

BOARD OF DIRECTORS

August 5 & 7, 2014

APPROVED MINUTES

Present: Nadine J. Kaslow, PhD; Barry S. Anton, PhD; Donald N. Bersoff, PhD, JD; Jennifer F. Kelly, PhD; Bonnie Markham, PhD, PsyD; Norman B. Anderson, PhD; Linda F. Campbell, PhD; Louise A. Douce, PhD; Jennifer Doran, MA; Josephine D. Johnson, PhD; Susan H. McDaniel, PhD; Diana L. Prescott, PhD; William J. Strickland, PhD

Incoming Board members present on August 7: Richard M. McGraw, PhD; Sandra L. Shullman, PhD, Emily Voelkel, PhD

Absent: None.

I. MINUTES OF THE MEETING

A.(1) The Board voted to approve the minutes of its June 6-8, 2014, meeting.

II. ELECTIONS, AWARDS, MEMBERSHIP AND HUMAN RESOURCES

A. In executive session, the Board voted to recommend that Council elect 111 members listed to initial Fellow status, on the nomination of the indicated divisions and on the recommendation of the Fellows Committee and the Board of Directors.

B. A. In executive session, the Board voted to approve the appointment of Nelida Quintero, PhD, to the APA UN 1 representation team as an APA NGO-Representative to ECOSOC, for a renewable 5-year term to begin September 1, 2014, with a first probationary year.

V. DIVISIONS AND STATE AND PROVINCIAL AND TERRITORIAL PSYCHOLOGICAL ASSOCIATIONS

A.(2) The Board voted to accept the 2013 Division Annual Reports.

VI. ORGANIZATION OF THE APA

A.(3) The Board voted to recommend that Council approve forwarding the following Bylaw amendments to the membership for a vote (bracketed/strikethrough material to be deleted; underlined material to be added):

ARTICLE V

Composition of the Council of Representatives

1. Council shall be composed of Representatives of Divisions~~[,]~~; Representatives of State, Provincial and Territorial Psychological Associations~~[,]~~; members of the Board of Directors~~[,]~~; the Officers of the Association (the chief staff officer shall serve without vote) and the Chair of the American Psychological Association of Graduate Students (APAGS) ~~[Representative]~~. In the event that any Representatives of a given Division or State/Provincial/Territorial Association cannot be present, Council will seat one member as an Alternate Representative for that meeting, provided such member is an officer of or has been designated in advance by ~~[that]~~ the relevant Division or State/ Provincial/Territorial Association. Representatives shall hold office until their successors are elected and qualify, except that a Representative who has been elected to the Board of Directors shall continue to be a member of Council after the expiration of his/her term as Representative, and after the election and qualification of his/her successor as Division or State/Provincial/ Territorial Association Representative, until the expiration of his/her term as a member of the Board of Directors.
2. The APAGS ~~[representative]~~ Chair shall begin his ~~[or]~~/her term on Council in January of his/her term as APAGS Chair ~~[of the American Psychological Association of Graduate Students]~~ and will serve for a term of one year.

ARTICLE VII

Board of Directors

1. The Board of Directors shall consist of the President, the President-elect, the Past President, the Recording Secretary, the Treasurer, the chief staff officer (without vote), the APAGS Past Chair, ~~[Representative to the Council of Representatives and]~~ two members of any leadership group elected by Council to manage its workflow, six members-at-large ~~[others elected by a preferential ballot by those Members holding seats on Council during the year preceding the election and from those Members holding seats on Council representing Divisions or State, Provincial and Territorial Psychological Associations during the year immediately preceding the election]~~ and the Public Member. ~~[Directors not serving ex-officio shall serve for staggered terms of three years.]~~ All members of the Board of Directors shall serve until their successors are elected and qualify.
2. The members-at-large of the Board of Directors shall be Members of the Association elected by a preferential ballot by the voting Members of the Association and shall serve for staggered terms of three years. The members-at-large shall not succeed themselves in this office nor be eligible to appear as a candidate on the Recording Secretary or Treasurer election ballots for at least one year after their term has expired.
3. The APAGS Past Chair shall be the most recently retired Chair of APAGS as of January and will serve for a term of one year.
4. The Public Member shall be appointed by the Board of Directors for a three-year term under procedures defined in the Association Rules. The Public Member shall not succeed himself/herself in this office.

[2]5. Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at a time and place to be specified by a vote of the Board of Directors. The Board of Directors shall also establish a mechanism to provide continuing and prompt attention to such problems as may arise. A quorum at any meeting shall consist of a majority of its entire member-ship.

[3]6. In the case of disability ~~[or]~~ resignation, or removal of a Director, ~~[Council shall fill the vacancy for the unexpired term]~~ vacancies shall be filled by procedures defined in the Association Rules.

[4]7. The Board of Directors shall be the administrative agent of Council, shall supervise the work of the chief staff officer of the Association, and shall exercise general supervision over the affairs of the Association. In the interval between the Annual Meetings of Council, the Board of Directors shall have authority to take such actions as are necessary for the conduct of the Association's affairs in accordance with these Bylaws and the policies of Council. If an emergency is declared by a majority of the Board of Directors, the Board shall have power to take actions as though such action were taken by Council. The Board of Directors shall make a report of such emergency actions not later than the next meeting of the Council. It shall furnish a report of all such transactions at each Business Meeting of Council held in conjunction with the Annual Convention.

ARTICLE VIII

Officers

1. The officers of the Association shall be as follows: a President, a President-elect, a Past President, a Recording Secretary, a Treasurer, and a chief staff officer. They shall hold office until their successors are elected and qualify.
2. The President shall be a Member of the Association who has just completed a term as President-elect. During the term of office, the President shall serve as presiding officer of the Association, the Board of Directors, and Council. The President shall perform such other duties as are prescribed in the Bylaws, as are incident to the office, or as may properly be required of the President by vote of Council or the Board of Directors.
3. The President-elect shall be a Member of the Association, elected by preferential ballot, and shall take office as President-elect on January 1 of the year following his/her election. During the term of office, the President-elect shall serve as presiding officer of the Association, the Board of Directors, and Council in the absence of the President.
4. In the event that the President shall not serve out a term for any reason, the President-Elect shall succeed to the unexpired remainder thereof and continue through his/her own term. In the event that the President-elect shall not be able to serve out a term, both a President and a President-elect shall be nominated and elected at the time of the next

election and shall assume office by declaration of Council on January 1 of the year following his/her election.

