

BOARD OF DIRECTORS

November 19, 2019

DRAFT 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; Beth Rom-Rymer, PhD; Peter L. Sheras, PhD, ABPP; Shannon L. Wiltsey Stirman, PhD

Board Members Absent: Kevin Donnellan and Pamela E. Scott-Johnson, PhD

A. In executive session, the Board voted to approve the reappointment of Gregory L. Mitchell to the Audit Subcommittee and Camille Alexander to the Investment Subcommittee for three-year terms (2020-2022).

B. The Board received an update on the Modernize Bylaws Work Group.

BOARD OF DIRECTORS

December 3, 2019

DRAFT 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; Beth Rom-Rymer, PhD; Pamela E. Scott-Johnson, PhD; Peter L. Sheras, PhD, ABPP; Shannon L. Wiltsey Stirman, PhD

Board Members Absent: Kevin Donnellan

A. In executive session, the Board voted to appoint Brandi Walker, PhD, to the Commission for the Recognition of Specialties and Proficiencies in Professional Psychology for a three-year term (2020-2022).

B. In executive session, the Board voted to approve the 2020 continuing committee appointments (attached).

C. The Board received an update on the Modernization of Bylaws Work Group.

D. The Board provided feedback on the item Amendments to Association Rules Regarding Simultaneous Service and Timing for Board and Committee Election Ballot.

E. The Board provided feedback on the item Amendments to Association Rules Regarding Delegation of Authority to the Board of Directors.

BOARD OF DIRECTORS

December 10, 2019

DRAFT MINUTES

Board Members Present: Rosie Phillips Davis, PhD, ABPP; Sandra L. Shullman, PhD; 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; Beth Rom-Rymer, PhD; Pamela E. Scott-Johnson, PhD; Peter L. Sheras, PhD, ABPP; Shannon L. Wiltsey Stirman, PhD

Board Members Absent: Jessica Henderson Daniel, PhD, ABPP and Kevin Donnellan

A. In executive session, the Board took action on the following appointments:

- 1) Appointed Joshua Kellison, PhD and Rebecca Richey, PsyD, to the Committee on Early Career Psychologists for three-year terms (2020-2022).
- 2) Appointed Derek Hess, JD, PhD; Tarika Daftary-Kapur, PhD and Karen Salekin, PhD, to the Committee on Legal Issues for three-year terms (2020-2022).
- 3) Appointed Tania Chowdhury, MA, to serve in the American Psychological Association of Graduate Students Seat on the Commission on Accreditation for a one-year term (2020).

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

110-14. RULES GOVERNING SIMULTANEOUS SERVICE

110-14.1 Members of the Board of Directors shall not serve simultaneously on APA advisory groups, other than as ex-officio or liaison; in any elected positions in any Divisions or state/provincial/territorial psychological associations; 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 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

Aging
 Animal Research and Ethics
 Associate and Baccalaureate Education
 Children, Youth and Families
 Continuing Education
Council Leadership Team
 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)
 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
 Sexual Orientation and Gender Diversity
 Socioeconomic Status
 Psychological Tests and Assessment
 Teachers of Psychology in Secondary Schools
 Women in Psychology

Other Commissions

Commission for the Recognition of Specialties and Proficiencies in Professional Psychology
 Commission on Accreditation
~~[Council Leadership Team]~~

110-14.3 Members shall not simultaneously run for election (~~[e.g.] i.e., appear on [the board and committee] an~~ election ballot) for the Board of Directors and/or for more than one of the following advisory groups. In addition, members shall not run for election for one of the following 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 advisory groups listed in Association Rule 110-14.2.

Boards

Advancement of Psychology in the Public Interest
 Convention Affairs
 Educational Affairs

Membership
Policy and Planning
Publications and Communications
Professional Affairs
Scientific Affairs

Committees

Council Leadership Team
Ethics
Finance
International Relations in Psychology
Rural Health

~~[Other]~~ Commissions

Commission for the Recognition of Specialties and Proficiencies in Professional Psychology
~~[Council Leadership Team]~~

110-15. ELECTION OF STANDING BOARD AND COMMITTEE MEMBERS

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]~~ at the end of 30 days.

