

Good Governance Project Report to Council: Options for Change

June 2012

Background

- The Good Governance Project (GGP) was charged to assess what is required to realign APA governance to maximize effectiveness as needed for the 21st century.
- Based on data broadly collected by the GGP over the past year, the GGP team incorporated the instructions received from the Council of Representatives (Council) in February 2012, and then, throughout the Spring of 2012, developed three scenarios as options for changes to the APA governance system.
- These three scenarios are tentatively titled:
 1. *An Incremental Step* -- small changes to the current system,
 2. *A Moderate Change* -- using the current governance model but incorporating many of the concepts provided by the Council and other groups, and
 3. *A Clean Slate Model of Change* -- building a governance system without necessarily relying on any current structure.
- Once GGP formulated these scenarios, it then asked the Board of Directors, the Executive Management Group (EMG), and the APA Staff Liaisons to meet as independent groups to provide their input on these three change *scenarios*. The GGP team then met in early May 2012 and refined the key components of each of these scenarios using the feedback provided and again using the Council priorities as guiding principles.
- The three scenarios are presented below, in paragraph form along with diagrams reflecting general concepts and within a comparative “at a glance” matrix.
- GGP is now asking the Council to review, react, and provide input to the GGP process regarding these scenarios. This will be done via a series of “virtual Town Hall meetings” during the early summer in preparation for a full discussion at the August 2012 Council meeting in Orlando, FL.
- At the Council meeting in August, Council will be asked to think strategically about these proposals in a “mega-issue discussion,” similar to the activity at the February 2012 meeting. Council then will be asked to vote on a series of instructions for the GGP regarding the next steps in the good governance process. Discussion will focus on:
 - a. The best approach to governance for the future of psychology as a discipline, the public, our members, and our organization
 - b. The level of change that is needed for APA to achieve maximum effectiveness in the 21st Century in concert with our strategic direction
 - c. Any additional information needed by Council in February 2013 to adopt a design proposal related to structure and representation for change in APA governance
- The GGP team expects to return to Council in February 2013 with detailed proposals for the change option(s) selected. In that way, Council will have another opportunity to review proposed changes and participate in their final design. Then, implementation of selected changes, if there are any, will likely be in stages, with more complex items phased in over time.

Organizing Principles, Design Assumptions and Definitions

Key Organizing Principles

The following are the Council Priorities provided as guidance to the GGP:

- Use the strategic plan to drive and direct the work of Council
- Increase the speed of decision making within governance
- More clearly define roles of Council, the Board of Directors, and boards and committees
- Focus on triaging issues so “larger” issues come to the forefront
- More timely, streamlined Council and governance agenda, and
- Use technology to help drive efficacy where possible.

Organizing Principles from the Data Collected Over the Last Year

When constructing the three scenarios for change, the GGP team used data collected over the last year; data that clearly asked that changes be based on several key principles including:

- A smaller and more nimble policy making body
- Simpler structure, rules and bylaws
- A flexible response system, including the capacity for rapid response when needed
- Mechanisms to receive direct member and expert input, including from the 50% of APA members who are not members of Divisions and SPTAs and thus have no formal voice on Council
- Continuous environmental scanning to better inform the system of relevant changes emerging in society and the field
- Sharpened strategic focus and alignment with the Association’s strategic direction
- A balance of experienced and newer leadership
- Competency based¹ leadership

Overarching Design Assumptions Used to Build the Scenarios based on the data collected to date:

- **Voice:** APA culture requires a robust mechanism for the expression of “member voice” to guide APA as it carries out its public mission and to inform its governance processes.
- **Responsiveness:** A shifting environment of rapid, often unpredictable change means governance will likely need:
 1. Effective use of technology to help govern the organization and to obtain regular input directly from members and other stakeholders upon which to base governance decisions
 2. Rapid respond to time sensitive issues in concert with APA strategic direction
 3. Continuous (self) evaluation of governance activities and groups with the capacity to adjust (i.e., when serving as pilot of an airplane, it is crucial to continually consult gauges and make perhaps hundreds of adjustments to stay on course for a safe landing at the desired destination).
 4. Increased use of ad hoc structures to convene groups representing broad perspectives in order to use APA diversity to better capture opportunities, solve problems, and recommend implementation directed towards measurable results.

