

BOARD OF DIRECTORS

June 7-9, 2019

APPROVED MINUTES

Board Members Present: Rosie Phillips Davis, PhD, ABPP; Sandra L. Shullman, PhD; Jessica Henderson Daniel, PhD, ABPP; Jean A. Carter, PhD; Diana Lee Prescott, PhD; Arthur C. Evans Jr., PhD; Stewart E. Cooper, PhD, ABPP; Cynthia de las Fuentes, PhD; Kevin Donnellan; Justin Karr, PhD; Pamela E. Scott-Johnson, PhD; Beth Rom-Rymer, PhD; Peter L. Sheras, PhD, ABPP

Board Members with Partial Attendance (Joined Virtually): Le Ondra Clark Harvey, PhD; Mitchell J. Prinstein, PhD; Shannon L. Wiltsey Stirman, PhD

I. MINUTES OF THE MEETING

A.(1) The Board voted to approve the minutes of its February 14, 2019, meeting; the minutes of its following 2019 calls: March 5, March 19, March 29, April 16, May 7, May 21; and the actions taken by unanimous written consent between February 6 and May 21, 2019.

II. ELECTIONS, AWARDS, MEMBERSHIP AND HUMAN RESOURCES

A.(2) The Board voted to recommend that Council approves forwarding to the Membership for a vote the following amendments to the APA Bylaws (bracketed/strikethrough material to be deleted; underlined material to be added):

ARTICLE II
Membership

1. The Association shall consist of [~~three~~] four classes of members: Fellows, Members, [~~and~~] Associate members, and Graduate Student members.

4. Members of the Association shall be persons who are interested in the advancement of psychology as a science and as a profession and who have met the requirements described below. The designation Member as used in these Bylaws shall be deemed to include Fellows, except where there is an express provision to the contrary. The requirements for acceptance to Member, Associate member, or Graduate Student member status may be waived by the Membership Board, in special cases, for persons in fields other than psychology who have made continuing distinguished contributions to psychology.

5. The minimum requirement for acceptance to Member status shall be the receipt of the doctoral degree based in part upon a psychological dissertation or the doctoral degree based on other evidence of proficiency in psychological scholarship from a program primarily psychological in content. The doctoral degree must have been conferred by a graduate or professional school that

is regionally accredited or that has achieved such accreditation within five years of the year the doctoral degree was granted or that is one of equivalent standing outside the United States.

6. Associate members shall be persons who are interested in the advancement of psychology as a science and as a profession and who have met the requirements described below. Associate members may not vote or hold office in the Association but shall be entitled to all rights and privileges of the Association not specifically denied them in these Bylaws. Associate members shall achieve voting privileges after five consecutive years in the status of Associate membership.

7. The minimum requirement for acceptance to Associate member status shall be (a) completion of at least two years of graduate work in psychology in a regionally accredited graduate or professional school or (b) the master's degree in psychology from a regionally accredited graduate or professional school.

8. Graduate Student members shall be persons who are pursuing graduate studies in the field of psychology and who have met the requirements described below. Graduate Student members may not vote or hold office in the Association, but shall be entitled to all rights and privileges of the Association not specifically denied them in these Bylaws. Graduate Student members shall achieve voting privileges after one year in the status of Graduate Student membership.

9. The minimum requirement for acceptance to Graduate Student member status shall be enrollment in good standing within the past twelve months in a regionally accredited graduate or professional school for graduate work in the field of psychology.

~~[8]~~10. Fellows shall be elected by the Council of Representatives (hereafter referred to as Council) upon recommendation by the Board of Directors. Nomination of a Fellow shall be made by a Division to which the member belongs.

~~[9]~~11. Council shall have the power to designate additional requirements for acceptance to Member, Associate member or Graduate Student member status.

~~[10]~~12. The requirement of a doctoral degree, as defined in Section 5, or the requirement that the five years of acceptable professional experience be subsequent to granting of the doctoral degree, as appropriate, may be waived: (a) for Fellow status, by Council upon submission of evidence satisfactory to Council of outstanding contribution or performance in the field of psychology; (b) for Member status, by the Membership Board upon submission of evidence satisfactory to the Board of significant contribution or performance in the field of psychology.

~~[11]~~13. In addition to the regular membership classes, there shall be a class of International Affiliates, who are not Members of the Association and who shall not represent themselves as such. They shall have such rights and privileges as may be granted by Council, including special rates for subscriptions and publications.

~~[12]~~14. International Affiliates shall be psychologists who reside in countries other than the United States or Canada. An individual desiring affiliation with the Association must, at the time

of application, be a member of the psychological association of the country in which the applicant resides or, if no such association exists, shall present evidence of appropriate qualifications. International psychologists who meet the requirements for membership may apply in the usual manner if they so desire.