5. In the event that both the President and the President-elect shall be unable to serve, the Board of Directors shall elect one of its members to serve as presiding officer of the Association, the Board of Directors, and Council.

6. The Past President shall be the most recently retired President and shall chair the Election Committee. The Past President shall not be eligible to appear as a candidate on the President-elect election ballot.

7. The Recording Secretary shall be a Member of the Association, elected by the immediately previous Council following nomination by the Board of Directors, and shall serve for a term of three years, beginning on January 1 of the year following his/her election, and shall not succeed himself/herself ~~[more than once]~~ in this office. The Recording Secretary shall not be eligible to appear as a candidate on the Board member-at-large or Treasurer election ballots for at least one year after his/her term has expired. During the term of office, the Recording Secretary shall serve as secretary of Council and of the Board of Directors and shall perform such other duties as may be prescribed in these Bylaws. It shall be the duty of the Recording Secretary to keep the records of all meetings of Council and of the Board of Directors; to file and hold subject to call and to direct the publication of such records, reports, and proceedings as are authorized by these Bylaws and by vote of Council or the Board of Directors at any duly constituted meeting; and to perform all other secretarial duties for Council and the Board of Directors as are not delegated to the chief staff officer. In the event that ~~[case of the death or incapacity of]~~ the Treasurer shall not be able to complete a term for any reason, the Recording Secretary is authorized to perform the duties normally assigned to the Treasurer until he/she is replaced under procedures defined in the Association Rules.

8. The Treasurer of the Association shall be a Member of the Association, elected by the immediately previous Council following nominations by the Board of Directors. The Treasurer shall take office for a term of three years, beginning ~~[at the end of the fiscal year during which]~~ on January 1 of the year following his/her election ~~[is announced,]~~ and shall not succeed himself/herself in this office more than once. The Treasurer shall not be eligible to appear as a candidate on the Board member-at-large or Recording Secretary election ballots for at least one year after his/her term has expired. During the term of office, the Treasurer shall serve as senior financial officer of the Association and shall perform such other duties as may be prescribed in these Bylaws. The Treasurer shall have authority to sign checks and drafts on behalf of the Association for disbursement of funds for duly authorized purposes of the Association as provided by Bylaws or by vote of Council or the Board of Directors. He/she shall deliver an audited report for each fiscal year to the Finance Committee and the Board of Directors. The Treasurer shall chair the Finance Committee and serve ex officio, without vote, on the Publications and Communications Board. In the ~~[case of the death or incapacity of]~~ event that the Recording Secretary shall not be able to

complete a term for any reason, the Treasurer is authorized to perform the duties normally assigned to the Recording Secretary until he/she is replaced under procedures defined in the Association Rules.

9. The Board of Directors shall nominate a Member of the Association to Council for confirmation as chief staff officer who shall be the administrative officer of the Association and Director of the Central Office. The chief staff officer's official title shall be determined by the Board of Directors. The chief staff officer shall be responsible for the staff, their hiring, training, performance, and termination. The chief staff officer shall perform such duties as may be assigned by the Board of Directors and Council or as may be prescribed in these Bylaws. Confirmation of the chief staff officer shall be by a two-thirds vote of those Council members voting. The chief staff officer shall be confirmed for a term not to exceed five years and may be reconfirmed. During this term the chief staff officer shall not hold any other office within the Association or any of its Divisions or State, Provincial or Territorial Psychological Associations.

10. Any ~~[officer]~~ member of the Board of Directors may be removed from office before the expiration of a term by a two-thirds vote of ~~[those present at a meeting]~~ a quorum of Council if it appears that ~~[the best interest of the Association is not being served]~~ the member's continued service is not in the best interest of the Association.

11. The officers of the Association shall be bonded by an amount fixed by the Board of Directors.

If approved, the Bylaws changes would become effective upon passage and the selection for members to the new Board would begin following approval. New Board members-at-large would be nominated and elected as the current members-at-large rotated off the Board. The new eligibility criteria for running for Board positions would apply to the new Board. Therefore, members of the 2014 and 2015 Boards would follow the eligibility rules existing at the time they were elected until they rotated off the Board. New Board members taking office in 2016 and beyond would follow the new eligibility criteria included in the Bylaws amendments approved by the membership.

The Board of Directors voted to recommend that Council approve amending APA's Association Rules as follows to become effective if and when the above Bylaws changes are approved by the Membership:

110-13. ELECTION OF THE MEMBERS-AT-LARGE OF THE BOARD OF DIRECTORS

110-13.1 ~~[The election of the Board of Directors is conducted by a public audit firm; see Appendix C for a detailed statement of procedures.]~~ The Needs Assessment, Slating and Campaigns Committee (NASCC) conducts a comprehensive needs assessment and develops position descriptions based on the needs assessment for the open Board member-at-large seats. The descriptions are broadly disseminated to the membership when nominations are solicited. In the slating process, NASCC aims to maintain a Board balanced across areas of

the discipline, diversity broadly defined and special skills or competencies relevant to current issues.

Members-at-large are elected by and from the [previous Council] the voting Members of the Association. Slates of at least two candidates are developed by NASCC from the nominations received. In the slating process, NASCC will ensure there is always at least one early career psychologist member on the Board of Directors.