¹ **Competency Based:** Demonstrated expertise, experience and leadership attributes prerequisite to success in carrying out key role or responsibility. Selection based on guiding principles of competencies needed, rather than selection based on visibility, popularity, support of friends or size of group nominating.

- **Governance Roles:** GGP studied three key responsibilities of *non profit* governance:

1. **The Corporate Role** focuses on the business activities of the organization

- Hire and evaluate the CEO
- “Steward” the strategic plan
i.e., assures that the plan is created, integrated into the organization, monitored, evaluated, and adjusted as conditions change
- Watch over programs and resources of the organization
i.e., assures there are sufficient resources and that those resources are used in a manner consistent with the mission and vision of the organization
- Assure organizational quality and financial integrity
i.e., assuring adequate standards and performance measures and the integrity of internal financial controls and practices

GGP Design Assumption:

For an organization of the size, scope, and business complexity of APA, corporate responsibility should reside in a smaller, thus efficient and more nimble governing body.

2. **The Policy Role** focuses on internal and external policy issues:

- Internal Policy is broad organizational policies that impact revenues
- External Policy is related to establishing and approving public positions, typically legislative, scientific, education, practice or public interest positions.

GGP Design Assumptions:

For an organization of the size, scope, and business complexity of APA:

Internal policy responsibility should reside in smaller, thus efficient and more nimble governing body.

External policy responsibility – three scenarios presented:

- Scenario 1. Council repurposed to focus on “big” or “mega” issues and external policy
i.e., external policy set by body comprised of individuals elected by each organizational unit
- Scenario 2. A “Communities of Interest Assembly” is responsible for external policy
i.e., external policy set by broadly representative communities of interest
- Scenario 3. Small Board of Governors (BoG) sets both internal and external policies
i.e., external policy set by BoG as informed by advisory bodies (both standing and ad hoc) and by direct member input using technology

Boards and committees function as specialized content and program focused advisors to governance; they do not have a governance role in the sense of setting internal or external policy, but advise Association governance on such work.

3. **The Decision-making Role** traditionally involves choosing between positions, compromising or creating alternative solutions, or deciding not to decide

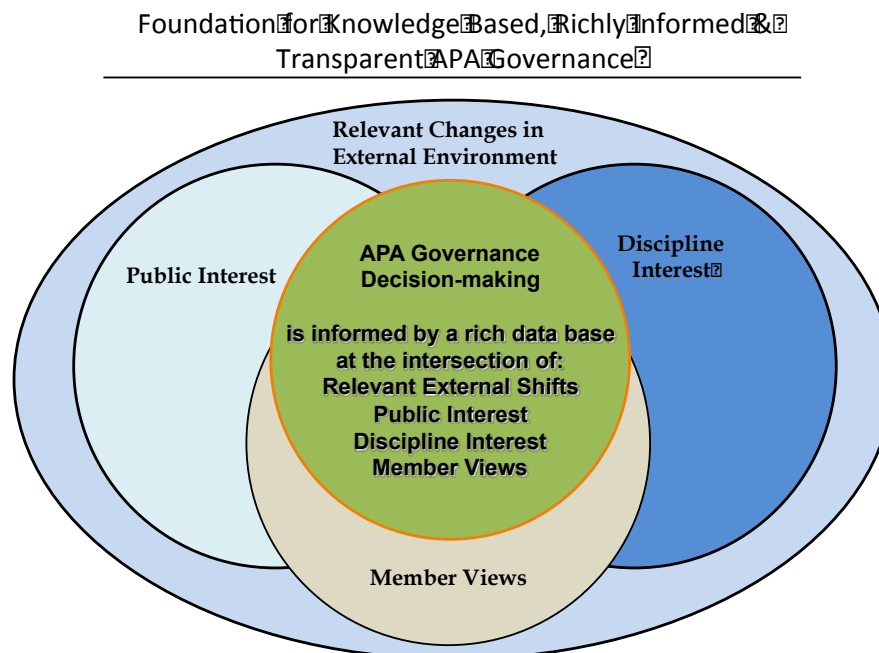
Many associations are using a new approach to decision-making (Knowledge based decision-making) that:

