



AGENDA for Regular Board Meeting March 15, 2023

Logistics: 03/15/2023 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:

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
Melissa Webb
Heather Brooks
Darrell Hammond

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

Welcome Guests & Housekeeping | 7:33a – 7:34a (Korey Hampton)

Reading of the ACCT Mission Statement | 7:34a – 7:35a

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 | 7:34a – 7:35a

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 | 7:35a – 7:38a (Korey Hampton)

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

Approval of Minutes | 7:40a – 7:40a (Rohan Shahani)

Motion:	Review and approve the 3.01.23 Minutes
Made by:	Rohan
Seconded by:	Kennerly
Discussion:	None.
Vote:	In Favor – N/A Opposed - 0 Abstaining - 0
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



Board Development – Introduction of Consultant | 7:40a – 7:50a (Korey Hampton)

- Introduction to Darrell Hammond – Board Development consultant
<https://highergroundconsulting.org/about-us/>
Works frequently with Boards and workgroups to facilitate group process and efficiency. Will be available to BoD and BoD members for executive coaching. Process will initially include completion of tools, group analysis, one-on-ones, and a group debrief. Darrell is based in Longmont, CO. Will send out link to ProScan tool in next few days.

Housekeeping and Transition Update | 7:50a – 8:21a (Korey Hampton and Rohan Shahani)

- Meeting agenda submission format, slack use, and drive use (KH)
- Motions and decisions made in Slack (KH)
- Transition update (RS)
 - Sorting action items and task to clarify what our needs are moving forward.
 - Anonymous survey will be going out to staff to gather information on staff needs and wants.
 - Summary document will be created with options and recommendations based on feedback from staff, BoD Emeritus, BoD, and will be presented to the BoD

Motion: Establish permanent BoD Secretariat Panel with the expressed purpose of managing ANSI Secretariat duties. This sunsets all past motions pertaining to Secretariat meetings

Made by: Rohan

Seconded by: Leslie

Discussion: Motion made and voted via BOD Slack. TOR Pending

Vote: In Favor – Rohan, Korey, Leslie, Kennerly, Billy, Jason, Connor, Michael
Opposed – none
Abstaining – Erik

Motion Carries: Yes
 No

Motion: Establish Transition TF based on Terms of Reference

Made by: Rohan

Seconded by: Leslie

Discussion: None

Vote: In Favor – Jason, Michael, Leslie, Billy, Connor, Erik, Kennerly, Rohan
Opposed –
Abstaining – Korey

Motion Carries: Yes
 No



Current COI/NDA policy | 8:22a – 8:41a (Korey Hampton and Rohan Shahani)

- Restatement of Current COI policy
- Update of forms | [Current Non-Disclosure and Conflict of Interest Form](#)
- Discussion
- Motion on policy statement

Motion:	Approve the document '2023-03-15 POLICY Conflict of Interest'. This Policy would sunset any past policies in regard to Conflict of Interest.
Made by:	Rohan
Seconded by:	Billy
Discussion:	This does not supersede any single committee's conflict of interest policy, but those policies should be in harmony with this policy. Action items are listed.
Vote:	In Favor – Jason, Michael, Connor, Billy, Erik, Rohan Opposed – none Abstaining – Leslie, Kennerly, Korey
Motion Carries:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

ACTION ITEM – Billy to Coordinate with Office Manager on update and distribution of forms as needed by 3/31/2023

ACTION ITEM – Chair to solicit volunteers to assist with review of forms for 2023.

Staff Updates | 8:42 - 9:14a

- John Voegtlin
 - Last time we updated the COI (2020), a blanket request was sent out to everyone. We will be doing that again.
 - Just returned from NOVI conference in Tampa. Learned a lot of tips and tricks and was updated on upcoming releases and features. John felt like it was a good use of time and money.
 - E-mail was sent out to all members introducing new features and requesting they update their accounts.
- Melissa Webb
 - All conference debriefs have been completed with workgroup and they are reviewing feedback.
 - Reviewing conference workgroup seats and need to fill empty seats.
 - All invoices from Portland have been paid; Collecting information for OKC to update budget.
 - Solidifying meeting space and lodging for BoD F2F in Longmont. BoD members need to send



Melissa travel plans.

