

BOARD OF DIRECTORS

January 17, 2017

APPROVED MINUTES

Board Members Present: Antonio E. Puente, PhD; Jessica Henderson Daniel, PhD, ABPP; Susan H. McDaniel, PhD, ABPP; Jean A. Carter, PhD; Jennifer F. Kelly, PhD, ABPP; Cynthia D. Belar, PhD, ABPP; Jean Lau Chin, EdD; Helen L. Coons, PhD, ABPP; Stewart E. Cooper, PhD, ABPP; Joseph J. Coyne, PhD; Ian A. Gutierrez, MS, MA; Robert E. McGrath, PhD; Richard M. McGraw, PhD; Sandra L. Shullman, PhD; Frank C. Worrell, PhD

Board Members Absent: None.

The Board voted to recommend that Council approve forwarding to the Membership for a vote the following Bylaw amendments (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~~] executive officer shall serve without vote); and the Chair, Chair-elect or other designee from the Executive Committee of the American Psychological Association of Graduate Students (APAGS). 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 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 the individual's term as Representative, and after the election and qualification of the individual's successor as Division or State/Provincial/Territorial Association Representative, until the expiration of the individual's term as a member of the Board of Directors.

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~~] executive officer (without vote), the APAGS Past Chair or other designee from the APAGS Executive Committee, the Chair and Chair-elect of any leadership group elected by Council, six

members-at-large and the Public Member. 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 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 themselves in this office.

4. 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 membership.

5. In the case of death, disability, resignation, or removal of a Director, vacancies shall be filled by procedures defined in the Association Rules.

6. The Board of Directors shall be the administrative agent of Council, shall supervise the work of the chief ~~[staff]~~ executive 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

Leaders of the Board

Officers of the Association

1. The ~~[officers]~~ Leaders of the ~~[Association]~~ Board of Directors shall be as follows: a President, a President-elect, a Past President, a Recording Secretary, and a Treasurer ~~[, and a chief staff officer]~~. They shall hold ~~[office]~~ these roles until their successors are elected and qualify. Leaders of the Board shall not be considered officers of the Association.

2. The President shall be a Member of the Association who has just completed a term as President-elect. ~~[During the term of office,]~~ [t]The President shall serve as presiding ~~[officer]~~ member of ~~[the Association,]~~ the Board of Directors, ~~[and]~~ Council and the

Association. The President shall perform such other duties as are prescribed in the Bylaws, as are incident to the ~~[office]~~ role of chair of the Board, 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]~~ become ~~[as]~~ President-elect on January 1 of the year following the individual's election. ~~[During the term of office,]~~ ~~[t]~~The President-elect shall serve as presiding ~~[officer]~~ member of ~~[the Association,]~~ the Board of Directors, ~~[and]~~ Council and the Association 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 the individual's 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]~~ the role by declaration of Council on January 1 of the year following the individual's 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]~~ member of ~~[the Association,]~~ the Board of Directors, ~~[and]~~ Council and the Association.

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 the individual's election, and shall not succeed themselves in this ~~[office]~~ role. 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 the individual's term has expired. ~~[During the term of office,]~~ ~~[t]~~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]~~ executive officer. In the event that 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 the individual 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]~~ serve for a term of three years, beginning on January 1 of

the year following the individual's election and shall not succeed themselves in ~~[this office]~~ the role 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 the individual's 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.]~~ The ~~[individual]~~ Treasurer 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 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 the individual is replaced under procedures defined in the Association Rules.

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

10. Any member of the Board of Directors may be removed from office before the expiration of a term by a two-thirds vote of a quorum of Council if it appears that the member's continued service in this position is not in the best interest of the Association.

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

ARTICLE XI

Boards and Committees

8. The Publications and Communications Board shall consist of no fewer than nine Members of the Association. Members of the Board shall serve for staggered terms of six years. In addition, the Treasurer and chief ~~[staff]~~ executive officer shall be ex-officio members, without vote, of the Publications and Communications Board. It shall be the function of this Board to make recommendations on current and innovative plans and

policies on the acquisition, management, initiation, or discontinuance of journals, separates, bibliographic and related publications, and information services. It shall appoint Editors, except the Editor of the official organ of the Association.

