

ACA GOVERNING COUNCIL MEETING

Action Minutes February 18-20, 1994

In the reporting of the Minutes from the February 1994 Governing Council meeting, all action items are recorded in the order in which the action was taken. The Index on pages i and ii lists the topics in alphabetical order, and shows the page(s) on which action is given for each item.

Call to Order

The Governing Council meeting was called to order at 9:05 a.m., February 18, 1994, at the ACA Headquarters in Alexandria, Virginia. President Beverly J. O'Bryant presided. Governing Council members present for all or part of the meeting were as follows:

Jackie M. Allen, Western Region
Carol G. Barr, Southern Region
Dave Capuzzi, AADA
Doris Rhea Coy, President-Elect, ACA
James M. Duffy, NECA
Robert Godinez, Parliamentarian, ACA
George A. Grisdale, AAC
Rae C. Gundersen, Midwest Region
Thomas W. Hosie, ACES
Diana Hulse-Killacky, ASGW
Rosalie Humphrey, ASCA
Marilyn A. Jefferson-Payne, AMCD
Judith Kovacs-Long, AHEAD
Michael J. Leahy, ARCA
Mary Finn Maples, ACCA
Carole W. Minor, NCDA
Beverly J. O'Bryant, President, ACA
Richard C. Page, IAAOC
Lee J. Richmond, Past President, ACA
Michael L. Riley, Treasurer, ACA
Pat Schwallie-Giddis, Acting Executive Director, ACA
Howard B. Smith, AMHCA
John D. Wilgeroth, North Atlantic Region

IAMFC Representative Jon D. Carlson was unable to attend the meeting, and the Division was represented by Don W. Locke, President-Elect of IAMFC.

ASERVIC Representative Richard J. Mucowski, had had to resign from the Governing Council, and the Division was represented by Jane C. Chauvin, President of ASERVIC.

President O'Bryant had asked Dr. Jerry Donigian to serve as Process Observer for this Governing Council meeting, and Dr. Donigian attended the meeting and functioned in this capacity throughout the meeting.

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

Carol Bobby, CACREP Executive Director
Joyce M. Breasure, ACA President-Elect-Elect
Trish DiPetri, ACA Meeting Services Coordinator
Roberta M. Driscoll, AMHCA President
Harriet Glosoff, ACA Assistant Executive Director
Mark Hamilton, ACA Director of Continuing Education and Planning
Kerry Hoggard, ACA Director of Membership and Marketing
Crystal Kassler, Representative, Grant Thornton (Auditors)
Courtland Lee, Chair, ACA Media Committee
Kevin Madden, Representative, Grant Thornton (Auditors)
Richard Mozier, ACA Controller
Carol Neiman, ACA Assistant Executive Director
Christina Pappas, ACA Director of Meeting Services
Mary Lyn Pike, AMHCA Executive Director
Jennifer Sacks, ACA Director of Communications
Gloria S. Smith, Chair, Counseling and Human Development Foundation
Helen Stidham, ACA Assistant Executive Director
Scott Swirling, ASCA Executive Director
Laura Watson, ACA Human Resources Manager
Millie Wolesslagle, Secretary to the Acting Executive Director
Richard Yep, ACA Assistant Executive Director

Approval of Governing Council Meeting Rules

The Parliamentarian called attention to the Standing Rules for the conduct of the Governing Council meeting. He pointed out several specific areas that the Governing Council members needed to be particularly aware of during the course of the meeting.

Approval of Meeting Agenda

President O'Bryant called attention to the agenda for the meeting and submitted the time sensitive items that had been submitted after agenda review and approval. She also noted that the content as well as the ordering for the agenda were unanimously agreed upon by the Executive Committee in its agenda review process. President O'Bryant stated that the reports given by the President, Past President, Acting Executive Director, Treasurer, Trust and Foundation were to provide a complete and comprehensive review of where we were to date, and that the President-Elect's report was to carry us into the future. She also noted the Executive Committee consensus that finances and related issues, followed by time sensitive professional issues around diversity, disaster training, and IAMFC be handled prior to issues of organizational structures.

