

ACA GOVERNING COUNCIL MEETING

MINUTES

January 12-14, 1996

Call to Order

The Governing Council meeting was called to order at 8:31 a.m., January 12, 1996, at the Embassy Suites Hotel in Alexandria, Virginia. President Joyce M. Breasure presided. Governing Council members present for all or part of the meeting were as follows:

Carol G. Barr, Southern Region
Joyce M. Breasure, ACA President
David Capuzzi, AADA
Helen W. Chapman, North Atlantic Region
Doris Rhea Coy, ACA Past President
Patricia B. Elmore, AAC
Donna M. Ford, Western Region
Queen D. Fowler, AMCD
Rae C. Gundersen, Midwest Region
Harold L. Hackney, ACES
Betty S. Hedgeman, ACA Treasurer
James Hiatt, AMHCA
Diana Hulse-Killacky, ASGW
John L. Jaco, ACA Executive Director
Judith Kovacs-Long, AHEAD
Donald C. Linkowski, ARCA
Don W. Locke, IAMFC
James J. Lukach, ASCA
Carole W. Minor, NCDA
Kay Monks, NECA
Robert H. Rencken, ACA Parliamentarian
Gail P. Robinson, ACA President-Elect
Cynthia D. Sellers, ACCA
John Wagenhofer, ASERVIC
Nancy B. White, IAAOC

Other persons in attendance at the meeting as guests or observers included the following:

Lisa Findeisen, ACA Meeting Services Coordinator
Braden Goetz, ACA Director of Government Relations
Glenda Isenhour, AMHCA President
Margaret Jennings, ASCA President

Janice Macdonald, ACA Administrative Assistant/Special Projects
Andrew Miller, ACA Manager, Meeting Services
Richard Mozier, ACA Chief Financial Officer/Chief Operations Officer
Carol Neiman, ACA Director of Association and Branch Relations
Ann Parish, ACA Exhibits Coordinator
Michelle Poskaitis, ACA Director of Product Development
Emily Runion, AHEAD President
Jennifer Sacks, ACA Director of Public and Community Affairs
Laura Watson, ACA Director of Human Resources
Millie Woelagle, ACA Executive Assistant to the Executive Director
Richard Yep, ACA Associate Executive Director

President Breasure first called attention to the document resulting from the open forum session held on January 11, 1996, and assigned the items that had come from that session to the appropriate Governing Council work groups. She then advised the group that there was a proposed substitution for AMHCA representative to the Governing Council for this day only. AMHCA President Glenda Isenhour has appropriately notified President Breasure according to policy of the substitution.

It was moved by Coy and seconded by Wagenhofer that: The Governing Council accept the substitution of Glenda Isenhour for the January 12, 1996 session in place of AMHCA representative James Hiatt. Motion passed.

Parliamentarian's Report

Parliamentarian Robert Rencken outlined the procedures that will be followed for the meeting. He explained the use of the positive and negative discussion cards and called attention to the proposed meeting rules for the conduct of the meeting.

I. Approval of Meeting Rules

It was noted that the meeting rules need to be amended to cover the procedure of using positive and negative statements in speaking to issues.

It was moved by Hulse-Killacky and seconded by Kovacs-Long that: The Meeting Rules for the conduct of the January 1996 Governing Council meeting be approved as submitted.

It was moved by Minor and seconded by Hackney that: The Meeting Rules be amended to include the procedure that there will be one positive and one negative speaker to each motion if there is someone who chooses to speak prior to the vote on the motion. Amendment passed.

Vote was then called for on the motion that The Meeting Rules for the conduct of the January 1996 Governing Council meeting be approved with the amendment to include the procedure that there will be one positive and one negative speaker to each motion if there is someone who chooses to speak prior to the vote on the motion. Motion passed.

2. Approval of Meeting Agenda

It was moved by Minor and seconded by Wagenhofer that: The Governing Council approve the Agenda for the January 1996 Governing Council meeting as presented. Motion passed.

3. Approval of Minutes of Past Meetings

(a) ACA Governing Council - September 14-17, 1995

President Breasure first called attention to the Minutes for the Governing Council meeting of September 14-17, 1995. She asked if there were any corrections to those Minutes. Responses to the question were as follows:

- Page 13, third motion from the bottom should be changed to state "three abstained with six votes".
- Page 9, item on Market Research - recommend that more detail be provided. Suggest that the full report be provided to each member of Governing Council. (NOTE: President Breasure noted that there will be added a line that anyone wishing a copy of that report can request one.)

(b) ACA Executive Committee - November 1, 1995

Attention was called to the Minutes of the Executive Committee meeting of November 1, 1995, and President Breasure asked if there were any corrections. In response to a question from the floor, she explained that the initials AGLBIC as shown on page 2 stands for Association for Gay, Lesbian and Bisexual Issues in Counseling. It was agreed that the Minutes will be changed to spell out the full name.

(c) ACA Executive Committee - November 29, 1995

The next item was the Minutes for the Executive Committee meeting of November 29, 1995. President Breasure asked if there were any corrections to these Minutes. The following were noted:

- Page 3 - ACA elections. The last sentence of the first paragraph should be changed to read "six percent".
- Page 2 - add a comma after "such individuals may hold membership in ACA only".

Acceptance of Minutes

Following the discussion and suggestions regarding the Minutes for these three meetings, it was agreed to accept the Minutes of the Governing Council meeting of September 14-17, 1995, the Minutes of the Executive Committee meeting of November 1, 1995, and the Minutes of the Executive Committee meeting of November 29, 1995, as amended.

