



AGENDA for Regular Board Meeting 17 February 2021

Meeting Logistics:

02/17/2021 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:

Rohan Shahani – **Vice Chair**

Korey Hampton – **Secretary**

Cameron Annas – **Treasurer**

Bahman Azarm – **Member**

Victor Gallo – **Member**

Keith Jacobs – **Member**

**joined at 7:50am MST*

Connor James – **Member**

Billy Simpson – **Member**

Shawn Tierney – **Executive Director**

Quorum?

Yes

No

Guests:

Erik Marter

Meeting called to order at 7:32 AM Mountain Time by Carson Rivers.

Welcome Guests & Housekeeping (Carson Rivers)

Reading of the ACCT Mission Statement (Cameron Annas)

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 (Cameron Annas)

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:	Cameron
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

Approval of Previous Meeting Minutes (Carson & Rohan)

Motion:	Approve minutes from meeting held Feb 3, 2021.
Made by:	Bahman
Seconded by:	Victor
Discussion:	None.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Executive Director's Report (Shawn)

- Refer to Executive Director's Report
- Next year's conference is not guaranteed as being in person, and it should be considered because it could affect our budget moving forward.

ACTION ITEM: Board needs to review and approve the 990 within the next 30 days.

ACTION ITEM: ED shall continue to provide the Board with COI updates until the process is complete.

ACTION ITEM: Board needs to review and approve tech policy within the next 30 days.

Keith Jacobs joined at 7:50am MST

Rohan suggested scheduling a meeting for the BOD to learn about and discuss 2022 conference options. Shawn is planning to include Melissa on the next Friday Finance call to discuss financial implications.

The need was identified to organize file submission process so that they come in from volunteer groups in a consistent format.



Treasurer's Report (Cameron)

- Current projections show us tracking towards a deficit of \$75K for FY2021, leaving about \$226K in the checking account, and roughly \$484K in reserves.

Board Committee Leadership (Carson and Rohan)

Motion:	To move into closed session.
Made by:	Rohan
Seconded by:	Cameron
Discussion:	To discuss specific candidates for leadership.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting went in to closed session at 8:05 AM Mountain Time.

Meeting returned to open session at 8:14 AM Mountain Time.

- Finance Committee

Motion:	To reaffirm Jen Ottinger as Chair of the Finance Committee.
Made by:	Cameron
Seconded by:	Bahman
Discussion:	Rohan Shahani: The Chair of the Finance Committee must be annually re-affirmed by the BOD. The reporting of this committee and its liaison indicate that Jen Ottinger is an effective leader. Thus, I support Jen Ottinger as Chair.
Vote:	In Favor – Rohan, Korey, Cameron, Keith, Bahman, Victor, Connor Opposed – none Abstaining – Carson abstains as Chair
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

- Leadership and Nominations Committee

Motion:	To confirm Rachel Hailey as Chair of the Leadership and Nominations Committee.
Made by:	Rohan
Seconded by:	Bahman
Discussion:	Rohan Shahani: All BOD committees have Chairs appointed by the BOD. Rachel Hailey is and has been a member of the ACCT community for some time. She is a regular conference presenter, and she presented an ACCT 'Tech Talk'. She is an independent business owner, and until recently was a zip tour manager and operator. Previously she has been a trainer and facilitator for Professional Vendor Members as well as Outdoor Education organizations. Gary 'Big Dog' Cwidak initially



recruited Rachel to serve as a regular member. In my conversations with Rachel. She has revealed a passion about the development of leaders and volunteers, and is committed to collaboration with other ACCT groups working on these efforts. I believe she is the best choice to help re-build and grow this group in 2021.

Vote: In Favor – Rohan, Korey, Cameron, Keith, Bahman, Victor, Connor
Opposed – none
Abstaining – Carson abstains as Chair

Motion Carries: Yes
 No

- Ethics Committee

Motion: To confirm Jennifer Marter as Chair of the Ethics Committee.
Made by: Rohan
Seconded by: Bahman
Discussion: Rohan Shahani: All BOD committees have Chairs appointed by the BOD. We lean on the recommendations of the relevant committee to help inform our decision. Such a recommendation was made in our BOD 2/3 meetings. Thus, I support Jennifer Marter as Chair.
Vote: In Favor – Rohan, Korey, Cameron, Keith, Bahman, Victor, Connor
Opposed – none
Abstaining – Carson abstaining as Chair

Motion Carries: Yes
 No

Board had discussion around why some Committees have TOR requiring annual leadership re-affirmation, while the Committees below do not. Discussed whether annual re-affirmation should be required for all committees to ensure consistency.

- Accreditation and Certification Committee
- Technical Information Research and Education Committee
- International Committee
- Insurance and Risk Management Committee

ACTION ITEM: (Rohan) Review the TOR's and work to make them more consistent

Volunteer On-Boarding (Rohan)

- Expressed a goal to have 100% of volunteers be placed where they can be an asset.
- Requests that we refine policies and procedures to streamline and ensure BOD support of the new systems and establish a formal process.
- Suggests that we aim to consistently have volunteers fill out new forms to request/apply to be on a volunteer group, versus an informal “appointing” of new volunteers by the group itself, effectively bypassing the ACCT office. Additionally, when rosters are not provided annually, the office is unable to accurately track COI and volunteer application forms.