- Allows a governing body to effectively address major issues requiring diversity of views using concept papers or expert input to inform the discussion
- Sets the group free to dialogue, explore solutions and decide together on best options using interactive mega discussion procedures
- Goes beyond limitations of parliamentary procedure within an apportioned body thus facilitating a more open exchange and enhanced dialogue amongst participants

GGP Design Assumptions:

- Use knowledge based mega issue dialogue approach to address major issues
- Use triage process and decision tree to clarify who handles what issues and to set an agenda that is responsive to current issues as well as strategically focused
- Form follows function; Any governance system's structure should be designed on a foundation of three key knowledge bases:
 1. Environmental trends based on a scientific and comprehensive understanding of emerging trends, opportunities, threats and issues
 2. Public interest, needs and perceptions
 3. Member views, both individual and as subsets of the discipline

The following graphic depiction is of the knowledge base essential to each structural scenario model presented here:



Caveat. In order not to get bogged down in debatable details at this point, the following scenarios do not address the details of how each scenario will “work,” such as number of “seats”, how representation is chosen, or how often bodies meet either face-to-face or virtually. These issues, and other specifics about structure, will be developed as GGP moves forward to construct the structure and representation of preferred scenario(s) if and when directed by Council to do so.

Three Scenarios: A Continuum of Change Options

Definitions of key governance terms used below can be found in Appendix A

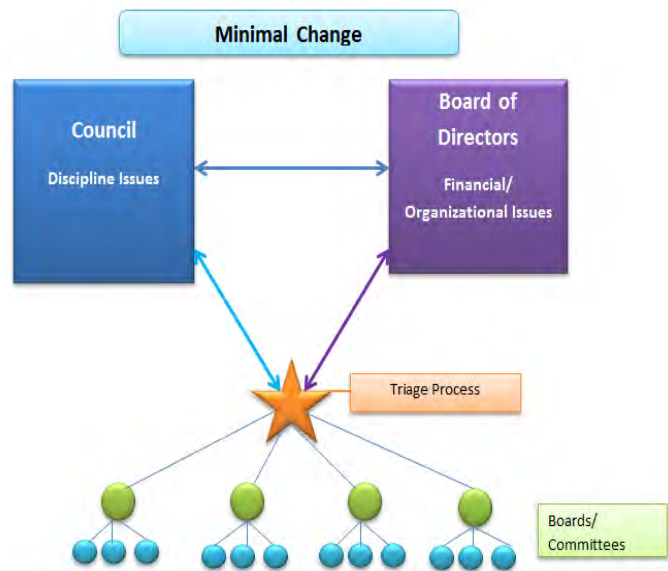
This Good Governance review process is a once-in-a-generation opportunity for current APA leaders to think strategically about the future and make decisions about what governance realignment will best serve APA members and beneficiaries for years to come. The scenarios presented are based on the GGPs distillation of the data collected and examined over the past year and then integrated into three potential models of change designed to align governance with the organization's strategic vision and assure the nimble, comprehensive good governance sought by Council.

The task is to review the scenarios presented not with a focus on which choice we “like best” or prefer, but which choice -- which level of change described --, will best serve the accomplishment of APA's mission in the 21st century.

I. An Incremental Change to Existing System

This model represents the most modest amount of change. It removes some perceived barriers to governance responsiveness, streamlining the Council agenda, creating a triage system, increasing accountabilities and linkage to the strategic plan, and increasing use of technology.

