



MINUTES for Face-to-Face Board Meeting May 10th, 2022

Meeting Logistics:

05/10/2022 8:00am – 5pm Mountain Time

Location:

ACCT Office | Longmont Colorado
With Zoom Link
<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**

Erik Marter – **Treasurer**

Bahman Azarm – **Member**

***Joined at 8:27AM**

Keith Jacobs – **Member**

Connor James – **Member**

***Left at 9AM, joined at 4PM**

Jason Ong – **Member**

Billy Simpson – **Member**

Bill Zimmermann – **Executive Director**

Quorum?

Yes

No

Guests:

Heather Brooks

Meeting called to order at 8:03 AM Mountain Time by Carson Rivers.

Welcome Guests & Housekeeping (Carson Rivers)

Reading of the ACCT Mission Statement (Erik)

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 (Erik)

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:	Erik
Seconded by:	Billy
Discussion:	Request to add Board Emeritus to the agenda.
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 & Korey)

Motion:	Approve minutes from meeting held May 4 th , 2022
Made by:	Keith
Seconded by:	Jason
Discussion:	Made some content edits in the meeting.
Vote:	In Favor – N/A Opposed – 0 Abstaining – 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Governance Review (Carson & Bill)

Role, Responsibilities, & Reporting Lines: Discussed better clarifying, refining, and/or modifying who is responsible for what within the Association, including volunteer groups, the Executive Director and other staff, and the Board of Directors. Proposed a review the current model, and the development of a proposal as a series of recommendations, from the bylaws on down. Discussed the pros and cons of the Conference Committee model, that is staff directed, and how that could be a model for consideration with some of our other volunteer groups.

ACTION ITEM – Bill: Develop an association governance model proposal for consideration.

Bahman joined the meeting at 8:27AM

Further discussed whether shifting to a staff-driven model would save time because of the increased efficiency of the overall system, or if it would create more work for the staff and necessitate more hiring. In the current model, staff report significant amounts of time spent waiting on decisions or permissions from volunteer groups that meet at intervals (i.e. monthly) that create delays in their own work progress. Discussed evolving volunteer expectations, and whether clarity of purpose could improve the volunteer experience. Considered implications for existing policies.

Connor left at 9:00AM MST



Short-Term Priorities (Carson & Bill): All brainstormed a series of proposed priorities for the upcoming year. Discussion included the following:

- Next 30 Days:
 - Revise and finalize the PVM annual report.
 - Identify a General Counsel.
 - Proposed Draft FY23 Budget - Identify any major and/or new expenditures.
 - Identify purpose of and plan for next BOD F2F meeting.
 - Research a strategic planning consultant. Identify direction for the process.
 - Consider bringing on an outside accounting firm.
- Next 90 Days
 - Consider an additional F2F or an extra day at the fall F2F to discuss the association governance model. Review Executive Director's Governance proposal
 - Sign a contract for our next conference
 - Finalize compliance process revisions
 - Finalize any 2023 conference model changes
- 6 months
 - Get draft standard out for public comment
 - Perform an audit of all association software
 - Launch an LMS system for ACCT Academy
 - Implement a new association/membership management system
 - Complete the ANSI audit preparation
- 9 months
 - Rollout of revised PVM Accreditation Program
- By end of FY23
 - Publication of a new standards

Meeting called to recess at 10:05AM Mountain Time by Carson Rivers.

Meeting called back to order at 10:20AM Mountain Time by Carson Rivers.

ACTION ITEM – Korey: Add the F2F BOD meetings at conference and the follow-up meeting to the calendar and add invitees. Also, message Office Manager John Voegtlin about updating the website listing of meetings.

Fall Face-to-Face (F2F) Planning (Carson)

- Finalized Dates: Sept 12-14th. 2022 in Portland, OR (our next conference location). Scheduled three days of meetings to allow ample time for strategic planning discussions.

ACTION ITEM – Korey: Follow up with Melissa to request hotel rooms and meeting space. Remove the BOD meetings from the calendar on the week before and after.

- F2F plan and approach – Discussed potential to hire a consultant to facilitate strategic planning discussions. Briefly reviewed report from the previous strategic plan (2014) and progress made following that.

ACTION ITEM – Erik: research a facilitator or consultant and share options with the BOD at the June 15th meeting.



ACTION ITEM – Erik: identify key resources, documents, and information gathering needed to start this process.

Conflict of Interest update (Billy)

About 48 volunteers have not yet submitted updated COI forms and their current COIs are outdated. We have 109 completed so far.

Association General Counsel (Korey)

Further reviewed Korey's research on proposed options. Discussed pros and cons of small, medium, and large law firms. Narrowed down the field and discussed other firms to get more info from.

ACTION ITEM – Korey: get proposals from the two other firms identified and pass all information over to Bill at the next BOD meeting (6/1) so that he can move forward with finalizing an agreement with our firm of choice.

Meeting called to recess at 12:00PM Mountain Time by Carson Rivers.

Meeting called back to order at 1:07PM Mountain Time by Carson Rivers.

Financial Planning & Management (Erik & Bill)

- Outside CPA – Discussed the possibility of engaging an outside CPA to assist with accountability and ongoing analysis of Association expenses. Bill has a CPA he has previously worked with, and he will research a few other individuals/firms so that we can compare our options.

