

ACA GOVERNING COUNCIL MEETING

Action Minutes

May 15-16, 1993

Call to Order

The Governing Council meeting was called to order at 8:30 a.m., May 15, 1993, at the Old Colony Inn, Alexandria, Virginia. President Lee J. Richmond presided. Governing Council members present for all or part of the meeting were as follows:

Jackie M. Allen, Western Region
Deborah P. Bloch, NCDA
Dave Capuzzi, AADA
Jon D. Carlson, IAMFC
Thelma T. Daley, Treasurer, ACA
James M. Duffy, NECA
Gordon E. Footman, Parliamentarian, ACA
George A. Gridale, AAC
Rae C. Gundersen, Midwest Region
Thomas W. Hosie, ACES
Jean Wilson Houck, AHEAD
Rosalie Humphrey, ASCA
Richard E. Lampe, Southern Region
Mary Finn Maples, ACCA
Marianne H. Mitchell, Past President, ACA
Beverly J. O'Bryant, President-Elect, ACA
Richard C. Page, IAAOC
Theodore P. Remley, Jr., Executive Director, ACA
Lee J. Richmond, President, ACA
Jane W Runte, North Atlantic Region
Howard B. Smith, AMHCA
David M. Weis, ARVIC

Richard L. Hayes (ASGW) was unable to attend, and the Division was represented by Diana Hulse-Killacky.

Marilyn A. Jefferson-Payne (AMCD) was unable to attend, and the Division was represented by Dottie Seales.

Michael J. Leahy (ARCA) was unable to attend, and the Division was represented by Donald Linkowski.

Other persons attending as guests or observers during all or part of the meeting included:

Jane C. Chauvin, ARVIC President-Elect
Doris Rhea Coy, ACA President-Elect-Elect

Isatu Induray, Director of Education of the Ministry of Education
in Gambia

Judith Kovacs-Long, AHEAD President

Beth Kravitz, Legal Counsel for ACA Insurance Trust

Paul Nelson, ACA Insurance Trust Director

Tom Ribis, ACA Consultant

Michael L. Riley, ACA Treasurer-Designate

John E. Sargent, Chair, ACA Insurance Trust

Harriet B. Saxton, Chair, North Atlantic Region

Clemmie Solomon, AMCD Past President

John D. Wilgeroth, Past Chair, North Atlantic Region

ACA Staff members attending as observers included:

Nettie Baldwin, ACA Assistant Executive Director

Leslie Copeland, ACA Public Affairs Specialist

Brenda Girton, ACA Associate Executive Director

W. Mark Hamilton, ACA Associate Executive Director

Kerry Hoggard, ACA Director of Membership

Ed McMillan, ACA Acting Chief Financial Officer

Richard Mozier, ACA Director of Finance

Ann Nolen, ACA Budget Coordinator

Christina Pappas, ACA Meetings Director

Nancy Pinson-Millburn, ACA Assistant Executive Director

Jennifer Sacks, Managing Editor, ACA Guidepost

Pat Schwallie-Giddis, ACA Associate Executive Director

Millie Wolesslagle, Secretary to the Executive Director

Approval of Agenda

The proposed agenda was discussed. A request was made that the issue of confidentiality be moved to be the first item on the agenda following approval of the Minutes.

It was moved by Smith and seconded by Humphrey that: The item of confidentiality be moved to be the second item on the agenda, immediately following approval of the Minutes. Motion passed (3 abstain).

It was moved by Bloch and seconded by Allen that: The Meeting Agenda be approved as amended. Motion passed.

Approval of Minutes

It was moved by Grisdale and seconded by Mitchell that: The Minutes of the March 10-12, 1993 Governing Council meeting be approved.

A question was raised regarding two motions in the Minutes that were adopted in Executive Session. The first of these concerned the motion

which appears in the March Minutes as "That the Executive Committee before the end of this meeting identify a weekend for the convening of a full Governing Council should the consultant's report necessitate it."

The maker of that motion in March advised that the wording was not as it had been submitted, and the secretary for the Executive Session stated that this was so.