~~110-13.2 [Members of the Board of Directors shall not serve simultaneously on APA governance groups, other than as ex-officio or liaison; or on governing bodies of advocacy or political action organizations for psychologists or psychology that are national in scope. Nominations for the Board of Directors shall be by ballot distributed to members of the Association. Each Council member will be allowed to nominate twice as many candidates as there are vacancies. The APAGS Representative to Council is not eligible to run but is eligible to nominate and vote in elections for member-at-large and officers of the Board of Directors.~~

~~110-13.3 Nomination ballots are sent April 15 or the next business day; nominations close within 30 days and may list up to two persons for each vacancy.~~

~~110-13.4] The election of the members-at-large on the Board of Directors is conducted by an independent audit firm. The election ballot is a preferential ballot[; three persons shall be nominated for each vacancy chosen in order of total nominations received. Final election ballots are sent July 1 or the next business day; election closes within 30 days].~~

~~[Candidates are invited to submit a statement of no more than 500 words with their opinions of issues facing psychology and the role APA should play regarding these issues. Copies of these statements are sent with each ballot] NASCC sets limitations and criteria on campaigning. It is also responsible for disseminating information about each candidate to the membership electronically and with the ballot.~~

~~110-13.[5]3 Results, with the final tally of votes cast, are reported to [Council] the membership within 30 days.~~

110-13.4 NASCC will conduct a needs assessment and develop a slate of at least two candidates for the Public Member of the Board of Directors. The Board of Directors will select a candidate from the slate submitted by NASCC. If needed, the Board may request additional candidates from NASCC. The Public Member shall serve a three-year term.

110-13.5 The Chair and Chair-elect of Council's Leadership Team serve as ex-officio voting members of the Board of Directors.

The Board of Directors voted to recommend that Council approve the following amendments to APA's Association Rules to become effective at the close of the Council meeting (bracketed/strikethrough material to be deleted; underlined material to be added):

30. PROCEDURES OF COUNCIL

30-1. PARLIAMENTARY PROCEDURES, ORDER OF BUSINESS, AND EXECUTIVE SESSION

30-1.1 The rules contained in Keesey's *Modern Parliamentary Procedure* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the APA Bylaws, the Certificate of Incorporation, and any special rules of order Council shall adopt. The Association Rules is the body of rules of which this rule forms a part. Association Rules shall continue in force until they are amended, repealed, or suspended. A simple majority vote at any regular meeting of Council shall be sufficient to amend or repeal these rules. Amendment and repeal shall take effect at the close of the meeting at which the vote is taken. To suspend the order of business rule or add an item which has not been properly placed before Council pursuant to 30-1.4 requires a two-thirds vote of all Council members present [unless the item to be undertaken requires new financial expenditures, in which case suspension of the order of business rule shall require a three-quarters vote of all Council members present]. Suspension shall take effect for no longer than needed during the Council meeting to permit a particular action to be undertaken.

30-1.2 The APA President shall appoint a Parliamentarian who may continue to serve at the pleasure of succeeding Presidents. A Parliamentarian who is a member of Council shall be replaced during his or her term as Parliamentarian by an alternate designated by the constituency from which the Parliamentarian comes.

30-1.3 The order of business for meetings of Council shall be [determined] proposed by the [~~Board of Directors~~] President in consultation with the Council Leadership Team [in accordance with these rules, except that Council may, by a majority vote, take up any matter that is properly before it.] and adopted by Council. Once the order of business is adopted, a two-thirds vote is required to change the order.

30-1.4 No matter may be properly placed before the Council for its votes that has not been disseminated to the members of Council, in its final form and with a response from the [~~Board of Directors~~] Council Leadership Team, at least two weeks prior and whenever possible 30 days prior to the meeting at which the matter is to be deliberated.

"Final form" shall mean that all sections of the agenda item are complete. Agenda item sections that must be complete include (1) a description of the issue, (2) a description of the implementation plan, (3) the fiscal implications of passing the main motion or any amended or substitute motion, (4) the exact wording of the main motion and any amended or substitute motion, and (5) the recommendations of the [~~Board of Directors~~] Council Leadership Team and any other board or committee that has reviewed the issue.

This rule shall not be interpreted to apply to supplemental materials such as exhibits, comments, [~~and~~] or minutes that are not available at the time the agenda is [~~printed and mailed~~] finalized and posted.

30-1.5 The Council may, by a majority vote, go into executive session, participation in which is limited to the members of Council and such other persons that are requested by the APA President to attend. The proceedings of such sessions are considered confidential.

30-6. MOTIONS/REPORTS TO COUNCIL

30-6.1 ~~[A specific motion shall be transmitted in the following manner: (a) a motion introduced by a Council representative shall first be reviewed by the chair of CSFC, in consultation with appropriate APA staff and the Agenda Planning Group; (b) a motion forwarded by a committee shall be transmitted either to the board listed in Association Rule 50-5 or directly to the Board of Directors, if no other board is specified; (c) a motion forwarded by a board other than the Board of Directors shall be transmitted directly to the Board of Directors; and (d) the Board of Directors shall develop an agenda for Council. In so doing, the Board of Directors shall transmit all motions from boards, committees, and Council representatives to Council, unless otherwise provided in the APA Bylaws or in the Association Rules.~~

~~The Board of Directors will provide a rationale whenever its recommendation to the Council of Representatives is to alter or oppose the main motion.]~~

The Agenda Planning Group (APG) forwards motions or reports for Council to the Council Leadership Team (CLT) who reviews, makes recommendations and develops Council's agenda. APG forwards motions under the Board's purview to the Board for disposition.

30-6.2 APG shall forward to the CLT for review and recommendation to Council [R] reports from a board or committee, task force, or any other component or affiliate of APA that are intended to provide and summarize knowledge in order to inform and educate. Such reports commissioned and produced under the auspices of APA become the property of the Association. Each report should reference existing APA policies on the topic at hand. Task force reports and other reports, where appropriate, shall include an executive summary comprising a synopsis of the report. The executive summary shall include recommendations and suggested policy statements based on key findings, and, when indicated, appropriate scientific review, that can be developed into action items for Council to consider.

