

**Governing Council Meeting
March 20-21, 2012**

Minutes

The ACA Governing Council meeting was called to order at 8:43 a.m., March 20, 2012 at the Hilton Hotel, San Francisco, CA. President Don W. Locke presided. Governing Council members present for all or part of the meeting were as follows:

Annette Bohannon, Southern Region	Vonda Long, Process Observer
Loretta J. Bradley, IAMFC	Brenda Melton, ASCA
Kay T. Brawley, NECA	Nancy Heller Moskowitz, AMHCA
Brian Canfield, ACA Treasurer	Blair Mynatt, Student Representative
Craig Cashwell, ACES	Patty Nunez, ARCA
Hugh C. Crethar, CSJ	E. H. Mike Robinson, ASERVIC
Joseph D. Dear, Western Region	Jane Rheineck, AADA Observer
Thelma Duffey, ACC	Pat Schwallie-Giddis, NCDA
Kelly Duncan, Midwest Region	Robert Smith, ACA Parliamentarian
Bradley T. Erford, ACA President-Elect	M. Carolyn Thomas, ASGW
Marcheta Evans, ACA Past President	Michael Walsh, AHC
Perry Francis, ACCA	Joshua Watson, AACE Observer
Kelley Romaine Kenney, North Atlantic Region	Cirecie A. West-Olatunji, AMCD
Todd Lewis, IAAOC	Joy S. Whitman, ALGBTIC
Don W. Locke, ACA President	Richard Yep, ACA Executive Director

A. Robert Iverson, ACEG was not in attendance.

Others in attendance at the meeting as guests or observers include the following:

Tolga Aran, Turkish Counseling Association
Deb Barnes, Assistant Executive Director for Finance
Carol Bobby, President and CEO, CACREP
Denise Brown, Director of Member Programs
Alan Burkard, ASCA President
Kent Butler, AMCD President
Tom Clawson, President and CEO, NBCC
Holly Clubb, Director, Leadership Services
Rebecca Daniel-Burke, ACA Special Projects Director
Thelma Daley, ACA Audit Committee Chair
Kim Frasier, ACA Member
Rick Gressard, CACREP Board Member
John Hakemian, NECA Executive Director
W. Mark Hamilton, AMHCA Executive Director
Theresa Holmes, Senior Meetings Coordinator
Brandon Hunt, Chair NBCC Board of Directors
Janet Windwalker Jones, ACA Member
David Kaplan, Chief Professional Officer
Gerard Lawson, ACES President
Lynn Linde, ACA Treasurer Designate
Carol Neiman, Deputy Executive Director
Mark Pope, Former ACA President
Manivong Ratts, CSJ President
Stacy Shaver, Executive Assistant
Richard Wong, Executive Director, ASCA

50,000 Goal Membership Success

It was moved by Kay Brawley and seconded by N. Moskowitz that: The 2012 Governing Council applaud the outstanding achievement of Denise Brown and her team for accomplishing President Don Locke's goal of ACA Member 50,000 plus. This achievement was made possible by her creative and diligent use of tools and techniques both to recruit new and retain existing members. Motion passed unanimously.

Approval of the Agenda

Agenda changes: move the Treasurer's Report and Financial Affairs motions to follow the Consent Agenda.

It was moved by C. Cashwell and seconded by B. Erford to: Approve the agenda as amended. Motion passed.

Parliamentarian's Remarks and Meeting Rules

Parliamentarian Robert Smith provided remarks and guidelines for the meeting.

Reports from the Officers

Written reports were submitted by the President, President-Elect, and Past President. Richard Yep presented the Executive Director's report using a PowerPoint presentation. These reports were for information only and did not require Governing Council actions.

It was moved by P. Schwallie-Giddis and seconded by C. Thomas to: Commend the Executive Director and the Staff of ACA for the exemplary job they are performing. Motion passed.

Approval of Consent Agenda

It was moved by K. Duncan and seconded by C. Cashwell to: Approve the Consent Agenda. Motion passed.