4. Ratification of Mail Ballots

- (a) Vote on One Time Policy Change Concerning ASCA Disaffiliation Referendum and
- (b) Vote on Authorization to Fund ACA Outreach to ASCA Membership

It was moved by Kovacs-Long and seconded by Linkowski that: The Governing Council votes to ratify the action taken by mail ballots to (a) approve a one time policy change concerning ASCA disaffiliation referendum and (b) to authorize the funding of ACA outreach to ASCA membership. Motion passed.

5. Reports

(e) Treasurer's Report

Treasurer Betty Hedgeman reported on the financial status of the association. She noted that two years ago the association was near bankruptcy. During the time since that period, some very drastic actions were taken to improve the situation. Dr. Hedgeman noted that we are not yet out of the woods but that the situation has improved greatly. She noted that there are seven basic items that she will report on. She then called attention to the written material.

Dr. Hedgeman noted some of the areas in which cuts might be considered. These are: the year end projected profit, the Executive Director's contingency fund, the operations area, and perhaps staff diversity training. Consideration of the \$50,000 that had been set for pension fund was removed as an option. Finally, if necessary, \$80,000 in program cuts could be made here. The Financial Affairs Committee did not recommend any of these cuts but stated that if it becomes necessary, this is the order that would be discussed. By using this priority order, it would be possible for total cuts of \$430,000. Dr. Hedgeman noted that the possible cuts is intended as a contingency and she hoped that such cuts will not be necessary.

The second issue raised by Dr. Hedgeman was the proposed \$5.00 ACA dues increase to cover the costs of services to Divisions discussed at the last meeting. She called attention to the breakdown of how the current \$100.00 dues are spent (\$62 is for direct member benefits; \$33 is for general administration activities; \$5 is for leadership development). She noted that Management Services are those services which are currently provided to the Divisions at cost. She advised that there are a total of 31 such services and Divisions can select only the ones they need. She also noted that there are 18 services that are provided without cost to the Divisions. Dr. Hedgeman commented that the Financial Affairs Committee is not recommending the \$5.00 dues increase. She reminded the group that there was a \$15.00 dues increase two years ago and that the market research indicated cost of dues was an issue.

Dr. Hedgeman noted that not raising the dues means that we need to make choices. (1) We can eliminate the Management Services Agreement. This would mean that groups would have to obtain the management services from other vendors and some might not be able to do that. (2) We can keep the Management Services Agreement

as it exists. (3) We can change the Management Services Agreement but the options that were discussed would not meet the costs. Dr. Hedgeman also noted the additional options and indicated that the Financial Affairs Committee is recommending Option 5 - a sliding scale fee per member of \$5.00, \$6.46, and \$7.00.

There was considerable discussion surrounding the Management Services Agreements and a number of questions were raised. The discussion covered both philosophical and practical considerations. During the course of this discussion, Dr. Minor raised the question of why the per member cost is different for the same services for different divisions. She pointed out that the charges to NCDA per member is higher than any other division. She asked that this question be included in the Minutes for the meeting, and requested that an answer be given in the near future.

Following the discussion on the Management Services Agreement, Dr. Hedgeman continued her report and moved to the matter of consideration of the impact of ACA membership without a division membership and/or division membership without ACA membership. She commented that there would be no financial impact in allowing membership in ACA without membership in a division. However, if membership in a division without membership in ACA is allowed, there would be a negative impact on the association. Divisions would have to be charged for Division only membership processing.

Following a recess for lunch, Dr. Hedgeman continued with the Treasurer's report and turned her attention to the financial report of activity for the current year. She enumerated some of the specific unbudgeted expenses and explained what was involved in each. She outlined expenses and revenues for the year to date and discussed the current financial situation at this point.

Dr. Hedgeman called attention to the FY 1995 audit. She noted the audit had been returned with no qualifications. The audit indicated revenue over expenses in the sum of \$981,816 of which \$378,000 represented cash. She discussed how to compare information in the audit and the regular financial statements and outlined how the figures were determined.

(f) Executive Director's Report

Executive Director John Jaco called attention to his written report and highlighted specific points. He commented on the outstanding unqualified audit and noted we are working on the suggestions made by the auditors. Highlights noted were (1) publication of four new books this year; (2) filing of the amicus brief before the U.S. Supreme Court in a case where a lower court had asked for surrender of confidential records; (3) hiring two new staff in government relations and an increase in government relations activity; (4) hiring a director of marketing and increase in activity in marketing and media to increase revenue in non-dues areas; (5) sale of warehouse property and resulting reduction in the mortgage by \$200,000; (6) designation of funds to help secure licensure in the remaining states in the Midwest; (7) allocation of monies from the ACA Legal Defense Fund to Louisiana Counseling

Association to help defend the rights of counselors to do testing and evaluation; (8) assistance to branches not in compliance with state and federal regulations such as not registering name changes, not having information readily available, etc.; and (9) analysis of legal fees incurred this year.

Mr. Jaco concluded his report by indicating that at this point we have 925 persons registered for the Pittsburgh conference under the Early Bird registrations, which is a significant increase over last year.

6. Report and Possible Recommendations from Strategic Planning Committee

President Breasure introduced the Chair of the Strategic Planning Committee, Dr. Wanda Lipscomb to present the Strategic Planning Committee report. Dr. Lipscomb called attention to the proposed Strategic Plan and to the report from the Strategic Planning Committee. She also noted changes to the proposed Plan from the copy contained in the background materials distributed prior to the meeting. She explained the procedures that had been used by the Committee to develop the Plan and noted that the Committee had sought feedback from leaders of the association by mailings made to Governing Council and to other leaders and at the Regional meetings. The results were included in developing the Plan.