- BoD F2F OKC dates will work with the venue.
- Call for presenter deadline is May 31, 2023 - Liaisons, please let committees and their subgroups know that they need to submit if they have workshop space needs.
- Reassessing workshop feedback collection. The amount of feedback was way down this year. This makes it difficult to assess future workshop submissions.
- Heather Brooks
 - Working on Virtual ICE Testing - Next test is Apr 18, 2023, 3:30pm
 - Vendor training series is starting soon; it is based on content that was reviewed by BoD in January and presented at PVM Symposium. Educational forum for Design is scheduled for April 24, 2023. The other forums will be held in August (Installation), September (Inspection), October (Training), November (Certification). The Vendor Auditor will be held virtually in the Fall.
 - Working on 4 accredited operation applications; there are ~7 more on the way.
 - Anticipate that by end of 2024, there will be as many accredited operators as accredited vendors.
 - Budget conversations have started for programs; once meetings are complete, Heather will work on her budget. She is looking to start two (2) workgroups: Operation Reviewer Workgroup and ICE Prep Workgroup
 - Waiting on insurance requirements feedback from legal

Volunteer Group Updates/Requests | 9:15 - 9:30a

- Accreditation & Certification Committee (Korey and Rohan)
 - History. The process for complaints and appeals throughout the organization are not in harmony, especially with the existing PVM process, ICE, and OA. The old PVM process points directly to Board Appeal. A policy for appeals was adopted in May 2019 by the ACC to manage appeals resulting from Operation Accreditation, Inspector Certification, and the new Vendor Accreditation Program. Until the new Vendor Accreditation Program is approved, there is some confusion as to how appeals will be processed.
 - Need more time to process the proposed policy and appeal process.

Secretariat Update – Meeting Dates and Times | 9:30 - 9:40a (Mike Smith & Leslie Sohl)

- There are two options in the BSR process once it begins.
 1. Continue processing comments and follow the process we have set out
 2. The secretariat can move to a discontinuance of the project.
- John has been asked by Chair to pause sending out the comments to task force groups, Consensus Group, or TIRE
- TIRE meets today and Consensus Group meets in a week. The liaisons to TIRE and Consensus Group will meet with Korey to figure out messaging until next meeting.

Meeting Closing | 9:36a (Korey)



Motion: Motion to adjourn the meeting.
Made by: Kennerly
Seconded by: Connor
Discussion: Efforts of the Chair and EC recognized by the board
Vote: In Favor – N/A
Opposed – 0
Abstaining – 0
Motion Carries: Yes
 No

Meeting adjourned at 9:37 am Mountain Time.

APPROVED

ACCT CONFLICT OF INTEREST POLICY

This form is Confidential and Intended for Internal Use Only

Policy:

Employees and Volunteers of the Association for Challenge Course Technology (“ACCT”) must act at all times in the best interests of ACCT. Moreover, the Board of Directors of ACCT has an obligation to ensure that the organization maintains a bias-free, decision-making process. The purpose of this policy is to inform Employees or Volunteers about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help them to avoid conflicts of interest where necessary. This policy may be enforced against individual Employees or Volunteers as described below.

1. What Is a Conflict of Interest?

A conflict of interest may arise when an Employee or Volunteer has some other interest that might suggest or give the appearance of divided loyalty on the part of the Employee or Volunteer between obligations to ACCT on one hand, and to some other organization, company, individual(s) or cause, on the other. The “other interest” may arise from a transaction between ACCT and a third party, or an Employee or Volunteer’s relationship with a third party, which may compromise or give the appearance that it might compromise an Employee or Volunteer’s ability to provide unbiased and undivided loyalty to ACCT. In order to proactively address any potential conflicts of interest, each Employee or Volunteer is required to annually complete and submit a Disclosure Form detailing any such “other interests.” The Employee or Volunteer also must update the Disclosure Form if any material changes or additions to the submitted information arise during the course of the year. On the Disclosure Form, the Employee or Volunteer must list all financial transactions with any nonprofit or for-profit third-party organizations, whether the Employee or Volunteer or any family member of the Employee or Volunteer has a direct or indirect interest in any third-party who provides goods or services to the organization, and any other (nonprofit or for-profit) organizations with potentially conflicting interests in which the Employee or Volunteer or any family member of the Employee or Volunteer is actively involved, has a significant investment. All paid or unpaid positions or relationships with nonprofit or for-profit third-party organizations that compete with ACCT or take public positions contrary to those of ACCT also should be listed. The Employee or Volunteer must disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed. Employees and Volunteers are expected to disclose business interests and relationships with or between other Employees and Volunteers.

