



MINUTES for Special Board Meeting February 16th, 2022

Meeting Logistics:

02/16/2022 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**

Bahman Azarm – **Member**

Keith Jacobs - **Member**

Connor James – **Member**

Billy Simpson – **Member**

Erik Marter – **New Member**

Jason Ong – **New Member**

Shawn Tierney – **Executive Director**

Quorum?

Yes

No

Guests:

Reb Gregg

Randy Smith

Andrew Hubert

Jim Wall

Ken Jacquot

Brian Lisson

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

Welcome Guests & Housekeeping (Carson Rivers)

Reading of the ACCT Mission Statement (Keith)

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 (Keith)

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:	Rohan
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

Welcome of New Board Members (Carson)
Erik Marter and Jason Ong

Role of Fiduciary (Reb Gregg): see “Expectations of Board Members”
Discussed roles, responsibilities, and expectations of Board Members, including our fiduciary duty. As BOD members we have an elevated duty of care to the Association, and we could be sued if we don't meet our duties. In the process of serving on the Board we may in good faith rely on information from those in the association as “fact”, including the staff, committees, and employees - such as accountants. We must understand conflicts of interest and anti-trust, including the perception of such, and use self-discipline to report, recuse, or even resign in the event of a conflict. Our bylaws provide that the Association will protect us via Director and Officer's insurance when we are discharging our duties faithfully.

Introduction of the Board Emeritus (Randy Smith):
The purpose of the Board Emeritus is to have a group of long-serving Association volunteers that agree to be a resource for the Board and are bound by the confidentiality of those topics - including things discussed in closed session. This group is available to be included in Board of Director's (BOD) meetings, they can be a resource to consult with the BOD, and they also can be available to current Board members who seek individual counsel. Anyone on BOD is welcome to call anyone on Board Emeritus for a soundboard, opinion, or perspective on the history of our industry.

Update from the Executive Director (Shawn):
We had approximately 640 conference attendees, 45 exhibitors, and many concessions from the Hilton hotel that will save us \$100-120K. The EIDL loan is still on the way and is expected in 7-10 days. The January financial statement is coming soon, and we will review at that time.



Shawn left the call at 8:10AM Mountain Time

Introductions of Board Emeritus Members:

Randy Smith
Jim Wall
Ken Jacquot
Brian Lisson
Andrew Hubert (*not present at this time*)

Orientation to Board Resources (Rohan):

Review of Google Drive folders including Board General and Comment Folder. Discussed where to look for various documents like BOD meeting information, Association policies, and files to review and comment on. Reminded all BOD members to follow the file naming conventions so that files are organized correctly and are easier to find.

ACTION ITEM – All BOD: read and review the bylaws.

Disclosure of Conflicts of Interest (Carson):

Andrew Hubert joined the call 8:21AM

All BOD members shared their professional affiliations, company involvements, and circumstances they believe are or could be viewed as a conflict of interest in Board proceedings.

Election of Executive Committee (Carson)

- Discussion of Positions and Responsibilities – among other things, the Chair develops agendas and facilitates meetings, the Vice Chair supports the Chair and facilitates Leadership Development and BOD elections, the Secretary helps develop and maintain agenda items, schedules, and minutes, the Treasurer leads the BOD's focus on and management of the finances (though all BOD members share a fiduciary responsibility).
- Discussion of personal interest & Nominations – all BOD members discussed their interests and level of willingness to serve in the above roles.

Motion:	Approve the slate as Carson Rivers as Chair, Rohan Shahani as Vice Chair, Korey Hampton as Secretary, Erik Marter as Treasurer
Made by:	Keith
Seconded by:	Korey
Discussion:	Discussed that Korey and Carson are working at the same company and are both on the EC. Discussed how stability in the Executive Committee roles can be viewed as beneficial in light of the upcoming transition of the Executive Director. Discussed that Cameron's willingness to join the Finance Committee after he completes his term as the Treasurer will help with the transition of that role.
Vote:	In Favor – Bahman, Keith, Connor, Keith, Jason Opposed – 0 Abstaining – Rohan, Korey, Erik, Carson
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



Designation of Liaisons (Carson)

- Discussion of positions and responsibilities
- Designation of positions: There are some liaison roles that have repeatedly defaulted to certain offices, but that is not officially required. Historically the liaison roles have been as follows:
 - Board Emeritus (Defaults to Chair)
 - Leadership & Nominations (Defaults to Vice Chair)
 - Finance (Defaults to Treasurer)
 - Consensus Group (Any Member)
 - Technical Information, Research, and Education (Any Member)
 - Compliance (Any Member)
 - Accreditation and Certification (Any Member)
 - Insurance and Risk Management (Any Member)
 - International (Any Member)
- Discussion of personal interest - all BOD members discussed their interests and level of willingness to serve in the above roles.