It was moved by Richmond and seconded by Smith that: The Meeting Agenda for this Governing Council meeting be approved as amended. Meeting passed.

Approval of Minutes

It was moved by Smith and seconded by Locke that: The Minutes of the Governing Council meeting of September 11-13, 1993 be approved. Motion passed.

It was moved by Allen and seconded by Chauvin that: The Minutes of the Governing Council meeting of September 26, 1993 be approved. Motion passed.

It was moved by Locke and seconded by Chauvin that: The Minutes of the Executive Committee meeting of November 24, 1993 be approved. Motion passed.

It was moved by Maples and seconded by Page that: The Minutes of the Executive Committee meeting of September 7, 1993 be approved. Motion passed.

It was moved by Coy and seconded by Allen that: The Minutes of the Executive Committee meeting of February 16, 1994 be approved.

There was discussion as to whether approving these minutes included approval of the Acting Executive Director's motion, and in the discussion, by agreement of maker and seconded the motion was withdrawn.

Following further discussion and clarification, It was moved by Maples and seconded by Locke that: The Governing Council accept the Minutes of the Executive Committee meeting of February 16, 1994. Motion passed.

President's Report

President Beverly J. O'Bryant called attention to her written report and she then highlighted specific portions of that report for the Governing Council's information. No action was required on the President's report. (The President's Report is attached to these Minutes as Appendix A.)

President-Elect's Report

President-Elect Doris Coy reported on her plans and activities for the coming year. Her report was for information only and did not require Governing Council action. (The President-Elect's Report is attached to these Minutes as Appendix B.)

Past President's Report

Past President Lee Richmond submitted a written report and highlighted major areas of that report. Her report was for information only, and no Governing Council action was required on the report. (The Past President's Report is attached to these Minutes as Appendix C.)

Report from Auditors

Crystal Kassler and Kevin Madden from the auditing firm of Grant Thornton reported to the Governing Council on the status of the audit and distributed to members of the group a draft of the audit report. They discussed at length the procedures they had used and their findings in carrying out the audit. They also responded to questions from members of the Governing Council. (A summary of the Auditors' Report is attached to these Minutes as Appendix D.)

Counseling and Human Development Foundation Report

Dr. Gloria Smith, Chair of the Counseling and Human Development Foundation reported to the Governing Council on the activities of the Foundation. She summarized the discussions that had been held following the Foundation's receipt of the directive from the September Governing Council and the fact that it was not possible for the Foundation to legally do as requested in that directive. She also outlined the meetings and negotiations that had taken place surrounding the financial situation of ACA and the question of liability on the part of the Foundation in connection with the mortgage on the building. Dr. Smith distributed copies of a document detailing all of these events to the members of the Governing Council.

Following considerable discussions and questions by the Council with the CHDF Chair, the following was read into the record by Council member Mary Maples:

In 1979 and 1980, the Counseling and Human Development Foundation was directly controlled by APGA because all of the assets from the sale of 1605-1607 New Hampshire Avenue had to be placed somewhere where the Governing Council could not touch it for operating expenses. This was one reason the Foundation was organized. The money was placed in the hands of the Foundation with the expectation that the Foundation would be able to use the money until such time as APGA settled on new property. The Board of Directors at that time wanted to protect the funds. The expectation at that time was that the assets would be placed with the Foundation and would revert to APGA when all monies for new properties were settled. Further, the separate incorporation was requested by the Trustees in 1981 because they felt they could not raise funds when directly controlled by a professional organization.

In 1981 the Board of Directors approved separation so the Foundation could raise money independently. It was expected and anticipated that when we purchased new property, that CHDF would be financially independent at that time because of the amount of money they raised through various means. The Foundation was allowed to incorporate separately so that they would not be tied in. If we have the history, everything I am now telling you will be supported. It is not a they and we situation. Don't know why we have come up with all of these legal opinions.