Dr. Lipscomb then went through the Strategic Plan and explained each section and how the wording was determined. There was discussion of the Identity Statement and the difficulty in formulating a definition of the counseling profession.

Dr. Lipscomb concluded her report by outlining the process that will be followed for the remainder of the year to gather additional information. She indicated that the Committee would like the Governing Council to approve the Strategic Plan so it could be widely publicized. The Committee will spend time at the April 1996 Conference to meet with leaders and orient them to the strategic planning process.

It was moved by Coy and seconded by Kovacs-Long that: The Governing Council approve the Association's Strategic Plan for 1996-99.

It was then moved by Barr and seconded by Locke that: The motion be amended to substitute the new Sections II and V submitted by the Strategic Planning Committee. Amendment passed.

It was moved by Kovacs-Long and seconded by Locke that: The motion be further amended to delete the third sentence under Section VI(A) and the third and last sentences under Section VI(D) in the first paragraph. Amendment passed. [The sentences deleted by this amendment were as follows: VI(A) - "Leaders are not born, they are developed through training." and VI(D) - "There appears to be no single image that the public can recognize; there is no single example of what counselors do." and "By representing the diversity of counseling practices throughout a unified profession, ACA will become a household word."]

Vote was then called for on the motion as amended that: The Governing Council approve the Association's Strategic Plan for 1996-99, including the substitution of proposed language to expand Section II (Common Values) and proposed language to expand Section V (Fundamental Purposes), making an editorial correction under Section IV to change "counseling" to "counselors," deleting the third sentence under Section VI(A), the third and last sentence under Section VI(D) in the first paragraph, and deleting Section VIII in its entirety. Motion passed (3 against; 1 abstain). (The Strategic Plan for 1996-99, as adopted by this motion, is attached to the Minutes as Appendix A.)

Discussion of Structural Issues

Following the adoption of the Strategic Plan, there was a discussion of the whole area of structural issues, unity, diversity, and purpose of the association and its constituent parts. Some of the points mentioned in the discussion included:

- How can we define the problem and move away from politics to find solutions?
- How do we move away from duplication of services and activities? (Example: various groups have Human Rights Committees but they are not connected to each other.)
- What do we do to make sure that all groups can fit in?
- Issues that have been discussed focus on two or three points - (1) taking care of one's livelihood; (2) taking care of one's professional interests.
- Need to decide whether we are a national association for the profession of counseling or whether we are a coalition of divisions. Do we hold on to the past or move into the future and how does that happen, and how should it be decided? By vote of the whole membership? through discussions in Governing Council? or what?
- Consider the development of some kind of menu of services for members rather than the traditional format we have had.
- Need to look for new areas in which counselors can supply their skills.
- Need to decide if ACA is a holding company or management association, or if it is a professional association.
- Need to consider in depth what the future of the association should be.
- Need to accept the fact that with the diversity there is in the association we cannot have unity as we are defining it. Believe we need to encourage the diversity within the profession. In our attempts for unity, have we tried to come up with a definition that eliminates diversity?
- Need to take some action and not just talk about it. Where are we going and what process will we use to get there?
- Propose thinking about what the association would look like if it did not currently exist but were about to be invented.
- Need to address the re-structuring issues that have been presented on the agenda and deal with them.

After a lengthy discussion, the Governing Council recessed for the day with the agreement to meet informally in small groups and to report back on those discussions the following morning (January 13, 1996). At the beginning of that January 13th session, it was agreed to begin with reports from the small groups discussions and try to reach some consensus on some of the issues.

The first group reported that they had come up with five proposals to bring to the group. These were as follows:

1. Governing Council members cannot hold any other elected office in the ACA Divisions or Regions. Believe by so doing it increases the problem of conflict of interest.
2. The Financial Affairs Committee and ACA staff develop a pilot program for a menu driven membership and bring recommendations for action to the Governing Council meeting in April 1996. (A menu driven membership would be for a menu of things that members could choose.)
3. That an Advisory Board of non-counselors be formed to provide Governing Council expertise in governing the association. (Such people should have some kind of relevant background or experience such as bankers, lawyers, financial manager, etc.)
4. That a Board of Directors be elected at large by the general membership to replace the current Governing Council and that Bylaws changes be brought to the April 1996 meeting for implementation July 1997.
5. That some of the smaller Divisions or interest type Divisions might consider dis-incorporating and having a different structure within the system, thus allowing those groups to have an impact on the whole association rather than relatively small number of people.

The second group indicated that they started by determining what are the benefits of membership in the association. Some of the things noted were:

- A sense of acceptance.
- A sense of belonging.
- Collegiality - being able to affiliate with people of like values and concerns.
- Substance and inspiration from activities in which they participate.
- Opportunity to serve and opportunity to have impact on the profession.
- Leadership training.
- Information.
- Professional Development.
- Credentialing.
- Standards.
- A belief in prevention and enhancement.

The consensus items of the second group covered four purposes that are seen as primarily for ACA. These were:

1. To facilitate collaboration among Divisions (member associations), affiliates, branches and others.
2. To provide managerial expertise to Divisions (member associations), affiliates, branches and others.
3. To provide financial and human resources to Divisions, Branches and others on common causes and issues.

4. To provide collaborative professional development.

This group also reached agreement on several other items, including:

- Membership in ACA or a Division should be optional. A person could be a member of ACA and not a Division or a member of a Division and not ACA.
- Concern in terms of recognition of expertise and involvement of leaders and members in all relevant projects and issues. A concern that the structure of ACA has become such that the people who are in specialties are not always included when ACA is contacted about particular projects and issues.
- That independence and autonomy of Divisions is very important.
- There should be a menu of membership options.
- Governing Council structure needs to remain the same in the near future.
- The entire Committee structure is too cumbersome and not effective in terms of communication.