Consent Agenda:

- Approval of Minutes:
 - ACA Governing Council – October 13-15, 2011
 - Executive Committee – October 15, 2011
- Approval of Appointments Submitted by President-elect Brad Erford:

Audit Committee

Chair – Jane Goodman - 2012-2013

Committee Members:

- Kelley Kenney Professional Member 2012-2015
- Eli Zambrano Professional Member 2012-2015

Awards Committee

Chair – Carrie Wilde - 2012-2013

Committee Members:

- Carol McGinnis Professional Member 2012-2015
- Joshua Watson Professional Member 2012-2015
- John Super Student Member 2012-2013

Branch Development Committee

Chair – Gwen Hitt - 2012-2013

Committee Members:

- Denise Park Student Member 2012-2103

Bylaws and Policies Committee

Chair - Don McCormick - 2012-2013

Committee Members:

- Paul Peluso Professional Member 2012-2015
- Nicole Ness Student Member 2012-2013

Ethics Committee

Chair – Mike Walsh - 2012-2013

Co-Chair – Kathryn Henderson - 2012-2013

Committee Members:

- Holly H. Moorhead Professional Member 2012-2015
- Kirk Bowden Professional Member 2012-2015
- Patrick Mullen Student Member 2012-2013

Ethics Appeal Panel

Chair – Lynn Linde - 2012-2013

Committee Members:

- Stephanie Dailey Professional Member 2012-2015

Graduate Student Committee

Chair – Victoria Kress - 2012-2013

Student Co-Chair – Nicole Adamson - 2012-2013

Committee Members:

- Amanda Thom-Evans Professional Member 2012-2015
- Nelson Sanchez Student Member 2012-2013
- Matthew Glowiak Student Member 2012-2013

Human Rights Committee

Co-Chair – Rhonda Bryant - 2012-2013

Co-Chair – Rita Chi-Ying Chung - 2012-2013

Committee Members:

- Brian Law Professional Member 2012-2015
- Suzanne Conlon Professional Member 2012-2015
- Julie Wentz Student Member 2012-2013
- Victoria Akiwumi Student Member 2012-2013
- Stephanie Collins Student Member 2012-2013

International Committee

Co-Chair – Daya Singh Sandhu - 2012-2013

Co-Chair – Bogusia Skudrzyk - 2012-2013

Committee Members:

- Sachin Jain Professional Member 2012-2015
- Ulash Thake-Dunlop Professional Member 2012-2015
- Tagist Wohib Tsega Student Member 2012-2013
- Heather Warfield Student Member 2012-2013
- Marte Ostvik Wilde Student Member 2012-2013

Profession Standards Committee

Co-Chair – Jill Duba - 2012-2013

Co-Chair – Richard Ponton - 2012-2013

Committee Members:

- SaDohl Goldsmith Professional Member 2012-2015
- David Carter Professional Member 2012-2015
- Hayley Stullmaker Student Member 2012-2013
- Stephen Burton Student Member 2012-2013

Public Policy and Legislation Committee

Chair – Linda Robinson - 2012-2013

Committee Members:

- Tara Benincasa Professional Member 2012-2015
- Amy Cook Professional Member 2012-2015
- Catherine Lamb Student Member 2012-2013
- Bryan Aldeghi Student Member 2012-2013

Publications Committee

Chair – Marcheta Evans - 2012-2013

Committee Members:

- Catherine Tucker Professional Member 2012-2015
- Emily G. Scott Student Member 2012-2013

Research and Knowledge Committee

Chair – Pat Akos - 2012-2013

Committee Members:

- Laura Choate Professional Member 2012-2015
- Elizabeth Botner Student Member 2012-2013
- Everett Painter Student Member 2012-2103

National Institute for Counseling Research (NCIR) Task Force

Co-Chair - Jack Culbreth

Co-Chair - Dale Pehrsson

Committee Members:

- Nicole Hill
- Kelly Wester
- Debbie Rubel
- Danica Hays
- Dee Ray
- Jesse Brinson
- Rick Balkin
- Lyndon Abrams

Conference Program Selection Committee - 2012-2013

Committee Members:

- Victoria Kress Professional Member 2012-2013
- Michelle Wade Professional Member 2012-2013
- Leigh Vella Professional Member 2012-2013

Crisis Response Planning Task Force - 2012-2013

Chair - Gerard Lawson

Task Force Members:

All members continuing - 2012-2013

ACA Task Force for School Counseling

Chair – Lynn Linde - 2012-2013

Task Force Members:

- Cheryl Holcomb-McCoy Professional Member 2012-2013
- Vivian Lee Professional Member 2012-2013
- Pat Henderson Professional Member 2012-2013
- Jasmine Graham Professional Member 2012-2013
- Stacey Ho Professional Member 2012-2013
- Kim Chavez Professional Member 2012-2013
- Dorothy Limberg Student Member 2012-2013

Member Benefits Task Force

Chair – Carolyn Rollins - 2012-2013

Task Force Members:

- George Brandner Public Member 2012-2013
- Chris Roseman Professional Member 2012-2013
- Pat Giordano Professional Member 2012-2013
- Lynn Hall Professional Member 2012-2013

Ethics Revision Task Force

Chair - Perry Francis - 2012-2013

Task Force Members:

All members continuing - 2012-2013

- Approval of Appointments Submitted by President-elect-elect Cirecie A. West-Olatunji
Treasurer-designate (July 1, 2012) – Thelma Daley
- Approval of an Interim Ethics Committee Member
Kirk Bowden Professional Member 3/20/12-6/30/2015
- Branch Bylaws – Connecticut Counseling Association
- Branch Reports
- Division and Region Reports
- Committee and Task Force Reports
- APCO Application - Council on Rehabilitation Education

This ends the Consent Agenda.

Financial Affairs Committee Motions

It was moved by the Financial Affairs Committee that: In accordance with Policy 201.2, the Governing Council increase dues for Professionals and Regular Members by \$2 and increase Student, New Professional, and Retirees by \$1. Motion passed.

It was moved by the Financial Affairs Committee that: Governing Council adopt the FY2013 proposed budget reflecting \$10,916,429 in Operating Revenues, \$10,900,907 in Operating Expenses, and excess Operating Revenue over Operating Expenses of \$15,522. Motion passed.

Bylaws Change – Article IV, Section 4

It was moved by the Bylaws Committee to: Amend Article IV, Section 4. Filing of Budget, Audit, or Annual Review by Independent Accounting Firm, and Bylaws:

"Annually, each National Division shall file with ACA: a proposed annual budget and annual audit with ACA. Each National Division shall file current By-Laws annually with ACA." current By-Laws, a proposed annual budget, and an audit. National Divisions who participate in ACA's bundled Management Services Agreement may substitute an annual review conducted by an independent accounting firm instead of an audit."

Motion passed.

Discussion as Committee of the Whole

The Governing Council moved into a Committee of the Whole to discuss the Governance Restructuring. The group remained in a Committee of the Whole for the remainder of the day.

Wednesday, March 21, 2012

Audit Committee Report and Motions

Thelma Daley, the Chair of the Audit Committee provided a written and oral report from the Committee.

It was moved by the Audit Committee that: The Governing Council approve the audited financial statements for the year ended June 30, 2011 as provided by McGladrey & Pullen, LLP. Motion passed.

It was moved by Audit Committee that: The Governing Council approves the attached changes to the Audit Committee Charter.

Namely:

- Adding to section 3.2 The Committee or the Chair shall meet in separate private sessions annually with the ACA's senior financial staff position, ACA's Executive Director, ACA's president and the Auditor.
- And updating 5.2 to the new standard number: 114 (not 61).

Motion passed.

It was moved by the Audit Committee that: The Governing Council approve the rewording of the ACA policy number 1501.11 E-3 in the ACA Manual of Policies and Procedures from (Travel Review: Travel expenses for the President will be reviewed and signed off by the Executive Director and travel expenses for the Executive Director will be signed off by the President.) to (Travel Review: Travel expenses and/or expenditures incurred by the President will be reviewed and signed off by the Executive Director and travel expenses and/or expenditures incurred by the Executive Director will be signed off by the President or Treasurer at the President's discretion on a quarterly basis.) Motion passed.

Continuation of the Committee of the Whole

The group continued in a Committee of the Whole to discuss several proposals regarding the governance structure.

The following directive was given to the Executive Director and Staff: A process will be developed by ACA staff and the GC to continually seek information and suggestions from membership on any future governance changes.

When the Governing Council moved out of the Committee of the Whole the following Motions were presented.

It was moved by P. Francis and seconded by J. Dear: 1) Each Region and Division may nominate a Student Representative to Governing Council. 2) Election to take place for At Large position to Governing Council. 3) Only Student members of ACA can vote for the position. 4) A two year term. Motion passed.

It was moved by M. Evans and seconded by J. Dear that: The Governing Council accepts Bylaws revisions Article X, Section 1, c) as submitted by the Bylaws Committee. Motion passed.

- c) A Student ACA member who is in good standing in a counseling program that is regionally-accredited shall be elected by the ACA membership as a voting member of the Board into a two-year, non-renewable term. Such students must remain in good standing with ACA, and either remain in good standing with their program or successfully complete their studies in order to retain their eligibility to serve as the Student ACA Representative.