2. How Should Conflicts Be Addressed?

Conflicts, and potential and apparent conflicts, shall be reported to the Association Leadership and the Chair of the Compliance Committee and shall be regarded as confidential information. An initial determination as to whether a particular outside transaction or relationship may constitute an actual, potential or apparent conflict of interest shall be made by the Association Leadership (Senior Executive or Chair) and the Compliance Committee, with the assistance of legal counsel and without the presence of the individual whose involvement in such transaction or relationship is under consideration. This determination shall be made in any circumstance in which a credible potential for or appearance of a conflict of interest is identified either by an individual Employee or Volunteer (through mandated self-disclosure) or by a third party. However, if the ED and Compliance Committee concludes

that this determination should be made by the Board of Directors of ACCT, the matter shall be referred to the Board of Directors (with or without a recommendation from Association Leadership and Compliance Committee) for its consideration, deliberation and resolution, with the assistance of legal counsel and without the presence of the individual whose involvement in such transaction or relationship is under consideration. The Board of Directors shall have final authority over the resolution of all conflict of interest matters.

If the Association Leadership and Compliance Committee believes that a particular relationship or transaction may represent an actual, potential, or apparent conflict of interest, it shall first request additional information from the Employee or Volunteer detailing the nature of the relationship or transaction.

When evaluating whether a particular transaction or relationship constitutes an actual, potential or apparent conflict of interest, the Association Leadership and Compliance Committee shall consider the following (non-exclusive) factors:

- Abusing one's role as an Employee or Volunteer for one's own gain or pleasure (including, but not limited to, the solicitation or acceptance of gifts or other items of value as an inducement to provide special treatment on organization matters).
- Placing one's own self-interest (including the interest of one's company, organization or another entity for which the individual serves in a leadership, employment or ownership capacity), or the interest of any third party above that of ACCT.
- Engaging in any outside business, professional or other activities that would directly or indirectly adversely affect ACCT.
- Providing goods or services to ACCT as a paid vendor.

If Association Leadership and/or Compliance Committee determine that a particular relationship or transaction represents an actual, potential or apparent conflict of interest, it (or the Board of Directors, if the matter has been referred to the Board of Directors) shall resolve such actual, potential or apparent conflict in one of the following manners:

1. Variance: This is to waive the actual, potential or apparent conflict as unlikely to affect the Employee or Volunteer's ability to act in the best interests of the organization;
2. Determine that the individual Employee or Volunteer should be recused from all deliberations and decision-making related to the particular transaction which gives rise to the actual, potential, or apparent conflict. This resolution should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete issues or activities. For example, if an individual Board member also works for a company that produces an educational program that competes with one or two discrete programs of ACCT Association Leadership and Compliance Committee or Board of Directors may determine that the Board member should be recused from all deliberations and voting-related to such program(s) (both at the outset and on an ongoing basis), but that the Board member need not resign his/her seat on the Board of Directors.
3. Determine that the individual Employee or Volunteer must resign from his/her service to ACCT because the actual, potential, or apparent conflict is so significant that the Employee or Volunteer would seldom, if ever, likely be able to act in the best interests of ACCT. For example, if the Employee or Volunteer is a part of a committee or the Board of Directors and works for a company that has an ethical grievance filed against it, Association Leadership and Compliance Committee or Board of Directors may determine that

the individual should resign from his duties for the duration of the conflict or permanently.

4. The special procedure below is applicable to all instances in which an Employee or Volunteer (or the Employee or Volunteer's company, organization or another entity for which the Employee or Volunteer serves in a leadership, employment or ownership capacity, or a member of the Employee or Volunteer's family) seeks to provide goods or services to ACCT as a paid vendor, or seeks to receive a significant contract from ACCT. This procedure shall not apply to pre-existing relationships with Employee or Volunteers with respect to which the conflict has previously been waived by Association Leadership and Compliance Committee, or the Board of Directors of ACCT.
 - a) If the Employee or Volunteer has reason to believe that the Board of Directors is contemplating taking some action, in connection with which the Employee or Volunteer might seek to provide services or goods, the Employee or Volunteer must disclose his intent to the Association Leadership and Compliance Committee, and the Board of Directors;
 - b) the Employee or Volunteer must recuse himself/herself from all deliberations and voting related to the contemplated action;
 - c) if the value of the transaction exceeds \$5,000, ACCT must, through a request for proposal process, have solicited proposals broadly from other qualified vendors and received (or attempted to receive) written bids from at least three such individuals/entities (including the Employee or Volunteer);
 - d) the Board of Directors must determine (without the presence or participation of the Employee or Volunteer) by supermajority vote (two-thirds or greater) that the transaction is fair and in the best interests of ACCT based on all of the facts and circumstances, and such determination (including the fact that it was made in the absence of the Employee or Volunteer) shall be documented as part of the relevant meeting minutes (all competing bids received shall be retained as well); and
 - e) if selected, the Employee or Volunteer may not participate in any process by which his/her performance as a vendor is evaluated.