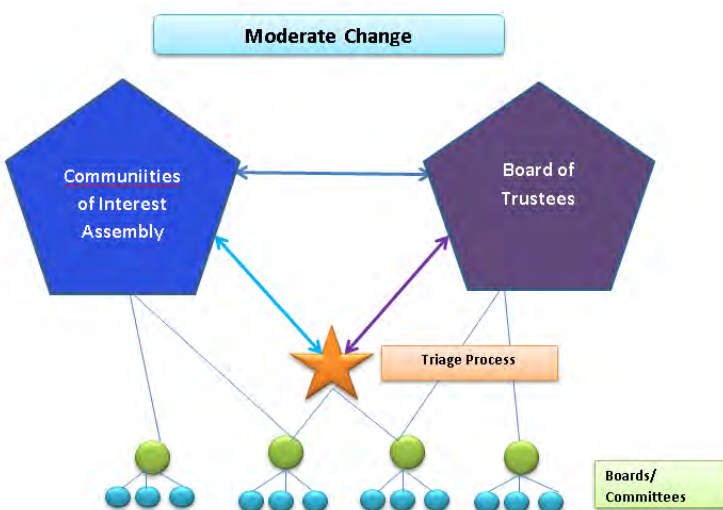
- The Council remains the ultimate authority for governance decisions but delegates “corporate” responsibilities (i.e., budget and finance and other corporate/organizational governance duties) to the Board of Directors, so that the Council can focus on mega-issue discussion and decisions impacting policy, the future of the field, member needs, and the public good.
- Thus, Council is ‘repurposed’ in its time and attention to focus on these big issues.
- The boards and committees remain advisory to the governance process as specialty bodies with both content and program focused roles and expertise.
- Technology establishes a transparent feedback loop that increases member engagement in governance and encourages direct input from members to amplify constituent representation, including the 50% of APA members who are not members of Divisions or SPTAs thus having no formal voice on Council and those organizations that have a vested interest in the discipline.
- Council representatives continue to be elected through Divisions and SPTAs who will be encouraged to elect candidates possessing the competencies needed in the newly repurposed Council.
- A triage mechanism (decision tree) is in place to manage the flow of items through the system to assure focus on major issues of importance to the strategic direction of the organization.
- Agenda Planning Group is reactivated to provide triage process.



- A clear evaluation mechanism with a significant self-evaluation component is established to assure that the Council, Board of Directors and board and committee activities are quickly adjusted as conditions change to remain in alignment with the strategic direction.
- Council has authority for development and oversight of the strategic direction of APA, including mission, vision and goals.
- Council is responsible for ensuring that ongoing environmental scanning occurs.
- The CEO and Board of Directors (or its agent) routinely review the implementation and adjustment of the strategic plan.
- Agendas reflect alignment with the strategic direction and plan, each group monitors its agenda to assure that alignment, and the strategic direction and plan are used to focus and drive the work of Council.
- This short-term agenda planning and long term planning process is delegated by the Council to the CEO and Board of Directors to assure development of a nimble process to determine direction.
- Information is routinely provided to Council upon which discussion of planning and mega issues are based.
- Orientation for governance members is strengthened including leadership development and clearer expectations and accountabilities of service while a member of governance.
- Slates are revised to ensure a balance between experienced and new governors.

II. A Moderate Change to Existing System

This scenario represents more extensive change to the current system. It formally transfers corporate liability for governance to a Board of Trustees (BoT); it allows the Board of Trustees to take on the nimble governance role as required for day to day operation, while a larger Assembly uses technology and prioritized focus to concentrate on strategically driven “mega” issues in a timely manner.



- A governance structure is established with a smaller Board of Trustees and a Communities of Interest Assembly (Assembly).
- The Board of Trustees has authority for organizational policy matters while the Assembly has discipline-focused and public policy responsibilities. Both governance entities have broad representation that reflects the “communities of interest” across the entire field of psychology.
- Boards and committees are specialized content and program focused bodies advisory to the governance process.