~~[13]~~15. There shall be a class of High School and Undergraduate Student Affiliates who are not Members of the Association and who shall not represent themselves as such. They shall have such privileges as may be granted by Council, including special rates for subscriptions and publications.

~~[14]~~16. There shall be a class of High School Teacher Affiliates who are not Members of the Association and who shall not represent themselves as such. They shall have such privileges as may be granted by Council, including special rates for subscriptions and publications.

~~[15]~~17. There shall be a class of 2-Year College Teacher Affiliates who are not Members of the Association and who shall not represent themselves as such. They shall have such privileges as may be granted by Council, including special rates for subscriptions and publications.

~~[16]~~18. A Member (to include Fellows), Associate member, Graduate Student member or Affiliate may be dropped from membership or otherwise disciplined for conduct which violates the Ethical Principles of the Association, which tends to injure the Association or to affect adversely its reputation, or which is contrary to or destructive of its objects. Allegations of such conduct shall be submitted to the Ethics Committee.

The Ethics Committee shall formulate rules and procedures governing the conduct of the ethics and disciplinary process. However, such rules and procedures and any changes therein must be approved by the Board of Directors acting on behalf of Council. The Ethics Committee, acting at its own discretion or on direction of the Board of Directors, shall review such rules and procedures periodically and may amend them from time to time, subject to the approval of the Board of Directors, provided, however, that no such amendment shall adversely affect the substantive rights of a Member, Associate member, Graduate Student member or Affiliate whose conduct is being investigated or against whom formal charges have been filed at the time of amendment.

~~[17]~~19. A person who has been dropped from membership pursuant to the rules and procedures of the Ethics Committee may reapply for membership after five years have elapsed from the date of termination of his/her membership. A person who has been permitted to resign under a stipulated agreement may reapply for membership only after the period of time stipulated in the agreement has elapsed, and all other conditions set forth in such agreement have been discharged. In all cases the Member, Associate member, Graduate Student member or Affiliate must show that he/she is ethically as well as technically qualified for membership. Such reapplications shall be considered first by the Ethics Committee, which shall make recommendation to the Membership Board.

~~[18]~~20. Resignations of Members, Associate members, Graduate Student members or Affiliates may be accepted only by the Board of Directors. In the ordinary course, the Board of Directors will, in its discretion, refuse to accept a resignation tendered by a Member, Associate member,

Graduate Student member or Affiliate while such Member, Associate member, Graduate Student member or Affiliate is under the scrutiny of the Ethics Committee.

ARTICLE III

Bill of Rights for Members

1. All Members and Fellows shall have the right to vote, to hold office, and to secure fair consideration for governance appointment in the Association. Voting in any Association election may be done by either mail or electronic means.

2. All Members, Fellows, Associate members, Graduate Student members, and Affiliates shall be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender, gender identity, or sexual orientation, age, mental or physical disability. This does not preclude the Association from fulfilling its obligation to carry out activities or programs that have as their goal the amelioration of conditions that may restrict Members from full participation in the Association or its activities and programs.

ARTICLE V

Composition of the Council of Representatives

5. Each APA Fellow, Member, ~~[and]~~ voting Associate member, and voting Graduate Student member shall choose the Division(s) or State/Provincial/Territorial Association(s) through which he/she elected to have his/her interest represented on Council by allocating, at the time of the annual dues statement, a total of ten (10) votes to the Division(s) and/or State/Provincial/Territorial Association(s) through which he/she wishes to be represented the following year. However, only Fellows, Members (or voting Associate or Graduate Student members) of the Divisions or State/Provincial/Territorial Associations so designated will be allowed to nominate and elect their Council Representatives.

ARTICLE VI

Divisions

2. Any Member of the Association may apply for membership in one or more Divisions under the rules of eligibility and election established by the Division. Associate members, Graduate Student members or Members may remain Associate members, Graduate Student members or Members without divisional affiliation. A Division may include in its membership those who do not qualify for or do not desire membership in the Association. It may determine its own qualifications for its membership classes, provided that the designation Fellow shall be reserved for members of the Division who are Fellows of the Association.

ARTICLE XI

Boards and Committees

2. The Membership Board shall consist of no fewer than eight Members and one Affiliate of the Association. At least two of the members shall be Fellows of the Association. The remaining members shall be selected to represent the diverse membership of the Association. Members of the Board shall serve for staggered terms of three years each, except when filling a vacancy on the Board. The Board shall have responsibility for the oversight of membership recruitment and retention activities for the Association. The Board shall have the authority to elect qualified persons to initial Member, [or] Associate member or Graduate Student member status. The Membership Board is responsible for establishing and regulating the APA criteria that the Fellows Committee uses to review and to recommend member nominees for election to Fellow status. The Board shall receive nominations from the Fellows Committee and shall forward recommendations without alterations or comments to the Board of Directors.