Reports never constitute APA policy, but rather serve as background material for future reference and use. Statements of policy and other recommendations emanating from reports must come before the Council as main motions, with the usual accompanying information on fiscal implications, scientific foundation (when indicated), and recommendations as to the appropriate entity that would have the responsibility to carry out the action(s) contemplated.

Council may vote to receive, refer, or reject a report. Council votes to receive a report when a majority of its members, present and voting, generally agree with the contents of the report. When Council receives a report, the contents do not become APA policy nor do the proposed recommendations become implemented without passage of separate main motions. Distribution of received reports may occur via posting on the APA Web site and/or in other formats. Received reports shall include the following statement presented with high visibility on

one of the introductory pages: “APA reports synthesize current psychological knowledge in a given area and may offer recommendations for future action. They do not constitute APA policy nor commit APA to the activities described therein. This particular report originated with the APA (insert the name of the governance body).”

The motion to refer a report may send the report back to the originator(s) of the document or to other APA entities to address Council’s questions, concerns, or for further study. The consideration of the report by Council may be postponed to a later date. When Council rejects a report, it remains the property of APA. The report does not constitute APA policy and, in the interest of accuracy, APA requests that any reference to this report state that it was rejected by APA Council. Any copy of the report shall include the following statement on each page: “This report was prepared by the APA (insert name of governance body) but was rejected by the APA Council of Representatives.”

30-6.3 When indicated, motions/reports shall reflect the most appropriate and relevant scientific data and literature available. Reviews of the scientific literature must be fact-checked. The moving board or committee shall assume responsibility for conducting or obtaining the appropriate scientific review, including the identification of pros, cons, and limitations of the conclusions based on the science. Independent scientific merit review shall be the responsibility of the moving board or committee. The results of such review shall be made available as part of the supporting documentation.

30-6.4 Motions presented by the Board of Directors, Council Leadership Team and/or standing boards and committees to Council shall be in one of the following forms (note that substitute motions are treated as amendments where relevant):

(1) If the board or committee recommends adoption or rejection of the original motion, or makes no recommendation, the question should be on adopting the motion. That is, the question is on adopting the original motion, the recommendation of the board or committee notwithstanding.

(2) If the board or committee recommends that the original motion be amended, the question should first be on this amendment. If the amendment passes, action is then taken on the amended motion. If the amendment fails, amendments by Council are in order. Following any further amendment action, the original motion with any amendments is in order.

30-6.5 Annual reports of boards and committees shall be provided to the Board of Directors and Council.

30-6.6 ~~[At each meeting of the Council of Representatives,]~~ Legal counsel will provide regular reports to the Board of Directors on the nature, status and financial implications of legal actions involving the Association and will provide a litigation update to Council at least on an annual basis.

30-8. STANDARDS AND GUIDELINES

30-8.1 This rule applies to all standards and guidelines, as well as resolutions, endorsements or other statements that have the effect of a standard or guideline, that are proposed by any board, committee, division or subunit of a division, task force, work group, or other APA entity. As these terms are used in APA policy, “standards” include any criteria, protocols, or specifications for conduct, performance, services, or products in psychology or related areas, including recommended standards. Standards are considered to be mandatory and may be accompanied by an enforcement mechanism. “Guidelines” include pronouncements, statements, or declarations that suggest or recommend specific professional behavior, endeavor, or conduct for psychologists or for individuals or organizations that work with psychologists. In contrast to standards, guidelines are aspirational in intent.

The review procedures in this rule, which are established to protect APA, its governance groups and its members, apply to statements or actions that have the effect of a standard or guideline regardless of the title used. This rule also applies to standards or guidelines developed outside of APA that are proposed for adoption, endorsement, or approval by APA. This rule does not apply to those APA standards or guidelines for which Council has adopted specific procedures for review and approval, such as accreditation. If there is uncertainty about whether a proposed statement or action would constitute a standard or guideline that is covered by this rule, the sponsoring APA entity should consult with the APA Office of General Counsel to determine if the provisions of this rule apply.

30-8.2 When APA or any board, committee, division or subunit of a division, task force, working group or other APA entity works jointly with another organization on developing standards, guidelines or other statements that have the effect of standards or guidelines, the provisions of this rule will apply. If the APA entity working with another organization believes that it is not required to follow these review procedures it should confer with APA Office of General Counsel as soon as possible to determine whether the rule applies or an alternative approach such as a disclaimer or written clarification of APA’s role should be used to address any risks.

30-8.3 Proposed standards or guidelines or other documents that have the effect of a standard or guideline should be sent to the APA Office of General Counsel for initial legal review regarding risk to the association or its members. The proposing entity shall suggest a period, not to exceed 10 years, for which the standard or guideline will be effective if it is approved along with a rationale for the proposed timeframe. The maximum period of effectiveness is appropriate for areas in which the knowledge base, practice patterns, and relevant legal and regulatory climate are stable. In most areas, an earlier expiration date (e.g., 5 years, 7 years) will be more appropriate.

Following initial legal review, a proposed new standard or guideline or an amendment to an existing standard or guideline shall be introduced as a new business item at Council and circulated to APA boards and committees for comment. At the same time, the proposing entity shall invite expert commentary and consultation from other appropriate groups or individuals

and from all divisions and state, provincial and territorial psychological associations. The proposing entity shall respond to all commentary, seek additional legal review if appropriate and forward a revised document to all divisions and state, provincial and territorial psychological associations and groups that provided commentary. The revised draft version of standards and guidelines shall be forwarded to the Office of General Counsel in order to disseminate to the membership notice of a sixty (60) day comment period and instructions for the receipt of comments. At the conclusion of the comment period, the proposing entity shall make any appropriate changes and respond to all comments received. The proposing entity shall provide the draft standards and guidelines along with copies of the comments and responses to comments to the Office of General Counsel for a second legal review and determination of whether further public comment is required.

After this legal review, the draft standard or guideline shall be forwarded to the Board of Directors with accompanying documentation regarding the comments received and response made to such comments. The Board of Directors shall review such documentation to determine if the standard or guideline is appropriate for the Association and if it poses undue risk to the Association or its members. If the Board of Directors determines that the proposed standard or guideline is not appropriate or that it poses undue risk to the Association or its members, it shall return the draft standard or guideline with commentary related to the potential risk ~~[or with a request for additional revision and further expert or public comment]~~.