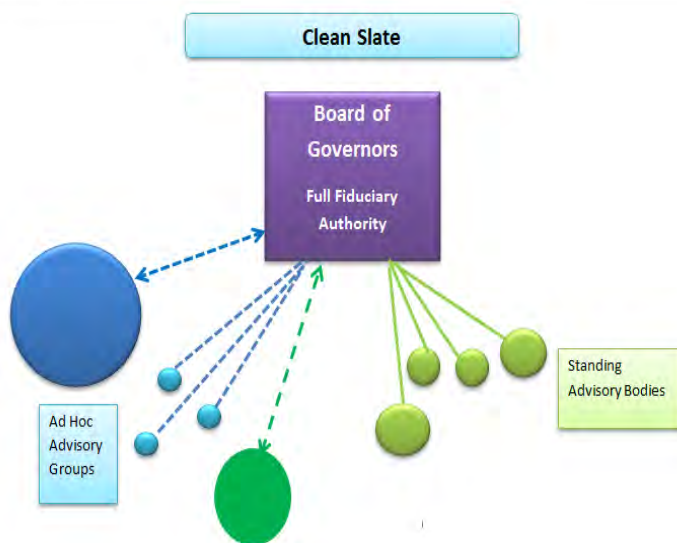
- The Assembly is defined as a “policy deliberation body” with the long term, strategic shaping of the field as its responsibility.
- The Assembly is broadly representative of communities of interest, which could include science, practice, public interest and education along with other communities as identified.
- BoT stewards the strategic planning process, and the BoT and Assembly jointly approve the strategic direction of APA, including mission, vision and goals.
- The Assembly stewards the environmental scanning function.
- The work of BoT, the Assembly and boards and committees is all based on the strategic direction of the organization.
- The day-to-day flow of authority and responsibilities of the two bodies would be clarified utilizing an agreed upon decision-making process (decision tree) that determines how items flow through the governance structure and how agendas are set.
- Policy matters decided upon by the Assembly will no longer be vetted by the Board of Trustees unless specific unbudgeted dollars are required, above a defined amount, to carry out that policy change.
- The agenda setting process will be based on triaging using the decision tree and the strategic plan and its effectiveness will be evaluated routinely.
- A mechanism is put into place to encourage direct input from members and organizations that have a vested interest in the discipline.
- Boards and committees continue to be advisory to the Assembly and Board of Trustees and their agenda setting flows through the decision tree and the strategic plan.
- An agenda-setting group comprised of members of the Board of Trustees, the Assembly, boards, and APA staff manages the triage process.
- Members of these bodies are chosen based upon a competency model with a focus on balancing experienced members of governance with new voices and ensuring special or needed expertise is present.
- This overall model allows the Board of Trustees to take on the nimble governance role as required for day to day operation, while the Assembly can then concentrate on strategically driven mega issues guiding the future of the field.
- A new process would be developed to elect the BoT and the Assembly using a competency model to select slates broadly representative of the discipline assuring a balance of diversity, experience and perspectives.
- The BoT process could involve a mix of member-elected, Assembly-elected and appointed positions.
- The Assembly election process could mirror the existing process for slated board and committee positions, identifying candidates based on competencies, or another process could be carefully constructed.
- Processes to identify and nurture potential candidates for leadership roles with emphasis on diversity, the breadth of the discipline and a balance of experienced members with fresh faces would need to be developed.

- A clear evaluation mechanism with a significant self-evaluation component is required of Board of Trustees, Communities of Interest and B/C s to assure rapid adjustment as internal or external conditions change, in order to remain relevant and in alignment with APA’s strategic direction.

III. A New Governance Design from Clean Slate

This option features the greatest degree of change to the governance system. It was constructed by asking the question: *If we were to design APA’s optimal governance system to achieve its current mission and vision, unfettered by existing structures or historical “baggage,” what system would we suggest?*

In this option, broad and diverse representation would be attained with a smaller governing body. Everyone would have a voice, but a smaller number of individuals, elected through a carefully constructed selection process to assure breadth of representation, would govern. Technology would be embedded within governance to increase communication and efficiency. The Board of Governors would utilize ad hoc working groups and convene ad hoc summits to be fully aware of the environment in which APA operates in order to better carry out its mission. The Board of Governors would also assure that the appropriate breadth of voices and expertise is brought to bear for the development of key policies.



