



## MINUTES for Regular Board of Directors Meeting 06 January 2021

### Meeting Logistics:

01/06/2021 7:30a Mountain Time

### Location:

Zoom Meeting

<https://zoom.us/j/8256677745>

Meeting ID: 825 667 7745

## ATTENDEES

### Presiding Officer:

Carson Rivers – **Chair**

### Board Member Attendees:

Keith Jacobs – **Vice Chair**  
 Mandy Stewart – **Secretary**  
 Cameron Annas – **Treasurer**

Bahman Azarm – **Member**  
 Paul Cummings – **Member**  
 Victor Gallo – **Member**

Rohan Shahani – **Member**  
 Billy Simpson – **Member**  
 Shawn Tierney – **Executive Director**

### Additional Attendees:

Ken Jacquot – **Board Emeritus Member**  
Erik Marter – **Member**  
Jennifer Marter – **Ethics Committee Member**  
Randy Smith – **Board Emeritus Member**  
Tim Prairie – **Ethics Committee Member**  
Jim Wall – **Board Emeritus Member**  
Andrew Hubert – **Board Emeritus Member**

### Quorum?

Yes  
 No

Meeting called to order at 7:33 AM Mountain Time by Carson Rivers.

### **Welcome Guests & Housekeeping** (Carson)

#### **Victor reads the ACCT Mission Statement**

The Association for Challenge Course Technology (ACCT) establishes and promotes the standard of care and measure of excellence that defines professional practice and effective challenge course programs. ACCT develops, refines, and publishes standards for Installing, maintaining, and managing challenge courses; provides forums for education and professional development; and advocates for the challenge course and adventure industry.

#### **Victor reads the ACCT 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.

### Approval of Agenda

<b>Motion:</b>	Review and approve the meeting agenda.
<b>Made by:</b>	Keith
<b>Seconded by:</b>	Billy
<b>Discussion:</b>	None
<b>Vote:</b>	In Favor – N/A Opposed - 0 Abstaining - 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

### Approval of Previous Meeting Minutes

<b>Motion:</b>	Approve minutes from meeting held 2 December 2020.
<b>Made by:</b>	Keith
<b>Seconded by:</b>	Paul
<b>Discussion:</b>	None
<b>Vote:</b>	In Favor – N/A Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

<b>Motion:</b>	Approve minutes from meeting held 16 December 2020.
<b>Made by:</b>	Bahman
<b>Seconded by:</b>	Rohan
<b>Discussion:</b>	None
<b>Vote:</b>	In Favor – N/A Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



### Ethics Committee

Two members of the Ethics Committee have resigned, including the Chair. One member remains. Three matters are currently before the committee. Interim or permanent leadership needs to be identified and matters need to be progressed.

<b>Motion:</b>	Move into closed session to discuss ethics matters.
<b>Made by:</b>	Paul
<b>Seconded by:</b>	Rohan
<b>Discussion:</b>	Erik Marter leaves the meeting at 7:46 AM.
<b>Vote:</b>	In Favor – N/A Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

BoD moves into closed session at 7:47 AM.

BoD exits closed session at 8:48 AM. Erik Marter rejoins meeting.

<b>Motion:</b>	Appoint Tim Prairie as Chair of Ethics Committee.
<b>Made by:</b>	Rohan
<b>Seconded by:</b>	Bahman
<b>Discussion:</b>	This is intended to be an interim appointment to be revisited at the March BoD meeting.
<b>Vote:</b>	In Favor – Cameron, Paul, Bahman, Victor, Rohan, Billy Opposed – 0 Abstaining – Keith, Mandy, Carson
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

### 2021 Board Elections

- PVM call re: elections was held; approximately 9-10 companies represented. There was general support for the proposed changes and suggested documentation of processes.

<b>Motion:</b>	Review and approve the Bylaws as amended regarding nominations & voting.
<b>Made by:</b>	Bahman
<b>Seconded by:</b>	Paul
<b>Discussion:</b>	The document being reviewed "Proposed Change to Bylaws & Election".
<b>Vote:</b>	In Favor – Keith, Mandy, Cameron, Bahman, Paul, Victor, Rohan, Billy Opposed – 0 Abstaining – Carson
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



**ACTION ITEM** – Mandy to update bylaws document within Association records.

**ACTION ITEM** – Shawn to file updated bylaws with the State of Delaware.

**ACTION ITEM** – Shawn to arrange for a member announcement of bylaws changes.

<b>Motion:</b>	Approve the draft PVM election procedures.
<b>Made by:</b>	Keith
<b>Seconded by:</b>	Billy
<b>Discussion:</b>	The document being is reviewed "Proposed Change to Bylaws & Election". The portion being voted in this matter on is under the sub-heading "PVM Election Procedures". "Re-vote or runoff" in the event of a tie needs to be clarified as the required actions are unclear. "ED and Staff" can be changed to "Staff" as this would be all encompassing. The document voted on was not a finished document in accurate formats. Both content and formatting were incomplete.
<b>Vote:</b>	In Favor – Keith, Mandy, Cameron, Paul, Victor, Billy Opposed – Bahman, Rohan Abstaining – Carson
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

### ED Report

Shawn has placed his report in the meeting folder [2021-01-04 REPORT ED to BoD].

**ACTION ITEM** – BoD Liaisons need to provide their committee updates for AGM.

**ACTION ITEM** – BoD members need to register for the conference.

**ACTION ITEM** – ACCT needs to schedule the 2022 ANSI audit; goal is to schedule by the end of month.

### Treasurer's Report

[TABLED UNTIL NEXT MEETING]

### Updates from the Chair

Draft agendas for upcoming BoD Virtual Face to Face meetings are being developed.

<b>Motion:</b>	Adjourn the meeting.
<b>Made by:</b>	Bahman
<b>Seconded by:</b>	Victor
<b>Discussion:</b>	None.
<b>Vote:</b>	In Favor – N/A Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 9:32 AM Mountain Time.



**To: ACCT Board**  
**From: Shawn Tierney, Executive Director**  
**Date: 1/4/21**

**RE: January Board Report**

### Summary

#### **December Financial Statement**

The December monthly financial statement will be placed in the Finance Drive (Finance - FY20 Financial Planning – Monthly Statements and Financial Reports) once it's ready by January 12th. Our first CD in the reserve account matured on 11/24, and the decision from the finance committee was to let it renew automatically for another 6-mo term.

#### **31<sup>st</sup> Annual Virtual Conference: Registration & Revenue**

- Currently 15 exhibitors including Tier Sponsors
- 228 registered attendees.
- \$75,000 in conference revenue.

More conference information, including registration and sponsorship opportunities & pricing can be found here: <http://acctconference.com/register/>

Presenter Information: <http://acctconference.com/presenters/>

#### **Schedule of events, and items the BOD will need to plan and prepare for:**

- BOD Meeting agenda items for the virtual meetings January 18-20.
- AGM – presentation with report outs, committee reports, announcement of election result for seat voted on by general membership, etc.)
- PVM Voting results
- Dialogue with ACCT Leadership

#### **BOD Elections**

Online voting for the 1 seat elected by the general membership opened in early December. We currently have 4 nominations for this seat, along with 2 individuals running for the 2 seats elected by the PVM's.

#### **Ethics Committee**

See ethics status report and associated documents in Ethics folder.