ARTICLE XVI

Central Office

1. The Association shall maintain a Central Office for the promotion of the objectives of the Association, its Divisions, and State/Provincial Associations. The Central Office shall be established at such a place and with such facilities and functions as Council may direct. The chief ~~[staff]~~ executive officer shall be the Director of the Central Office. ~~[He/She]~~ The chief executive officer shall report annually on the operations of the Central Office to the Board of Directors, to Council, and by publication to the membership.

BOARD OF DIRECTORS

January 31, 2017

APPROVED MINUTES

Board Members Present: Antonio E. Puente, PhD; Jessica Henderson Daniel, PhD, ABPP; Susan H. McDaniel, PhD, ABPP; Jean A. Carter, PhD; Jennifer F. Kelly, PhD, ABPP; Cynthia D. Belar, PhD, ABPP; Jean Lau Chin, EdD; Helen L. Coons, PhD, ABPP; Stewart E. Cooper, PhD, ABPP; Joseph J. Coyne, PhD; Ian A. Gutierrez, MS, MA; Robert E. McGrath, PhD; Richard M. McGraw, PhD; Sandra L. Shullman, PhD; Frank C. Worrell, PhD

Board Members Absent: None.

A. The Board voted to recommend that Council approve the following Resolution on Duties of Council and Trial Delegation of Specific Duties to the Board:

Duties of Council and Trial Delegation of Specific Duties to the Board

WHEREAS, in 2013, the American Psychological Association embarked on a project of good governance (the “Good Governance Project” or “GGP”) in order to enhance and improve the efficiency, nimbleness and effectiveness of APA’s governance infrastructure;

WHEREAS the Good Governance Project Team brought forth to Council the Good Governance Project Report detailing ways that the governance infrastructure of APA can be more effective, more nimble and more efficient;

WHEREAS the GGP Report was received by Council at its July/August 2013 meeting;

WHEREAS the GGP Team brought forward for a vote to Council in July/August 2013 eight (8) motions relating to the implementation of the GGP Report including:

- Technology
- Leadership Development
- Triage
- Council Purpose
- Fiduciary Roles
- Board Composition
- Council Structure
- Implementation

WHEREAS among these motions, Council adopted the following motion at its July 31 & August 2, 2013:

Motion #5 Fiduciary Roles (108/50/1)

Council supports delegating the authority for the following areas of fiduciary responsibility to the Board of Directors on a trial basis for a three-year period following implementation:

- *Financial/budget matters*
- *Hiring, evaluation and support for the Chief Executive Officer*
- *Assuring alignment of the budget with the APA strategic plan*
- *Internally focused policy development*

In addition, Council will receive regular reports from the Board on the delegated areas during the trial period and retains its responsibility as set forth in the Bylaws. In the interest of transparency, such reports to Council will also be made available to the entire membership.

WHEREAS Council has determined that it is in the best interests of the Association, and will facilitate APA fulfilling its mission, to allow Council to focus its work more fully on developing and adopting policy and ensuring APA policies are aligned with APA's plans.

WHEREAS Council has determined that it can best meet its fiduciary duty to the Association as a whole, and in particular in the areas of financial and budget matters, alignment of the budget with the strategic plan, management of Chief Executive Officer, and internally focused policy development, by delegating evaluation, oversight, management and decision making authority for these areas to the Board of Directors.

WHEREAS pursuant to Motion #5 noted above, in order to allow Council to fulfill its fiduciary responsibility more fully so that it may focus its work on policy issues and alignment of policy with APA's mission and strategic plan, the Council of Representatives voted to evaluate on a trial basis the effectiveness of delegating authority for that part of its fiduciary responsibility to certain financial and administrative tasks to the Board to discharge for a trial period of three years beginning on March 1 , 2014;

WHEREAS in the intervening three years since Council adopted Motion #5, for the reasons stated in the December 2016 Finance Committee's extensive analysis of the trial delegation, Council has not been able to fully develop its policymaking role and the Board has not been fully able to regularize its process for its delegated responsibilities;

WHEREAS the Board of Directors, Council Leadership Team and Finance Committee have all recommended a three-year extension of trial delegation and allocation of duties through Council's first meeting in 2020;

WHEREAS in light of the issues encountered during the current three-year delegation period, Council now wishes to extend the trial period for the delegation of authority and allocation of duties between the Board and Council for an additional trial period of three years beginning on March 1 , 2017;

THEREFORE BE IT RESOLVED pursuant to its authority as set forth in Article IV, Sections 1 and 7 of the Bylaws, and pursuant to a suspension of Association Rules to the extent necessary, the Council of Representatives hereby delegates to the Board of Directors, for a period of three years ending following Council's first meeting in 2020, authority for the following areas:

- Financial and budget matters,
- Hiring , evaluation and support of the CEO,
- Assuring alignment of the budget with the APA Strategic Plan, and
- Internally focused policy development

The Board shall prepare and provide to Council semi-annual reports on these delegated areas during this period, which shall also be available to the membership.