5. The Ethics Committee shall consist of not fewer than eight persons, at least seven of whom shall be Members of the Association, elected from different geographical areas, for terms of not less than three years. Members of the Ethics Committee shall be selected to represent a range of interests characteristic of psychology. The Ethics Committee shall have the power to receive, initiate, and investigate complaints of unethical conduct of Members (to include Fellows), Associate members, Graduate Student members, and Affiliates; to report on types of cases investigated with specific description of difficult or recalcitrant cases; to dismiss or recommend action on ethical cases investigated; to resolve cases by agreement where appropriate; to formulate rules or principles of ethics for adoption by the Association; to formulate rules and procedures governing the conduct of the ethics or disciplinary process for approval by the Board of Directors acting on behalf of Council; and to interpret, apply, and otherwise administer those rules and procedures.

The work of the Ethics Committee, including information and recommendation on all cases before it, shall be kept confidential, except as provided by the Ethics Committee in rules and procedures approved by the Board of Directors, consistent with the objectives of the Committee and the interest of the Association.

ARTICLE XIX

Dues and Subscriptions

1. The basic Association dues to be paid annually by Members, Graduate Student members, and Associate members shall be determined by Council and shall include subscriptions to such publications as may be determined by Council.

7. Any Fellow, Member, [or] Associate member, or Graduate Student member who has been adjudged totally and permanently disabled shall be exempt from further payment of dues. Such members shall retain other rights and privileges of the Association.

ARTICLE XX Amendments

1. The Association, by vote of the voting Members on the official rolls of the Association at the time of sending, may adopt such Bylaws or amendments to Bylaws as are consistent with the Association's Certificate of Incorporation and are deemed necessary for the management of the affairs of the Association.

2. Amendments may be proposed (a) by Council, (b) by the Policy and Planning Board, (c) by the Board of Directors when approved by Council by a majority vote, or (d) by petition signed by four percent or more of the Members of the Association. A copy of each amendment proposed, with space appropriate for voting and such explanations of the amendments as are deemed necessary, shall be sent to the last recorded address of each Fellow, Member, ~~and~~ voting Associate member, and voting Graduate Student member. Pro and con statements shall accompany amendments unless two-thirds of the representatives present and voting consider such statements to be unnecessary. Forty-five days after the date of sending, the poll shall be closed and the votes counted by the Election Committee, which shall certify the result to Council at its next meeting, at which time the amendment, if passed by two-thirds of all the Members voting, shall take effect.

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

10-1. MEMBERSHIP CLASSES

10-1.1 The APA Bylaws provide for ~~three~~ four classes of membership in the Association: Fellow, Member, ~~and~~ Associate member, and Graduate Student member. Requirements for each class of membership are given in the APA Bylaws.

10-4. APPLICATION PROCEDURES

10-4.1 Application or nomination forms for Member, Associate member, Graduate Student member or Fellow status shall be prescribed by the Membership Board, after consultation with other APA committees involved in their use. Such forms are used to collect information sufficient to establish the applicant's ethical and technical qualifications for membership and to create necessary membership records and APA Directory/Register records.

All applicants for Associate member, Graduate Student member or Member status shall indicate whether or not they have previously been rejected for membership in the Association or had membership voided or have previously been convicted of a felony or sanctioned by any professional ethics body, licensing board, other regulatory body or any professional or scientific organization. All applications for Member, ~~or~~ Associate member, or Graduate Student member status shall carry the following statement, which the applicant shall sign:

"In making this application, I subscribe to and will support the objectives of the American Psychological Association as set forth in Article I of the bylaws, and the Ethical Principles of Psychologists and Code of Conduct, as adopted by the Association, and I affirm that the statements made in this application correctly represent my qualifications for membership, and understand that if they do not, my membership may be voided."

APA may seek evidence from schools and universities that the candidate has attended, state/provincial/territorial or local psychological associations, professional employers, and/or other appropriate sources of information, when the submitted documentation leaves doubt as to the applicant's qualifications for membership in the Association.

Nominations for Fellow status shall be made by divisions to the Fellows Committee. The written nomination shall show that the candidate's doctoral dissertation was on a psychological subject and that the professional experience cited as qualifying an individual for Fellow status was work which the person was properly qualified to perform and that was appropriately supervised. The recommendation shall include the endorsement of at least three, but preferably more, Fellows of the Association. In instances when the nominee is working in a highly specialized area, one of the three endorsers may be a former APA Fellow who is no longer a Member of the Association. The recommendation shall make clear what evidence the division puts forward to support the "unusual and outstanding contribution" of the candidate. The division may assemble the information by whatever means it deems appropriate but shall make reasonable verification of it before submission to the Fellows Committee.

