

**Special Board Meeting, August 9, 2023**  
**Board Vacancy and Explorer Company Realignment**

The meeting was called to order by President Gina Kline at 19:05.

Pledge of Allegiance

**Board Members Present:** Bruce Appell, Brian Baldwin, Jeff Borges, Nancy Crozier, Steve Gwizdak, Gina Kline, and Kristen Shaw. **Excused:** Jamie DiPace, Tom Post and Jim Speich

**Other Members Present:** Tom Kline, Sharon Levine-Shein, Ken Sedlak, and Dave Theriault.

President Gina Kline called this special meeting of the board to discuss and vote on the Explorer Company Realignment and the Board Vacancy resulting from Chip Carpenter resigning his position on the board.

**23-38 Explorer Company Realignment:**

- President Gina Kline outlined the reasons the Explorer Company realignment was necessary. The Board of Directors is not in a position to provide the level of administration and supervisory support required of an operational program with day-to-day activities. The Board's focus should be on high-level strategy, oversight, and accountability of the entire organization, not one program operating within the organization. Aligning the program under the Chief will allow it to benefit from the processes and systems already in place to run the department.
- After some discussion Jeff Borges made a motion with Nancy Crozier seconding to remove EXP-1, EXP-2, and EXP-3 from the AOGs and transition direct oversight of the Explorer Program to the Chief. Motion passed.

**23-41 Board Vacancy**

- Chip Carpenter submitted his resignation from the Board to President Gina Kline on July 31st. He had communicated to her that his decision was final and that he was not interested in continuing as a board member. President Kline made a motion to accept Chip's resignation with regret with Steve Gwizdak seconding. The motion passed with Nancy Crozier opposing.
- The Board discussed the next steps related to the vacated Board seat. The AOG requirements related to filling permanent vacancies were reviewed and it was decided to delay filling the seat vacated by Chip until the Board has had an opportunity to revisit the minimum Board member qualifications in AOG JD-1. This will be reviewed and discussed at the next Board meeting.
- After reviewing the By-Laws and AOGs, Jeff Borges made a motion, with Nancy Crozier seconding, to suspend AOG CM-2 to give the Board an opportunity to review the minimum qualifications in JD-1 prior to soliciting candidates for the open seat. The vacated seat will be voted on in November along with the 2 expiring seats. Motion passed.

Corporate Meeting August 14, 2023

Board Meeting August 31, 2023

Meeting adjourned at 19:45 (GB)