When the Board of Directors determines that a standard or guideline is appropriate and does not present undue risk to the Association or its members, the Board shall ~~[recommend that the Council of Representatives]~~ refer it to the Council Leadership Team (CLT) for content review and recommend to Council whether to approve the standard or guideline as APA policy. In making its recommendation, CLT shall consider public comment and any risk assessment by legal counsel to avoid undue risk to the association.

In adopting an APA standard or guideline, Council shall establish the period during which the guideline will be in place as APA policy, which shall not exceed 10 years from the time of its approval.

30-8.4 The Policy and Planning Board shall provide notice no less than two years before a standard/guidelines document will expire to the responsible reviewing body or entity. The reviewing body or entity responsible for review of the document shall recommend to Council that the document be extended, amended along with proposed revisions, nullified or placed in the APA archives. Should the responsible reviewing body or entity wish to extend or amend the document, the review process shall be done in accordance with Association Rule 30-8 as delineated for proposed new standards or guidelines, along with a new expiration date and the rationale for that date. If the responsible reviewing body or entity does not bring the standard/guidelines document to the Council of Representatives within this 2-year period, the standard/guidelines document will automatically sunset and the Policy and Planning Board shall notify the Council of such action.

30-8.5 When Council approves standards or guidelines, they will be adopted on behalf of the whole association. When an entity associated with APA wishes to sponsor and/or disseminate a published document that it does not intend to serve as standards or guidelines but which the public may reasonably construe as a set of standards or guidelines, the entity shall consult with APA legal counsel and any other interested boards, committees, divisions or groups to ensure that the language of the document does not imply a standard or guideline and to develop an appropriate statement to include in the document that will make it clear that the contents of the publication are not intended to set a standard or guideline for training, professional practice conduct or any other specialized form of the application of psychological knowledge and that the entity is not speaking on behalf of any other APA board, committee, division or group or on behalf of the APA.

40. ORGANIZATION OF COUNCIL

40-1. ELECTION AND PROCEDURES FOR COUNCIL REPRESENTATIVES

40-1.1 Council shall be the final judge of its own membership. It shall determine, in accordance with the APA Bylaws, the number of representatives to which each voting unit is entitled. It shall be the final judge of any dispute relative to the election of its members or the seating of alternate representatives.

40-1.2 The chief staff officer is a member of Council ex officio and shall be without vote.

40-1.3 Any question relative to the election of a representative to Council, or to a position as officer of the APA, must be raised [not later than] at the the time of the report [by the Board of Directors] by the Election Committee to Council of the results of that election. Any question, once raised, may be deferred for subsequent determination by Council, and the person whose election has been challenged shall not take office until final approval has been voted by Council.

40-1.4 As soon after January 1 of each year as information is available, the chief staff officer shall report to the Election Committee the results of the apportionment ballot for Council seats. This information, together with the current membership of Council, shall be the basis of nominating and election ballots that are sent to members of Council's voting units.

40-1.5 The Council apportionment ballot shall be sent November 1 or the next business day. The ballot period closes at the end of forty-five days.

40-1.6 In the event of the death or resignation of any Council representative or if a representative is for any reason no longer a Member of APA, the voting unit may designate another eligible member as its representative for the remainder of the term. Notice of election or appointment shall be presented to the APA Recording Secretary.

40-1.7 The APA President shall preside over Council. At the opening of an annual or special meeting of Council, the APA Recording Secretary shall call the roll of Council. Such alternates as are present and are duly qualified by appointment and by the absence of the regular

representatives shall be recognized and seated. If a Council representative fails to attend a meeting of Council and does not arrange an alternate, the Recording Secretary will inform the voting unit of the failure of its representative to attend the Council meeting.

40-1.8 The appointment of an alternate representative for a voting unit shall be certified in writing to the Recording Secretary in advance of the alternate representative being seated. The certification shall be from an officer or director of the voting unit so represented or from a person authorized in writing by the voting unit to make such appointments. Consistent with the APA Bylaws, an alternate representative shall be a member of the voting unit who is also a member of APA and shall not be a member who has served as a Council representative for the six consecutive years prior to the year in which they serve as an alternate.

40-1.9 Newly elected representatives to Council shall assume office on January 1 of the year following their election to office.

40-1.10 Since Article V, Section [3] 4 of the APA Bylaws states that no person shall be eligible to represent more than one organization in Council at any one time, no person may be listed on an election ballot as a candidate to represent more than one voting unit in Council.

40-1.11 Unless it is an ex officio appointment, there shall be at least two nominees on the final election ballot for each office of Council representative.

40-1.12 Names of candidates running for Council seats must be submitted to the APA Election Committee before March 15 of the year in which the election is held.

50. COUNCIL'S BOARD AND COMMITTEE INFRASTRUCTURE

50-4. CONTINUING COMMITTEES

50-4.1 In addition to the standing boards and committees authorized in the APA Bylaws, there shall be continuing committees of the Association which are selected by and report to Council through the board under which they are listed in the following rule. Unless otherwise stated in these rules, continuing committees that report directly to Council or through the Board of Directors are elected by Council.

50-5. LIST OF CONTINUING COMMITTEES

50-5.1 The list below presents APA continuing committees and their reporting lines.