Presentation from CACREP: Dr. Carol Bobby, CACREP President and CEO and Dr. Rick Gressard, CACREP Board Member, provided information on Council for Accreditation of Counseling & Related Educational Programs.

Presentation from NBCC: Dr. Thomas Clawson, NBCC, President and CEO, and Dr. Brandon Hunt, Chair NBCC Board of Directors provided information on National Board for Certified Counselors.

Motion from the Committee of the Whole

The following Motion came from the discussion as a Committee of the Whole. Loretta Bradley requested a roll call vote.

It was moved by P. Schwallie-Giddis and seconded by K. Brawley that: Membership of the GC and election procedures will remain the same. GC will meet one time per year at the conference. Duties of the board will consist of:

1. Determining the annual budget.
2. Considering policy decisions.
3. Strategic planning.
4. Vetting decisions made by the Executive Committee.
5. Other timely issues.

Expand scope of Executive Committee, as currently constituted to act on behalf of the Governing Council during the remainder of the year. Motion passed.

Roll Call Vote:

Voted Yes: L. Bradley, K. Brawley, C. Cashwell, H. Crethar, J. Dear, T. Duffey, K. Duncan, B. Erford, M. Evans, P. Francis, K. Kenney, T. Lewis, B. Melton, N. Moskowitz, P. Nunez, M. Robinson, P. Schwallie-Giddis, and Joy Whitman. (19)

Voted No: A. Bohannon, C. West-Olatunji, and M. Walsh. (3)

Abstains: none (0)

Motion from the Publications Committee

It was moved by the Publication Committee that: The Governing Council appoint Richard Balkin as editor-elect of *JCD* based on the recommendation and support of the ACA Publications Committee. Motion passed.

Selection of Representatives to Executive Committee, Nominations and Election Committee, and Financial Affairs Committee:

- Executive Committee: Divisions – Craig Cashwell; Region – Kelly Duncan; Underrepresented Groups – Joy Whitman
- Financial Affairs Committee – Divisions – Perry Francis; Regions – Annette Bohannon
- Nominations and Election Committee – Divisions – Brenda Melton; Regions – Rachel Kristianson

Nominations for ACA President-elect and Election Criteria

The groups discussed the criteria for a candidate for ACA President-elect. However, there were no motions made to make any changes.

Old Business

It was moved by M. Evans and L. Bradley that: The effective date of the Schwallie-Giddis/Brawley Motion regarding Governing Council meeting once a year at Conference is July 1, 2012. Motion passed.

New Business

It was by moved by M. Robinson and seconded by C. Cashwell that: ACA establish a Research Conference to begin in 2014.

It was moved by T. Duffey and seconded by H. Crethar that: The Robinson/Cashwell motion be referred to the Executive Committee for further exploration. Motion passed.

Dr. Locke relinquished the Chair to President-elect Brad Erford to second the following motion:

It was moved by M. Evans and seconded by D. Locke that: ACA permanently establish a Meet the Candidate session at the annual conference. Motion passed.

It was moved by C. Cashwell and seconded by P. Francis that: The Executive Committee is reconstituted to include:

- 2 Division Representatives
- 1 Regional Representative
- 1 Student Representative
- 1 Representative for Underrepresented Groups in ACA

Motion passed.

It was moved by J. Whitman and seconded T. Lewis that: The ACA Staff explore various means to effectively disseminate information about the activity of the Governing Council to ACA Membership. Once explored, ACA Staff disseminate that information in a timely manner. Motion passed.

It was moved by T. Duffey and seconded by K. Kenney that: Governing Council removes Objective 1 (Adopt a more efficient model for governing the association) and Objective 2 (Select the organizational structure that will work most effectively with the selected governance model.) from the Strategic Plan. Motion passed.

It was moved by H. Crethar and seconded by B. Erford to: Charge the Bylaws Committee to review and recommend changes to Article II to include student members, new professional members, and retirees as voting classes of membership. Motion passed.

Instructions to the Executive Director and Staff:

Send letter of thanks from the Governing Council to the Bylaws Committee for the work they did this past year.

Motion of Appreciation

It was moved that: The Governing Council commends Don W. Locke for the outstanding leadership he has shown during this challenging time.

Additional Representative from Division to the Executive Committee

The Division Representatives caucused to select an additional representative to the Executive Committee. Mike Walsh was selected.

Adjournment

There being no further business, the meeting of the ACA Governing Council was adjourned at 4:50 p.m. on March 21, 2012.