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

110-10. CHIEF STAFF OFFICER CONFIRMATION

110-10.1 The Board of Directors shall appoint a search committee to identify candidates for the position of chief staff officer. After the search committee has identified a list of preferred candidates for the position, the committee shall forward the list of candidates to the Board of Directors. After the Board of Directors has completed its deliberations on the candidates and has selected the nominee for the position, the Board shall forward the nomination to the Council of Representatives for a confirmation vote.

110-10.2 Confirmation requires a two-thirds affirmative vote of those voting. Those eligible to vote will be members of the current Council of Representatives.

110-10.3 ~~[The confirmation vote will be by secret ballot sent by the Recording Secretary of the Association. Voters shall indicate on the ballot whether they approve or disapprove of the nominee. Ballots will be returned to the Recording Secretary, who will supervise the tabulation of the vote.]~~

There is a ~~[30]~~ minimum seven-day electronic balloting period for the confirmation vote. Results of the vote, with a tally of votes cast, shall be reported to Council by the Recording Secretary within ~~[30 days]~~ two weeks following the close of balloting.

110-11. CHIEF STAFF OFFICER EVALUATION

110-11.1 The performance of the chief staff officer shall be subject to an annual review. The Board of Directors is charged with the development of procedures and instruments designed for that purpose. ~~[The review shall solicit evaluation from current Council members, from such other elements of the governance structure as are deemed relevant by the Board, and from appropriate Central Office staff.]~~ Upon completing its evaluation of the chief staff officer's performance, the Board will communicate the results to Council in confidence.

110-12. CHIEF STAFF OFFICER RECONFIRMATION

110-12.1 At such time as the chief staff officer is subject to reconfirmation, the evaluation form used for the evaluation described in Association Rule 110-11 shall address the chief staff officer's performance specifically in terms of his/her reconfirmation.

110-12.2 Reconfirmation of the Chief Staff Officer requires a two-thirds affirmative vote of ~~[these voting]~~ the Board of Directors. Those eligible to vote for reconfirmation shall be the current ~~[Council]~~ Board of Directors.

110-12.3 ~~[The reconfirmation vote shall be by secret ballot sent by the Recording Secretary of the Association. Voters shall indicate on the ballot whether they approve or disapprove the reconfirmation. Ballots will be returned to the]~~The Recording Secretary~~[, who will supervise the tabulation of the vote and]~~will announce the results to Council within two weeks following the close of balloting.

110-12.4 There is a minimum seven ~~[30]~~-day balloting for the confirmation vote. Results of the vote, with a tally of votes cast, shall be reported to Council within ~~[30 days]~~ two weeks following the close of balloting.

50-3. AD HOC GROUPS

50-3.1 The standing boards and committees and continuing committees may, in exceptional circumstances, appoint, for designated time periods, such ad hoc groups (e.g., task forces, work groups, ad hoc committees, subcommittees) as may be necessary.

If funding is already available for an ad hoc group, the Board of Directors shall be informed at its next meeting of the establishment of the group and provided with a description of the following: purpose; progress to date; membership roster (if available); duration of the group's appointment; and funding amount. If new funding is needed for the ad hoc group, prior approval must be obtained from the ~~[Council of Representatives]~~ Board of Directors.

If the appointing body determines that an ad hoc group should continue beyond its initially designated term, the Board of Directors shall be informed at its next meeting and shall be advised of the group's progress; the new designated time period; and the amount and source of funds. If

funding is needed for the group's continuance, prior approval must be obtained from the [Council of Representatives or] Board of Directors as appropriate.

The Council of Representatives shall receive a listing annually of all ad hoc groups as an integral part of the budget document.

210-2. BUDGET

210-2.1 Council delegates to the Board the authority for decision-making related to budget and financial matters. At least annually, a report on the Association's budget and finances will provided to Council on behalf of the Board of Directors.

