested others
7. Treasury Records Migration – Jud, Gott
8. Join TechSoup contact Adam Mathis re Quickbooks - Gibson
9. Waiver Committee - meeting & recommendations – Gibson, Bush
10. Grant Committee – Embree, Anderson, Burgess & N.Jud
11. Plans for SVCP Kiosk – Harrington
12. RKC Website link for SVCP logo merchandise–Harrington, Bush, Treasurer

13. Develop an emergency contact plan with Pulaski County Sheriff Department for Sloans Valley Preserve – Gratsch, Gibson, Philip Francis
14. NSS Preserves Program MOU Committee
15. Cornhole Cave survey –Gratsch
16. Create letter or brochure explaining to landowners how to preserve their cave property – Orlandi, Gott
17. Historical survey at GSP – O’Dell
18. Update RKC Bylaws
19. Update RKC Strategic Plan

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### **Conflict of Interest Policy**

Board members and volunteers of the Rockcastle Karst Conservancy (RKC) must act in the best interests of the organization and avoid any situation that could create or appear to create a conflict of interest (COI). A COI may arise when an individual's personal interests (financial or otherwise) could influence their judgment or actions in relation to their duties at the preserve. Any board member or volunteer with a personal financial interest in a property maintained by or being considered for conservation by the RKC must disclose that interest, and appropriate action will be taken to ensure all decisions are made solely in the best interest of the RKC and the community. This policy aims to maintain public trust and ensure that all decisions are made with the best interests of RKC and its mission in mind.

**Conflict of Interest:** A COI may include direct or indirect financial gain, personal relationships with property owners, business dealings with potential land sellers, or family members involved in land transactions.

Examples of potential conflicts include (but are not limited to):

- Financial Interests: Having a financial stake in a company that does business with the preserve or using one's position to benefit a family member's business.
- Outside Employment: Working for another organization whose interests’ conflict with the preserve's mission.
- Gifts and Favors: Accepting gifts or favors that could unduly influence decisions.
- Personal Relationships: Having a close personal relationship with someone who has a business or other interest that could conflict with those of the preserve.

**Disclosure Requirements:** All board members and volunteers must disclose any potential conflicts of interest immediately upon becoming aware of them, both verbally and in writing to the RKC Board via [rkcboard@rkci.org](mailto:rkcboard@rkci.org), and individuals may be required to recuse themselves from decisions or actions related to the conflict.

**Recusal Procedure:** The process for recusing oneself from discussions and votes related to a potential COI will be determined by the RKC board, and can include any or all the following at their discretion: •

- Participation in Discussion: The affected person shall not participate in discussions regarding the property in question.
- Absence from Discussion: The affected person shall be asked to leave the meeting during deliberations on the matter.
- Abstaining from Voting: The affected person shall abstain from voting on any matters related to the COI.

**Decision-Making Process:** The Board will review any Conflict of Interest situations and determine a course of action. Results will be published in the next meeting minutes.

**Documentation:** All disclosed COI must be documented, including the nature of the conflict and how it was handled within RKC meeting minutes.

**Land and Conservation Easement Transactions with Insiders:** When engaging in land and conservation easement transactions with insiders, all policies and procedures shall be followed and documented. Any

purchases from and/or sales of property to insiders must include an independent appraisal by a qualified appraiser to justify the purchase or sales price.

**Payments to Board Members:** RKC board members shall not be financially compensated for board service, except for reimbursement of expenses. If, in limited circumstances, the RKC compensates a board member for professional services that would otherwise be contracted out: (1) Document the circumstances surrounding the decision to do so. (2) Document how the board obtained appropriate comparability data to determine the amount to be paid and to confirm that there is no private benefit. Land and Conservation Easement Transactions with Insiders: When engaging in land and conservation easement transactions with insiders, all policies and procedures shall be followed and documented. Any purchases from and/or sales of property to insiders must include an independent appraisal by a qualified appraiser to justify the purchase or sales price.