ACTION ITEM – Bill: present CPA options to the BOD for consideration

- FY23 Budget Preparation:
 - Current Status – A draft budget, similar to last year's budget, was created prior to Bill's arrival, but he has not fully reviewed it yet. Bill and the Finance Committee will work on a new draft that includes updated projections for numbers and will have that ready for BOD review prior to the June 1st meeting. The budget must be formally approved at the June 15th meeting.

ACTION ITEM – Bill, Erik, and Finance Committee: prepare a new draft budget for review at the June 1st BOD meeting.

- Identification of Financial Priorities: All brainstormed a series of proposed income and expenses to be considered in the preparation of the draft budget for the upcoming year. Discussion included the following:
- Expense side 'wish list':
 - LMS system and AMS
 - Trainer credentialing
 - Government relations staff
 - Support for international community
 - Technology options for making conference more virtual and/or more accessible (i.e. translation) to the international community
 - Staff compensation increases and benefits



- Access to Slack for Affinity Groups and members
- Marketing: including for Conference and for Programs, possibly including a paid marketing professional
- ACCT Academy platform
- Sponsorship manager
- Income potentials:
 - Possible changes in exhibitor fees
 - Standards publication
 - Vendor accreditation income – consider changes to pricing structure
 - Explore monetization of ACCT Academy-type content
 - Operation Accreditation
 - Membership
 - Virtual ICE testing - consider re-assessing fee structure and increasing testing events.
 - Consider additional courses/workshops
- Savings side:
 - Informz and other tech stack items
 - Possible changes to conference F&B costs
 - Possible reduction in early registration fees
 - Consider minimizing F2F meetings
 - Evaluate whether we could get a smaller storage unit
- 6 Month Cash Flow Planning & Reserve Management:
 - Economic Injury & Disaster Loan Approach – we are incurring 2.75% interest now; repayment starts 30 months after it was disbursed.
 - Cash flow and Reserves - Because we will likely have operating expenses near \$200K in the time between now and when conference income will start coming in, we will need to dip into our reserves. With \$150K in operating, \$40K in savings, and \$80K in money market accounts, we should be good without needing to get into CD's or the EIDL money (that is in a separate savings account).
 - Budget planning - The average operating cost of the Association is about \$87K per month, so to have a recommended "6 months of operating costs" in reserves, we would have to keep back about \$522K. Discussed BOD opinions on planning this year's budget strategy; do we accept that we are rebuilding and budget for a deficit this year, do we plan to break even and keep the reserves the same, or do we want to budget so that we are reducing expenses/increasing income that we can put more back into our current reserves. We have about \$355K in reserves right now; \$455K was our previous high. We are currently \$165K short of our recommended "ideal" reserve amount of \$522K. The consensus at this time is to plan a break even budget this year.
 - Employee Retention Credit Exploration – Have the Finance Committee explore our eligibility.

ACTION ITEM – Bill and Erik: Follow-up on the Employee Retention Credit and report back to the BOD.



Meeting called to recess at 3:04PM Mountain Time by Carson Rivers.

Meeting called back to order at 3:20PM Mountain Time by Carson Rivers.

Parking Lot Items - from yesterday (Carson):

Emeritus Board – Reviewed current Board Emeritus policy. Discussed the idea of term limits and a possible BOD structured roll-off process to allow for new members. Discussed clarifying the policy regarding access to closed session matters.

ACTION ITEM – Rohan: propose a revised policy so that the BOD can comment and vote on it at the next meeting.

ACTION ITEM – Korey: facilitate getting something on the website that lists current and past Board Emeritus members as well as the policy for how they are chosen.

Accreditation and Certification Committee

Motion:	Direct the ACCT staff to develop a proposal for governance and operations of accreditation programs at ACCT, with an aim towards aligning the processes.
Made by:	Korey
Seconded by:	Keith
Discussion:	None
Vote:	In Favor – Korey, Erik, Bahman, Keith, Jason, Billy, Rohan Opposed – none Abstaining – Carson
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Connor joined at 3:59PM

Compliance Committee – They have presented two files for consideration. Discussed clarifying a criterion for what might cause a complaint to be brought to the BOD. Also discussed the possibility of creating a consistent expectation for a timeline of the steps in the complaint process. BOD would like further clarity on the mediation process; will the Compliance Committee provide the space and facilitate the mediation, or do the parties have to find their own mediator, etc.

Right now, general members don't sign off on the Code of Conduct, and therefore are not bound by its terms. Upon renewal we could ask members to agree to this in order to establish a more universal process for complaints, but the Code of Conduct has been written to apply to accredited members and includes language that doesn't apply to all members. Discussed ongoing conversations around whether the Association is the appropriate venue for conflict resolution like this, and whether this creates unnecessary legal exposure for the Association.

ACTION ITEM – Once we have established a general counsel, consult with them on this matter

ACTION ITEM – Billy: Communicate with the Compliance Committee about Code of Conduct feedback as it relates to general membership. Let them know that there are still larger concerns about the process and purpose of the complaint model. In the meantime, they should use the



existing model, but if possible also consider how the proposed new model would work in this instance.

Meeting Closing (Carson)

Motion:	Motion to adjourn the meeting.
Made by:	Bahman
Seconded by:	Jason
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 5:01PM Mountain Time.

APPROVED