During the three year period:

1) Council will rely on the Board of Directors to carry out its responsibilities in these four areas, subject to Council's overall power and authority as set forth in the Bylaws, while Council will focus on development of policy for the discipline of psychology, and;

2) Those portions of the Association Rules requiring a vote of approval by Council for action in these four areas shall be suspended until further action by Council, such as:

- Rule 110-10 through 110-12 (Chief Staff Officer confirmation, evaluation and reconfirmation);
- Rule 210-2.3/210-4 (approval by Council of long term goals for investing recommended by the APA Finance Committee);
- Rule 210-2.5 (approval by Council of Presidential Discretionary Fund);
- Rule 210-5 (approval of dues) ;
- Rule 10-12 (Life Membership Status dues exemption);
- Rule 50-3 (approve new ad hoc group if new funding is needed);
- Rule 210-2.2 (approval of budget by Council)

3) For the evaluation process:

- The Chief Financial Officer, on behalf of the Board of Directors, Finance Committee and APA staff, will provide a semi-annual report to Council. This report will provide Council detail on how APA is meeting the organizational financial goals as set forth in the Association Rules.

- The President, on behalf of the Board of Directors, will provide a semi-annual report to Council on the state of the Association. This report will provide Council detail as to how APA is meeting the organizational governance goals set forth in the Association Rules, on hiring, evaluation and support of the CEO, and on any new internally focused policy developments.

- The Council Leadership Team will name a subgroup of Council to evaluate how Council is fulfilling its role to develop policy for the discipline of psychology, and also provide an annual report to Council.
- Two evaluations related to financial and budget matters will be conducted under the direction of the Finance Committee which will solicit input from Council, Board of Directors, Finance Committee and appropriate APA staff.
 - The first evaluation will be conducted in the spring of 2018. The Treasurer will report the findings of the evaluation to Council at its August 2018 meeting. Data collected will be used to modify the on-going trial.
 - The second evaluation will be conducted in the spring of 2019. The Treasurer will report the findings of the evaluation to Council at its August 2019 meeting. Data provided will be used to improve the on-going trial period.
- At the end of the trial period during its first meeting in 2020, Council will decide how to proceed.

BOARD OF DIRECTORS

February 7, 2017

APPROVED MINUTES

Board Members Present: Antonio E. Puente, PhD; Jessica Henderson Daniel, PhD, ABPP; Susan H. McDaniel, PhD, ABPP; Jean A. Carter, PhD; Jennifer F. Kelly, PhD, ABPP; Cynthia D. Belar, PhD, ABPP; Jean Lau Chin, EdD; Helen L. Coons, PhD, ABPP; Stewart E. Cooper, PhD, ABPP; Joseph J. Coyne, PhD; Ian A. Gutierrez, MS, MA; Robert E. McGrath, PhD; Richard M. McGraw, PhD; Sandra L. Shullman, PhD; Frank C. Worrell, PhD

Board Members Absent: None.

A. The Board voted to determine that the following motion is appropriate and poses no undue risk to the Association and refers it to the Council Leadership Team for content review and to provide a recommendation to Council.

That Council adopts the following statement regarding applied behavior analysis as APA policy:

The principles of applied behavior analysis (also known as behavior modification and learning theory), developed and researched by psychology and competently applied in the treatment of various disorders based on that research, is clearly within the scope of the discipline of psychology and is an integral part of the discipline of psychology. Across the United States, applied behavior analysis is taught as a core skill in applied and health psychology programs. As such, the American Psychological Association (APA) affirms that the practice and supervision of applied behavior analysis are well-grounded in psychological science and evidence-based practice. APA also affirms that applied behavior analysis represents the applied form of behavior analysis which is included in the definition of the "Practice of Psychology" section of the APA Model Act for State Licensure of Psychologists. Therefore, APA asserts that the practice and supervision of applied behavior analysis is appropriately established within the scope of the discipline of psychology.

