



AGENDA for Special Board Meeting 03 February 2021

Meeting Logistics:

02/03/2021 7:30am 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**

Rohan Shahani – **Sec. (Interim)**

Cameron Annas – **Treasurer**

Bahman Azarm – **Member**

Victor Gallo – **Member**

Korey Hampton – **Member**

Connor James – **Member**

Billy Simpson – **Member**

Shawn Tierney – **Executive Director**

Quorum?

Yes

No

Guests:

Reb Gregg

Randy Smith

Jim Wall

Ken Jacquot – Joined at 7:33 AM MT

Brian Lisson

Andrew Hubert Joins at 7:37 AM MT

Meeting called to order at 7:31 AM Mountain Time by Carson Rivers.

Welcome Guests & Housekeeping (Carson Rivers)

Reading of the ACCT Mission Statement (Read by Billy Simpson)

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.

Reading of the ACCT Anti-Trust Statement (Read by Billy Simpson)

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 (Carson)

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

Approval of Previous Meeting Minutes (Carson)

Motion:	Approve minutes from meeting held January 20 th , 2021.
Made by:	Keith Jacobs
Seconded by:	Bahman Azarm
Discussion:	None.
Vote:	In Favor – Rohan Shahani, Keith Jacobs, Victor Gallo, Carson Rivers, Bahman Azarm Opposed – 0 Abstaining – Billy Simpson, Cameron Annas, Korey Hampton, Connor James
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Welcome of New Board Members (Carson)

- Short Introductions and Personal histories
 - Connor James
 - Korey Hampton

Role of Fiduciary (Reb Gregg)

ACCT Counsel shares thoughts, opinions, and feelings that pertain to the legal duties of a BOD member. **Key Points:**

- Promote and Advance the mission of the association
- Avoid any conflict or appearance of conflict with the association
- ACCT is Organized under Delaware Law
- 'Reasonable board member' test – as pertains to litigation



- Duty of care is one of 'Loyalty and trust' – advancing the association's interests above your own
- Lack of consideration or willful ignorance of problems or violations reported is a violation of the duty of care of the BOD
- BOD members from are protected from personal exposure by both the organization's status, and Directors/Officer insurance
- Conflict of Interest and Anti-trust policies are the most important to be mindful of.

Document: Expectations of Board Members

ACCT Counsel reviews this document with BOD

Keith Jacobs has connection issues between 8:00 AM MT and 8:03 AM MT, leaving and joining until stable connection is established

Introduction of the Board Emeritus (Randy Smith)

Randy Smith introduces the BOD – E and its purpose

- Does work on special projects at the request of the BOD
- Makes proposals to the BOD
- Serves as counselors to the BOD
- BOD – E is available for confidential consultation and is privy to closed session matters
- 'Think Tank' group as opposed to 'task completion' group

BOD – E members introduce themselves. BOD – E Members are:

- Randy Smith
- Jim Wall
- Andrew Hubert
- Ken Jacquot
- Brian Lisson

ACTION ITEM – Randy Smith to email contact list to BOD

Orientation to Board Resources (Rohan)

Rohan Shahani introduces/highlights the folder 'Board Documents and Manual' and its contents

Ken Jacquot departs at 8:17 AM MT

Disclosure of Conflicts of Interest (Carson)

To help set a tone of transparency, BOD Members disclose professional and personal relationships. The intent of this is to allow BOD members the ability to assist each other in maintaining relationships free of perception of conflict.

Election of Executive Committee (Carson)

- Discussion of Positions and Responsibilities
 - The Chair has met with new members to describe the positions and responsibilities
- Discussion of personal interest & Nominations
 - BOD members share their interests in positions and liaison roles

Executive Committee Election

- Election of the Chair



- Candidate(s): Carson Rivers
- Election of the Vice Chair
 - Candidate(s): Rohan Shahani
- Election of the Secretary
 - Candidate(s): Korey Hampton
- Elections of the Treasurer
 - Candidate(s): Cameron Annas

Motion:	Motion to put forth the slate of Carson Rivers as Chair, Rohan Shahani as Vice-Chair, Korey Hampton as Secretary, and Cameron Annas as Treasurer
Made by:	Keith Jacobs
Seconded by:	Billy Simpson
Discussion:	Discussion around the process of election of the
Vote:	In Favor – Keith Jacobs, Bahman Azarm, Victor Gallo, Connor James, Billy Simpson Opposed – 0 Abstaining – Rohan Shahani, Carson Rivers, Korey Hampton, Cameron Annas
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Jim Wall departs at 9:06 AM MT

Designation of Liaisons (Carson)

- Discussion of positions and responsibilities
 - The Chair has met with new members to describe the positions and responsibilities
- Discussion of personal interest
 - BOD members shared their interests in positions and liaison roles during previous discussion block
 - BOD members discuss the duties of liaisons and how they interact with groups
- Designation of positions:
 - Board Emeritus (Default to Chair)
 - Leadership & Nominations (Default to Vice Chair)
 - Finance (Default to Treasurer)
 - Consensus Group (any Member)
 - Technical Information, Research, and Education (Any Member)
 - Ethics (Any Member)
 - Accreditation and Certification (Any Member)
 - Insurance and Risk Management (Any Member)
 - International (Any Member)



Motion: Motion to approve the slate of liaisons as read by the Chair for 2021
Made by: Bahman Azarm
Seconded by: Billy Simpson
Discussion:

- Board Emeritus (Default to Chair) – Carson Rivers
- Leadership & Nominations (Default to Vice Chair) – Rohan Shahani
- Finance (Default to Treasurer) – Cameron Annas
- Consensus Group (any Member) – Connor James
- Technical Information, Research, and Education (Any Member) – Keith Jacobs
- Ethics (Any Member) – Billy Simpson
- Accreditation and Certification (Any Member) – Korey Hampton
- Insurance and Risk Management (Any Member) – Bahman Azarm
- International (Any Member) – Victor Gallo

Vote: In Favor – Cameron Annas, Bahman Azarm, Victor Gallo, Korey Hampton, Keith Jacobs, Connor James, Billy Simpson
Opposed – 0
Abstaining – Carson Rivers

Motion Carries: Yes
 No

Establishing 2021 Meeting Schedule (Carson)

- 2021 Regular Meeting Schedule
- 2021 “Face to Face” Meetings
- 2021 Quarterly Secretariat Meetings
- Committee Reporting Schedule

Meeting schedule will be discussed on slack

Meeting Closing (Carson)

Motion: Motion to adjourn the meeting.
Made by: Billy Simpson
Seconded by: Cameron Annas
Discussion:

Vote: In Favor – N/A
Opposed – 0
Abstaining – 0

Motion Carries: Yes
 No

Meeting adjourned at 9:34AM Mountain Time.