Treasurer's Report

Following the presentation of the report by CHDF Chair Gloria Smith, the auditors returned to respond to additional questions from Governing Council members. At the conclusion of the presentation by the Auditors, Treasurer Michael Riley presented his report. He called attention to the current association budget as well as a preliminary budget for FY 1995. He commented on a number of areas in the budget, and responded to questions from the floor on various portions of the materials that he had distributed.

There followed a lengthy session during which many questions were raised on various aspects of the Association's financial situation and on possible things that might be done to try to alleviate that. It was noted that some motions for action would be presented later in the meeting.

Acting Executive Director's Report

Acting Executive Director Pat Schwallie-Giddis made a report on the financial status of the association and on steps being taken to remedy that. She presented a number of suggestions for the Governing Council's considerations. (The Acting Executive director's Report is attached to these Minutes as Appendix E.)

ACA Insurance Trust Report

Mr. John Sargent, Chair of the ACA Insurance Trust, was unable to attend and submitted the report of the Trust via ACA President O'Bryant as a demonstration of revitalized commitment to work together. As noted in President O'Bryant's report and in the report of the Trust, the ACA Trust Trustees provided much needed assistance with December 1993 bank negotiations as well as assistance in acquiring a new loan. (The Insurance Trust report is attached to these Minutes as Appendix F.)

Acting Executive Director's Contract

(By Policy and Procedure, the Executive Committee is designated to develop the (Acting) Executive Director's contract. This was done with assistance from the former Director of Resource Management. The contract was then offered to the Acting Executive Director by the President. It was accepted. During the Executive Session, the process, procedure, and contract were shared with the Governing Council.)

It was moved by Coy and seconded by Gundersen that: The Governing Council move into Executive Session to discuss this topic. Motion passed.

It was moved by Coy and seconded by Allen that: President-Elect-Elect Joyce Breasure be permitted to remain for the Executive Session. Motion passed.

It was moved by Locke and seconded by Maples that: Process Observer Jerry Dernigian also be permitted to remain for the Executive Session. Motion passed.

The Governing Council then moved into Executive Session to further discuss this matter. As a result of the discussion in the Executive Session, the Governing Council agreed to accept the contract with Pat Schwallie-Giddis, ACA Interim Executive Director, as modified and approved by the ACA Executive Committee.

Commitment to Mission in Establishing 1994-95 Budget

It was moved by Maples and seconded by Capuzzi that: The Governing Council commit to the following mission statement in establishing the 1994-95 budget: "That ACA develop a budget that will reflect solid and singular emphasis on programs and services to present members and to making these programs and services so attractive as to recruit additional members. Motion passed.

Actions Regarding Finances

It was moved by Page and seconded by Humphrey that: The budget for Regions be reduced by \$100,000 next year, and that for this year there be a reduction of \$10,000 for the balance of the year. This policy to be effective until the financial situation is solved.

Following some discussion of the motion, it was moved by Barr and seconded by Locke that: The motion on the floor be tabled. Motion passed, and the motion was tabled.

Recommendation to CHDF Foundation

It was moved by Wilgeroth and seconded by Hosie that: The Counseling and Human Development Foundation be requested to resume its investigation and negotiations to secure refinancing for the mortgage of 5999 Stevenson Avenue property. Motion passed.

Agenda Change

It was moved by Grisdale and seconded by Hulse-Killacky that: Discussion of structural issues be suspended until the April 1994 Governing Council meeting and that this meeting will focus on financial and professional issues. Motion passed.

Budget Reduction

It was moved by Locke and seconded by Barr that: The total ACA Budget (1994) excluding salaries and fringe benefits (\$5,063,745.00) be reduced by a minimum of five percent (\$253,187.25). Motion passed.