It was moved by Bloch and seconded by Runte that: The Minutes of the March 10-12, 1993 Governing Council meeting be approved with the correction as indicated. Motion defeated (5 for; 9 against; 8 abstain).

The secretary for the Executive Session of March 10-12, 1993 then advised that in the case of the motion passed regarding the 1995 convention, the intent had been to record the vote.

It was moved by Humphrey and seconded by Mitchell that: The Minutes of the March 10-12, 1993 Governing Council meeting be approved as distributed. Motion passed (14 for; 5 against; 3 abstain). (It was agreed that the Minutes as approved would include recording of the vote against holding the 1995 convention in Denver.)

It was moved by Humphrey and seconded by Lampe that: The Minutes of the April 12, 1993 Executive Committee conference call meeting be approved.

Following considerable discussion, it was moved by Lampe and seconded by Bloch that: Approval of the April 12, 1993 Executive Committee minutes be tabled. Motion defeated (10 for; 5 against; 7 abstain). (It was noted that this motion to table requires a two-thirds vote of the body.)

It was then moved by Smith and seconded by Humphrey that: The body move into Executive Session to discuss these Minutes further. Motion defeated (7 for; 9 against; 5 abstain).

Following some further discussion, it was agreed to postpone further action on approval of these Minutes until later in the meeting.

Confidentiality Issues

There was discussion of the matter of confidentiality and what is meant by that. There were opinions expressed and questions raised on this issue.

Treasurer's Report

Treasurer Thelma Daley presented a report on the Association's finances. She provided information and background on all aspects of the financial situation and responded to questions from Governing Council members. There was a discussion of the report and questions from the floor.

After considerable discussion, it was moved by Maples that: The Financial Affairs Committee be strengthened beginning in 1994-95 by adding two members; one appointed by the immediate Past President and one by the President-Elect-Elect of ACA. Qualifications should include experience and understanding of accounting, auditing, and interest in the financial future of ACA. Motion died for lack of a second.

The Treasurer's report was for the Governing Council's information and there was no action taken.

Insurance Trust

The President called upon the Chair of the ACA Insurance Trust, John Sargent, to present a report on the status of the Trust.

It was moved by Humphrey and seconded by Mitchell that: The Governing Council move into Executive Session if we have confidential issues discussed.

Following further discussion, it was moved by Mitchell and seconded by Humphrey that: The Governing Council move into Executive Session.

It was moved by Bloch and seconded by Humphrey that: The motion on the floor be amended to permit President-Elect-Elect Doris Coy and Treasurer-Elect Michael Riley to stay in the meeting for the Executive Session. Motion passed.

Vote was then called for on the motion to move into Executive Session with the provision that Doris Coy and Michael Riley be permitted to stay. Motion passed.

At the conclusion of the Executive Session, the Governing Council continued in an open meeting, and the discussion of the Insurance Trust continued.

It was moved by Bloch and seconded by Carlson that: The Insurance Trust continue its oversight operation of the insurance

program and the Bylaws committee and ACA legal counsel be asked to bring recommendations to the September 1993 Governing Council regarding any modifications to the Insurance Trust's charter and the Trust's relationship to ACA. Motion passed (11 for; 8 against; 2 abstain).

It was moved by Smith and seconded by Humphrey that: We recommend to the Trust that they not continue to administer the insurance program and that we return to the "5% fee method" given our current fiscal situation.

Following discussion, it was agreed to postpone action on this motion until a later time in the meeting.

Governing Council Discussion

Following a recess for dinner, there began a general discussion of problems of communication, relationships, etc.

In order to continue this discussion, it was moved by Grisdale and seconded by Bloch that: The rules be suspended to permit the general discussion. Motion passed (14 for; 5 against; 3 abstain).

It was then moved by Humphrey and seconded by Smith that: Before the discussion continues, that the ACA staff members be asked to leave the meeting. Motion passed. (From this point, there are no recorded notes of that discussion.)

Insurance Trust

The president reminded the group that there was a motion on the floor regarding the insurance program. She indicated that a member of the Insurance Trust, Dr. Marvalene Hughes, had requested permission to address the Governing Council by telephone, prior to action being taken on this motion.