B. The Board voted to determine that the APA *Clinical Practice Guideline for the Treatment of Posttraumatic Stress Disorder (PTSD) in Adults* is appropriate and poses no undue risk to the Association and refers the item to the Council Leadership Team for content review and to make a recommendation to Council regarding its adoption as APA policy. In making its determination that the Guidelines are appropriate, the Board agreed that the Guidelines followed the procedures outlined in Association Rule 30-8 for APA adoption of Guidelines.

C. The Board voted to recommend that Council adopt as APA policy the following Conflict of Interest Principles:

**CONFLICT OF INTERESTS PRINCIPLES
STATEMENT OF RESPONSIBILITY OF APA MEMBERS**

All APA members must address any Conflict of Interest (COI) or appearance of a COI before acting in the name of or on the behalf of the APA. APA members serving on an APA group must fully disclose any potential COI. In addition, each APA group member is responsible for identifying and declaring any potential COI and for identifying conflicts others may have but have not disclosed.

CONFLICT OF INTERESTS

A COI is any financial interest or substantial benefit that impedes or might impede an APA member, serving on an APA group or otherwise, from acting in the best interest of the APA.

1. Financial Benefit to Self or Someone Professionally or Personally Close

A. An APA member has a COI if the member while exercising decision-making authority stands to gain financially from the decision. A voting member of any APA Group whose responsibilities include compensation matters and who receives compensation, directly or indirectly, from the APA for services is precluded from voting on matters pertaining to that member's compensation.

B. An APA member has a potential COI if the member's decision could result in financial benefit to a professionally or personally close third party.

2. Substantial Benefit to Self or Someone Professionally or Personally Close

A. An APA member has a COI if the member while exercising decision-making authority stands to gain from increased positional status (e.g., a promotion or public recognition) that could result in increased compensation or remuneration for the member from the decision.

B. An APA member has a COI when the member while exercising decision-making authority could impact the relationship of a person with whom the member has a close professional or personal relationship. A COI also exists if the member's decision could result in any personal or professional advantages for the individual with whom the member has a close personal relationship.

3. Cross-organizational Role Conflicts

A cross-organizational role COI exists when an APA member's decision-making role has a direct or indirect influence on another organization within which the APA member has a

vested interest, or within which another person with whom the APA member has a close professional or personal relationship has a vested interest.

A cross-organizational role COI exists when a member who has the capacity to influence decision-makers of the APA has a relationship with another organization that can be directly or indirectly affected by the APA's decision.

4. Additional Benefits or Impacts

An APA member has a COI when the APA member, implicitly or explicitly, threatens adverse action against, or promises a benefit to, another member (or to a person with whom the other member has a close professional or personal relationship) whose decision could be influenced by the threat or promise.

Promises may include future financial benefit, or access to participation in other groups. Threats may include marginalization of participation in other groups, filing allegations of ethical violations, or threats of legal actions.

**BOARD OF DIRECTORS ACTIONS TAKEN BY UNANIMOUS WRITTEN CONSENT BETWEEN
JANUARY 1, 2017 AND FEBRUARY 7, 2017**

APPROVED MINUTES

Board Members Voting: Antonio E. Puente, PhD; Jessica Henderson Daniel, PhD, ABPP; Susan H. McDaniel, PhD, ABPP; Jean A. Carter, PhD; Jennifer F. Kelly, PhD, ABPP; Cynthia D. Belar, PhD, ABPP; Jean Lau Chin, EdD; Helen L. Coons, PhD, ABPP; Stewart E. Cooper, PhD, ABPP; Joseph J. Coyne, PhD; Ian A. Gutierrez, MS, MA; Robert E. McGrath, PhD; Richard M. McGraw, PhD; Sandra L. Shullman, PhD; Frank C. Worrell, PhD

The Board confirmed the following actions by unanimous written consent

A. In early January 2017, the Board voted to approve the appointment of the following three individuals as APA United Nations Department of Public Information Representatives for five-year terms to begin immediately and to end on December 31, 2021:

- 1) Dr. Comfort Asanbe
- 2) Dr. Carmen Vazquez
- 3) Dr. Kirsty Bortnik

B. In early January 2017, the Board voted to approve the appointment of Barton Palmer, PhD, for a one-year term in 2017 on the Committee on Human Research, to replace Timothy Trull, PhD, who resigned from the committee.

C. In early January 2017, the Board voted to approve the key terms of the employee contract offered to Arthur C. Evans, Jr., PhD, who will begin his term as Chief Executive Officer of APA on March 20, 2017.