~~[Reporting directly to Council]~~

Structure and Function of Council]

Reporting through the Board of Directors

Constitutional Issues

International Relations in Psychology

Advancement of Professional Practice

American Psychological Association of Graduate Students

Commission for the Recognition of Specialties and Proficiencies in Professional Psychology

Agenda Planning Group

Division/APA Relations

Early Career Psychologists

Needs Assessment, Slating and Campaigns

Reporting through the Membership Board

Fellows Committee

Reporting through the Publications and Communications Board

Council of Editors

Reporting through the Board of Educational Affairs

Commission on Accreditation

Continuing Education

Education and Training Awards

Committee of Teachers of Psychology in Secondary Schools

Committee of Psychology Teachers at Community Colleges

Reporting through the Board of Professional Affairs

Professional Practice and Standards

Reporting through the Board of Scientific Affairs

Animal Research and Ethics

Human Research

Psychological Tests and Assessment

Scientific Awards

Reporting through the Board for the Advancement of Psychology in the Public Interest

Women in Psychology

Psychology in the Public Interest Awards

Lesbian, Gay, Bisexual, and Transgender Concerns

Disability Issues in Psychology

Children, Youth, and Families

Ethnic Minority Affairs

Aging

Socioeconomic Status

Reporting through the Committee for the Advancement of Professional Practice

Committee on Rural Health

60. ~~[CONTINUING COMMITTEES OF COUNCIL]~~ COUNCIL LEADERSHIP TEAM

~~[60.1. COMMITTEE ON STRUCTURE AND FUNCTION OF COUNCIL]~~

~~**60.1.1** There shall be a Committee on Structure and Function of Council that shall (a) receive, review, and initiate recommendations, suggestions, and complaints about Council functions and operations, (b) maintain rules adopted by Council, and (c) give continuing attention to the development of procedures through which Council can be kept informed about the history and nature of problems and issues currently facing the APA. In addition to the foregoing, the Committee may be assigned duties by Council as special needs or problems arise.~~

~~The Committee shall consist of six members, all of whom shall be current or former members of Council. Their term of service shall be for three years. Each year two new members shall be elected from members of Council serving in the first or second year of their terms to replace the two senior members.~~

~~**60.1.2** The Committee on Structure and Function of Council shall conduct a review of the structure and function of Council for Council every five years.]~~

60.1.1. There shall be a Council Leadership Team (CLT) that shall a) manage a procedure to select and oversee Council's mega issue discussions; b) prioritize and determine appropriate disposition of new items coming through the triage system; c) determine the priorities for Council and the order of business for meetings of Council; d) initiate and oversee the work of boards and committees reporting directly to Council; e) provide a recommendation to Council on all motions brought before Council for its consideration; f) regularly review the structure and function of Council (including orientation of new members) and handle complaints about

Council functions and operations; and g) lead Council in reviewing and revising the strategic plan and ensure that APA policies are aligned with APA's mission and strategic plan.

60-1.2 CLT shall consist of twelve members, all of whom shall be current or former members of Council. CLT is comprised of a Chair, Chair-elect, Past Chair, the APA President, the APA President-elect, the APA Treasurer, the APAGS Chair, an Early Career Psychologist Representative, three members-at-large and the Chief Executive Officer (without vote).

Council members shall nominate current Council members who have served at least one year on Council for the positions of Chair-elect, Early Career Representative and member-at-large. The results of a comprehensive needs assessment for CLT will be shared with Council prior to the nominations process. The Chair-elect, Early Career Representative and three members-at-large shall be elected by Council for three-year terms from slates of at least two candidates. Each year a Chair-elect and member-at-large are elected and every third year an Early Career Psychologist representative is elected. The candidate on each slate receiving the highest number of votes will be elected. Members-at-large and the Early Career Psychologist representative cannot serve two consecutive terms and are limited to two lifetime terms. The APA President, APA President-elect, APA Treasurer, APAGS Chair and Chief Executive Officer serve ex officio on CLT. The APAGS Chair shall begin his/her term on CLT in January of his/her term as APAGS Chair.

60-1.3 The Chair presides over CLT.

Cross-Reference

o See also "Conflict of Interest and Duality Guidelines for Council."

90. CONTINUING COMMITTEES OF THE BOARD OF DIRECTORS

90-6. AGENDA PLANNING GROUP

The Agenda Planning Group shall be composed of the APA President, who shall serve as chair, and the chairs of the Policy and Planning Board, the Board of Professional Affairs, the Board of Scientific Affairs, the Board for the Advancement of Psychology in the Public Interest, the Board of Educational Affairs, the Committee for the Advancement of Professional Practice, the Committee on Division/APA Relations, and the Committee on Legal Issues, ~~and the Committee on Structure and Function of Council. It shall meet at least twice a year at the close of the Council of Representatives meeting.]~~

The Agenda Planning Group shall have general oversight for the consolidated board and committee meetings. It shall be the responsibility of the Agenda Planning Group to designate items to be included on the cross cutting agendas for the fall and spring consolidated meetings of the boards and committees. The Agenda Planning Group shall encourage boards and committees to consider items that impact on their constituency directly, that require expertise represented within the board or committee, that may establish a new policy or change a policy of the Association, or that require a special perspective represented by the board or committee.

~~[With the oversight of the Committee on Structure and Function of Council, i]~~ It shall review new business items introduced in Council and make recommendations ~~[to the Committee on Structure and Function of Council]~~ regarding the referral of items to ensure that issues are considered by the appropriate boards and committees and identify items that have potential technical difficulty.

The Agenda Planning Group shall report to the Council of Representatives through the Board of Directors.

90-9. NEEDS ASSESSMENT, SLATING AND CAMPAIGNS COMMITTEE

There shall be a Needs Assessment, Slating and Campaigns Committee (NASCC) that shall conduct an annual needs assessment and develop slates for any seats on the Board of Directors and Council that are elected by and from the general membership, solicit and vet candidates for the election slates, and help set the criteria and procedures for disseminating information about the candidates to the membership. NASCC shall also develop the slate for the public member of the Board.

The Committee shall consist of seven members, including one public member. Members will have three-year terms and may only serve one term on the Committee.

The APA President, President-Elect and Past President shall appoint three of the members, including the public member, after broad consultation. On a rotating basis, each of the following boards shall appoint one member to the Committee: the Board for the Advancement of Psychology in the Public Interest, Board of Educational Affairs, Board of Professional Affairs, and Board of Scientific Affairs.