Motion: To approve the liaisons as following:
Accreditation and Certification (ACC) – Korey
Compliance – Billy
Consensus Group – Connor
Finance – Erik
Insurance and Risk Management – Keith
International – Jason
Leadership and Nominations – Rohan
Technical Information Research and Education (TIRE) - Bahman

Made by: Rohan

Seconded by: Billy

Discussion: none

Vote: In Favor – Carson, Rohan, Korey, Erik, Billy, Keith, Bahman, Jason, Connor
Opposed – 0
Abstaining – 0

Motion Carries: Yes
 No

Establishing 2022 Meeting Schedule (Carson)

- 2022 Regular Meeting Schedule – Discussed current pattern of meetings and possibilities for adjustments to that model. Addressed the fact that members live/work in many time zones, but that meetings are listed in Mountain Time by default (because that is location of the ACCT home office). Decided to keep the current meeting schedule, which is the first and third Wednesdays of the month at 7:30AM MST.
- 2022 “Face to Face” Meetings – Discussed that traditionally there are multiple F2F BOD meetings during the year: in spring, fall, and at the annual conference.
- Other Meetings – Discussed a Board F2F meeting where we could spend more intentional time on bigger picture and strategic planning topics. Discussed options and timeframes for



this (in place the fall F2F, or as added days before or after other F2F meetings), as well as the possibility of having the Spring F2F in Longmont so that the BOD could spend time with the new ED as they are onboarding.

ACTION ITEM – Korey: get schedule requests out to the BOD for the F2F meetings and add regular BOD meetings to the calendar and Google Drive.

ACTION ITEM – add new Board members to the Finance call invites, make connections between liaisons and their respective Committees

ACTION ITEM – Korey: get info on new liaisons and BOD meeting times to Office Manager John Voegtlin for posting. Also, add John to BOD meeting invites.

Meeting Closing (Carson)

Motion:	Motion to adjourn the meeting.
Made by:	Rohan
Seconded by:	Billy
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 9:34AM Mountain Time.

Expectations of Board Members:

You have been elected to serve the association and the community it serves, and to avoid conflicts between the interests of the Association and your personal gain or ego.

You are legally obligated to discharge your duties in good faith, with ordinary care, and in a manner reasonably believed to be in the best interests of the corporation. Your duty is sometimes described as fiduciary in nature – you have been entrusted with the welfare of the Association and are expected to be loyal to it.

You may in good faith rely on information, reports and statements, including financial, prepared by: 1) officers or employees, legal counsel, accountants or other persons, as to matters believed by the director to be within that person's professional or expert competence; or prepared by 2) a committee of the Board.

You are NOT vicariously liable for every goofy thing that goes wrong in the assn. You are liable - to the assn, its members and third parties, if you a) fail to meet your duty, b) delegate responsibilities to an incompetent person, or c) ignore a problem of which you should be aware.

The Board makes policies and is obligated to protect them. These policies include conflicts of interest and anti-trust. Understand these laws and enforce them. This can get complicated because we are a group of competitors. Improper collaboration, or its appearance, is always lurking in the background and can best be handled by self discipline and transparency, by reporting and by recusal --- even resignation -- in the event of a conflict of interest.

A Director should:

Attend Board and committee meetings

Read and understand materials and publications received in advance of meetings

Understand financial information and processes and ask questions if necessary.

Treat as confidential all information discussed and exchanged.

Ensure that appropriate financial, legal, tax and personnel review systems are in place

Ask tough questions and require timely and honest answers.

Review and follow policies previously set and cause new policies to be created if needed

Treat staff with respect and understand the boundary between board and staff responsibilities.

Avoid micromanagement.

Take concerns about staff or a fellow Board member to the Board Chair.