**Training and Awareness:** Training must be provided to all board members to educate them on the COI policy and their responsibility to disclose potential conflicts. All new board members will be required to review and acknowledge this document. Signed copies of the acknowledged documents will be kept on file. Review and Updates: This policy must be regularly reviewed to address changing circumstances and ensure its ongoing effectiveness.

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Acknowledgement Signature Printed name

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### **Non-Discrimination Policy**

Rockcastle Karst Conservancy Non-Discrimination Policy The Rockcastle Karst Conservancy is an equal opportunity organization. We do not discriminate based on race, religion, sex, disability or medical condition, sexual orientation, gender identity, gender expression, national origin, ancestry, age, or status as a covered veteran in accordance with applicable federal, state, and local laws. This policy applies to all aspects of visitor experience, volunteer opportunities, programs, activities, and preserve access. We are committed to providing a welcoming and inclusive environment for all volunteers and visitors. Every person who visits caves on the preserves must be cognizant of their own capabilities, and we pride ourselves on our efforts to provide reasonable accommodations to give them a quality caving experience, while maintaining the integrity of the natural environment.



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**SPRING 2025 MEETING AGENDA**

**Sunday March 9, 2025**

**St Bernard Branch Library, Cincinnati OH - 2:00 P.M.**

**10 McClelland Ave, Cincinnati OH 45217**

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- **Call to Order – Patrick Gibson**
- **Appointment to fill open Board Position**
- **Appointment of Officers**
- A. **Announcements**
  - 1. **Kentucky Life- Neena Jud**
- B. **Secretary’s Report – Mary Gratsch**
  - 1. **Minutes 12/8/24**
- C. **Treasurer’s Report – Werner Jud**
  - 1. **Life Membership & Endowment Funds**
  - 2. **Migrating Treasury Records to new Quickbooks platform**
- D. **Committee Reports**
  - A. **Membership/Message Committee – Mary Gratsch**
    - a. **Membership Retention-article for membership drive**
    - b. **Upcoming Events – Open House**
    - c. **Spring Newsletter**
  - B. **GSP Committee – Debi Pavey**
    - a. **Water Line Repair**
    - b. **Ticket House Renovation**
    - c. **Road Repair Application Grant - Neena**
  - C. **Misty Committee – Sean Cain**
    - a. **Bat count**
  - D. **Skylight Committee – Thor Bahrman/Jerry Brandenburg**
    - a. **???**
  - E. **Cornhole Committee – Mary Gratsch**
    - a. **Assess eroding entrance**
    - b. **Survey trip**
  - F. **Sloans Valley Preserve Committee – Mike Harrington & Joe Morgan**
    - a. **Kiosk Plans**
    - b. **Ladder Plans**
    - c. **Emergency Contact Plan with Pulaski County**
    - d. **Cathy Crockett Memorial Trail ownership?**
  - G. **Fundraising Committee - Mary Gratsch**
    - a. **SVCP Logo merchandise link on RKC website- Etsy website?**
  - H. **Acquisition Committee - Wendy Orlandi**
    - 1. **Acquisition Report**
    - 2. **Brochure for landowners about preserving cave properties**
    - 3. **Conservation Easement Committee Report – Janice Gott**

**J. NSS Preserves Program / MOU Committee – Gratsch, Gibson, Jud**

**K. Grant Committee – Patrick Gibson**

- 1. Requested a list of all projects from each Preserve Manager to be used by the Grant Committee when searching for additional grants**

**L. Waiver System Committee**

- **Old Business**
  - **Archeology Research– O’Dell**
  - **RKC Conflict of Interest Policy – Neena**
  - **RKC Non-discrimination Policy – Neena**

**M. New Business- Patrick Gibson**

**1. Memorandum of Understanding**

**2. GSP Charter and Management Plan Changes**

- **Next Meeting Date – June 2025 ???**
- **Motion to Adjourn**