



MINUTES for Special Board Meeting December 22, 2023

Meeting: 12/22/2023 10:00 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:

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
Heather Brooks
Melissa Webb

Meeting called to order at 10:03 am Mountain Time by Korey Hampton.

Welcome Guests & Housekeeping | 10:00a (Korey)

Approval of Agenda | 10:05a (Korey)

Motion: Review and approve the meeting agenda
Made by: Korey
Seconded by: Billy
Discussion:
Vote: In Favor – All
 Opposed – None
 Abstaining – None
Motion Carries: Yes No



Vendor Accreditation Program Agreement | 10:05 – 11:30am (Heather, Rohan)

Review of Comments and questions about Vendor Accreditation Program agreement, including but not limited to:

- History: Existing agreements and past contractual documents used for VA program
 - Current program does not have an agreement between Vendors and ACCT
 - Operation Accreditation has an agreement that Accredited Operators sign.
 - The agreement posted for review is based on the Operation Accreditation Agreement.
- Document purpose
 - Consider adding a purpose statement in the recitals or somewhere in the agreement
 - There have been complaints in the past that there were Vendors in the program that weren't fully compliant or were compliant and fell out of compliance. The agreement provides some teeth to the program to remind Vendors of their commitment and to hold Vendors in breach accountable.
 - Would be signed when
 - Vendor is accredited
 - If there is a change in ownership/key personnel of the Vendor
 - At renewal
 - There is a change to the agreement
- Terms and Definitions within the document, and other language consistency issues
 - A group of volunteers and staff are reviewing all program documents for consistency. The review will be completed before sending the package on to the BoD
- Legal review and resolution of legal issues
 - We will enlist legal counsel as needed. They have already provided significant counsel.
- Document contents, including but not limited to:
 - Indemnification of ACCT and Vendors
 - Concerns about the language being a barrier to participation in the program for Vendors. Several BoD members deemed the language to be overly protective to ACCT and detrimental to Vendors.
 - Milke shared information he received from his conversations with members of the Insurance and Risk Management Committee (IRMC).
 - The new Vendor Insurance Policy requires that Vendors add ACCT as an additional insured. Mike shared the difference between two risk mitigation tools: Vendor naming ACCT as an additional insured and indemnification.
 - Erik and Mike will solicit additional opinions that seek to protect the interests of ACCT and its Accredited Vendor
 - Renewal timeline: 3 vs 5 years
 - The chance of a five-year review cycle has been discussed for years. To achieve five-year review cycle, the Vendor would need to meet all requirements during their review.



- Some members expressed that some Vendors in the program could likely meet a five-year review cycle, but many still need a three-year review cycle.
- Concerns were expressed about the number of items that can change in five years: Vendor personnel, standards, industry trends, accepted practices, etc.
- A question was posed regarding what it would take to set criteria for Vendors to achieve a five-year cycle.
- There was interest in pulling together a group to look at setting a criteria for five-year reviews. Hot topics at the Fall PVM Symposium included: length of time between reviews, quality assurance, and concerns that some Vendors were not meeting accreditation requirements
- Several staff and BoD members expressed interest in holding a call to explain the benefits of the program.
- Governing Jurisdictional Law
 - This may require additional counsel. Our last attorney changed the jurisdiction to NY in the OA Agreement to deal with international operators. Our current counsel has recommended changing it back to Colorado.
- Employee injuries – Section II.2.
 - Reporting employee injuries is written into the program requirements. The agreement states that Vendors must abide by program requirements. This and other sections of the agreement should be reviewed with legal counsel to determine if they are redundant.
- Vendor notification timeline
- Changes in key personnel
- Changes in business structure
- Statute of limitations – our current legal counsel removed during review; he advised that we cannot create a statute of limitations.
- Anti-trust concerns – no one saw concerns. The program requirements and application process will be posted and available to interested parties.

Meeting Closing | 11:36a (Korey)

Motion:	To adjourn the meeting.
Made by:	Billy
Seconded by:	Erik
Discussion:	
Vote:	In Favor – All Opposed – None Abstaining – None
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 11:36 am Mountain Time by Korey Hampton.