Following the reports of these groups, there was a discussion of how best to proceed from this point. One group requested additional time to complete their discussion.

It was moved by Minor and seconded by Ford that: The Governing Council move into Executive Session to continue the discussion.

Following considerable debate of the motion, it was moved by Hackney and seconded by Barr that: The question be called for (that the vote be taken on the motion to go into Executive Session). Motion passed.

Vote was then called for on the motion that: The Governing Council move into Executive Session to continue the discussion. Motion defeated (7 for; 14 against; 3 abstain).

It was then moved by Coy and seconded by Lukach that: The Governing Council recess for one hour for further group discussion. Motion passed [15 for; 4 against (Gundersen, Hulse-Killacky, Monk, White); 1 abstain (Fowler)].

Following the recess, there was a further report on the group discussion. There were four possible motions submitted. These were as follows:

1. That the autonomy and importance of Divisions be re-affirmed by this body.
2. That membership in ACA only or in a Division or Divisions only be allowed for any member effective July 1, 1996.
3. That the Governing Council meet as a committee of the whole before March 1, 1996 in the most economical way to re-evaluate the headquarters functions and to re-evaluate ACA Committee structure.

4. That the Governing Council structure be re-affirmed as it is currently configured.

Following the report, it was agreed that it is first necessary to discuss the philosophical issues of whether ACA is a membership organization/management company or whether the divisions are membership organizations and ACA is something else. Some of the points brought out in that discussion were:

1. Don't believe we need to think of it as an either/or situation.
2. Question of whether this body would have the power to dissolve divisions.
3. There needs to be an ACA but we need to determine what that association should do. Think there could be degrees of affiliation with ACA but believe we need more choices.
4. What would be different about the way divisions operate if each division were not represented on the governance body?
5. Believe each division has a unique perspective that needs to be heard within the association.
6. Although the divisions are involved in their own areas of interest, there is a need for them to come together on some issues to handle mutual interests and activities and this is the reason ACA exists.
7. Can ACA exist without divisions or can divisions exist without ACA? Believe there must be cooperation and collaboration.
8. Some of the things that ACA provides are ethics, standards of practice, and training standards. This speaks to the importance of the existence of the whole.
9. Might consider possibility of allowing people to join ACA at a reduced rate and get minimum benefits such as only getting Counseling Today. Believe one problem now is that of the amount of money necessary to join both ACA and a division.
10. Believe ACA needs to be both a membership association and a management and facilitating organization.

It was moved by Locke and seconded by Hiatt that: The autonomy and importance of Divisions be affirmed.

It was explained that the reason for this motion is that there is a belief it is necessary to re-affirm that Divisions are important. In the motion autonomy intends to denote separate corporations.

Following considerable discussion of the motion, it was requested that vote be called for and that the vote be taken by a roll call vote and that the vote be recorded.

Vote was taken on the motion that: The autonomy and importance of Divisions be affirmed. Motion passed (21 for; 3 against). The roll call vote was as follows:

<u>Yes Votes</u>	<u>No Votes</u>
Coy	Wagenhofer
Fowler	Barr
Elmore	Robinson
Locke (2 votes)	
Sellers	
Hiett (2 votes)	
Chapman	
Capuzzi	
White	
Hackney	
Hulse-Killacky	
Monks	
Lukach (2 votes)	
Gundersen	
Linkowski	
Kovacs-Long	
Ford	
Minor	

It was moved by Chapman and seconded by Hiett that: The Governing Council meet as a Committee of the Whole before March 1, 1996, in the most economical way to (1) re-evaluate headquarters functioning, and (2) re-evaluate ACA Committee structure. (It is understood that the re-evaluation of headquarters specified in the motion is re-evaluation of functioning and not re-evaluation of individuals.)

It was moved by Ford and seconded by Minor that: The motion to have an additional meeting be tabled until a more appropriate time. Motion passed, and the motion was tabled.

It was moved by Minor and seconded by Ford that: Membership in ACA only or in (a) Division(s) only be allowed for any member effective July 1, 1996, with Divisions paying a reasonable cost for Division only memberships processed by ACA. This will be initiated on a trial basis and its effects will be evaluated at the September 1998 Governing Council meeting.

In the discussion of the motion, several points were brought out, including the need to be aware that there will be costs involved in getting this under way; whether the time line called for is feasible; how this will relate to the menu driven membership possibilities; and the fact that this would involve a bylaws change.

It was moved by Kovacs-Long and seconded by Barr that: The motion on the floor be tabled. Motion defeated (10 for; 14 against), and the discussion continued.

Following further discussion of the motion, it was requested that vote be called for and that the vote be taken by a roll call vote and that the vote be recorded.

Vote was taken on the motion that: Membership in ACA only or in (a) Division(s) only be allowed for any member effective July 1, 1996, with Divisions paying a reasonable cost for Division-only memberships processed by ACA. This will be initiated on a trial basis and its effects will be evaluated at the September 1998 Governing Council meeting. Motion passed (13 for; 10 against; 1 abstain). The roll call vote was as follows:

<u>Yes Votes</u>	<u>No Votes</u>
Minor	Robinson
Ford	Barr
Linkowski	Gundersen
Lukach (2 votes)	Monks
Hiatt (2 votes)	Hulse-Killacky
Sellers	Hackney
Locke (2 votes)	White
Elmore	Capuzzi
Fowler	Chapman
Coy	Wagenhofer

Abstain
Kovacs-Long

As this motion involves a Bylaws change, it will be immediately forwarded to the ACA Bylaws Committee for its action.

