



MINUTES for Annual New Board of Directors Meeting 08 February 2020

Meeting Logistics:

02/08/2019 4:30p Eastern Time

Location:

Raleigh Convention Center
Raleigh, NC, USA

ANTI-TRUST STATEMENT

It is the policy of the Association for Challenge Course Technology, and it is the responsibility of every Association member company, to comply in all respects with federal and state antitrust laws. No activity or discussion at any Association meeting or other function may be engaged in for the purpose of bringing about any understanding or agreement among members to:

- (a) raise, lower, or stabilize prices;
- (b) regulate production;
- (c) allocate markets;
- (d) encourage boycotts;
- (e) foster unfair trade practices;
- (f) assist monopolization, or
- (g) in any way violate federal or State antitrust laws.

Any questions regarding the meaning or applicability of this policy, as well as any concerns regarding activities or discussions at Association meetings, should be promptly brought to the attention of the Association Executive Director or the Chair of the Board of Directors.

ATTENDEES

Presiding Officer:

- Bahman Azarm – **Vice Chair**

Board Member Attendees:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Carson Rivers – Treasurer | <input checked="" type="checkbox"/> Paul Cummings – Member | <input checked="" type="checkbox"/> Rohan Shahani – Member |
| <input checked="" type="checkbox"/> Mandy Stewart – Secretary | <input checked="" type="checkbox"/> Victor Gallo – Member | <input checked="" type="checkbox"/> Billy Simpson – Member |
| <input checked="" type="checkbox"/> Cameron Annas – Member | <input checked="" type="checkbox"/> Keith Jacobs – Member | <input checked="" type="checkbox"/> Shawn Tierney – Executive Director |

Additional Attendees:

Brian Lisson – **Board Emeritus**
Jim Wall – **Board Emeritus**
Andrew Hubert – **Board Emeritus**
Randy Smith – **Board Emeritus**
John Lazarus – **Consensus Group, Chair**
Todd Domeck – **ACCT Member**
Charlie Williams – **Ethics Committee, Chair**
Tom Leahy – **ACCT Member**



Quorum?

- Yes
 No

PROCEEDINGS – STANDING ITEMS

Meeting called to order at 4:29 PM Eastern Time by Bahman Azarm.

Approval of Agenda

Motion:	Review and approve the meeting agenda
Made by:	Cameron
Seconded by:	Paul
Discussion:	Prioritization of agenda based on immediate needs.
Vote:	In Favor – All Opposed - 0 Abstaining - 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Bahman reads the Anti-trust Statement.

Role as a Fiduciary

- Recommended Reading: “The Ultimate Board Member Book”
- Reb or other resource to join the Board at the next meeting, or as soon as possible, to discuss more in depth

Board Operations Information

- Review resources in folder on BoD Drive
 - Existing bylaws, policies, procedures, etc.
 - Additional reading for consideration by the Board
- Discussion of updating Terms of Reference for Board Committees



Conflicts of Interest

- Ethics Committee Chair received code to access COI Forms.

Motion:	First agenda item at next Board of Directors meeting to be confirmation of receipt of COIs from Board of Directors, including open voluntary discussion of conflicts.
Made by:	Cameron
Seconded by:	Rohan
Discussion:	Rohan suggests an open, voluntary discussion also to be held during the meeting. Cameron requests his motion to be amended to include discussion (original: First agenda item at next Board of Directors meeting to be confirmation of receipt of COIs from Board of Directors.)
Vote:	In Favor – All Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

- John Lazarus has a question regarding the COI Form as it applies to the Consensus Group. The COI form may be in conflict with ANSI policies and procedures and needs to be reviewed for applicability.
- John to let BoD know upcoming CG meeting schedule.

Motion:	Consensus Group shared drive be made available to the Secretariat.
Made by:	Rohan
Seconded by:	Paul
Discussion:	BoD to have read only access.
Vote:	In Favor – n/a Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Board Emeritus

- Board Emeritus offers its experience and time to the Board of Directors.
- Request for the Board Emeritus



Motion: Board of Directors requests the Board Emeritus consider the development of a scholarship, award, or similar program in memorium of Tim Kempfe, and that they make any recommendations to the Board prior to the Board's Spring Face to Face Meeting.

