



**AMERICAN COUNSELING
ASSOCIATION**
counseling.org

**Governing Council Meeting
August 26, 2021
Conference Call**

Minutes

The ACA Governing Council meeting was called to order on Thursday, August 26, 2021 at 3:03 pm ET. President S. Kent Butler presided. Governing Council members present for all or part of the meeting were as follows:

S. Kent Butler, President
Kimberly Frazier, President-elect
Sue Pressman, Past President
Maria Gonzalez, Parliamentarian
Norma Day-Vines, Process Observer
Richard Yep, CEO, Ex-officio
Wendy Killam, Governing Council Representative, AADA
Hayley Stulmaker, Governing Council Representative, ACAC
Stella Beatriz Kerl-McClain, Governing Council Representative, ACC
Monica Osburn, Governing Council Representative, ACCA
Marty Jencius, Governing Council Representative, ACES
Mark Scholl, Governing Council Representative, AHC
Catherine Chang, Governing Council Representative, AMCD
Michael Hartley, Governing Council Representative, ARCA
Harriet Glosoff, Governing Council Representative, ASERVIC
Christine Suniti Bhat, Governing Council Representative, ASGW
Rachael Goodman, Governing Council Representative, CSJ
Leigh Falls Holman, Governing Council Representative, IAAOC
Dannette Berksteiner, Governing Council Representative, MGCA
Lisa Severy, Governing Council Representative, NCDA
Seneka Arrington, Governing Council Representative, NECA
Jane Rheineck, Governing Council Representative, SAIGE
Jason Marotzke, Governing Council Representative, Midwest Region
Summer Reiner, Governing Council Representative, North Atlantic Region
Elizabeth Forsyth, Governing Council Representative, Western Region
Ashlei Rabess, Student Governing Council Representative
Carol Smith, Organizational Affiliate Observer, IARTC

Danica Hays, Governing Council Representative, AARC; Ryan Carlson, Governing Council Representative, IAMFC; Hillary Press, Governing Council Representative, Southern Region; Angie Schubert, Organizational Affiliate Observer, ACCSW were not present.

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Others in attendance at the meeting as staff or observers include:

Tianka Pharaoh, ACA President Graduate Assistant
Dave Jackson, Chief Financial Officer
Natasha Rankin, Chief Strategy Officer
Tiffany Erickson, Chief Communications and Engagement Officer
Angela Thompson, Chief Human Resources and Diversity Officer
Lynn Linde, Chief Knowledge and Learning Officer
Brian Banks, Director, Government Affairs and Public Policy
Theresa Holmes, Director, Conference Planning and Events
Brandi McIntyre, Governance and Executive Office Manager
Amy Smith, Governance Administrator

Welcome and Chair's Remarks

President Butler welcomed everyone to the conference call and called the meeting to order.

Approval of Agenda

- It was moved by H. Glosoff and seconded by M. Osburn to approve the agenda with the addition of the ACA President-elect slate and the CEO Search.

MOTION CARRIED

Consent Agenda


- It was moved by H. Stulmaker and seconded by M. Jencius to accept the consent agenda as presented.

MOTION CARRIED

Financial Report

Treasurer E. Hines presented the following:

- As of June 2021, ACA is reporting a net operating income of over \$2 million. These financials will not be final until they are audited this fall. This is a result is a combination of the following items:
 - Membership dues revenue over expected budget by over \$500,000. Membership increased by over 4,000 over the fiscal year.
 - Publication revenue surpassed budget by almost \$400,000.
 - ACA benefited from the CARES Act recognizing over \$800,000 in revenues.
 - Total expenses for the year were almost \$1 million under budget.
- ACA's balance sheet is healthy as of June 30, 2021, with almost \$2 million in cash and over \$11.5 million in investments.
- For the financial statement ending July 31, 2021, we are off to a good start with ACA showing a net operating income of \$169,000 ahead of budget for the following reasons:
 - Revenues are ahead of budget by around \$130,000. Membership dues and Publications outperformed budget expectations in this first month of fiscal year 2022.