It was moved by Monks and seconded by Hulse-Killacky that: The Financial Affairs Committee and ACA staff develop pilot programs for menu driven membership and services and present recommendations for action at the April 1996 Governing Council meeting. Motion passed.

It was moved by Linkowski and seconded by Lukach that: The Governing Council structure be re-affirmed as it is currently configured. The existing body needs to maintain its fiduciary and other responsibilities to ACA during any transition period. Motion passed (Barr against; Gundersen and Robinson abstain).

20. Membership Issues

It was moved by Gundersen and seconded by Capuzzi that: Policy 5.2 in the Policies and Procedures Manual be changed to read "A retired member is a person who has been an ACA member for five (5) consecutive years and who has retired from the counseling profession." Motion passed.

30. Evaluation of ACA Headquarters Services

It was moved by Coy and seconded by Monks that: The Governing Council approve the proposed memorandum to solicit input for evaluation of ACA Headquarters services and benefits with the form reformatted to one page, eliminating comments after each service and including only one Comment section. Instructions should be added in **BOLD TYPE** "Do not rate services you

have not previously used." An additional response should be added so that a respondent indicates "Yes" or "No" to the question "Have you used this service?"

It was moved by Barr that: A substitute motion be adopted that the Governing Council ask the ACA President to develop a form to receive input from the ACA leadership regarding the services of ACA headquarters. Motion died for lack of a second.

Vote was then called for on the motion that: The Governing Council approve the proposed memorandum to solicit input for evaluation of ACA Headquarters services with the form reformatted to one page, eliminating comments after each service and including only one Comment section. Instructions should be added in **BOLD TYPE** "Do not rate services you have not previously used." An additional response should be added so that a respondent indicates "Yes" or "No" to the question "Have you used this service?" Motion passed.

32. Mutual Waiving of Conference Fees for Leaders of Counseling Associations in Other Countries

It was moved by Fowler and seconded by Monks that: ACA and International Counseling Associations outside ACA establish reciprocal arrangements for waiver of conference fees for one representative. No other financial support is considered. Motion passed.

33. Domestic Partner Insurance

There was no motion submitted for this topic. It was agreed that President Breasure will write to the Insurance Trust to request continuing information and update on their investigations of this matter. It was also suggested that there be an item inserted in the Counseling Today to keep people informed that this investigation is continuing.

34. ACA Promote a Single Profession of Counseling

It was determined that no action is necessary on this item at this point, as this is already in place, and that the President might advise the submitters of this item to that effect.

35. Video Segments to Promote Public Awareness and Understanding of the Counseling Profession

It was recommended that this item be referred to the Public Awareness and Support Committee. It was noted that there has been earlier action calling for the production of a video. However, no time line was stated. It is now recommended that this be referred back to the Committee since this seems to be a broader issue calling for a series of videos. The group that submitted this agenda item will be informed of this referral.

36. Information Regarding Number of Counselor Positions Lost

There was a discussion of this item and of the request that staff provide this kind of information. It was determined that a better approach would be to ask the President to contact branches, divisions, and other entities to request whatever information may already be available in this area. Staff would then be requested to summarize whatever information is received and make it available to those who may need this. There was no formal action taken on this topic.

37. Development of Five-Year Public Relations Plan to Promote the Profession

It was agreed to recommend that the Public Awareness and Support Committee be asked to request that all branches and divisions submit their public relations plans in order for staff to collect the plans and have them available for use by members and constituencies. The group submitting this agenda item would be so informed.

38. ACA to Encourage Placement of Counselors on Public Policy Making Bodies

It was recommended that this item be referred back to the Western Region (who had submitted it) for some clarification and for completion of the rationale and the financial impact and they could then re-submit it for Governing Council consideration if they desire. There was no further action on this item.

39. Development of Internet Home Page

It was moved by Linkowski and seconded by Sellers that: The Financial Affairs Committee give priority for the funding of the development of a Home Page for ACA to enhance communication. Motion passed.

40. Follow Policy 9.8 Regarding Relevant Issues; and
42. Direct Staff to Contact Branches When a Visit to the State or a Conference is Planned

There was discussion of a proposed motion concerning these two items. However, it was determined that there needs to be further clarification before any Governing Council action can be taken. Therefore it was agreed to set aside consideration of the topic at this point.

41. ACA Branches and Divisions to Comply With Policies

It was moved by Gundersen and seconded by Coy that: Branches are requested to submit their annual budget, audit, and Form 990 to ACA for review so that ACA can assist branches in fiscal responsibility.

The discussion of this motion brought out the idea that this motion is in the form of a request to the Branches and does not say that they are required to submit the information. It was also noted that although there is current policy requiring Divisions to submit their information, there is no such policy relating to Branches. The discussion also brought out several points, including:

- If there is to be such a request, it needs to be done in a timely manner so that Branches will not be asked for the information at the last minute.
- There is a fiscal responsibility to request this information so there is a record available.
- Adoption of this motion does not imply that ACA would be overseeing the Branch financial affairs.

Vote was called for on the motion that: Branches are requested to submit their annual budget, audit, and Form 990 to ACA for review so that ACA can assist branches in fiscal responsibility. Motion passed (1 against-Minor).

