



# MINUTES for Regular Board Meeting July 6<sup>th</sup>, 2022

## Meeting Logistics:

07/06/2022 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**

Erik Marter – **Treasurer**

Bahman Azarm – **Member**

Keith Jacobs – **Member**

Connor James – **Member**

Jason Ong – **Member**

Billy Simpson – **Member**

Bill Zimmermann – **Executive Director**

### Quorum?

Yes

No

### Guests:

Heather Brooks

John Voegtlin

Melissa Webb

Meeting called to order at 7:31 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)

<b>Motion:</b>	Review and approve the meeting agenda
<b>Made by:</b>	Keith
<b>Seconded by:</b>	Rohan
<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 June 15 <sup>th</sup> , 2022.
<b>Made by:</b>	Bahman
<b>Seconded by:</b>	Billy
<b>Discussion:</b>	Clarified that the executive director summary can be included with the minutes.
<b>Vote:</b>	In Favor – N/A Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

#### Executive Director Report (Bill)

- Conference Contracting – Oklahoma City 2024 and 2026 Conference contracts were signed and sent. Portland BOD F2F meeting dates (9/12-9/14/22) were confirmed with the conference hotel.
- Legal Counsel Search Update – Bill met with one of the attorneys from Caplan and Earnest, a Boulder, CO based firm. They are a small-medium sized firm charging reasonable prices, and they seem interested and engaged in our industry. The lawyers within the firm have a wide variety of relevant specialties, and this should minimize the instances of us needing to get referred elsewhere. Bill is recommending that we move forward with them at this time. There is no official commitment or retainer, so we can work with them as needed and evaluate as we go.
- ANSI audit – The questionnaire and our current Consensus Group (CG) procedures documents were submitted to ANSI (American National Standards Institute) for the upcoming audit. The next step is that there will be a pre-audit conference call in August or September, then a virtual audit in October. Bill has been updating the CG on the progress.

#### Treasurer's Report (Erik)



- The Q3 financials have been reconciled. The bookkeeper and the accountant are going to review them, as will the Finance Committee.
- They are working on more accurately categorizing expenses to improve the accounting process, so that we can better track and understand financials. Moving forward they are also aiming to better highlight what numbers are still part of the “working budget” (projections) and which numbers are “actual” income or expenses, with those distinctions being updated each month.
- We should anticipate releasing more funds from the reserve accounts around the time of the next BOD meeting.

#### **Board Emeritus (Carson)**

- Terms of Reference & Policy Updates – see “2022.06.15 TOR Board Emeritus DRAFT”

<b>Motion:</b>	Approve the Board Emeritus Terms of Reference and Policy as presented.
<b>Made by:</b>	Billy
<b>Seconded by:</b>	Bahman
<b>Discussion:</b>	Opposition was noted to the specific part of the policy that has the outgoing Board choose the new Board Emeritus (BE) member for the upcoming term. Clarified that in the short term the current BE members will self-select who rolls off each year. After all current BE members have rolled off, then their term limits will dictate who's rolling off when.
<b>Vote:</b>	In Favor – Rohan, Korey, Erik, Bahman, Keith, Connor, Jason, Billy, Carson Opposed – none Abstaining – none
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Discussed the suggestion that BE members receive ACCT membership benefits. That has not been added to the policy at this time.

**ACTION ITEM** – Korey: Re-label this draft policy as final and publish (or update it where it currently exists). Follow-up with Office Manager John Voegtlin about an update on this in the newsletter, as well as updating the volunteer group section of the website.

#### **PVM Annual Report Updates (Korey and Heather)**

As per discussion at the last BOD meeting, Heather has taken lead on creating a new report, and considered the comments from all the relevant volunteer groups and the BOD. The report is now focused on just assessing standards compliance in between site reviews and is aligned with the report that would happen at that time. The Vendor Accreditation Program Design Task Force (VAPDTF) is having a F2F meeting next week, and they will review it as they move forward with discussions regarding proposed program updates. Discussed BOD member's ongoing questions, clarifications, and concerns with the report, as well as some suggested changes for Heather to consider as she moves forward with the report.

#### **Fall Face to Face (Carson)**

The space at the conference hotel has been confirmed and all BOD members should now make travel plans.



- Consultant – Erik has researched some options for a meeting facilitator since we have extra space in our meeting time for strategic planning discussions. Reviewed existing proposals.

**ACTION ITEM** – Erik, Carson, and Bill: meet to discuss a more detailed plan for the meeting and what specific day(s) we would want the facilitator there.

**ACTION ITEM** – Erik: confirm with the chosen facilitator and connect everyone for a meeting.

- BOD F2F Logistics: The meeting room we have reserved is at the conference center (versus the hotel) for now, so we may need to go offsite to get meals. This will need to be considered when we schedule meeting times.

#### Meeting Closing (Carson)

<b>Motion:</b>	Adjourn the meeting.
<b>Made by:</b>	Bahman
<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

Meeting adjourned at 9:20AM Mountain Time.