(a) With respect to the nomination of Fellows, each division shall, by such means as it shall determine, solicit nominations from its members of those who are deemed worthy of election to this honor. The division may require the nominator to indicate the evidence available in support of the nomination. It shall be the responsibility of the division to select from these nominees and to prepare the recommendations for submission as provided in the previous section.

(b) Divisions shall be informed that it is the assumption of Council that the final list of Members recommended for election to initial Fellow status contains only those Members officially nominated by the relevant divisions. Divisions are responsible for maintaining appropriate review schedules to meet this requirement. This rule does not deny the right of an individual Council member to challenge any nomination on the list.

10-5. INTERPRETATION OF EDUCATIONAL REQUIREMENTS

10-5.1 In acting upon an application for Graduate Student member, Associate member or Member status in the Association, the Membership Board and/or Membership Staff shall be guided by the following interpretation of the requirements stated in the APA Bylaws:

The applicant's graduate or professional school must have full regional accreditation at the time the applicant is elected to membership, although the applicant's training or degree may have been received during the five years prior to full accreditation. A regionally accredited institution is defined as an institution that is listed as fully accredited by the appropriate regional accrediting

body in the Directory of Accredited Institutions of Postsecondary Education, published annually by the American Council on Education, or one of equivalent standing outside the United States.

10-14. STUDENT AFFILIATE

10-14.1 Applications from college and high school students desiring to become Student Affiliates may be accepted at any time by the chief staff officer, who shall have discretion in determining what form of evidence is sufficient to meet the requirements for this application.

A Student Affiliate who interrupts studies for a period not to exceed ten consecutive years shall be considered as a student throughout the break in studies for purposes of determining eligibility for Student Affiliate status.

Student Affiliates may subscribe to any of the journals published by APA or purchase other APA publications at the same reduced rates charged to members.

90-3. AMERICAN PSYCHOLOGICAL ASSOCIATION OF GRADUATE STUDENTS COMMITTEE

There shall be an American Psychological Association of Graduate Students (APAGS) Committee whose mission shall be to (a) promote the highest standards in the research, teaching, and practice of psychology in order to further the education and development of all students involved in the study of psychology; (b) represent all graduate study specialties of psychology, and facilitate exchange of information between these groups; (c) promote graduate student leadership development in order to communicate and advocate the concerns of graduate students; and (d) establish and maintain channels of communication between APAGS and schools, universities, training centers, institutions, and other members of the psychological community.

The APAGS Committee shall consist of nine members, three of whom serve three-year terms (the chair-elect, chair, and past chair), six of whom serve two-year terms. All shall be [~~graduate student affiliates~~] Graduate Student members of the Association. Each year, a call for nominations for the four open positions that will become vacant in the following year shall be broadly disseminated. Following the call, the committee shall prepare a slate of candidates for each position and hold an election in which all APAGS members are eligible to vote. Following the election, names of the winners of the election shall be forwarded to the Board of Directors as information.

The APAGS Committee shall report to Council through the APA Board of Directors.

100-2. PETITIONS FOR NEW DIVISIONS

100-2.3 In the event that the petitioners represent an established group of APA members, the additional material to be supplied shall include minutes of the meeting at which action was taken to seek affiliation, a full list of members, lists of officers for current and recent years, and bylaws of the group.

In the event that the group has been newly assembled, the petitioners shall supply (a) minutes of any organizational meeting of the group sponsoring the petitioners and a list of persons attending, (b) provisional bylaws of the proposed division that conform to requirements of the APA Bylaws, (c) a list of provisional members by class (e.g., Associate member, Graduate Student member, Member) if such is proposed, (d) a list of members who are not petitioners, and (e) a list of provisional officers.

If the petitioners feel it would be useful to Council, they may submit a statement amplifying the preface to the petition to make clear why they seek divisional status.

110-8. PRESIDENT-ELECT ELECTION

110-8.1 The election of APA President-elect is conducted by the Election Committee.

110-8.2 Candidates are nominated by Fellows, Members, ~~and~~ Associate members with voting privileges, and Graduate Student members with voting privileges. Nominations are made by preferential ballots, and up to five names may be listed in rank order. Nomination ballots are sent on or about February 1. The balloting period closes within 45 days. Only APA members are eligible for nomination.

110-8.3 The APA President-elect shall be elected by Fellows, Members, and those Associate members and Graduate Student members who have been granted voting privileges. The election ballot shall be preferential and shall list five candidates. Final election ballots shall be sent on or about September 15. The balloting period shall close within 45 days.