210-2.2 In the financial policy of the APA, a distinction shall be made between general programs, direct service programs, and support functions.

These overall financial goals should be considered with APA's commitment to providing programs and services that meet the scientific and charitable mission and the changing priorities of the association.

Financial plans shall be made with the aim of insuring that only necessary expenses shall be incurred in carrying out policies and programs of the Association and that those expenses are consistent with the need to maintain a reasonable standard of performance. With respect to income, financial plans shall maximize income from all sources other than dues and shall support programs consistent with the basic objectives and professional standards of the APA. It shall be the goal to present a balanced integrated¹ budget annually (after consideration of the cash flow from building operations and a draw of up to 5% from the long-term investment portfolio²) and manage operations during the year to produce a positive integrated budget operating margin over a rolling three-year period.

210-2.3 To achieve these goals, the chief executive officer (CEO) shall be responsible for developing the Association's annual budgets to be submitted to [Council] the Board of Directors for approval. These budgets shall be reviewed, modified, and approved first by the Finance Committee and then the Board of Directors prior to submission as information to Council. Council approval is required for any single, unbudgeted item that exceeds \$3 million or sale of Association real estate. The strategic planning process should represent the avenue by which the Association's priorities are set and new initiatives are approved.

210-2.4 In order that this policy can be adequately carried out, the financial records of the APA shall be so maintained as to permit a matching of direct income and direct expenses plus allocated

1 The integrated budget and margin include annual revenues and cash resources approved for spending less annual operating and non-operating expenses and those expenses incurred for special projects.

2 The draw from the long-term investment portfolio – The annual integrated budget will be supported by a draw of up to 5% of the average market value of the long-term investment portfolio over the previous 12 quarters ending 6 months prior to the beginning of the year. The amount of the draw will be reviewed annually during the budget process. The percentage will be recommended by the Investment Subcommittee and reviewed by the Finance Committee who will then make a recommendation to Council.

expenses by program. The annual budget shall be developed in such a way that the projected difference between income and expenses, by program, can be readily determined.

210-4. FORECAST

210-4.1 Council delegates to the Board the authority for decision-making related to budget and financial matters.

210-4.2 Consistent with the mission of the Finance Committee set forth in Article XI, section 3 of the APA Bylaws, the Finance Committee shall work with the CEO and the CFO in the development of an annual financial forecast (up to three years) to be presented to Council as part of the report provided in Association Rule 210-2.1. The Finance Committee shall recommend to the Board of Directors [~~and to the Council of Representatives~~] overall long-range financial goals for the Association, which will be provided to Council as information. Upon approval of these goals by [~~Council~~] the Board of Directors, the CEO will proceed to develop budgets to achieve the organizational financial health requirements covered in Rule 210-3.

210-5. DUES

210-5.1 Council delegates to the Board of Directors the authority to determine the Association's dues. Within two weeks of any decision to change dues amounts for any category of members, the Board of Directors shall provide Council with a report on the new dues amounts and the rationale for the changes.

210-5.2 In preparing the annual budget, the Finance Committee shall recommend necessary changes in dues rates. The Finance Committee's recommendation will be reviewed by the Board of Directors and submitted to Council [~~for approval~~] as information.

210-5.[2]3 The annual dues of Members, including Fellows, and Associate Members shall be determined by [~~Council~~] the Board of Directors based on recommendations from the Membership Board[, and Finance Committee [~~and Board of Directors~~]]. Dues amounts will be based on the following guideline:

Associate member Step1 (years 1-3)	40% of regular Member dues.
Associate member Step 2 (years 4+)	72% of regular Member dues.
Member (Postdoctoral) Step 1 (years 1-3)	40% of regular Member dues.
Member (Postdoctoral) Step 2 (years 4-6)	60 % of regular Member dues.
Member Step 3 (years 7 and 8)	80% of regular Member dues.
Member Step 4 (years 9+)	100% of regular Member dues.