Suite Costs

It was moved by Duffy and seconded by Hulse-Killacky that: Any Division or Region that desires a suite for the Minneapolis Convention be required to absorb all costs associated with that suite. Following discussion of the motion, including the fact that suite assignments have already been completed for Minneapolis, the motion was withdrawn.

Committee Budgets

It was moved by Minor and seconded that: All committee and regional activities that require costs to ACA be suspended for 1994 and that no costs be incurred after March 1, 1994, and that for the remainder of the year the activities of committees and regions will occur at convention and not outside of the convention. Following considerable discussion of problems that such a directive would cause, the motion was withdrawn.

It was moved by Locke and seconded by Smith that: The Committee budgets be reduced by a minimum of five percent. Discretion is left to the President to work with Committee chairs to accomplish this. Motion passed.

Division Rebates

It was moved by Grisdale and seconded by Gundersen that: For 1994, Division conference rebates be suspended. Motion passed.

Dues Increase

It was moved by Page and seconded by Smith that: There be a dues increase of \$20.00 per member for 1995, this to include both professional and regular dues.

It was moved by Locke and seconded by Kovacs-Long that: The motion be tabled. Motion defeated (10 for; 13 against) and discussion continued.

In the discussion that followed, a friendly amendment was proposed that: The amount of increase be changed to \$15.00, thus making dues an even \$100.00. Friendly amendment accepted.

Vote was then called for on the motion as revised, that: There be a dues increase of \$15.00 per member beginning July 1, 1994, and that this include both professional and regular members. Motion passed.

Life Membership

It was moved by Grisdale and seconded by Gundersen that: For a one year duration, May 1, 1994 to April 30, 1995, a life time membership be offered for \$1,500.00. Motion passed.

Co-Mingling of Funds

It was moved by Minor and seconded by Page that: The Executive Director take action to cease the practice of co-mingling funds. Motion passed.

Executive Director Search

The Governing Council moved into Executive Session to hear the progress report from the Executive Director Search Committee.

This discussion was held in Executive Session to preserve the anonymity of the applicants. The discussion and resulting action motions involved:

- (a) procedures relative to final interviews and selection process
- (b) final budget
- (c) presentation of candidates to Governing Council and selection by Governing Council
- (d) contract negotiations.

Following the Executive Session, it was moved by Capuzzi and seconded by Kovacs-Long that: The Governing Council approve the actions taken during the Governing Council Executive Session on the afternoon of February 19, 1994. Motion passed.

Management Agreement

It was moved by Humphrey and seconded by Smith that: ACA staff develop and negotiate with the divisions and corporate entities a general written management agreement between ACA and the divisions and corporate entities which will set forth the daily operational roles to be assumed by each organization, the basic services to be provided by ACA at no direct charge to the divisions and corporate entities, and the basic services to be provided by ACA to the divisions and corporate entities for a fee with the individual service costs delineated; that the cost of providing the basic services for which no charge will be made be determined and referenced in the general written management agreement; that the general written management agreement be completed not later than June 30,

1994, for implementation on July 1, 1994; that individual, specific management agreements and/or contracts be negotiated between ACA president and/or staff and the president and/or staff of each division and corporate entity for services, programs, or other business relationships unique to that division or corporate entity; that the individual management agreements and/or contracts contain a reconciliation of all financial transactions between ACA and the division or corporate entity since July 1, 1993, and a payment plan and timeline for the repayment of net funds owed by ACA to the division or corporate entity; that the first individual management agreements and/or contracts between ACA and the divisions and corporate entities containing the financial transaction reconciliations and payment plans be completed not later than June 30, 1994; and that the ACA President and Acting Executive Director approve, and sign, all general or individual management agreements and/or contracts on behalf of ACA. Motion passed.

Pricing of Publications

It was moved by Minor and seconded by Locke that: The Communications Director be directed to review pricing of publications (exclusive of journals) and raise prices appropriately -- in a suggested range of 10% to 20%. Motion passed.