### A. Terms of Reference

1. To serve as advisors for the ACCT Board of Directors (including the Executive Director) on any matters as desired by the Board.
2. To engage in other service to the association, as requested by the Board of Directors, in whatever ways are found to be satisfying and mutually beneficial.
3. In the performance of their duties the following principles shall be understood:
  - i. Board Emeritus status is an honor that is granted by the Board of Directors to members who have provided dedicated and distinguished service to the mission of the Association for Challenge Course Technology (ACCT).
  - ii. ACCT appreciates the past service and numerous contributions of these individuals, recognizes their potential as a contributing and valuable resource, and is committed to fostering an active, ongoing relationship with them.
  - iii. ACCT is a beneficiary of their contributions and will facilitate their efforts by making available its resources and other services whenever and wherever feasible and legally permissible.
  - iv. Board Emeritus members should be considered honorary board members and as a result may be contacted as individuals or as a group for guidance regarding current ACCT business at any time.
  - v. Board Emeritus members may have full access to all ACCT Board meetings including closed session discussions, as required, to perform their duties.
  - vi. Board Emeritus Members shall be held to the same governance policies as other Board Members, which may be amended from time to time. These may include, but not be limited to, the need for holding information in strict confidence and recognition of any potential conflicts of interest that may arise in the performance of their duties.
  - vii. Board Emeritus Members have no voting rights and are not eligible for Travel reimbursement to Board meetings unless the Board requests their presence and approves the expense.

### B. Membership

1. The Board Emeritus shall consist of 5 members at a time
2. All Members shall be appointed by the Board of Directors in accordance with the eligibility requirements and procedure outlined below.

**i. Eligibility Requirements**

1. Must be willing to serve
2. Must be a former Member of the ACCT Board of Directors no longer serving in such capacity, whether through resignation, election, or otherwise.
3. Must meet at least 2 of the following criteria:
  - a. Served at least five years on the Board
  - b. Served within the Executive Committee of the Board of Directors meaning they held the office of Chair (formerly known as President), Vice Chair (Formerly known as Vice President), Secretary or Treasurer.
  - c. Provided significant contribution to the industry through history, knowledge, expertise and wisdom.
4. ACCT may make exception to these eligibility requirements in cases of exemplary and distinguished service.

**ii. Procedure**

1. The Board shall deliberate annually, prior to the Annual General Meeting and Conference (or as required by D.4 below) to select an eligible member to nominate for Emeritus status.
2. Immediately following the selection, the Chair of the Board of Directors will contact the nominee to confirm their willingness to serve. If the nominee is unwilling, a new nominee shall be selected.
3. Once willingness to serve is confirmed, a formal recommendation for Emeritus Status shall be created and shall include:
  - a. Nominee's name and office held
  - b. Dates of terms served
  - c. Description of the extraordinary and meritorious contributions to the fulfillment of the association's mission.
4. At the last meeting of the Board of Directors prior to the Annual General Meeting and Conference, the Chair shall take a motion for approval of Emeritus status for the nominee. In the unlikely event the motion does not pass, the procedure shall start over with the selection of a new nominee.
5. Once approved, a copy of the recommendation shall be included in the publication of minutes from the meeting and the newly appointed member shall be announced to all membership during the Conference. In the event it is not possible to announce at the Conference, whether due to the selection being made in the scenario outlined by D.4 below or otherwise, an announcement to the membership shall be made through other means as soon as is reasonably possible.

### C. Leadership

1. The Board Emeritus shall have a Chair to be recommended by Board Emeritus members and approved by the Board of Directors on an annual basis.
2. The Chair of the Board of Directors shall serve as the official Liaison from the Board to the Board Emeritus.

### D. Term Limit

1. Board Emeritus Members serve at the pleasure of the Board of Directors for a term of 5 years which shall begin immediately following their official approval by the Board of Directors and shall end with the approval of their replacement.
2. Prior to serving an additional term, members must vacate their seat for a period of no less than one calendar year. This requirement may be waived when there is a majority vote of the Board of Directors.
3. Board Emeritus Members may be removed at any time by majority vote of the Board of Directors.
4. If a Board Emeritus member should not complete their term, whether due to resignation, removal, death, or otherwise, the Board of Directors shall make a special appointment of a member to carry out the remainder of the term vacated. This special appointment shall be in accordance with the same eligibility requirements and procedure as other Members. If a Member is appointed under these conditions, they shall not be subject to the requirements within D.2. above should the Board desire to appoint them to a full 5 year term after the completion of the term created by special appointment.
5. \*Members serving prior to the 2023 selection process, shall be allowed to extend their terms as necessary to allow for only one Member to roll off each year until all of those Members appointed prior to 2023 have been replaced by new annual appointments.

### E. Accountability

1. The Board Emeritus is accountable to the Board of Directors
2. All members must submit an updated Conflict of Interest form on an annual basis, in line with other volunteers of the Association.
3. The Board Emeritus shall submit a report of activities and/or recommendations to the Board of Directors when reasonably requested.

### F. Past Board Emeritus Members

1. Board Emeritus Members, and Trustee Board Members as it was formerly known, who are no longer actively serving shall be included in the Past Board Emeritus



## Board Emeritus

Association for Challenge Course Technology  
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[www.acctinfo.org](http://www.acctinfo.org)

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List, as listed alphabetically by first name below, in recognition of the honor that was bestowed upon them and in appreciation of their service.

- i. Bob Ryan
- ii. Cindi Walker
- iii. Dick Prouty
- iv. Jeff Boeke
- v. Tim Kempfe