



MINUTES for Special Board Meeting February 15th, 2023

Logistics: 02/15/2023 7:30am Mountain Time

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

ATTENDEES

Presiding Officer:

Rohan Shahani – **Vice Chair**

Board Member Attendees:

Korey Hampton – **Secretary**

Kennerly de Forest – **New Member**

Erik Marter – **Treasurer**

Leslie Sohl – **New Member**

Connor James – **Member**

Jason Ong – **Member**

Michael Smith – **New Member**

Billy Simpson – **Member**

Bill Zimmerman – **Executive Director**

Quorum?

Yes

No

Guests:

Doug Stevens
Michelle Hepler
Andrew Hubert
Jim Wall
Ken Jacquot
Brian Lisson
Lauren Stover

Meeting called to order at 7:31 AM Mountain Time by Rohan Shahani.

Welcome Guests & Housekeeping | 1 Min (Rohan Shahani)

- As per our succession plan, in the absence of a current Chair, the Vice Chair is delegating the responsibility of running the meeting to Korey Hampton. The responsibility of taking the meeting minutes has been delegated to Rohan Shahani.

Reading of the ACCT Mission Statement | 30 Sec (Michael Smith)

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.

Connor James joined at 7:33 MT

Reading of the ACCT Anti-Trust Statement | 30 Sec (Michael Smith)

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 | 1 Min (Korey Hampton)

Motion:	Review and approve the meeting agenda
Made by:	Billy Simpson
Seconded by:	Connor James
Discussion:	None.
Vote:	In Favor – N/A Opposed - 0 Abstaining - 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Ken Jacquot joined at 7:37 MT

Welcome of New Board Members | 5 Min (Korey Hampton)

- Kennerly de Forest – ERi
- Leslie Sohl – State of Colorado
- Michael Smith – AdventureSmith, Inc.

Role of Fiduciary | 20 Min (Bill Zimmerman and Doug Stevens)

Overview: Duties and roles of BoD members

- Avoid conflicts of interest in the roles of the association in your personal and professional interests
- Legal obligation to discharge duties in good faith and in the interests of ACCT above a duty to yourself or your company.
- Expectation of loyalty – place the association above your own interests.
- Expectation of good faith information provided from employees and volunteers.
- Board liability comes from ignoring conflicts when they arise or failing to act when provided information that individuals are acting in bad faith or violating policies or laws.
- Duty to disclose: Transparency is required when conflicts are perceived, as is recusal
- Make sure you comply with policies where indicated
- Understand the boundary between board and staff responsibility



- Duty of Care: obligation to provide the level of care that an ordinary prudent person would provide in similar circumstances. Any decision made for and on behalf of the association must be in the best interests of the association.
- Duty of Loyalty: association's interests must come first and above any interest of your own. Do not engage in 'self-dealing'. Ensure that activities and decisions must be in line with the mission of the organization
- Duty of Obedience: The BOD member must ensure compliance with rules, laws, and regulations. Ensure that the association is making a good faith attempt to follow its mission.
- Majority action is board action
- The BOD may access committee information, staff, and legal counsel as needed.
- BOD members do not have 'vicarious liability'

Doug Stevens left the meeting at 9a MT

Introduction of the Board Emeritus | 10 Min (Korey Hampton and Brian Lisson)

KH: BOD-E purpose is to serve as counselors to the board. Though they do not have voting power, they are allowed to attend meetings including closed session. They are valuable for counsel and historical context.

BL: We are open to taking calls as both a sounding board and to talk through issues.

- Brian Lisson, AdventureWorks, Inc. (Canada) - Chair
- Jim Wall, Challenge Design Innovations (semi-retired)
- Ken Jacquot, Challenge Towers
- Andrew Hubert, Challenges Unlimited (retired) (Canada)
- Michelle Hepler, Rescue Ranch

Disclosure of Conflicts of Interest | 15 Min (Korey Hampton)

Korey Hampton

- Owner operator of French Broad Adventures (AO)
- Part-time employee of CT (PVM) (20-50 days/yr)
- Operation Reviewer
- ICE L2
- API Contributor and panelist
- Member NCAAA

Rohan Shahani

- Redstone Solutions – Risk management and Expert consulting in and out of Aerial Adventure industry
- API Contributor and panelist
- ACA member
- Alliance member
- Voting member ASTM F24