Each candidate is invited to submit a statement, to be sent with the election ballot, of no more than 1,000 words, stating his or her opinion of issues facing psychology and of the role APA should play regarding these issues.

110-8.4 Results are reported to the Board of Directors. Tallied results are reported to Council no more than 30 days after the ballot closes. Election results are published on APA's website.

B.(3) The Board voted to recommend that Council approve the following amendment to Association Rule 90-5 (underlined material to be added):

90-5. AGENDA PLANNING GROUP

The Agenda Planning Group shall be composed of the APA President, who shall serve as chair; 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, the Committee on Early Career Psychologists, and the Committee on Legal Issues; 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.

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.

C. In executive session, the Board voted to appoint Lea A. Theodore, PhD and Ann T. Landes, PhD, to serve on the Committee on Division/APA Relations from January 1, 2020, to December 31, 2022.

D. In executive session, the Board voted to approve the board and committee election slates.

III. ETHICS

A. The Board received an update on the work of the Ethics Code Task Force from its Chair, Linda Campbell, PhD.

B. In executive session, the Board took action on one Ethics case and one membership matter.

IV. BOARD OF DIRECTORS

A. CEO Arthur C. Evans, Jr., PhD, introduced Dawnavan S. Davis, PhD, APA's first Chief Diversity Officer.

V. DIVISIONS AND STATE, PROVINCIAL AND TERRITORIAL PSYCHOLOGICAL ASSOCIATIONS

A. In executive session, the Board received an update on changes to the format for the Division Leadership Conference (DLC). Beginning in 2020, there will no longer be an in-person January DLC. Instead, orientation and training for Division President-elects will be conducted virtually and a networking and learning session will take place at the Convention.

VI. ORGANIZATION OF THE APA

A.(4) The Board voted to recommend that Council approve amending Association Rules 30-8 and 30-9 as follows (bracketed/strikethrough material to be deleted; underlined material to be added):

30-8. STANDARDS AND GUIDELINES

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. Placing documents in the archives indicates that they are no longer in effect as APA Policy. 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.

30-9. COUNCIL POLICY MANUAL

30-9.1 All motions, resolutions, standards and guidelines approved by Council and designated as policy shall be recorded in the Council Policy Manual.

30-9.2 Policies that are standards and guidelines shall be reviewed pursuant to Association Rule 30-8.4. With regards to all other policies, every five years the Policy and Planning Board will notify the responsible reviewing body or entity of its obligation to review all of the policies recorded in its section of the Council Policy Manual. All such policies shall remain active unless the responsible reviewing body recommends to amend (with proposed revisions), rescind, or place the policy in the APA archives as no longer in effect as APA policy. Such recommendations must be approved by Council.

30-9.3 Rescinded policies shall be removed from the Council Policy Manual. Rescinded policies refer to those that have been previously passed and then rescinded by vote of Council.

30-9.4 All materials published in the active and archived sections of the Council Policy Manual shall be maintained on the website of the Association for historical purposes. Each archived policy shall indicate on each page of the document ~~[that it is no longer]~~ the date that it ceased to be an active policy of the Association.

B. The Board discussed ways to implement the association's strategic priorities, which included reviewing a sample activity evaluation framework and methods for measuring outputs, outcomes and impacts.

C. In executive session, the Board received an update on the work of the Board of Directors/Policy and Planning Board Subgroup on the Modernization of the Bylaws.

D. In executive session, the Board reviewed data collected through evaluations conducted by the Council Leadership Team and Finance Committee and discussed its recommendation to Council regarding plans for addressing the expiration in February 2020 of Council's trial delegation of authority to the Board. The Board emphasized the need to engage Council and a subgroup of Board and CLT members (Jean A. Carter, PhD; Cynthia de las Fuentes, PhD; Justin Karr, PhD and Sandra L. Shullman, PhD) was appointed to identify methods for communicating with Council between now and the February 2020 meeting.

VII. PUBLICATIONS AND DATABASES

A. The Board received the annual report on the *American Psychologist* from its Editor in Chief, Ann Kazak, PhD.

IX. EDUCATIONAL AFFAIRS

A. In executive session, the Board received an update on the APA Accreditation System for Master's Programs in Health Service Psychology.

X. PROFESSIONAL AFFAIRS

A. The Board discussed transition plans related to the sunseting of CAPP at the end of June 2019, including additional responsibilities to be undertaken by the Board of Professional Affairs (BPA). Lindsey Buckman, PsyD, Chair of CAPP, Kathleen Ashton, PhD, Vice Chair of CAPP and Robert P. Franks, PhD, Chair of BPA, participated in the discussion.

