



AGENDA for Board Meeting October 11, 2023

Meeting: 10/11/2023 7:30 am Mountain Time

Location: Zoom Meeting
<https://zoom.us/j/8256677745>
Meeting ID: 825 667 7745

ATTENDEES

Presiding Officer:

Korey Hampton – **Chair**

Board Member Attendees:

<input checked="" type="checkbox"/> Rohan Shahani – Vice Chair	<input checked="" type="checkbox"/> Leslie Sohl – Member	<input checked="" type="checkbox"/> Jason Ong – Member
<input checked="" type="checkbox"/> Michael Smith – Secretary	<input checked="" type="checkbox"/> Kennerly de Forest - Member	<input checked="" type="checkbox"/> Billy Simpson – Member
<input checked="" type="checkbox"/> Erik Marter – Treasurer	<input checked="" type="checkbox"/> Connor James – Member	

Quorum?

Yes No

Guests:

John Voegtlin	Alicia Bourke
Heather Brooks	
Melissa Webb	

Meeting called to order at 7:33 am Mountain Time by Korey Hampton.

Welcome Guests & Housekeeping | 7:30a (Korey)

Approval of Agenda | 7:33a – 7:38a (Korey)

Motion:	Review and approve the meeting agenda
Made by:	Rohan
Seconded by:	Connor
Discussion:	
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



Approval of Minutes from 09/26&27/2023 | 7:38a – 7:52a (Korey)

Motion: Review and approve the minutes from Face-to-Face Board Meeting September 26-27, 2023
Made by: Kennerly
Seconded by: Connor
Discussion: Discussion about what documents should be included and time to review. The minutes were over 100 pages and not all members had time to review.
Vote: Kennerly withdrew the motion. A motion will be taken next meeting.
Motion Carries:

ACTION ITEM – Please review the meeting minutes and attached files before next meeting.

ACTION ITEM – Include time during the next meeting's agenda to discuss what is included in the minutes.

Approval of 990 (IRS Tax Filing) | 7:52a – 8:15a (Korey)

- Several members who reviewed the 990 last year requested access to previous year to compare this to previous submissions. Errors were found and corrected in the past.
- Kathy needs BoD approval to file by October 23. If we want an extension, it needs to be filed by November 15, 2023. The 990 would then need to be filed by May 15, 2024. Kathy is closing her business at the end of the year.

Motion: To approve for filing the 990 as presented.
Made by: Erik
Seconded by: Billy
Discussion: Conducted in advance of the motion
Vote: In Favor – Erik, Michael, Jason, Billy, Connor, Kennerly, Korey
Opposed –
Abstaining – Leslie, Rohan
Motion Carries: Yes No

ACTION ITEM – Items will be posted online and we will convene a special meeting to vote.

Consensus Group Tasking | 8:15a – 8:25a (Korey)

- Connor has followed up on action items from last meeting.
- Consensus Group has made request of ASD regarding what tasks they should focus on moving forward. If they do not have tasks, they will likely not meet. Board members agreed that for the moment, the CG should only meet as needed.
- ASD held discussion with CG regarding the PINS and next steps.

ACTION ITEM – Add suggestions for CG outreach to XLSX sheet at https://docs.google.com/spreadsheets/d/1feJHBaFm5NgKTT4TtX5_Nlqh1cuF1hDl4jLtmDmbA4s/edit#gid=0.



Bylaws Update Discussion | 8:25a – 9:20a (Korey, Rohan, Mike, Leslie)

- We are coming up against a deadline for elections procedures. Rohan will review the election procedures to determine a timeline by which we could vote to approve any changes to the bylaws that would impact voting.
1. Articles of Incorporation – Delaware vs Colorado
 - Legal was unaware of any major hoops we would need to jump through in switching from Delaware to Colorado. Once we provide them with a list of changes we are requesting, they will do a deeper dive.
 - If we elect to move incorporation from Delaware to Colorado, the Board will need to make a resolution to move and then file paperwork.
 - In previous discussions, 7 were for moving, 1 was against, 1 was not sure
 2. Board of Directors: Term Lengths & Limits
 - The majority agreed to 4 or 5 years. Need to determine number, number of sequential terms, length break in between, maximum number of years in a row if a partial term is filled.
 3. Board of Directors: Size/Number of Seats
 - The majority agreed to 9 seats.
 4. Board of Directors: Membership voting group structure
 - No agreement among members. Members expressed opinions around a need for discussion around the larger goals of the association and perceived value of various member categories. Various models discussed by BOD members. Conversation involves future goals of the association, difficulties of consensus, and possible paths forward.
 5. Board of Directors: Meeting Schedule
 - No changes to the bylaws at this time
 6. Board of Directors: Qualifications to Apply
 - No changes to bylaws at this time
 7. Meeting of the Members and Meeting Schedule (AGM)
 - As a non-profit, we are not necessarily required by Colorado Law to have members, and, therefore, not required to have meetings or define quorum. We can choose to have a required meeting and define quorum.
 - We currently include in the bylaws the right of members to vote for Board Seats and for any other matter the Board brings to the membership. We can also choose to include in the bylaws what requires a vote of membership, but we do not have to. If we want to specify the right to vote, we should include in the bylaws what procedures shall be followed.
 8. Membership Categories
 - Legal shared that we only need to spell out the member categories that we use in our voting structure. We do not need to define the membership types we have on our website as membership benefit packages.
 9. Conflict of Interest



ACTION ITEM – Board members review proposed models of board representation and term limits and rank them by end of the week (10/13)

Board Seats:

ACTION ITEM – Board chair will seek some actions from Counsel

- Create a draft of bylaws incorporating agreed upon changes before November board meeting. Draft to be presented when returned from Counsel.
- Submit language pertaining to consensus body and ASD to counsel
- Clarify ability to implement bylaws sections on projected dates (as opposed to being active from moment of approval by BOD)

Vendor Accreditation Program | 9:20a – 9:30a (Korey, Mike, Heather)

- Korey and Mike met with Hibbs Hallmark representative Robert Monaghan to discuss terms of this agreement regarding indemnification and additionally insured language. Plan to meet with Cameron Annas soon.
- Mike reached out to Becky Staley from IRMC. She said that the indemnification language is the most favorable possible for ACCT. The language could be made more mutual. Becky is going to propose some language that protects ACCT and is still fair and enforceable. Mike's attorney reviewed the language and agreed with Becky's assessment.
- The Accredited Vendor Insurance Policy requires that vendors add ACCT as an additional insured. This works well in U.S.. but may or may not work with international vendors. There is language in the policy that cover courses of action for international vendors. The insurance policy was adopted after legal review of the agreement and needs to be added in.

ACTION ITEM – Review and comment on the Vendor Accreditation Program Agreement. A shortcut was added in this meetings folder.

ACTION ITEM – Mike will share comments from IRMC members.

OKC Meetings | 9:30a – 9:46a (Korey)

- Meeting scheduling discussed pertaining to upcoming meetings and F2F. Proposal to reduce F2F meeting burden in OKC conference in favor of other options.
- Board consensus around not meeting on Monday, due to holiday weekend.

ACTION ITEM – Board Chair will consult appropriate parties and then inform BOD of meeting schedule



Meeting Closing | (Korey)

Motion: To adjourn the meeting.
Made by: Billy
Seconded by: Connor
Discussion:
Vote: In Favor – All
 Opposed – None
 Abstaining – None
Motion Carries: Yes No

Meeting adjourned at 9:47am Mountain Time.

APPROVED