- There is one Board of Governors whose size is larger than the Board of Trustees described in the *Moderate Change* scenario but significantly smaller than the current Council.

- This Board of Governors has full governance authority and liability for the association and member interests, the public good, and the future of the field of psychology.

- The Board of Governors has broad representation of communities of interest across the field and possibly non-discipline areas of expertise (public members) that would enhance the

deliberative and competency-based responsibilities of the Board of Governors.

- Members are chosen using a competency-based model via a nominating process yet to be carefully constructed.
- The BoG is charged with convening ad hoc bodies to assure that important policy development is fully informed.
- There are a variety of ad hoc and standing bodies 1) serving as strong advisory voices to governance, 2) executing the programmatic work of the organization, and 3) ensuring the voices of many are included in decision-making even if the BoG is a smaller body.
- Two options, not mutually exclusive, can be discussed in terms of how information flows to the Board of Governors and how work gets accomplished.

- Option 1: There are several standing advisory bodies that provide input into the deliberations of the Board of Governors based on defined major topics, areas, or strategic responsibilities of the discipline. The Board of Governors supplements this input by convening ad hoc groups for specific purposes (e.g. a summit to gather broader input into critical public policy decisions.)
- Option 2: The Board of Governors establishes ad hoc advisory groups as needed to address strategic matters based on the strategic plan or emergent issues of interest to the field, a community of interest within the field, the public need, or an association matter. This process replaces standing advisory bodies.
- In both options, technology would be utilized by governance to encourage direct input from a wider range of members and organizations that have a vested interest in the discipline and to enable 1) a knowledge-based, richly informed and transparent decision-making process, 2) accountability, and 3) evaluation of governance.
- There is a triaging mechanism using a defined decision tree to assign responsibilities and assure that the agenda of governance is based on the strategic plan and is evaluated in an ongoing manner to assure that activities are related to that plan.
- Thus, in planning, the Board of Governors develops nimble processes to determine direction and processes of developing information upon which to base planning decisions.
- The advisory bodies, whether ongoing or ad hoc, provide the developing information as part of ongoing environmental scanning.
- Functions of some boards and committees may be maintained by central office staff rather than as ongoing advisory groups.
- Technology would be embedded in governance activities to allow for greater direct participation of membership (including currently underrepresented members) in a knowledge-based, richly informed and transparent decision-making process.
- There would be a self-evaluative mechanism to ensure that leadership is accountable and to support continual adaptation and adjustment needed as conditions inevitably change.

Scenario Options At A Glance

Three Areas of Focus	I. Incremental Change to Existing System	II. Moderate Change to Existing System	III. New System from Clean Slate
1. Governance Roles & Responsibilities Who has authority:	<p>APA Council continues to have ultimate authority and liability.</p> <p>Council delegates the “corporate” role and the internal policy role to the Board of Directors, which continues as the Executive Committee.</p> <p>Council repurposes itself to focus on “big” or mega-issues and decisions impacting policy, the future of the field, and the public good.</p> <p>Boards and committees continue as specialized content and program focused bodies advisory to governance.</p>	<p>Authority is split as follows: A Board of Trustees (BoT) has authority for “corporate” and internal policy roles. A “Communities of Interest Assembly” (Assembly) has authority for the discipline, e.g., external policy, strategic direction, standards.</p> <p>Boards and committees are specialized content and program focused bodies advisory to governance</p>	<p>Board of Governors (BoG) holds all governance authority and liability and oversees an adhocracy focused on The public good, future of the field, member views and association matters.</p> <p>The BoG is accountable to convene ad hoc bodies to assure stakeholder voices inform important issues.</p> <p>There are variety of ad hoc and standing advisory bodies that 1) act as strong voices to governance, 2) execute the programmatic work of the organization, and 3) prevent the concentration of power in a small group.</p>
Organizing Principles:	<p>Council continues to be composed of representatives from organizational units, e.g., Divisions and SPTAs.</p> <p>Size could remain the same or could be changed.</p>	<p>BoT is competency based and broadly representative of communities of interest in the field. Size range from 12-24.</p> <p>Assembly is broadly representative of communities of interest, which could include science, education, public interest and practice along with other communities as identified. Size to be determined.</p>	<p>BoG is competency based and broadly representative of communities of interest in the field. It may include non-discipline areas of expertise that enhance deliberation.</p> <p>Size range from 15-30.</p>
2. Strategic Focus & Alignment	<p>Council has authority for development and oversight of the strategic direction of APA, including mission, vision and goals.</p> <p>Council is responsible to assure ongoing environmental scanning occurs.</p> <p>The work of boards and committees will be fully aligned with strategic direction of organization.</p>	<p>BoT stewards strategic planning process.</p> <p>BoT & Assembly approve strategic direction, including mission, vision, and goals.</p> <p>Assembly stewards environmental scanning function.</p> <p>Work of BoT, Assembly and B/Cs will all be based on strategic direction and plan of the organization.</p>	<p>BoG stewards development and implementation of strategic direction and plan of organization.</p> <p>It convenes ad hoc bodies as needed to assure strategic goals are achieved, i.e., work groups for each goal.</p>