B.(4A) The Board voted to recommend that Council approve amending the Association Rules as follows (bracketed/strikethrough material to be deleted; underlined material to be added):

110-15. SELECTION OF STANDING BOARD AND COMMITTEE MEMBERS

110-15.1 Elections of standing board and committee members are conducted by Central Office; nominating candidates for various offices to be filled by election of Council shall be the responsibility of the Board of Directors. The chief staff officer shall request suggestions of persons to serve on boards or committees from officers of divisions and state/provincial/territorial psychological associations, chairs of boards and committees, and the general membership. The list of persons shall be available to the various boards and committees when they are preparing nominations.

110-15.2 Candidates are nominated by the Board of Directors according to APA Bylaws, Article XI, Section 1. ~~[Only APA members may be nominated, unless otherwise specified in the APA Bylaws.]~~ In determining the slates of candidates, the Board shall receive recommendations from relevant boards and committees. If the Board is unable to fill the slate from the list of candidates and alternates provided by the board or committee, the Board shall consult with the chair of the board or committee to obtain additional nominees.

110-15.3 The Council elects members of standing boards and committees by a preferential election ballot; those voting assign a rank order to as many candidates as desired. Ballots are sent on the last working day in October. The balloting period closes within 30 days.

110-15.4 Results are reported to Council and the membership in a manner determined by the Board of Directors.

110-15.5 Standing boards or committees whose members are elected by the Council of Representatives may, for reasonable cause, petition the Board of Directors to remove a member from said body. With the exception of the individual in question, a two-thirds vote of all members must approve of the petition. For purposes of Bylaw Article XI-1, reasonable cause shall be defined as 1) absence from two consecutive meetings or 2) substantial absences from meetings, or 3) egregious misconduct so that continued service would not be in the best interest of the Association. The petition requesting removal shall inform the Board of Directors of the basis for and the evidence supporting said removal. No later than 30 days after receipt of said petition, the Board of Directors shall provide a copy of the petition to the member and the member shall have

30 days from receipt of the petition to provide to the Board of Directors a written response. Upon a two-thirds vote of all Board members, either by conference call or meeting, the Board of Directors may remove said member if it determines that there is reasonable cause for removal and that removal is in the best interest of the Association. The Board of Directors will act upon this petition expeditiously but no later than the Board meeting following the receipt of the response from the individual. The Board of Directors shall promptly inform the member and the petitioning board or committee of its action. The action of the Board of Directors shall be final. The Board of Directors shall inform the Council of Representatives of its action at the next Council meeting.

110-15.6 Only APA members may be nominated or selected, unless otherwise specified in the APA Bylaws or Association Rules.

130-1. BOARD OF PROFESSIONAL AFFAIRS

130-1.1 The Board of Professional Affairs shall consist of ~~[nine]~~ thirteen members, including twelve APA members, ~~[three]~~ four to be elected each year for staggered terms of three years, and one ex-officio member. The Past Chair of the Council of Executives of State, Provincial and Territorial Psychological Associations (CESPPA) shall serve as an ex-officio member. At least one member of the Board of Professional Affairs shall be an early career psychologist.

C.(10) The Board received an update on the work of the Advisory Steering Committee for Development of Clinical Practice Guidelines and APA Guideline Development Panels and plans for 2019.

D. In executive session, the Board requested that the Advisory Steering Committee for APA's Development of Clinical Practice Guidelines examine the evidence-based practice policy and how guidelines relate to it, in light of recent research and thinking.

E. In executive session, the Board received an update on Healthcare Finance and the Office of Integrated Health.

XI. SCIENTIFIC AFFAIRS

A.(5) the Board voted to recommend that Council approve amendments to Association Rule 140.6-1 as follows (bracketed/strikethrough material to be deleted; underlined material to be added):

140-6. COMMITTEE ON HUMAN RESEARCH

140-6.1 There shall be a Committee on Human Research whose responsibility it shall be to (a) facilitate the ~~[conduct of and training in scientifically and ethically]~~ responsible conduct of research involving humans, and establish and maintain cooperative relations with organizations sharing common interests, (b) examine issues related to ~~[the ethics of]~~ scientific integrity and regulatory requirements for research involving humans and disseminate accurate information about ~~[such research]~~ these issues, and (c) develop and disseminate guidelines for protecting the rights and welfare of humans involved in research, and consult on the implementation of these guidelines.

The Committee shall consist of ~~[seven]~~ six members elected by the Board of Scientific Affairs. Each year, two members will be elected for a term of three years ~~;~~ ~~the seventh member will be elected from a slate developed jointly by the Board of Scientific Affairs and the Ethics Committee, and will also serve a term of three years~~. At least one member of the Committee shall be an early career psychologist. The Committee shall report to Council through the Board of Scientific Affairs.