It was moved by Runte and seconded by O'Bryant that: Action be delayed on this motion until the Governing Council has heard from Marvalene Hughes. Motion passed (14 for; 3 against).

Roles and Functions

It was moved by Grisdale and seconded by Bloch that: President Richmond chair a committee to define the roles and functions of the President and President-Elect, and the roles and functions of the Executive Committee. Further, that this committee recommend Bylaws changes and Policies and Procedures changes related to the above definition that will be reported by the September 1993 Governing Council meeting. It is further recommended that on this committee, President Richmond appoint an ACA bylaws chair, a

Governing Council member who represents regions, a Governing Council member who represents large divisions, a Governing Council member who represents small divisions, a Governing Council member who is a former president of ACA, and a former Governing Council member who has served as parliamentarian for the Governing Council. Motion defeated (4 for; 18 against).

Insurance Trust

It was moved by Page and seconded by Humphrey that: In addition to a presentation by Marvalene Hughes, that the Governing Council also hear from the ACA legal counsel. Motion passed (9 for; 7 against).

It was moved by Page and seconded by Humphrey that: The Governing Council talk with the ACA legal counsel about the pros and cons of having the members of the Insurance Trust administer the business of the Insurance Trust vs. having the business administered by an outside company. Motion passed (16 for; 5 against).

Roles and Functions

It was moved by Maples and seconded by Houck that: The Organization, Administration and Management Committee (OAM) of 1993-94 be charged with defining the roles and functions of the President, President-Elect, and Executive Committee as a major responsibility for this year. Further, these definitions should be submitted with the advance working papers to the ACA Governing Council for action at the September 1993 meeting. Motion passed (12 for; 10 against).

It was moved by Hulse-Killacky and seconded by Carlson that: The Governing Council form small sub-groups to work for one-half hour to generate a list of terms or issues that require further clarification; to suggest appropriate sub-groups within the ACA structure that can address the terms or issues in time for the September meeting; and to then reconvene as a large group to take action on the suggestions made in the small sub-groups. Motion passed.

Insurance Trust

At this point in the meeting, the Governing Council listened by means of a speaker telephone to a presentation by Dr. Marvalene Hughes, a member of the ACA Insurance Trust. Dr. Hughes provided information from her perspective of the status of the Trust and on its activities, and responded to questions from the group.

Following the presentation by Dr. Hughes, the ACA legal counsel, Kim Zeitlin, also spoke to the group by means of the speaker telephone.

It was moved by Page and seconded by Humphrey that: The Governing Council move into Executive Session to hear Mr. Zeitlin's remarks. Motion passed. (As a result of this action, there are no notes of legal counsel's remarks.)

Following the presentation by legal counsel, the Governing Council again moved into open session.

Vote was called for on the motion that: We recommend to the Trust that they not continue to administer the insurance program and that we return to the "5% fee method" given our current fiscal situation. Motion defeated (9 for; 11 against; 1 abstain).

Roles and Functions

It was moved by Bloch and seconded by Carlson that: The group now move immediately to the subcommittee results and hear reports from each subcommittee fully before taking any specific action. Motion passed.

At this point, each subcommittee presented the list of items that had been developed.

Following presentation of the subcommittee reports, there was a brief discussion as to whether action was indicated on any of these.

It was moved by Lampe and seconded by Carlson that: The Executive Committee develop a procedure for Governing Council meetings that requires that all agenda items include the recommendations and rationale for these recommendations from each committee/body that acted on the items. Motion passed.

It was moved by Bloch and seconded by Hulse-Killacky that: The Governing Council seek positions from every Division and Region regarding the issue of dual responsibility of representatives and related confidentiality and communication issues, and that the Governing Council handle this through the OAM to report back to the Governing Council by September 1993.

It was moved by Humphrey and seconded by Carlson that: The motion on the floor be tabled. Motion passed, and the motion was tabled.

It was moved by Maples and seconded by Capuzzi that: A substitute motion be adopted that all items generated by this Governing Council small group activity be considered by the 1993-1994 Executive Committee or their designated persons, and be included as agenda items for the September 1993 Governing Council meeting. Necessary information should be included in the advance working papers to Governing Council members. Motion passed.