Dues for Members and Associate members who have reached both 65 years of age and 25 years of membership, and have advised Central Office of their choice to begin the dues-reduction process, shall be based on the following schedule. At any step in the process where dues are less than the current subscription price/servicing fee, the latter shall prevail.

- Step 1 (first year) – 90% of regular dues
- Step 2 (second year) – 70% of regular dues
- Step 3 (third year) – 50 % of regular dues
- Step 4 (fourth year) – 30 % of regular dues
- Step 5 (fifth year) – full dues exemption

When full dues exemption is attained, the subscription price/servicing fee option becomes available.

BOARD OF DIRECTORS

December 13-15, 2019

DRAFT 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; Kevin Donnellan; Justin Karr, PhD; Mitchell J. Prinstein, PhD; Beth Rom-Rymer, PhD; Pamela E. Scott-Johnson, PhD; Peter L. Sheras, PhD, ABPP; Shannon L. Wiltsey Stirman, PhD; incoming Board members Jennifer F. Kelly, PhD, ABPP; Anthony L. Chambers, PhD, ABPP; Susan D. Clayton, PhD; Roseann Fish Getchell, PsyD; Randall P. White, PhD

Board Member Joined Virtually: Cynthia de las Fuentes, PhD

Board Members Absent: None.

I. MINUTES OF THE MEETING

A.(1) The Board voted to approve the minutes of its August 6 & 8, 2019, meeting; the minutes of its September 17, October 15, October 19 and November 5, 2019, calls and action taken by unanimous written consent from August 8 through November 19, 2019.

II. ELECTIONS, AWARDS, MEMBERSHIP AND HUMAN RESOURCES

A.(2) See minute “B” from December 10, 2019, Board call for the item “Amendments to Association Rules Regarding Simultaneous Service and Timing for Board and Committee Election Ballot.”

B. The Board discussed the Report of the Board of Directors Elections Workgroup. The item will come back to the Board at a future Board meeting.

III. ETHICS

A. In executive session, the Board took action on three Ethics cases.

B. In executive session, the Board received as information an outline of the Ethics Committee’s plan to develop an organizational ethics policy as requested by the Board of Directors.

IV. BOARD OF DIRECTORS

A. The Board met with the Presidential Trio from Division 19, Society for Military Psychology (Stephen Bowles, PhD, ABPP, Mark A. Staal, PhD, and Eric A. Surface, PhD), to discuss Division 19’s engagement with APA and the importance of Applied Military Psychology and Applied Psychology for APA and society.

B.(2A) The Board voted to receive the Report of the Work Group on Accommodating Families with Young Children at APA Meetings and asked that the report be forwarded to the Chief Executive Officer and Board of Convention Affairs to implement the recommendations as feasible.

B. In executive session, the Board reviewed the report summarizing the results of the Board's self-assessment survey completed at the request of the Policy and Planning Board.

V. DIVISIONS AND STATE AND PROVINCIAL AND TERRITORIAL PSYCHOLOGICAL ASSOCIATIONS

A.(3) The Board voted to approve funding the following five Interdivisional Grants for 2020:

1. Exploring Viewpoint Diversity in APA's Divisions (\$2,500)
2. Resilience Interventions for Trauma Across Diverse Settings (\$6,400)
3. Series of 5 Monthly Forums on United Nations SDG Issues (\$2,750)
4. Effective Therapist Characteristics with Rural and Low SES Populations (\$7,000)
5. Collaboration Strategies for Psychologists and Activists to Protect Immigrants from Harm (\$6,350)

VI. ORGANIZATION OF THE APA

A.(4) See minute "C" from December 10, 2019, Board call for the item "Amendments to Association Rules Regarding Delegation of Authority to the Board of Directors."

A. In executive session, the Board discussed goal setting, measurement and metrics related to APA's strategic plan and had a preliminary discussion about how to align and engage volunteer leaders and governance.

VII. PUBLICATIONS AND DATABASES

No items.

VIII. CONVENTION AFFAIRS

A.(5) The Board voted to approve Denver, Colorado as the site for the 2025 Convention with the dates of August 7-10, 2025 and San Francisco, California as the site for the 2027 Convention with the dates of August 12-15, 2027.