Scenario Options At A Glance

Three Areas of Focus	I. Incremental Change to Existing System	II. Moderate Change to Existing System	III. New System from Clean Slate
3. Governance Functions & Processes Member Voice Technology establishes transparent feedback loop to increase member engagement in governance.	Technology establishes a transparent feedback loop that increases member engagement in governance and encourages direct input from members to amplify constituent representation, including the 50% of APA members who are not members of Divisions or SPTAs and those organizations that have a vested interest in the discipline.	Technology allows creation of direct member input and knowledge base to supplement and amplify member voices. This and the creation of the Assembly allow governance to shift from “representative for” to “representative of” broad perspectives.	Technology would be utilized by governance to encourage direct input from a wider range of members and organizations that have a vested interest in the discipline and to enable 1) a knowledge-based, richly informed and transparent decision-making process, 2) accountability, and 3) evaluation of governance.
How people come to serve In all scenarios greater attention is paid to the identification, cultivation, orientation and development of current and potential leaders. Process developed to identify and nurture potential candidates with emphasis on diversity, breadth of the discipline and balance of experienced members with fresh faces.	Council representatives continue to be elected through Divisions and SPTAs who will be encouraged to elect candidates possessing the competencies needed in the newly repurposed Council. Orientation for governance members is strengthened including leadership development and clearer expectations and accountabilities of service while a member of governance. Slates are revised to ensure a balance between experienced and new governors.	New process developed to elect BoT and Assembly using competency model to select slates broadly representative of the discipline & assuring balance of diversity, experience and perspectives. BoT process could be mix of member elected, Assembly elected & appointed to assure breadth of perspectives. Assembly election process could mirror existing process for slated B/C positions, identifying candidates based on competencies - or another process could be carefully constructed.	Members of BoG chosen by membership. Competency model used to select slates broadly representative of the discipline assuring a balance of diversity, experience and perspectives. Slate constructed through nominating process yet to be carefully constructed. Public members may be considered.
How decisions get made	A triage mechanism (decision tree) is in place to manage the flow of items through the system to assure focus on major issues of importance to the strategic direction of the organization. Agenda Planning Group is reactivated to provide triage process.	A triage mechanism (decision tree) is in place to manage the flow of items through the system to assure focus on major issues of importance to the strategic direction of the organization.	A triage mechanism (decision tree) is in place to manage the flow of items through the system to assure focus on major issues of importance to the strategic direction of the organization.
Evaluation	A clear evaluation mechanism with a significant self-evaluation component is required of Council, Board and B/C s to assure rapid adjustment as internal or external inevitably conditions change, in order to remain relevant and in alignment with APA’s strategic direction.		

APPENDIX A

Key Governance Definitions

The following definitions are provided as a lexicon of terms when reviewing the three scenarios of change

Governance:

The volunteer units of various levels in support of policy development and the relative powers, authorities and responsibilities each possesses, and the composition of each unit and how individuals are selected to participate in them.

