



## MINUTES for Regular Board Meeting September 22<sup>nd</sup>, 2021

### Meeting Logistics:

09/22/2021 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**  
*\*Left the meeting at 8:38am*

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

### Quorum?

Yes  
 No

### Guests:

Erik Marter  
Jennifer Marter  
Melissa Webb  
Heather Brooks

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)

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)

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)

<b>Motion:</b>	Review and approve the meeting agenda
<b>Made by:</b>	Cameron
<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 (Carson & Korey)

<b>Motion:</b>	Approve minutes from meeting held September 8th, 2021.
<b>Made by:</b>	Cameron
<b>Seconded by:</b>	Keith
<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 (Billy and Jennifer Marter)

- Proposed Name Change – the working name is the Compliance Committee because the members think it is more reflective of the direction they want to go, but they are open to other suggestions. Discussed updating and possibly rebranding the Code of Ethics as a Code of Conduct – they will work on a draft.
- Proposed Structural Changes - discussed the idea that the Compliance Committee could act as a resource and source of assistance for groups like the ICE Panel to work with if the existing internal process they have doesn't quite address the issue and/or the issue is complicated. There may also be situations where the issue came directly to Compliance, and they could reach out to the relevant group (committee or panel). But, if that group wanted assistance from the Compliance Committee, they could process it and make a recommendation back to that group or refer the issue to the BOD or staff. The Compliance Committee members envisions this committee as more of a resource than an enforcer.
- Also discussed how they propose changing the process so that an issue brought to the Committee would need to reference where a standard, program, or part of a certification has been violated so that while the decisions may not be able to be totally objective and consistent, they could be more so.



- The Committee members would like to share their proposed changes publicly, including to other association committees. They have met with the ICE Panel to discuss their proposals, and they seem open to having an additional resource.

### Staff Report

- Melissa: Conference registration is live, but we have very few registered yet. We're about a month late launching exhibitor registration. We have our floor plan now though, and once a few more details are taken care of, that can be launched and promoted - hopefully today or tomorrow.
- Heather: ACC approved the new ICE policy and that will come to the BOD soon. Includes new eligibility which will go into effect after the next ICE testing event in PA. The Insurance and Risk Management Committee has reviewed the policy. They didn't change anything insurance-related, but they changed the affidavit to an attestation to make it a little easier for any of our non-US based members that can't get affidavits.

Keith left the call at 8:38am

### Treasurer's Report (Cameron)

- Current Cash Flow – at the end of August our cash position is at \$98K. In September we had estimated \$188K of income (\$170K from conference registration, which we probably won't see yet). So, we may be \$140-150K short compared to our budget projection, and we will show a negative cash flow, so we will need to borrow from our reserve accounts.
- SBA EIDL Funding Potential – there are options for us to apply for \$5K and 10K loans that we could use offset the cash flow situation, that would not need to be repaid. They also offer loans (up to \$150K) that are repayable but are low interest. Jen Ottinger (Chair of Finance) suggested that EIDL loans are reasonably easy to get right now, but they might not be that way long-term. We could use them like a line of credit so that we don't have to dip into the reserve accounts, and we could use them as a buffer in case of any future financial shortfalls. The monthly payment on the payback of the EIDL loan would be around \$632/month (for principal plus interest), but there are no principal payments for 2 years.

<b>Motion:</b>	Motion to authorize the ED to apply for SBA (for \$5 and 10K) and EIDL loans (of \$150K) as discussed in our 9/22 meeting.
<b>Made by:</b>	Rohan
<b>Seconded by:</b>	Billy
<b>Discussion:</b>	The SBA loans are for \$5 and \$10K and are forgivable. The \$150K EIDL loan is not forgivable.
<b>Vote:</b>	In Favor – Rohan, Korey, Victor, Cameron, Connor, Billy Opposed – 0 Abstaining – Carson
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

<b>Motion:</b>	Motion to authorize the ED to move \$80K from operating savings or reserves to the checking account.
<b>Made by:</b>	Cameron
<b>Seconded by:</b>	Rohan
<b>Discussion:</b>	The intent is to move out of accounts that would not incur additional



**Vote:** penalties  
In Favor – Rohan, Korey, Victor, Cameron, Connor, Billy  
Opposed – 0  
Abstaining – Carson

**Motion Carries:**  Yes  
 No

**ACTION ITEM** – Cameron: Share this info with the Finance Committee (FC)

- 990 Review and Discussion – First draft is ready but has not been sent to the FC yet. Shawn can put the draft in Slack and the next meeting folder. FC should review and give feedback before the next meeting. It is due Nov 15<sup>th</sup>.
- Financial Policies and Procedures are in this month's meeting folder. BOD needs to review the Comment Copy of 2020-08-11 Draft ACCT Financial Policies. Note the changes in things like the ED approval needed for paying large expenses, related party transactions, competitive bids, ED submitting budget, etc.

**ACTION ITEM** – all BOD members: review above file and make comments before the next meeting so we are ready to take a motion then.

**Singapore Ministry of Education (MOE) Accreditation Opportunity** (Korey & Heather)

- Legal Review Update – Heather has been working with Billy to connect with an attorney that might be able to assist us, but there is no progress there yet. She has talked to the MOE and they have an operation reviewer, and intend to start the review process in early October. They have one more question about the jurisdiction for resolution of legal issues between the Operator and the Association, which is listed as Colorado, US. They would like to request a more “neutral” jurisdiction. Will want to discuss this when we find legal counsel too look at the other proposed changes.

**Executive Director Search** (Rohan)

- Process Design Task Force (PDTF) Update: They have populated the TF with a few members, but they need more. This TF will be working on job listing, using past job descriptions, and will create a list of questions and ask the BOD for feedback on that next week. Also discussed getting input from key groups like staff and Committees like Finance and Accreditation and Certification (ACC).

**ACTION ITEM** – Rohan: post PDTF meeting schedule so BOD members can attend if they want

**Meeting Closing** (Carson)

**Motion:** Motion to adjourn the meeting  
**Made by:** Connor  
**Seconded by:** Cameron  
**Discussion:** None  
**Vote:** In Favor – N/A  
Opposed – 0  
Abstaining – 0



<b>Motion Carries:</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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Meeting adjourned at 9:31AM Mountain Time.

APPROVED