XII. PUBLIC INTEREST

A.(6) The Board voted to determine that the *Guidelines for Psychological Practice for People with Low-Income and Economic Marginalization* 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 the Council of Representatives.

B. In executive session, the Board discussed concerns raised by the Committee on Psychology and AIDS (COPA) and the Board for the Advancement of Psychology in the Public Interest (BAPPI) related to the Board's request from June 2018 "that the CEO, in consultation with the COPA and BAPPI, develop a proposal for the Board's consideration that includes expanding the mission to psychology and health, in which psychology and AIDS will be one emphasis, renaming the Committee on Psychology and AIDS accordingly, and making an orderly transition of appointments to the renamed Committee." President Rosie Phillips Davis, PhD, will appoint a work group comprised of members of the Board, COPA and BAPPI to develop a recommendation for a new ad hoc committee on Health Equity, with HIV/AIDS prioritized as a focal area in the newly developed committee. The Board will be asked to review the specific charge for the work group on a future Board call.

XIII. ETHNIC MINORITY AFFAIRS

No items.

XIV. INTERNATIONAL AFFAIRS

A.(7) The Board voted to approve the signing of Memoranda of Understanding between APA and the Psychological Association of Namibia and between APA and the National Psychological Association of Ukraine.

XVI. FINANCIAL AFFAIRS

A.(8) Consistent with recommendations from the Finance Committee and the Advocacy Coordinating Committee (ACC), the Board voted to approve that the 2020 member dues allocation be 60% to the c6 and 40% to the c3.

B.(9) The Board voted to 1) accept the audited Consolidated Financial Statements, the Supplemental Financial Report (A-133), the APA Services, Inc., the APA 750 LLC, and the APA Ten G LLC financial statements for the year ended December 31, 2018; and 2) appoint BDO USA, LLP to perform the 2019 APA audit and tax work (to be conducted in 2020) contingent upon negotiation of acceptable engagement terms.

BOARD OF DIRECTORS

June 18, 2019

APPROVED MINUTES

Board Members Present: Rosie Phillips Davis, PhD, ABPP; Sandra L. Shullman, PhD; Jessica Henderson Daniel, PhD, ABPP; Jean A. Carter, PhD; Diana Lee Prescott, PhD; Arthur C. Evans Jr., PhD; Le Ondra Clark Harvey, PhD; Stewart E. Cooper, PhD, ABPP; Cynthia de las Fuentes, PhD; Justin Karr, PhD; Mitchell J. Prinstein, PhD; Pamela E. Scott-Johnson, PhD; Peter L. Sheras, PhD, ABPP

Board Members Absent: Kevin Donnellan; Beth Rom-Rymer, PhD; and Shannon L. Wiltsey Stirman, PhD

A. CEO Arthur C. Evans, Jr., PhD, provided the Board with updates on the opioid initiative and the change management advisory group.

B. The Board voted to determine that the *Race and Ethnicity Psychology Guidelines in Psychology: Promoting Responsiveness and Equity* 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 the Council of Representatives.

C. The Board voted to approve the appointment of a work group comprised of representatives of the Board of Directors, Board for the Advancement of Psychology in the Public Interest (BAPPI) and the Committee on Psychology and AIDS (COPA) to advise the creation of an ad hoc committee focused on addressing the social determinants of health, which will have a substantial focus on HIV/AIDS. Specifically, the group will examine how the expertise and products of the Committee on Psychology and AIDS, which is set to sunset in December 2021, can be included in the newly formed Health Equity Committee. The Board acknowledged that in the current climate, the salience of having an impact and voice in the HIV/AIDS movement is of great import and should be prioritized as a focal area in the newly developed committee. Board members serving on the group will include Le Ondra Clark Harvey, PhD; Cynthia de las Fuentes, PhD; and Sandra L. Shullman, PhD. BAPPI and COPA will each be asked to appoint a member to the work group. The Board voted to approve extending the terms of Monica Ulibarri, PhD, and Travis Lovejoy, PhD, MPH, on COPA for an additional year through December 31, 2020.

D. The Board was informed that the Executive Committee of the Council of Executives of State, Provincial and Territorial Psychological Associations (CESPPA) is working to amend CESPPA's Operating Procedures to change the *CESPPA Representative to the Committee for the Advancement of Professional Practice* to the *CESPPA Representative to the Board of Professional Affairs* (BPA). If the change is approved by the CESPPA Executive Committee, the Board will be asked to recommend to Council that the proposed ex-officio seat from CESPPA on BPA be the *CESPPA Representative to BPA* instead of the *Past Chair of CESPPA* as previously recommended by the Board.

