



MINUTES for Regular Board of Directors Meeting 18 January 2021

Meeting Logistics:

Morning Session | 9:30am-12:00pm Mountain Time
Afternoon Session | 2:00pm-4:30pm Mountain Time

Location:

Zoom Meeting
<https://zoom.us/j/8256677745>
Meeting ID: 825 667 7745

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**

Quorum?

Yes
 No

Guests:

Tim Prairie – **Ethics Committee Chair**
Jennifer Marter – **Ethics Committee Member**
Ken Jacquot – **Board Emeritus Member**
Ryan Olson – **Member** (left morning session at an undetermined time)
Andrew Hubert – **Board Emeritus Member**
Jim Wall – **Board Emeritus Member** (joined morning session @ 9:39a)

Meeting called to order at 9:32 AM Mountain Time by Carson.

Welcome Guests & Housekeeping

Rohan 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.

Rohan 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

Motion:	Review and approve the meeting agenda
Made by:	Cameron
Seconded by:	Keith
Discussion:	Overview of next two days' expected agenda items was also given.
Vote:	In Favor – N/A Opposed - 0 Abstaining - 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Approval of Previous Meeting Minutes

Motion:	Approve minutes from meeting held January 6 th , 2021.
Made by:	Rohan
Seconded by:	Victor
Discussion:	Review of Rohan's suggested changes to the discussion for the document re: discussion recorded under the vote on PVM Elections Procedures. Mandy reports that she does not currently have access to this document to place it into association records.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Ethics Committee

- Outcome Visioning
 - Carson recorded thoughts and discussion from attendees in the meeting re: items to improve and what the ethics process should look like. Some items noted:
 - Workflow model so that everyone understands the ethics process; written policies and procedures including when the BoD needs to be made aware of something
 - Clear roles and responsibilities and communication within the workflow, including other association volunteer groups
 - Identification of BoD Liaison level of confidentiality and clarity in role
 - Timeline expectations and limitations for all parties; efficient facilitation
 - Understanding of what an ethical grievance is and what it is not
 - Defined outcomes; what are acceptable remedies and outcomes?
 - Defining our process in a way that doesn't represent the association as a legal entity
 - Transparency and clarity to membership



- Appropriate recordkeeping
- Ensuring that the process is not able to be used as a means of attempting to harm a person or entity, rather only to resolve a violation of the Code of Ethics

ACTION ITEMS – BoD to review and provide feedback to:

- Ethics Committee on their proposed changes to the Code of Ethics document [2020-12-14 INFO COE Proposed Revisions 2020].
- Board Emeritus on their document [2021-01-18 Board Emeritus Ethics & COI Update].

10:55 AM - personal needs break

11:03 AM - reconvene

- Action Plan
 - Bring on new members to the Ethics Committee specifically to help with 1) current workloads and 2) revisions and updates to committee structure and scope; record to be kept within minutes of the committee and usual procedures for vetting volunteers followed
 - Process current grievances
 - Clarify scope of the current project, priorities, and then assign responsible parties/group
 - Make a plan and timeline for scope of work

ACTION ITEM – Ethics Committee to add new members within a week.

ACTION ITEM – BoD to provide Ethics Committee with a target date for discussion and follow up.

ACTION ITEM – BoD to assign new Liaison to Ethics Committee after the new BoD is seated 3 Feb 2021.

Motion:	To recess until 2:00pm Mountain Time.
Made by:	Mandy
Seconded by:	Bahman
Discussion:	None.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Recessed @ 12:01 PM Mountain Time.



Meeting called to back to order from recess at 2:03 PM Mountain Time by Carson.

Presiding Officer:

Carson Rivers – **Chair**

Board Member Attendees:

Keith Jacobs – **Vice Chair**

Bahman Azarm – **Member**

Rohan Shahani – **Member**
joined @ 2:04 PM

Mandy Stewart – **Secretary**
 Cameron Annas – **Treasurer**

Paul Cummings – **Member**
 Victor Gallo – **Member**

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

Quorum?

Yes
 No

Guests:

Tim Prairie – **Ethics Committee Chair**
Jennifer Marter – **Ethics Committee Member**
Korey Hampton – **Member**
Ken Jacquot – **Board Emeritus Member**
Andrew Hubert – **Board Emeritus Member** (*joined @ 2:08PM*)
Ryan Olson – **Member** (*joined @ 2:13PM*)

Welcome Guests & Housekeeping

Ethics Committee (continued)

- Record Keeping - Public & Private
 - Ethics Committee has a Drive within association servers to hold public-facing documents (no confidential information).
 - Need to address appropriate retention and storage of confidential/sensitive files.

ACTION ITEM – Rohan to create proposal re: approach to assess association's confidential/sensitive document retention and storage needs.

ACTION ITEM – Shawn and Keith to research trade association attorneys with the intention to ID potential counsel in this area.

- Ethics Email Address
 - Current Chair of Ethics has access to the email account.
- Current ethics matters:
 - Rohan is recused from the matter at hand. Leaves meeting @ 2:54 PM.
 - Keith recuses himself from discussion of the matter at hand. Leaves meeting @ 2:55 PM.
 - Tim is recused from discussing the matter at hand; Leaves meeting @ 2:56 PM.



Motion:	Motion to move into closed session.
Made by:	Paul
Seconded by:	Billy
Discussion:	[Andrew, Ryan, and Korey leave meeting @ 2:56 PM] Jennifer has checked for conflicts and can discuss the matter in her role as Ethics Committee Member.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

BoD enters into closed session at 2:57 PM

BoD exits closed session @ 3:14 PM

Korey re-joins meeting @ 3:14 PM.
Ryan re-joins meeting @ 3:16 PM.
Rohan re-joins meeting @ 3:17 PM.
Keith re-joins meeting @ 3:18 PM.

Organizational Structure

Jennifer leaves meeting @ 3:22 PM.

- Bylaws - discussion was had on the following topics:
 - Voting Structure as it pertains to multiple types of members
 - Evaluation of Current Bylaws

ACTION ITEM - BoD to read and prepare comments on Bylaws by the first March BoD meeting. File [COMMENT COPY of 2021-01-06 BYLAWS Association for Challenge Course Technology] is in the 3 February 2021 BoD Meeting folder.

- Operating Policies - discussion was had on the following topics:
 - Board Manual
 - Association Policies
 - List and storage

ACTION ITEM – BoD to read and prepare comments – on the Board Governance Manual by the first April BoD meeting. File [COMMENT COPY of ACCT Policy Governance Manual] is in the 3 February 2021 BoD Meeting folder.

Billy left meeting @ 4:15 PM



ACTION ITEM - New/incoming Secretary to schedule meeting with relevant parties (ED, Chair, ACCT Policy Director, outgoing Secretary) to address organization of the association's critical docs.

- Organizational Chart
 - PVM place on volunteer org chart - discussion was had during 2021 Winter Symposium re: PVM identity and place within organization.
 - **FUTURE ACTION ITEM** - Build out a comprehensive organizational chart that includes staff, volunteer groups, and member groups.

Motion:	Motion to adjourn the meeting.
Made by:	Rohan
Seconded by:	Cameron
Discussion:	None.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 4:36 PM Mountain Time.