Each year two members shall be appointed for three-year terms, one by the APA President, President-Elect and Past President and one by the above named boards. Every third year the fourth board will appoint an additional member.

Individuals are not permitted to serve on NASCC if they have served on the Board of Directors, Council of Representatives, or any APA board or committee in the past year and may not serve on any of these groups for at least two years following the completion of their service on NASCC. Members of NASCC are not permitted to serve concurrently in any elected officer positions in any Divisions or state/provincial/territorial associations.

110-9. RECORDING SECRETARY AND TREASURER ELECTION

110-9.1 ~~[The elections for APA Recording Secretary and Treasurer are conducted by a public audit firm; see Appendix C for a detailed statement of procedures].~~ Nominations are solicited from the voting Members of the Association. The slate is determined by the Board of Directors. There shall be at least two nominees on the final election ballot for Recording Secretary and Treasurer. Only APA members are eligible for nomination.

110-9.2 ~~[Candidates are nominated by the Board of Directors. Nominations must be made before July 1. Only APA members are eligible for nomination.]~~

~~110-9.3]~~ Members of the immediately previous Council shall elect the Recording Secretary and the Treasurer. The elections for APA Recording Secretary and Treasurer are conducted by an independent audit firm. Preferential ballots are used. ~~[The election occurs on or about July 1; election closes within 30 days.]~~

110-9.[4] 3 Results, with the final tally of votes cast, are reported to Council within 30 days.

110-14. RULES GOVERNING SIMULTANEOUS SERVICE ~~[ON BOARDS AND COMMITTEES]~~

110-14.1 Members of the Board of Directors shall not serve simultaneously on APA advisory groups, other than as ex-officio or liaison; or on governing bodies of advocacy or political action organizations for psychologists or psychology that are national in scope.

110-14.2 Members shall not serve simultaneously on any of the following ~~[governance]~~ advisory groups, except as ex-officio and/or ~~{}~~non-voting~~{}~~ members or if other exceptions are provided below.

Boards

Advancement of Psychology in the Public Interest

Convention Affairs

Educational Affairs

Membership

Policy and Planning

Publications and Communications

Professional Affairs (except that one member is also a member
of the Committee on Professional Practice and Standards)

Scientific Affairs

Committees

Advancement of Professional Practice

Aging

Animal Research and Ethics

Children, Youth and Families

Continuing Education

Disability Issues in Psychology

Division/APA Relations

Early Career Psychologists

Ethics

Ethnic Minority Affairs

Fellows

Finance

Human Research

International Relations in Psychology

Legal Issues (ad hoc)

Lesbian, Gay, Bisexual, and Transgender Concerns

Needs Assessment, Slating and Campaigns

Professional Practice and Standards (except that one member is
also a member of the Board of Professional Affairs)

Psychology and AIDS (ad hoc)

Rural Health

Socioeconomic Status

~~[Structure and Function of Council]~~

Psychological Tests and Assessment

Psychology Teachers at Community Colleges

Teachers of Psychology in Secondary Schools

Women in Psychology

Other

Commission for the Recognition of Specialties and Proficiencies in Professional Psychology

Commission on Accreditation

Council Leadership Team

110-14.[2] 3 Members shall not simultaneously run for election (e.g., appear on the board and committee election ballot) for more than one of the following [governance] advisory groups. In addition, members shall not run for election for one of the following [governance] advisory groups if the term of service will begin prior to the end of a term the member is currently serving on one of the [governance] advisory groups listed in Association Rule 110-14.1.

Boards

Advancement of Psychology in the Public Interest

Convention Affairs

Educational Affairs

Membership

Policy and Planning

Publications and Communications

Professional Affairs

Scientific Affairs

Committees

Advancement of Professional Practice

Ethics

Finance

International Relations in Psychology

Rural Health

~~[Structure and Function of Council]~~

Other

Commission for the Recognition of Specialties and Proficiencies in Professional Psychology

Note: The above amendments to the composition of the Agenda Planning Group will be in place only if Council does not approve the amendments found in the minute for item “VI.E” related to triage.

B.(4) The item “Delegating Authority for Increases to the Board Honoraria and Board Travel Funds to the Finance Committee” was postponed to a future call of the Board.

C.(5) The Board met with the Kristin Hancock, PhD, Chair of the Policy and Planning Board (P&P) and Kristi Van Sickel, PsyD, Chair-elect of P&P, to discuss APA governance data needs. P&P seeks to have

structures in place that will create a systematic way to collect needed data. A working group was appointed to meet with P&P during the October 31-November 2 Consolidated Meetings to discuss what data is currently available and how to move forward. The working group includes Board members Barry S. Anton, PhD, Donald N. Bersoff, PhD, JD, Linda F. Campbell, PhD, and William J. Strickland, PhD and staff members Tony Habash, Rhea Farberman, Steve Breckler, PhD, and Gary VandenBos, PhD.

D. On its July 20 call, the Board voted to recommend that Council receive the Implementation Work Group Financial Report and ask staff to work with the Finance Committee to develop Council's 2015 working budget to be brought to the Board of Directors for approval in December 2014.

E. On its July 20 call, the Board voted to recommend that Council vote to 1) receive the Implementation Work Group Triage Report; 2) approve the Final Authority Chart (Attachment) as a delineation of where final authority is within the governance system during the three years that Council delegates authority for specific duties to the Board and 3) request that a more detailed APA Function and Authority Matrix be brought to Council for approval at its February 2015 meeting. The Final Authority Chart reflects the Authority Matrix and any future changes to that document will subsequently be reflected in the chart. Additionally, at the end of the three-year trial period (February 28, 2017), the Final Authority Chart/Authority Matrix will be reviewed and reassessed by Council.