Ethics Matter [Closed Session] (Carson)



Motion: To move into closed session.
Made by: Bahman
Seconded by: Cameron
Discussion: For the purpose of discussing a confidential ethics matter.
Vote: In Favor – N/A
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Meeting went in to closed session at 8:30 AM Mountain Time.

Meeting returned to open session at 8:39 AM Mountain Time.

Operation Reviewer Training (Korey)

- Updated the Board about the upcoming Operation Reviewer (OR) Training, and the concern brought forth about a possible conflict. As the outgoing Chair of that Task Force and lead trainer for all previous OR trainings, Korey's intention is to ensure a smooth handoff to her successor. Board agreed that this was an appropriate course of action.

Discussion was had about gaining clarity on whether Board members can or should still serve in other association roles. This topic was tabled for a future meeting due to time constraints.

Update from Executive Director [Closed Session] (Carson and Shawn)

Motion: To move into closed session.
Made by: Rohan
Seconded by: Cameron
Discussion: To discuss a confidential update from the Executive Director.
Vote: In Favor – N/A
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Meeting went in to closed session at 9:06 AM Mountain Time.

Meeting returned to open session at 9:27 AM Mountain Time.

Meeting Closing (Carson)

Motion: Motion to adjourn the meeting.
Made by: Bahman
Seconded by: Rohan
Discussion: None.
Vote: In Favor – N/A
Opposed – 0



Motion Carries:	<input checked="" type="checkbox"/> Yes	Abstaining – 0
	<input type="checkbox"/> No	

Meeting adjourned at 9:29AM Mountain Time.



To: ACCT Board
From: Shawn Tierney, Executive Director
Date: 2/16/21

RE: February Board Report

Summary

January Financial Statement

The January monthly financial statement is in the Finance Drive (Finance - FY21 Financial Planning – Monthly Statements and Financial Reports). The current projected deficit for FY21 is \$75k, which is down significantly from the \$154k approved by the BOD last year.

FY22 Budget

I will begin developing the first draft of a FY22 budget later this week, after seeking input from the budget group about which draft(s) to prepare (i.e., a scaled back in-person 2022 conference, a hybrid event, or another completely virtual event). The next meeting of the budget group is on 2/19 at 8am MST.

2020 IRS 990 Filing (for the fiscal year ending June 30, 2020)

The 990 will be finalized this week, following final review by the finance committee. The 990 will then go to the BOD for review prior to filing in mid – March.

31st Annual Virtual Conference: Numbers at a Glance

- Registered attendees: 422
- Registered exhibitors: 21
- Number of sponsors: Tiered (10), session tract (4)
- Net revenue: \$121,313
- Direct expenses: \$78,584 (*not including* department payroll and other indirect expenses allocated across departments)
- Conference net: \$42,729

2021 COI's

The notice for collection of 2021 COI forms went out to all volunteers in early Feb, and the office is tracking returns on the spreadsheet prepared by the office manager last year. The spreadsheet currently in use will need to be updated with new volunteers added to committees since last year.

Email Signatures

The ACCT email signatures have been updated with the following message:

It's not too late to [register](#) for the 31st Annual International Conference and Expo (held virtually in January, 2021). Content is available until January 29th, 2022! Please contact ACCT Event Management by e-mail: events@acctinfo.org should you need any assistance with the [registration](#) process or accessing the virtual attendee hub. The [2022 call for presenters](#) is live and we'd like to encourage you to submit a proposal by May 28th, 2021. We hope to see all of you live in Cleveland, OH February 10 - 13th, 2022 for our 32nd Annual International ACCT Conference & Expo. ***For more information please visit www.acctinfo.org

Current Documents for "BOD Review and Comment"

There are a number of documents from the January virtual meetings that require comment, review, and approval by the Board, including:

- DRAFT Financial Policies
- Code of Ethics Proposed Revisions
- DRAFT Regulatory Position Statement
- ACCT Governance Manual
- BOD Emeritus Ethics and COI Update

These documents can be found in the Board drive. We also have a draft Volunteer and Employee Tech Use Policy document in the January 18th meeting folder that needs review and approval prior to release.

2021 Revised Bylaws Filing

I called our registered agent for the state of Delaware (CT Corp) in early Feb, and was informed that bylaws are internal documents only, and do not need to be filed with the DE Secretary of State or elsewhere.

Trade Association Law Firms

Keith Jacobs has done some initial research into law firms that specialize in providing legal services to trade associations. The BOD will need to determine the process moving forward to further vet and select the best choice for ACCT (i.e., the process and criteria for selection, who needs to be involved, etc.)

ANSI 2022 Audit

The ANSI audit has been scheduled for October, 2022. More information about the audit process will be forthcoming from ANSI at a later time.

New PR / Marketing Chair

Matt Marcus from CDI has agreed to be the new Chair of the PR & Marketing staff workgroup. A number of calls were held with Matt, myself, and select staff in the last few weeks to discuss goals and priorities for this group, as well as to orient Matt to the group's membership and the role of the Chair.