MINUTES for Board Meeting
November 15, 2023

<u>Meeting:</u>   11/15/2023 7:30 am Mountain Time

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

ATTENDEES

Presiding Officer:

☒ Korey Hampton – **Chair**

Board Member Attendees:

☒ Rohan Shahani – **Vice Chair**   ☒ Leslie Sohl – **Member**   ☒ Jason Ong – **Member**
☒ Michael Smith – **Secretary**   ☒ Kennerly de Forest - **Member**   ☒ Billy Simpson – **Member**
☒ Erik Marter – **Treasurer**   ☒ Connor James – **Member**

Quorum?

☒ Yes   ☐ No

Guests:

John Voegtlin   Alicia Bourke
Heather Brooks   Ryan Olson
Melissa Webb

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

Welcome Guests & Housekeeping| 7:33am (Korey)

Approval of Agenda | 7:34 – 7:38am (Korey)

Motion:	Review and approve the meeting agenda
Made by:	Leslie
Seconded by:	Billy
Discussion:	There were too many items presented to discuss. Many items shared have been parking lotted for next meeting.
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	☒ Yes ☐ No

Approval of Minutes from 09/26&27/2023 | 7:38 – 7:42am (Korey)

Motion:	Review and approve the minutes from Face-to-Face Board Meeting September 26-27, 2023
Made by:	Kennerly
Seconded by:	Leslie
Discussion:	Reviewed the long list of items to be appended. It was agreed that only approved documents would be appended; drafts and reports would not.
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	☒ Yes ☐ No

Approval of Minutes from 10/11/2023 | 7:42 – 7:45am (Korey)

Motion:	Review and approve the minutes from the Board Meeting on October 11, 2023
Made by:	Roahn
Seconded by:	Kennerly
Discussion:	
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	☒ Yes ☐ No

Executive Director Update | 7:45 – 8:08am (Melissa)

- Program Workgroup
  - Terms of Reference have been updated and procedures have been drafted on how the group will be managed.
  - Have been holding calls with all the task groups, panels, and committees that will be impacted.
  - Once the procedures are complete, will begin soliciting applications for the positions.
- Conference.
  - Conference Grid has been posted on the website.
  - Meeting with Conference Workgroup soon and will be inviting presenters to complete pre-conference process.
  - Conference numbers are tracking. Early Bird registration deadline is this Friday. We typically see 1/3 of our conference registration numbers come in just before the EB deadline.
  - Social site is up for the OKC Conference. Please join and share information.
- PVM Symposium in Denver in October went well. Split between in-person and online.
- ASTM. ED, Korey, and several members attended ASTM Meeting in Denver and had several good conversations with key members.

- COI Forms. John V. is tracking form submissions and is communicating with Committee chairs. Asking chairs to update all rosters to ensure paperwork is current.
- ISO. Received word for ISO that we were accepted as a liaison to the ICO TC 228 Working Group 7 Adventure Tourism on 10/27/2023. The group is currently working on Cyclotourism standards. We will begin work on the adventure standards sometime in early 2024.
- Employee Handbook. Melissa is completing a review and making updates.
- Personnel. Seeking a new staff member to assist with member portal, membership, and outreach. This will be a part-time position.
- ACCT Awards. Several new categories have been created and will be shared at the conference.
- Accounting and Bookkeeping.
  - SBA Loan Access. We have resolved issues with accessing the SBA Loans. Documents have been received to transfer the loans from former EDs to current EDs.
  - Moving from Paychex to QuickBooks. Working with Laura to pull reports to make the transition.
  - Kathy, our CPA, filed an extension for our 990. The 990 will be filed by the end of the year.
  - Kathy is retiring. We are in search of a new CPA.

Vendor Accreditation Program | 8:08 – 8:31am (Heather, Rohan, Mike)

- On schedule to roll out the Program for the next calendar year, by the conference. A total package will be presented to the Board of Directors for review at the next meeting. Rohan and Heather outlined the items to be included in the Board Approval Packet.
- Virtual Auditor Training will commence after the Conference with initial auditors in place by end of March or early April
- Vendor Agreement is being reviewed. A special meeting of the Board of Directors will be added Further discussions or special meetings will be called. Board members should review the Agreement and add any comments.

Bylaws Update Discussion | 8:31 – 9:10am (Korey, Mike, Leslie, Rohan)

- Timeframes. Several items we are discussing impact Voting Procedures which would need to be updated and rolled out by end of December.
  - Term Lengths & Limits – The models currently under review were voted on and ranked. A summary of the ranking is available in the Board folder.
  - Board Seats – Similarly, models under review were voted on and ranked. A summary of the ranking was reviewed. The top three models were similar and had not individuals stating they would

Motion:	To approve the drafting of bylaw language proposing a new model for voting for Board of Director seats that permit the following seats to be voted on by: ■ Accredited Vendors – 3 seats ■ Accredited Operators – 3 seats ■ Organizational Members (B2B, B2C, Stakeholders) – 2 seats ■ Individual Members (Individual, Student, Senior) – 1 seat

	Language should allow, as in current procedures, any member in good standing to be nominated for the seat regardless of their membership category.
Made by:	Korey
Seconded by:	Erik
Discussion:	A total of 14 models were presented of which the top 3 were similar. Each of the top three models require changes to voting procedures. Additional terms need to be worked out to develop content. Several members would like more time to vet out the models and understand how they impact voting, when members roll on/off, and how voting will be conducted.
Vote:	In Favor – Connor, Erik, Korey
	Opposed – Billy, Leslie, Michael, Rohan
	Abstaining – Jason, Kennerly,
Motion Carries:	☐ Yes ☒ No

- Time will be scheduled for further discussion to vet models and clarify how each model will impact voting procedures, when individuals will roll on and off, etc.

ACTION ITEM – Answers to questions asked of our attorneys have been added to the Board folder. Review and be prepared to discuss at the next meeting.

Board Elections | 9:10 – 9:20am (Rohan)

- If we change bylaws, we need to consider how changes will impact the voting and voting timeline. For consistency, Rohan is recommending we run the election the same as last year and make any changes to bylaws or voting after the election.
- Timeline
  - Under current voting procedures, we need to announce the voting by December 22.
  - Individuals can submit nominations up to 15 days before voting begins.
  - Voting period is 15 days. We have tied this to the AGM (would be February 9 this coming year)
- Agreed to keep the process the same for this year.

Grievance Procedure | 9:20 – 9:25am (Melissa)

- Discussed procedures that Melissa has worked out that helps to manage incoming Grievances since the Compliance Committee has only one person. This may replace the Compliance Committee in the future.

ACTION ITEM – Board members should review and provide feedback

Conflict of Interest Disclosure Statement | 9:25 – 9:30am (Melissa)

- Discussion to add a statement at the top of the COI/NDA to direct individuals in what to add.

Branding Update | 9:30 – 9:33 (Melissa)

- A proposal was put out for bid for style and branding guide. A decision was made on which contractor to use.

Parking Lot Items

- Definition of an Individual Member

ACTION ITEM – Review John V's history of the definition in the Board Folder.

- Q1 Financials

ACTION ITEM – Review and comment with questions. Watch Slack for more information.

Meeting Closing | 9:33a (Korey)

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

Meeting adjourned at 9:34 am Mountain Time.