Erik Marter

- Jennifer Marter is spouse
- Owner of Synergo (PVM)



- Operation Reviewer
- ICE L2 Supervisor
- Action Photo Systems (part owner)
- Lanai Adventure Center (Owner)
- Northwest Adventures (owner) – Accreditation pending for Pumpkin Ridge
- Expert Witness
- Chair of BOD of Mt. Hood Kiwanis camp
- Vice-chair of Full Circle – provides programming
- Owner of NwCCN
- Voting member ASTM F24 – Member 2959 committee

Kennerly de Forest

- Founder and ex-owner of CW
- Project Manager for Eri
- ICE L2 Supervisor
- Eri is an Alliance member

Michael Smith

- Founder of AdventureSmith – Business consulting and risk mitigation including expert witness reporting and testimony
- Owner of ArborTrek Canopy Adventures – sale pending
- ICE L2
- Operation Reviewer
- NAARSO L2
- Voting member of ASTM F24

Billy Simpson

- ABEE, Inc (PVM)
- ICE L2

Jason Ong

- BOD Outward Bound Malaysia
- BOD Malaysian Wilderness safety research
- Co-Owner of Cairns Canyoning

Connor James

- Works for Aspen Snowmass

Leslie Sohl

- Employee of State of CO
- Voting member ASTM F24

Bill Zimmerman

- Dormant single member LLC



ACTION ITEM – Clarify/update most recent COI/NDA form
BZ: Has no information about current state of COI/NDA process.

ACTION ITEM – ACCT Staff will distribute current COI/NDA form for completion pending update of this process.

Election of Executive Committee | 30 Min (Korey Hampton)

- Discussion of positions and responsibilities

KH Gives a short description of the position duties and responsibilities. Brief discussion of model – this model will potentially change as bylaws change. Brief discussion from members of interest in various roles. Bylaws state “The Executive Committee may make decisions on behalf of the Board in urgent situations when the Board is unable to meet.” The Board agrees that the BOD as a whole should be informed and notified of any potential actions of the EC, and potential officers agree that will be a board norm.

Discussion of personal interest in officer roles & nominations:

Motion:	Approve slate of officers as following: Chair – Korey Hampton Vice Chair – Rohan Shahani Treasurer – Erik Marter Secretary – Michael Smith
Made by:	Leslie Sohl
Seconded by:	Billy Simpson
Discussion:	N/A
Vote:	In Favor – RS, EM, KdF, MS, BS, JO, CJ, LS Opposed – Abstaining – KH
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Designation of Liaisons | 15 Min (Korey)

- Discussion of positions and default roles (Chair, Vice Chair, Treasurer)
KH Gives a short description of the position duties and responsibilities.
- Responsibilities of a liaison
- Discussion of personal interest: Board members discuss personal interest in committee roles.

Andrew Hubert left at 9:26MT

Motion:	Approve Board liaison roles as following: <ul style="list-style-type: none">• Board Emeritus – Korey Hampton• Leadership and Nominations – Kennerly de Forest• Finance – Erik Marter• Consensus Group – Connor James• Technical Information, Research, and Education – Leslie Sohl• Compliance – Billy Simpson• Accreditation and Certification – Rohan Shahani
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• Insurance and Risk Management – Michael Smith
• International – Jason Ong

Made by: Leslie Sohl
Seconded by: Jason
Discussion: RJS recommends a transition memo from all outgoing liaisons to ease transition
Vote: In Favor – RJS, EM, KdF, MS, BS, JO, CJ, LS, KH
Opposed – N/A
Abstaining – N/A
Motion Carries: Yes
 No

Establishing 2023 Meeting Schedule | 15 Min (Korey Hampton)

KH: As meeting time is going over, keep the same until we can change the schedule – next meeting would be 3/1

REMAINDER OF AGENDA TABLED UNTIL 3/1

- 2023 Regular Meeting Schedule
- 2023 "Face to Face" Meetings
- Other Meetings
- Committee Reporting Schedule

Meeting Closing | 1 Min (Korey)

Motion: Motion to adjourn the meeting.
Made by: Connor James
Seconded by: Rohan Shahani
Discussion:
Vote: In Favor – N/A
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Meeting adjourned at 9:36a Mountain Time.