Procedure

- The Conflict of Interest Disclosure Form and Nondisclosure Agreement (COI/NDA) shall be completed, signed and submitted by all ACCT Employees and Volunteers on an annual basis and must be amended/updated during the calendar year as needed. Examples of circumstances that would require an updated form are changes to business relationships as indicated in the above policy.
- Employees and Volunteers will be notified annually of the status of their COI/NDA form. If an update to the form is required, employees and volunteers are responsible for obtaining and submitting a new form.
- Conflicts described will be reviewed by ACCT staff and the Compliance committee. They will refer matters to the Board of Directors as described in the policy as needed.



Transition Task Force

Association for Challenge Course Technology
PO Box 19797 Boulder, CO 80308, USA
Phone: 800-991-0286 | www.acctinfo.org

Purpose:

Research and present options for ACCT Leadership and Management

Terms of Reference

1. Develop and propose 1-3 association management models
2. Research various association management models
3. Create job description(s) and requests for proposals pertaining to association management and/or consulting
4. Solicit bids, obtain cost estimates, and develop budget projections for proposed models

Leadership

- BOD Vice-Chair
- BOD Secretary

Membership

- Board of Directors

Term Limit

- The task forces shall be dissolved upon presentation of models to the Board for vote.

Accountability

- The Transition TF is accountable to the Board of Directors

Strategic Plan

This task force supports the review of association governance and management and should be considered part of the 'Governance Review' detailed in the strategic plan.

Board Meeting and Agenda Norms

Q: When are “regular Board meetings”?

A: The 3rd Wednesday of each month from 7:30 – 9:30am MST unless otherwise stated (i.e. when we have a F2F meeting that month). We kindly request your presence at these meetings so that a quorum can be established for voting purposes.

Q: Will there be other meetings of Board members?

A: Yes. Meetings of some or all the members of the Board (including 1:1 calls) can always happen as long as decisions are not being made on behalf of the Board. Examples could include Secretariat Panel meetings, Transition TF meetings, or any future Board subgroup that may include budget, bylaws, and/or strategic plan workgroups. Informational meetings may also be called to discuss specific topics or issues as they come up. All Board members will be notified when these meetings are scheduled. Attendance at these meetings is optional.

Q: What is a Special Meeting of the Board?

A: According to our current bylaws, a “special meeting” may be called at any time by the Chair or Vice Chair of the BOD. If a quorum (50% + 1) is present at a special meeting, motions may be made and voted on during the meeting. Furthermore, the Executive Committee shall only make decisions on behalf of the Board in urgent situations when the Board is unable to meet.

Q: What if a Board subgroup (i.e Panel or Task Force) wants to make a decision or suggest a course of action for the Board?

A: They shall present the options and/or recommendations to the Board at a regular meeting (on the 3rd Wednesday of the month). They shall put any

supporting documentation in the corresponding GDrive "Board Meetings" folder AND put a brief description of the agenda request in the 'BOD-agenda' Slack channel at least 1 week prior to that regular meeting (the 2nd Wednesday at 7:30am MST).

Q: Will notes be taken during these Board subgroup meetings if other Board members want to keep up to date on their work/progress?

A: Yes. Someone in each group should take notes and place them in the appropriate "BOD Subgroup meeting minutes and notes" location in the GDrive Board Meetings folder as soon as possible following the meeting (no motion to approve is necessary).

Q: Will these notes be published to the public?

A: No. They can be disseminated by request but will not be posted to the ACCT website, because they are not official Board meetings. Only regular Board meeting minutes shall be put on the website.

Q: What if the Committee I liaison with has a request for the Board, or an issue we should discuss?

A: Use the Slack 'BOD-agendas' channel to notify the Board of the requested agenda item at least one week prior to the regular meeting (the 2nd Wednesday at 7:30am MST). Put any supporting documentation in the corresponding GDrive "Board Meetings" folder at that time. Requests received later than one week prior to the meeting may not be eligible for a motion during the meeting.

Q: Can we vote on urgent matters via Slack or email?

A: Our current bylaws allow for voting via email (and other digital means at the discretion of the Board) and also prescribe that those Board actions be captured (filed) in the next set of official meeting minutes. Given the limitations

of information exchange and open discussion in a digital environment, digital voting should be reserved for very specific circumstances, and should be cleared through the Chair of the Board before being posted to a digital platform.

Q: When will regular meeting agendas come out?

A: Proposed agendas will be posted to the 'BOD-agenda' channel (and to the ACCT membership) on the day following the agenda request deadline (or as soon as is reasonably possible).