BOARD OF DIRECTORS

July 16, 2019

APPROVED MINUTES

Board Members Present: Jean A. Carter, PhD; Diana Lee Prescott, PhD; Arthur C. Evans Jr., PhD; Le Ondra Clark Harvey, PhD; Stewart E. Cooper, PhD, ABPP; Cynthia de las Fuentes, PhD; Kevin Donnellan; Justin Karr, PhD; Mitchell J. Prinstein, PhD; Beth Rom-Rymer, PhD; Peter L. Sheras, PhD, ABPP; Shannon L. Wiltsey Stirman, PhD

Board Members Absent: Rosie Phillips Davis, PhD, ABPP; Sandra L. Shullman, PhD; Jessica Henderson Daniel, PhD, ABPP; Pamela E. Scott-Johnson, PhD

A. In executive session, the Board voted to recommend that Council elect 95 members listed to Fellow status, on the nomination of the indicated divisions and on the recommendation of the Fellows Committee and the Board of Directors.

B. The Board voted to approve the revisions to the APA Board of Directors Policy Regarding Compensation.

C. The Board voted to recommend that Council approve amending APA's Association Rules as follows (bracketed/strikethrough material to be deleted; underlined material to be added):

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, Chair-elect or other designee from the Executive Committee of APAGS; 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 or current CLT members whose terms are expiring for the position[s] of Chair-elect[;]. Council members shall nominate current Council members who have served at least one year on Council for the positions of Early Career Representative and member-at-large. CLT will conduct a needs assessment for upcoming CLT vacancies to 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. The Chairs, members-at-large and the Early Career Psychologist representative cannot serve two consecutive terms in the same position and there is a lifetime limit of two elected terms on the Council Leadership Team (except when serving ex officio). The APA President, APA President-elect, APA Treasurer, APAGS Designee and Chief Executive Officer serve ex officio on CLT.

D. The Board voted to reconsider its June 8, 2019, action and recommended the following changes to the Association Rule amendments it previously recommended be approved by Council (bracketed/strikethrough material to be deleted; double underlined material to be added):

130-1.1 The Board of Professional Affairs shall consist of [~~nine~~] thirteen members, including twelve APA members, [~~three~~ four to be elected each year for staggered terms of three years, and one ex-officio member. The [~~Past Chair of the~~ Council of Executives of State, Provincial and Territorial Psychological Associations (CESPPA) **Representative to the Board of Professional Affairs** shall serve as an ex-officio member. At least one member of the Board of Professional Affairs shall be an early career psychologist.

E. CEO Arthur C. Evans Jr., PhD, informed the Board about plans for APA to work with the American Psychological Foundation on a fundraising initiative to address immigration issues.

June7-9

LAST NAME	ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 4A	ITEM 5	ITEM 6	ITEM 7
Carter	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Clark Harvey	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Cooper	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Davis	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Daniel	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
de las Fuentes	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Donnellan	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Karr	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Prescott	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Prinstein	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Rom-Rymer	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Scott-Johnson	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Sheras	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Shullman	Approve	Approve	Approve	Approve	Approve	Approve	Approve	Approve
Wiltsey Stirman	Approve	Approve	Approve	Approve	Absent	Approve	Approve	Approve

18-Jun

LAST NAME	ITEM B	ITEM C	(ITEM A = INFORMATION ITEM)
Carter	Approve	Approve	
Clark Harvey	Approve	Approve	
Cooper	Approve	Approve	
Davis	Approve	Approve	
Daniel	Approve	Approve	
de las Fuentes	Approve	Approve	
Donnellan	Absent	Absent	
Karr	Approve	Approve	
Prescott	Approve	Approve	
Prinstein	Absent	Absent	

Rom-Rymer	Approve	Approve
Scott-Johnson	Approve	Approve
Sheras	Approve	Approve
Shullman	Approve	Approve
Wiltsey Stirman	Absent	Absent

16-Jul-19

LAST NAME	ITEM B	ITEM C	ITEM D	(ITEM A = INFORMATION ITEM)
Carter	Approve	Approve	Approve	
Clark Harvey	Approve	Approve	Approve	
Cooper	Approve	Approve	Approve	
Davis	Absent	Absent	Absent	
Daniel	Absent	Absent	Absent	
de las Fuentes	Approve	Approve	Approve	
Donnellan	Approve	Approve	Approve	
Karr	Approve	Approve	Approve	
Prescott	Approve	Approve	Approve	
Prinstein	Approve	Approve	Approve	
Rom-Rymer	Approve	Approve	Approve	
Scott-Johnson	Absent	Absent	Absent	
Sheras	Approve	Approve	Approve	
Shullman	Absent	Absent	Absent	
Wiltsey Stirman	Approve	Approve	Approve	

ITEM 8 ITEM 9

Approve Approve

Absent Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve

Absent Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve

Approve Approve