43. Use of Terminology Consistent with Policies and Procedures Manual

It was moved by Kovacs-Long and seconded by Ford that: ACA staff and leadership use terminology consistent with that set forth in the Policies and Procedures Manual. Of concern presently and specifically: "Executive Director" not "Chief Executive Officer"; "National Convention" not "World Conference"; "Association" not "Corporation"; "Member" not "Customer"; "Member Association" not "Area of Specialty"; "Southern Region Branch Assembly (SRBA)" not "Southern Region ACA (SRACA)".

In the discussion that followed, it was determined that in view of the fact that by action at an earlier meeting, the rules regarding conventions had been temporarily suspended. It was therefore agreed to delete mention of National Convention vs. World Conference in this motion.

It was also agreed that Member Association is not the correct term and therefore this should be changed to Division, which is the proper term as contained in the Bylaws.

Following the discussion, vote was called for on the motion as amended that: ACA staff and leadership use terminology consistent with that set forth in the Policies and Procedures Manual. Of concern presently and specifically: "Executive Director" not "Chief Executive Officer"; "Association" not "Corporation"; "Member" not "Customer"; "Division" not "Area of Specialty"; "Southern Region Branch Assembly (SRBA)" not "Southern Region ACA (SRACA)". Motion passed (13 for; 8 against; 3 abstain).

Appreciation

It was moved by Hulse-Killacky and seconded by White that: The Governing Council express its appreciation to ACA staff for their diligent and committed efforts on behalf of the Association. Motion passed by acclamation.

54. More Flexible Options for Divisions Regarding Management Agreement

It was moved by Minor and seconded by Barr that: ACA staff and the Financial Affairs Committee be empowered to establish costs for the Management Services according to the following principles: (1) fees collected must cover costs; (2) fees should be fair and equitable; and (3) some fees can be negotiated. An attempt will be made to establish charges for smaller Divisions that will enable them to survive. Negotiations with Divisions about Management Services Agreements will be conducted in an atmosphere of cooperation and collaboration.

In the discussion of the motion, a number of points were brought out. Among these were the following:

- What is meant by fair and equitable and who will make the determination?
- The current policy, set by previous Governing Council action, requires that all Divisions be charged equally and leaves no room for negotiations.
- Believe this is an attempt to set policy and to bring it into line with what is being practiced.
- Feeling that the intent of the motion is a directive to the Financial Affairs Committee to establish a policy for the Governing Council to approve that would (a) establish a management services agreement equitable in terms of treating people fairly, and (b) insure that all the costs that would be incurred would be picked up regardless of the size of the organizations but not in a way to hurt any organization.

At the conclusion of the discussion, vote was called for on the motion that: ACA staff and the Financial Affairs Committee be empowered to establish costs for the Management Services according to the following principles: (1) fees collected must cover costs; (2) fees should be fair and equitable; and (3) some fees can be negotiated. An attempt will be made to establish charges for smaller Divisions that will enable them to survive. Negotiations with Divisions about Management Services Agreements will be conducted in an atmosphere of cooperation and collaboration. Motion passed (16 for; 5 against; 1 abstain).

56. Funding of Counselor Licensure Effort in New York and
57. AMHCA Request for \$7,500 Donation for Initial Case Evaluation of
Restraint of Trade Issues

It was reported that the Financial work group believes that this request cannot be met since it is not in the current budget.

Regarding the AMHCA request, it was felt that this is a very important issue and should be given attention. However, there are no funds in the budget to grant the request at this time.

In the discussion that followed, it was noted that there had been funds given to the Midwest Region for licensure efforts and this was the same kind of request. That money had been granted from the Executive Director's contingency account.

It was moved by Locke and seconded by Hiett that: A total of \$9,000 be taken from the \$100,000 disaffiliation contingency fund in order to fund the requests from New York (\$1,500) and AMHCA (\$7,500) for aid. Motion passed (17 for; 5 against; 1 abstain).

58. Maintain Current Stipend to Regions and
59. NAR Financial Request

It was moved by Minor and seconded by Barr that: ACA shall provide each of its four Regions an annual subsidy of \$7,500. Region Treasurers or Chairs may access these monies by completing a check request or travel expense reimbursement form and submitting it to the ACA President or his or her designee for approval. All supporting documentation must be attached to these forms. Any monies not expended or encumbered by June 1st of the fiscal year are forfeited by the Region and returned to ACA's operating fund. Further, any monies raised by Regions from any source must be deposited into the respective Regional bank accounts maintained by ACA. These monies belong to each Region and shall not be at risk or subject to forfeiture under any circumstances. Additionally, ACA shall not have the authority to withdraw any monies from this account without express written authority from the Regional Treasurer.

It was noted that this policy is actually the Association's current policy but the intent of the motion is to make it more specific and to refine the policy. In the discussion, it was also noted that the inclusion of a specific amount of subsidy could cause problems. An amendment was proposed that this motion pertain only to the 1996-97 fiscal year. It was then decided to rework and resubmit the motion.

Following further discussion, and by agreement of maker and seconder, the motion was withdrawn.

62. Transcripts of Governing Council Meeting

It was moved by Barr and seconded by Minor that: The tapes of Governing Council meetings not be routinely transcribed unless there is a compelling reason to do so; that the tapes be maintained as in the past until the Minutes of a particular meeting have been approved, and that they then be destroyed as outlined in Policies and Procedures. Motion passed.

60. Ten Percent of Annual ACA Budget Committed to Governance and Training of Leadership, All Committees To Be Funded and National Government Relations Training be Reinstated

It was agreed that this motion be referred to the Financial Affairs Committee for consideration and possible recommendations.

61. To Use Association Resources to Assist Qualified Counselors to Serve on Provider Panels

It was agreed that this motion be referred to the Professionalization Committee for consideration and possible recommendations.