Consultant's Report

It was moved by Carlson and seconded by Lampe that: The Governing Council vote to hear the Consultant's report. Motion passed.

The consultant, Mr. Tom Ribis, advised the members of the Governing Council that it would not be possible for him to give a comprehensive report in the time remaining for the scheduled meeting. He therefore gave a brief overview and outline of his background and of how he conducted the study of the association. He then responded to questions from the group.

Meeting Procedures

It being time for the meeting to adjourn, it was moved by Grisdale and seconded by Runte that: The meeting be extended to 12:15 p.m. Motion passed.

It was moved by Mitchell that: The meeting be adjourned. As there was no second, the motion was lost.

Budget

It was moved by O'Bryant and seconded by Smith that: The internal budget adjustments to regional budgets and committee budgets as proposed by the Financial Affairs Committee be approved. Motion passed. The budgets for Regions and Committees, as adopted by this motion, are as follows:

- \$32,769 - Midwest Region
- 25,099 - North Atlantic Region
- 28,607 - Southern Region
- 18,843 - Western Region
- 395 - Nominations and Elections Committee
- 12,750 - Financial Affairs Committee
- 13,715 - Strategic Planning Committee
- 9,160 - Ethics Committee
- 10,290 - Media Committee
- 4,755 - Human Development Committee
- 18,925 - Human Rights Committee
- 17,710 - Interprofessional/International Collaboration Committee
- 17,010 - Organization, Administration, and Management Committee
- 17,150 - Professional Development Committee
- 20,255 - Professionalization Committee
- 16,860 - Public Awareness and Support Committee
- 59,321 - Public Policy and Legislation Committee
- 5,930 - Research and Knowledge Committee
- 34,893 - Additional Allocation to Committee Contingency

It was moved by O'Bryant and seconded by Capuzzi that: The recommended editorial change in wording in Policy 2.1 in the Treasurer's report be accepted. Motion passed. With this change, policy 2.1 in the Policies and Procedures Manual will now read as follows:

2.1 BALANCED BUDGET

The Financial Affairs Committee shall recommend a one-year balanced budget to the Governing Council. The proposed budget shall contain one or more line items identified as "goal reserve," totaling not less than one percent of the total anticipated expenditures. The goal is to establish an undesignated fund balance of two million dollars.

Approval of Minutes

It was moved by Runte and seconded by Capuzzi that: The Minutes of the Executive Committee meeting of April 12, 1993 and the Governing Council meeting of May 2, 1993 be approved. Motion passed (19 for; 1 abstain).

It was moved by Smith and seconded by Humphrey that: The Minutes of the April 20, 1993 and April 28, 1993 Executive Committee meetings be approved. The President ruled this motion out of order.

Meeting Procedures

It was moved by Grisdale and seconded by Duffy that: The meeting be extended by another five minutes, to 12:20 p.m. Motion passed (16 for).

It was moved by Mitchell and seconded by Humphrey that: The meeting be adjourned. Motion defeated (7 for; 11 against; 1 abstain).

Staff Reorganization

It was moved by Bloch and seconded by Duffy that: The Governing Council approve the reorganization of ACA staff as presented by the Executive Director in April 1993. Motion passed.

Executive Committee Representation

It was moved by O'Bryant and seconded by Bloch that: Diana Hulse-Killacky be approved as the member of the Executive Committee from the Governing Council to represent underrepresented populations. Motion passed.

Minneapolis Convention

President-Elect Beverly O'Bryant outlined a proposal for a President's Life Enrichment Award to be presented at the ACA annual convention. She requested the Governing Council's approval to carry out this proposal. (The proposal for a President's Life Enrichment Award is attached to these Minutes as Appendix A.)

It was moved by O'Bryant and seconded by Grisdale that: The Governing Council approve the proposal as outlined by the President-Elect. Motion passed.

Legislative Grants

It was moved by Bloch and seconded by Humphrey that: The Legislative Grants be approved as presented. Motion passed. (The list of legislative grants is attached to these Minutes as Appendix B.)

Adjournment

The meeting of the ACA Governing Council was adjourned at 12:23 p.m., on May 16, 1993.