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- Expenses are mostly on target or under budget, showing a total of \$40,000 under budget overall.

CEO Update

CEO Yep began his update emphasizing the incredible year that ended on June 30, 2021. He thanked all the staff and volunteer leaders for all the work they did to make this happen.

For the 2022 conference we are looking at an in-person event in Atlanta next April. We will be observing all CDC guidelines (with the variance, we don't know how that will change), but right now we must reduce our maximum conference attendance to 1,750 attendees. We usually have enough space to accommodate more than 4,000, but with the new guidelines that number is significantly reduced. One thing we learned from the Virtual Conference Experience is that we had more attendees than in the last 40 years. Also, 70% of those attendees had never attended an ACA conference. Right now we are looking at three possible choices:

- We can forget about the virtual attendees and focus everything on the in-person conference.
- Another option is to do a hybrid conference where we run two conferences simultaneously by having the technology in live rooms to broadcast to people around the world.
- The third option is to consider two distinct events, the in-person Atlanta event followed by a virtual conference a few months down the road. That allows us to create two unique marketing campaigns, but we tie the events together.

Based on attendee feedback, we will end the in-person event on Saturday evening instead of stretching it into Sunday. We would think about providing space for committees, divisions, regions, partner organizations, etc. at the beginning of the event. That would allow all attendees to attend conference sessions for two full days.

After several months, we are in the final stretch of committing to new offices for ACA. The survey that was administered showed more than 70% of staff were willing to work 3-5 days per week from home.

The CEO update concluded with CEO Yep encouraging the Governing Council to share via ACA Connect what areas they would like to learn more about so they can be that exemplary board.

Generative Discussion and Breakout Rooms

President Butler announced that the Governing Council will be going into breakout rooms to conduct a generative discussion. The discussion question was: How is a new counselor's career arc going to look similar to and different from yours? How does that affect how ACA will serve them?

The Governing Council broke out into six groups to discuss this. When they came back, each group reported out on their discussion.

Board Structure Discussion

D. Berksteiner (co-chair of the Governance Taskforce) lead a discussion regarding the board structure. A survey was sent out to all Governing Council members from the last 20 years. The results indicated that for the past 20 years, the operations and the governance of the Governing Council has been average, and not necessarily operating on an exemplary level. There was quite a bit of information that came out of the survey to include that we need to move the operations into more of a 21st century model as opposed to the 20th century model that we have been operating on. More than half of the participants indicated that there is a need for a continuance committee that will be observing the operations and the governance and updating some of the mentorship process of Governing Council members, the training of Governing Council members, and making sure those things are up to date, as well as ensuring that we have an outside consultant that will come in and provide us with some action steps in moving forward.

- It was moved by H. Glossoff and seconded by S. Arrington to accept both motions presented by the Governance Taskforce.

MOTION CARRIED

- It was moved by M. Jencius and seconded by M. Hartley to amend the consultant motion to add with the intention of developing a 10–12-member board.

MOTION FAILS

Motion #1

That the Governing Council direct the CEO to retain the services of an external consultant on behalf of ACA who will review ACA Governance Structure and Processes and provide recommended actions to improve board function.

Motion #2

That the Governing Council form a new standing committee: Governance and Board Operations Committee.

ACA President-elect slate discussion


The Governing Council discussed the policy change previously brought forth by the Nominations and Elections Committee and approved by the Governing Council. The question of allowing additional individuals to be added to the slate based on this policy change was introduced, but not moved forward.

CEO search discussion

President Butler discussed the CEO search process, including the timeline and formation of the CEO Search Committee.

In-person Governing Council Meeting

CEO Yep provided logistical information for the in-person meeting in September. The meeting will be held at the Grand Hyatt in Washington, DC from September 23-26, 2021. Housing and



travel forms will be sent out and need to be returned by September 3, 2021. As a reminder, we will be following all current CDC guidelines.

Process Observer

N. Day-Vines presented observations from the meeting.

Adjournment

Governing Council adjourned at 4:59 pm ET by consensus.