The Board also voted to recommend that Council approve the following Association Rule changes (bracketed/ strikethrough material to be deleted; underlined material to be added):

90-6. AGENDA PLANNING GROUP

The Agenda Planning Group shall be composed of the APA President, who shall serve as chair~~;~~
~~and~~ ; the chairs of the Policy and Planning Board, the Board of Professional Affairs, the Board of Scientific Affairs, the Board for the Advancement of Psychology in the Public Interest, the Board of Educational Affairs, the Committee for the Advancement of Professional Practice (non-voting), the Committee on Division/APA Relations, the American Psychological Association of Graduate Students, and the Committee on Legal Issues~~;~~
~~and the Committee on Structure and Function of Council. It shall meet at least twice a year at the close of the Council of Representatives meeting.;~~ a member of the Finance Committee as determined by the Finance Committee and a member of the Council Leadership Team (CLT) as determined by CLT.

The Agenda Planning Group shall have general oversight for the consolidated board and committee meetings and for the referral of agenda items. ~~[It shall be the responsibility of the Agenda Planning Group to designate items to be included on the cross-cutting agendas for the fall and spring consolidated meetings of the boards and committees. The Agenda Planning Group shall encourage boards and committees to consider items that impact on their constituency directly, that require expertise represented within the board or committee, that may establish a new policy or change a policy of the Association, or that require a special perspective represented by the board or committee. With the oversight of the Committee on Structure and Function of Council, it shall review new business items introduced in Council and make recommendations to the Committee on Structure and Function of Council regarding the~~

~~referral of items to ensure that issues are considered by the appropriate boards and committees and identify items that have potential technical difficulty.]~~

Following the submission of a new item, the Agenda Planning Group shall consider if there is any overlap between the item and any on-going work within APA and the degree to which it aligns with the strategic plan before assigning a complete routing path for the item. This routing will include, minimally, a specification of all required consultations that must be obtained on the item as well as the final authority for action on the item. The APG may also specify any groups to be specifically informed about the item. The routing path may include the Board of Directors, Council of Representatives, APA boards or committees and staff.

APG recommendations are made to the Council of Representatives (through the Council Leadership Team), and to the Board of Directors (through the President.)

The Agenda Planning Group shall report to the Council of Representatives through the Board of Directors.

Note: If approved by Council, the amendments to the composition and mission of the Agenda Planning Group found in the above minute related to triage will supersede the amendments to the Agenda Planning Group included in item “VI.A.(3).”

VII. PUBLICATIONS AND COMMUNICATIONS

A.(6) The Board took no action on the item “New Journal Proposal: Practice Innovation.” (Council voted on the request to establish the new journal titled “Practice Innovation” at its August 6 meeting before the Board had opportunity to make a recommendation on the item.)

IX. EDUCATIONAL AFFAIRS

A.(7) The item “Continuing Education Credit for Diversity Training” was postponed to a future call or meeting of the Board.

XII. PUBLIC INTEREST

A. On email in July, the Board voted unanimously to appoint the following members to the APA Policy Review Task Force on the Predication and Prevention of Gun Violence: Robert T. Kinsherff, PhD, Esq. (Chair), Joel A. Dvoskin, PhD, Gary D. Gottfredson, PhD, W. Rodney Hammond, PhD, Eric S. Mankowski, PhD, Susan B. Sorenson, PhD, Jacquelyne W. White, PhD

XVI. FINANCIAL AFFAIRS

A. On its July 15 call, the Board voted to approve the following resolution:

**AUTHORIZING RESOLUTIONS
OF THE BOARD OF DIRECTORS OF THE
AMERICAN PSYCHOLOGICAL ASSOCIATION, INC.
REGARDING CONFERENCE CENTER LLC**

RECITALS:

A. The Board of Directors (the “Board”) is the administrative agent of the Council of Representatives (the “Council”) of the American Psychological Association, Inc. (the “Association”) and is charged with exercising general supervision over the affairs of the Association under Article VII of the Association’s bylaws.

B. APA 750 LLC (“APA 750”) is a Delaware single-member limited liability company, the sole member and manager of which is the Association.

C. APA 750 is the owner of real property and improvements located at 750 1st Street, N.E., Washington, DC (the “Property”), at which a new rooftop conference center is being built (the “Conference Center”).

D. The Board has determined that it is advisable and in the best interests of APA 750 and the Association to form a new Delaware limited liability company of which APA 750 would initially be the sole member (“Conference Center LLC”) and to which APA 750 would master lease the Conference Center and certain ancillary portions and common areas of the Property.

NOW, THEREFORE, BE IT RESOLVED, as follows:

1. The Board authorizes the Association to cause APA 750 to (a) form Conference Center LLC with APA 750 as the initial sole member, (b) master lease to Conference Center LLC the Conference Center and certain ancillary portions and common areas of the Property and (c) cause Conference Center LLC to operate the Conference Center and such ancillary portions and common areas of the Property.

2. The Board hereby authorizes APA 750 to authorize Eve Corbin, Esq., to form Conference Center LLC under the laws of the State of Delaware. After the filing of a certificate of formation, the powers of Eve Corbin as an “authorized person” shall cease, and thereafter each of APA 750 and Nathalie Gilfoyle shall become an “authorized person” with respect to Conference Center LLC, and each of APA 750 or Nathalie Gilfoyle may execute, deliver and file any and all amendments to and restatements of the certificate or may execute, deliver and file any other certificates (and any amendments or restatements thereof) necessary for Conference Center LLC to qualify to do business in any jurisdiction, including the District of Columbia, in which Conference Center LLC may wish to conduct business.

3. Any officer of the Association (each, an “Authorized Officer”) is authorized, empowered and directed to perform all other acts and to do all other things and to execute and/or attest all documents for and on behalf of the Association and to cause APA 750 to execute and/or attest all documents for and on behalf of APA 750 or Conference Center LLC, as such Authorized Officer in his/her sole discretion, from time to time determines to be necessary, desirable,

advisable or appropriate and in the best interests of such entity to carry out the intent and purpose of these Resolutions, to form Conference Center LLC and to enter into a master lease with Conference Center LLC.

4. The provisions of these Resolutions shall be separable and if any section, phrase or provision of these Resolutions shall for any reason be declared invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions of these Resolutions.

5. These Resolutions shall be effective as of July 15, 2014.