63. Staff to Provide Written Information on Legal Requirements and Workable Alternatives for Branches and Branch Divisions on Tax Status

The Treasurer advised that a booklet was available that covered the information on this and that copies were available to any Governing Council member who wished to have one. There was no action on this topic, and it was agreed that the President will contact branches with the appropriate information.

Repayment of Debt

It was moved by Minor and seconded by Ford that: The Financial Affairs Committee be directed to include in the budget for Fiscal Year 1997 a target of \$15.00 per member designated for repayment of our debts to vendors. Motion passed (15 for; 5 against).

Expansion in Size of Public Policy and Legislation Committee

It was moved by Hiatt and seconded by White that: The Public Policy and Legislation Committee: (1) change in size from six members to include one representative from each Division and Region that wish to have a representative on the committee plus three at-large members; (2) that each initial appointment be for a two-year term, then by random selection one-third of the members would rotate off of the committee over the next three years - terms would then be for three years; and (3) committee representatives would be recommended to the ACA President to be appointed to the committee, based on evaluation of background and training in Public Policy and Legislation and Government Relations.

During the discussion of the motion a number of questions were raised. Among these were:

- Is it necessary for each Division or Region to have a specific person on the committee?
- How will the costs be covered? By ACA? Costs to be split? Other?
- Could the money involved be more effectively used to fund staff efforts?
- Would it be possible to include this as an item in the menu for Divisions to fund if they chose to have a representative?

It was moved by Locke and seconded that: This Committee be funded at no greater amount than it is presently funded. Following further discussion, the motion was withdrawn.

It was then moved by Monks and seconded by Hulse-Killacky that: This motion be referred to the Professional Policy and Legislation Committee to submit a new proposal. Motion passed, and the motion will be so referred.

Membership Restructuring

It was moved by Coy and seconded by Fowler that: The Governing Council reconsider the motion addressing belonging to ACA only or to a Division only.

It was moved by Locke and seconded by Sellers that: Debate be closed on the issue of reconsideration of this motion. Motion passed, and the debate was closed.

Vote was then called for on the motion that: The Governing Council reconsider the motion addressing belonging to ACA only or to a Division only. Motion passed (13 for; 11 against).

Passage of the motion to reconsider resulted in the motion addressing belong to ACA only or to a Division only was back on the floor. President Breasure read the motion as adopted earlier so that it could be placed on the floor for debate. The motion reads as follows:

It was moved by Minor and seconded by Ford that: Membership in ACA only or in (a) Division(s) only be allowed for any member effective July 1, 1996, with Divisions paying a reasonable cost for Division only memberships processed by ACA. This will be initiated on a trial basis and its effects will be evaluated at the September 1998 Governing Council meeting.

Discussion of the motion brought out a number of questions and observations. These included:

- Is there information on what reasonable cost for membership processing would be?
- The concept of this motion is good, but there needs to be time to investigate costs before this kind of action is taken. It is not possible to accomplish this by July 1, 1996.
- Before adopting a motion such as this there needs to be a plan and a menu developed. Would also like to see this same kind of development in divisions. This must be a collaborative effort and believe this motion creates competition instead.
- Adoption of this motion is merely the beginning of the process. There would still need to be a Bylaws amendment which would require a two-thirds vote. By adopting the motion it would open up discussion.
- Need to consider the financial implications of making this change.
- Believe this action will move us away from unification. There needs to be further study to look at the ramifications before action is taken.
- Believe it is necessary to do something and the only way to find out if this will work is to try it.
- Concern whether it can be handled administratively to put this into effect by July 1.

It was moved by Barr and seconded by Chapman that: The motion be referred to the Financial Affairs Committee and staff for a report on ramifications to be brought to the Governing Council at the April 1996 meeting. Motion defeated (9 for; 12 against), and the discussion continued.

Following further discussion, vote was taken on the motion that: Membership in ACA only or in (a) Division(s) only be allowed for any member effective July 1, 1996, with Divisions paying a reasonable cost for Division only memberships processed by ACA. This will be initiated on a trial basis and its effects will be evaluated at the September 1998 Governing Council meeting. Motion passed (14 for; 10 against). Vote was by roll call vote and the roll call vote was as follows:

<u>Yes Votes</u>	<u>No Votes</u>
Coy	Wagenhofer
Fowler	Chapman
Elmore	Capuzzi
Locke (2 Votes)	White
Sellers	Hackney
Hiatt (2 Votes)	Hulse-Killacky
Lukach (2 Votes)	Monks
Linkowski	Gundersen
Kovacs-Long	Barr
Ford	Robinson
Minor	

It was moved by Lukach and seconded by Hiatt that: Section 9 of the ACA Policies and Procedures be suspended temporarily so that Section 9 can be re-written to be consistent with the motions passed by Governing Council. Motion defeated (4 for; 19 against).

It was moved by Minor and seconded that: The agenda be altered so the group can discuss the motion requesting Financial Affairs Committee and Staff to devise a menu for marketing membership and services. Motion passed.

Following the adoption of the motion to alter the agenda, it was moved by Capuzzi and seconded by Monks that: ACA staff and the Financial Affairs Committee work collaboratively with Divisions to devise a reciprocal menu for marketing membership and services for both ACA and its Divisions. This plan to be presented in draft form in April 1996 and final form in July 1996. This plan is to include membership options for ACA membership only and Divisional membership only, as well as costs. Motion passed.