Division Financial Assistance

It was moved by Duffy and seconded by Humphrey that: Each Division representative on the Governing Council return to their respective governing bodies and present to them a request that they forgive every portion of debt that ACA has with them up to whatever portion they can forgive.

Following discussion of this motion, it was moved by Grisdale and seconded by Chauvin that: The motion be deferred. Motion passed and the motion was deferred.

It was moved by Minor and seconded by Kovacs-Long that: The President of ACA communicate to all divisions the regrets of the Governing Council that ACA has spent their money without permission, unbeknownst to the members of the Governing Council, and also commit to cease that practice immediately and to repay the debt as ACA levels its financial position.

Following discussion of the motion, the motion was withdrawn.

At this point, it was agreed to bring back to the floor the motion that had been tabled. That motion, as re-worded, now reads as follows: It was moved by Duffy and seconded by Humphrey that: Each Division representative on the Governing Council return to their respective governing bodies and present to them a request that they forgive whatever portion of debt ACA has with them that they are capable of doing up to and including 100%. The results are to be brought to the April 1994 Governing Council meeting. This provides an opportunity to show support for ACA and participate in the solution.

Following considerable additional discussion, the motion was again re-worded, to read as follows: That each Division and Region representative on the Governing Council return to their respective governing bodies and ask them how they might assist ACA in the financial matters.

It was moved by Kovacs-Long and seconded by Locke that: The question be moved on this motion (that the motion be voted on). Motion passed.

Vote was then called for on the motion that: Each Division and Region representative on the Governing Council return to their respective governing bodies and ask them how they might assist ACA in the financial matters. Motion passed.

Utilization of Headquarters Building

It was moved by Chauvin and seconded by Capuzzi that: The Executive Director be directed to explore the maximum utilization of the headquarters building. Motion passed.

Fund Raising Campaign

It was moved by Smith and seconded by Wilgeroth that: A fund raising campaign be initiated, working in conjunction with the Counseling and Human Development Foundation, and a plan be presented at the April 1994 Governing Council meeting, and that ACA staff develop the plan. Motion passed. (Rationale: This speaks to the cash flow problem - works with CHDF and acknowledges the relationship - yet gives ACA control over income.)

Governing Council Reimbursement

It was moved by Grisdale and seconded by Gundersen that: For the April 1994 meeting, only double rooms will be authorized for Governing Council members. Members wishing single rooms will pay the difference between single and double room cost. Motion defeated.

It was moved by Grisdale and seconded by Gundersen that: For the April 1994 ACA Governing Council meeting, only three days room and per diem be allowed for Governing Council members. Motion passed.

Governing Council Meeting Schedule

It was moved by Kovacs-Long and seconded by Humphrey that: The Fall Governing Council meeting be rescheduled to be Friday, September 23, 1994 through Sunday, September 25, 1994. Motion passed.

Financial Information

It was moved by Minor and seconded by Maples that: The Financial Affairs Committee be directed to provide each Governing Council member with a copy of the line item budget for FY 1995 by April 1, 1994. This would also include the line item comparison with both the budget and expenditures for FY 1994. Motion passed.

It was moved by Minor and seconded by Capuzzi that: The President appoint a subcommittee of the Governing Council to write an article, using excerpts from the audit report and the Acting Executive Director's report to the Governing Council, to be published in the April Guidepost in a good faith effort to provide the membership with information as to our current status. It is further moved that the President send the article along with copies of the Governing Council motions relating to financial issues passed at this meeting to all Division Presidents and Elects, Region Chairs and Elects, the Chairs and Executive Directors of all Corporate Affiliates, and the Governing Council members. Motion passed.

Travel Agency

It was moved and seconded that: All volunteers and staff and others travelling on ACA business are required to utilize the official ACA travel agency (Adelman Travel). Motion passed.