Made by: Mandy

Seconded by: Carson

Discussion: Following the passing of Tim Kempfe, there was immediate discussion that a memorial program that benefits the community

Vote: In Favor – n/a
Opposed – 0
Abstaining – 0

Motion Carries: Yes
 No

[Adjourn for Break @ 5:42PM]

[Reconvened @ 5:48PM]

Election of Executive Committee

- BoD Executive Committee Election Policy reviewed

Motion: Election of the Executive Committee shall be conducted in open session.

Made by: Mandy

Seconded by: Carson

Discussion: None

Vote: In Favor – n/a
Opposed – 0
Abstaining – 0

Motion Carries: Yes
 No

- Roles and responsibilities as stated in bylaws reviewed
- Discussion regarding each candidate included debrief of events of the AGM.
- Candidate for Chair: Carson
 - 7 Aye, 2 Abstain (Carson, Rohan)
- Candidates for Vice Chair: Bahman and Keith
 - Keith wins majority vote
- Candidate for Treasurer: Cameron
 - 7 Aye, 2 Abstain (Cameron, Rohan)



- Candidate for Secretary: Mandy
 - 7 Aye, 2 Abstain (Mandy, Keith)

Motion:	Accept the slate of candidates as elected to the Executive Committee.
Made by:	Paul
Seconded by:	Billy
Discussion:	None
Vote:	In Favor – All Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Designation of Liaisons

Motion:	Accept Randy Smith as the Chair of Insurance & Risk Management Committee
Made by:	Cameron
Seconded by:	Keith
Discussion:	It is expected that I&RM will designate a new Chair shortly. Randy will serve until that time.
Vote:	In Favor – All Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

- **Accreditation & Certification Committee - Billy**
- **Ethics - Paul**
- **Finance - Cameron**
- **Insurance & Risk Management - Bahman**
- **International - Victor**
- **Standards Development - Rohan**



Motion: Accept the slate of liaisons from the BoD
Made by: Carson
Seconded by: Paul
Discussion: None.
Vote: In Favor – All
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Consensus Group would like the Secretariat to consider appointment of a Liaison to CG from the Secretariat.

In lieu of a Liaison role, Mandy to focus on organization of Association files and systems, work performed by the IT Work Group, and similar matters.

Motion: Go into closed session for discussion of the Board Task Force Terms of Reference and approval of Chair of the Task Force.
Made by: Carson
Seconded by: Paul
Discussion: None.
Vote: In Favor – All
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Exit closed session at 7:10PM

Board Meeting Calendar & Access to Info

- Monthly Meetings:
 - 9:30 Eastern/8:30 Central/7:30 Mountain/6:30 Pacific – 2 Hours
 - 1st and 3rd Wednesday of the month



Motion: Change the method we are using for Board Meetings to be more inclusive.
Made by: Victor
Seconded by: Rohan
Discussion: Video capability would be nice.
Vote: In Favor – n/a
Opposed – 0
Abstaining – Keith
Motion Carries: Yes
 No

- April Face to Face: Full Day Meetings April 27th & 28th in Longmont, CO
- Secretariat Meeting with Consensus Group
 - Thursday, 12 March 2020
 - 9:30 Eastern/8:30 Central/7:30 Mountain/6:30 Pacific – 1 Hour

Motion: Motion to suspend business and add remaining items to the next meeting.
Made by: Bahman
Seconded by: Rohan
Discussion: None.
Vote: In Favor – n/a
Opposed –
Abstaining –
Motion Carries: Yes
 No

[The following items tabled until next meeting.]

- **Board Task Force ToR**
- **Ethics ToR**



CLOSING

Motion:	Motion to adjourn the meeting.
Made by:	Cameron
Seconded by:	Rohan
Discussion:	None.
Vote:	In Favor – n/a Opposed – Abstaining –
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 7:53PM Eastern Time.