Disaffiliation Issues

President Breasure noted that a mediation meeting with AMHCA has been set for January 29, 1996. She asked for guidance from the Governing Council on how to proceed with negotiations with the disaffiliating Divisions. There was a consensus that the President should proceed with negotiations as she has been. It was urged that the groups work with a spirit of cooperation.

13. Bylaws Items

13-A. Changes Regarding ACA/Division Membership

It was agreed that in light of actions taken at this meeting, that this would be deferred until the April 1996 meeting.

13-B - Bylaws Change Regarding Term "Division"

It was noted that this will also be placed on the agenda for the April 1996 meeting for possible Bylaws change.

13-C - Division Noncompliance

It was moved by Barr and seconded by Fowler that: The following policies shall be adopted regarding ACA entities found to be in noncompliance with ACA Bylaws and Policies and Procedures:

The Governing Council, by a majority vote, can find a Division in noncompliance with the Association Bylaws and Policies and Procedures.

1. After a vote finding a Division in noncompliance, the President shall write the President of the noncomplying Division notifying him/her of the Governing Council action and proposing remedial action.
2. The Division found in noncompliance will have thirty calendar days in which to respond to the ACA President who will bring the response to the Governing Council.
3. The Division found in noncompliance may propose remediation, take steps to come into compliance, or refuse to take action to bring the Division into compliance. If the latter is the result, the policies regarding Divisions in noncompliance can be enforced.

Divisions found to be in noncompliance with ACA Bylaws and Policies and Procedures shall:

1. Have no representative on Governing Council;
2. Noncompliance Divisions shall be permitted to send their representative as an observer to Governing Council at their own expense;
3. Not put forth a candidate for the position of ACA President-Elect;
4. Not have representation on ACA Committees;
5. Have their Management Services Agreement found null and void;
6. Have the opportunity to negotiate a new Management Services Agreement at prevailing market rate.

Motion passed (12 for; 8 against; 1 abstain). (It was noted that this will be a new section in the Policies and Procedures Manual as it is currently written.)

Following the adoption of this motion, there was a discussion of what would happen and whether under this policy, it is possible that a Division in noncompliance might not have a representative on the Governing Council at the April 1996 meeting.

Following the discussion, it was moved by Linkowski and seconded by Barr that: Implementation of this policy on noncompliance of an ACA entity be delayed until after the April 1996 meeting of the ACA Governing Council. Motion passed (13 for; 6 against; 5 abstain).

13-D - ASCA Bylaws Amendment Re: Governing Council Representative

It was moved by Coy that: The Governing Council approves the request from ASCA to amend the ASCA Bylaws, Article V, Section I to provide for an election, among the ASCA membership, to choose a representative to the ACA Governing Council, who will also be a nonvoting member of the ASCA Governing Board. Motion passed (1 abstain-Hackney).

13-E - ASCA Bylaws Amendment RE: ASCA Branches/ACA Branches

It was moved by Coy that: The Governing Council does not approve the request from ASCA to amend the ASCA Bylaws, Article III, Section I and Section III(a) to remove the requirement that state ASCA branches be chartered by ACA branches. Motion passed (4 against). **NOTE:** Adoption of this motion means that the Governing Council rejects this proposed amendment, as the Bylaws Committee had recommended.

13-F - Constitutional Review of ACA Bylaws

This matter was discussed, and it was noted that the Bylaws Committee would like to have more specific directions as to what is being requested. Is it better to have short and very specific Bylaws or do we want to have them more general? It was also brought out in the discussion that it is important to have the things that are most important to policy and operation in the Bylaws. This is true since the Policies and Procedures can be more readily changed and it is desirable that we are forced to be more deliberate in making changes to Bylaws. There was no action taken on this matter at this time.

25 - NCDA Revised Bylaws

It was moved by Coy that: The NCDA Bylaws be approved as submitted. Motion passed (Wagenhofer abstain).

26. AMHCA Bylaws and

27. American College Counseling Association (ACCA) Bylaws

It was moved by Hiatt and seconded by Ford that: The Governing Council approve the revised Bylaws of AMHCA.

Due to the proposed changes to the ACA Bylaws to be voted on at the April 1996 meeting, all Division bylaws may be changed.

Following some discussion of this item, it was moved by Ford and seconded by Robinson that: The Governing Council moves to refer the AMHCA and ACCA Bylaws to the Bylaws Committee for review to be resubmitted to the Governing Council for consideration at the April 1996 meeting. Motion passed (4 against-Hiett and Lukach; 1 abstain-Kovacs-Long).

Structural and Related Issues

In the discussion of this issue and other related issues, it was requested that there be allocated a full day to deal with all of these areas in an informal discussion during the April 1996 Governing Council meeting.

It was moved by Wagenhofer and seconded by Kovacs-Long that: Sufficient time be allocated at the April 1996 Governing Council meeting to discuss issues relating to restructuring and identity and relationship of ACA and Divisions and the consequences of such restructuring. Motions and decisions would follow from such discussion. Motion carried.

Handling of Remaining Business

It was moved by Hackney and seconded by Coy that: All items remaining for Governing Council action when the Governing Council adjourns be referred to the Executive Committee for action. Motion passed (4 against-Lukach and Hiett, 2 votes each).

The AMCD representative requested that the Minutes show she had requested that items 52 (Approval of AMCD Guidelines for Multicultural Training) and 53 (support for operationalization of Multicultural Counseling Competencies) be dealt with since a commitment had been made to bring these to Governing Council.

Adjournment

It was moved by Barr and seconded by Ford that: The Governing Council meeting be adjourned. Motion passed.

The meeting of the ACA Governing Council was adjourned at 1:30 p.m., on January 14, 1996.