IX. EDUCATIONAL AFFAIRS

A.(6) The Board voted to determine that the Education and Training Guidelines for Psychology Assessment in Health Service Psychology is appropriate and does not present undue risk to the Association and refer the Guideline to the Council Leadership Team for content review and to provide a recommendation to Council.

B. In executive session, the Board received an update on the Master's Accreditation Work Group.

X. PROFESSIONAL AFFAIRS

A.(7) 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 the remainder of 2019 and 2020.

B. In executive session, the Board voted to approve the following charge for the APA/APASI Advisory Work Group on the Implementation of Evidence-Based Practice in Health Service Psychology:

The APA/APASI Advisory Work Group on the Implementation of Evidence-Based Practice in Health Service Psychology is charged with evaluating current Association policies, programs, and activities related to APA's 2005 *Policy Statement on Evidence-Based Practice in Psychology (EBPP)* and identifying areas or directions in which proposals for new or updated policies, programs, or activities could or should be pursued in support of the EBPP policy. The Work Group is not tasked with formally developing such proposals, however.

In completing its work, the Work Group should address the following questions:

- What policies, programs, guidelines, resources, and activities has APA developed in support of the 2005 EBPP policy?
- Are there gaps in EBPP policies, programs, guidelines, resources, or activities that need to be filled? If so, what are the priority areas?
- How can integration among these efforts be enhanced?
- How can education/training and continuing education in EBPP be strengthened?
- How can communications about EBPP be improved?
- How can EBPP be implemented to benefit:
 - o The full range of people and communities we serve, including those that are underserved?
 - o Psychology practitioners?
 - o Other health care providers or systems?
- What new opportunities does EBPP introduce?
- What challenges and concerns do practitioners who use a variety of clinical approaches, work in various settings, and care for complex and diverse patients, have related to implementation of EBPP?
- What is known about reimbursement issues related to implementation of EBPP? What is known about malpractice issues? How are these issues managed by psychologists, other health care providers, health systems, payers, state boards of psychology, and attorneys?
- How can scientific rigor and the full range of research methodologies be maintained or incorporated in efforts to implement EBPP, as expected by psychologists and external entities such as professional societies, funding agencies, and national and international scientific and health organizations?

The scope of the work group will be limited to health care-related practice. It will not include other areas of practice or general applied psychology.

The Work Group is asked to collect and assess information related to these questions and provide a report to Council no later than February 2021.

C. In executive session, the Board received an update on the Board of Professional Affairs.

XI. SCIENTIFIC AFFAIRS

A. The Board received an update from the Applied Psychology Advisory Group.

B. In executive session, the Board received an update on Science Focus and Science Membership Efforts.

XII. PUBLIC INTEREST

No items.

XIII. ETHNIC MINORITY AFFAIRS

No items.

XVI. FINANCIAL AFFAIRS

A. In executive session, the Board voted to approve the Integrated APA 2020 budget with projected inflows of \$129.6m and projected outflows of \$148.5m with a negative net margin of \$18.9m. The Board voted to approve incorporating \$11M from the Strategic Investment Fund to further strategic initiatives that are incorporated in the operational budget and the remainder coming from the APA long term investment portfolio.

Additionally, the Board directed the following:

1. That the CEO develop a plan for deficit reduction that incorporates both revenue generation and program realignment with the strategic priorities;
2. That the CEO, in consultation with a subgroup of the Board of Directors, develops a plan to reconceptualize what the Association does and how the Association does it to ensure alignment with the strategic priorities and a balanced budget;
3. That this plan involves a collaborative effort among the Board, the Finance Committee, Executive Management Group, and other senior governance leaders as appropriate to advance organizational transformation;
4. The plan should incorporate methods of income generation and expense reduction based on understanding APA's financial resources and levers and the impact of engaging those levers.
5. The Board and senior staff will develop outcomes and metrics that allow evaluation of change.