Leadership Meeting

It was moved by Duffy and seconded by Chauvin that: The July 1994 Leadership meeting be cancelled in order to assist ACA in bringing expenses in line with revenue.

Following considerable discussion of all aspects of taking this action, the motion was withdrawn.

IAMFC Resolution

It was moved by Locke and seconded by Kovacs-Long that: The resolution entitled "Resolution by the IAMFC" concerning proactive resolution of differences of opinion be approved as submitted, with the amendment to remove the last phrase and place a period after "AAMFT". Motion passed. The resolution, as adopted by this motion, reads as follows:

WHEREAS, The mental health needs of individuals, couples, families and groups are of primary concern to the members of the American Counseling Association and the American Association for Marriage and Family Therapy; and

WHEREAS, There has been disagreement and conflict between professional counselors and marriage and family therapists, and conflict is detrimental to the public and practitioners;

THEREFORE, BE IT RESOLVED THAT, ACA and AAMFT agree to address proactively resolution of the differences of opinion which exist within ACA and AAMFT.

Creation of Cadre of Master Trainers

It was moved by Minor and seconded by Hulse-Killacky that: The Human Rights Committee be commended for bringing forward the motions for increasing multicultural sensitivity and training within ACA and that the Committee be requested to provide additional information to enable the Governing Council to deal with them at the April 1994 Governing Council meeting as follows: (a) Develop an operational definition of "multicultural"; (b) State the credentials or expertise that Master Trainers should possess; and (c) Identify the selection process for Master Trainers. Motion passed.

Nominations and Elections

It was moved by Richmond and seconded by Duffy that: The candidate forum at the annual convention be eliminated, and that this change be made in the Nominations and Elections Handbook. Motion passed.

Convention Refund Policy

It was moved by Maples and seconded by Minor that: The July 1, 1993 Policies and Procedures Manual, page 56, be reflected in the following change: Delete E in Section 20.8 and replace with "a voucher/coupon for the following year's convention will be issued, less the processing fee, for any refund after the deadline date has passed." Motion passed.

Guidepost Name Change

It was moved by Barr and seconded by Kovacs-Long that: The name of Guidepost be changed to Counseling News effective July 1, 1994. Motion passed.

American Red Cross

It was moved by Gundersen and seconded by Grisdale that: The Governing Council accept the statement of understanding with the American Red Cross. Motion passed.

ERIC/CASS Invitational Conference

It was moved by Capuzzi and seconded by Grisdale that: ACA collaborate with ERIC/CASS on the Invitational Conference on Violence in the Schools. Motion passed. (It was noted that there is no intent in this motion to financially obligate ACA.)

Leadership Meeting

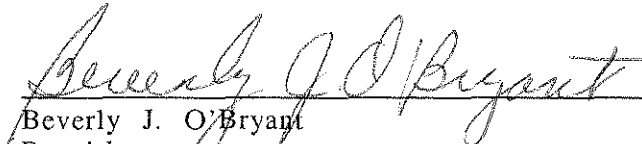
It was moved by Duffy and seconded by Chauvin that: The summer leadership conference be held with only Division Presidents and Elects and Region Chairs and Elects funded by their individual entities.

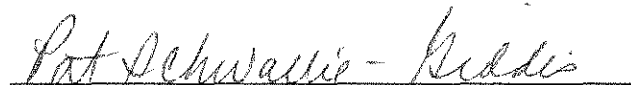
Following some discussion, it was moved by Grisdale and seconded by Allen that: Action on this item be deferred until the April 1994 Governing Council meeting. Motion passed, and this will be placed on the Agenda at the April 1994 meeting.


Adjournment

The meeting of the ACA Governing Council was adjourned at 11:55 a.m., on February 20, 1994.

Respectfully submitted,


Beverly J. O'Bryant
President


Pat Schwallie-Giddis
Acting Executive Director


Mary E. Janicke
Administrative Assistant

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