Three primary roles of governance are detailed below. These are “oversight” roles at a strategic level, not “doing” roles. These roles are referenced specifically in our recommended options for change.

1. The Corporate Role deals with the business of the organization
 - a. Responsibility for hiring and evaluating the CEO
 - b. “Steward” of the strategic plan, i.e. sees that the plan is created, integrated into the organization, monitored and adjusted as conditions change
 - c. Oversees the programs and resources of the organization, i.e. sees to it that there are sufficient resources and that those resources are used in a way consistent with the mission and vision of the organization
 - d. Responsible for organizational quality and financial integrity, i.e. assuring adequate performance measures and standards and the integrity of internal financial controls and practices
2. The Policy Role deals with broad internal and external focus
 - a. Internal Policy is operational policy at a strategic level, i.e. broad organizational policies that impact revenues
 - b. External Policy is related to approving public position statements on issues of interest to the discipline or membership – typically legislative, scientific, education or practice positions
3. The Decision-making Role deals with the responsibility for the choice between positions presented, compromise or create an alternative solution, or decide not to decide
 - a. Knowledge-based decision-making: a new approach in recent years to cope with the increasing speed and complexity of change most organizations face. This approach moves a group beyond the limitations of parliamentary procedure within an apportioned body and into a committee of the whole for significant issues requiring a diversity of views. This sets the group free to engage in dialogue designed to explore all possible solutions to large, complex issues facing the organization or the field, and to decide together on the best course of action for all concerned. A mega issue discussion is often used for such decision-making.

APA’s current system of governance requires the Council to carry out all three of these governance roles. The Board of Directors role is narrower and more circumscribed but also involves duties in all three areas. Boards and committees advise governance on issues included above. They do not govern.

Fiduciary Responsibilities Of Nonprofit Directors

The fiduciary responsibilities (legal duties) of association governors include the duty of care and the duty of loyalty.

The Duty of Care -- The duty of care requires the director to do what would be expected of any prudent person in the same position. It requires the director to read relevant documents, prepare carefully for board meetings, pay attention to what is going on, and ask questions to clarify actions that are being taken. The duty of care permits the delegation of certain responsibilities to experts, staff, committees and task forces, but requires the director to stay informed of their activities and take appropriate action when indicated.

The Duty of Loyalty -- The duty of loyalty requires the director to give undivided allegiance to the organization of which he or she is a director, without regard to personal interest, business interest, or the interest of any other region or organization. Furthermore, it is a breach of the duty of loyalty for a director to use inside information gained in the performance of his or her responsibilities for personal benefit, or to benefit his region, business or any other organization. This constitutes conflict of interest and is cause for removal from office.

Fiduciary duty requires directors to act within the scope of legal authority, including the organization's articles of incorporation, by-laws and mission, as well as compliance with applicable state and federal laws and regulations. An association will generally hold its directors harmless from lawsuits as long as they operate within the legal bounds of their fiduciary responsibilities and defined defenses. Directors are subject to lawsuits regarding the areas for which they bear responsibility if they fail to discharge their legally defined fiduciary responsibilities, as defined under relevant law.

In APA, all individuals serving on Council and Board of Directors have fiduciary responsibility for APA, with Council members carrying “full power and authority over the affairs and funds of the Association...” (Bylaws Article IV) As directors, among other things, Council members are responsible for:

- The overall welfare of organization
- Sufficiency of revenue and use of resources
- Organizational quality and financial integrity
- Strategic direction, plan and alignment
- Ethics and overall organizational policy
- Hiring CEO/evaluating relationship
- Compliance with the letter of the law

Issue Triage: deals with the practice of evaluating issues regarding the level of significance to 1) the public, 2) the discipline, 3) APA members, and 4) the organization and determining the level of engagement and complexity needed to sufficiently address the issue and decide on a course of action. The assumption is that some issues are more important and complex than other issues, with the former warranting far more process and inclusive engagement than the later. GGP has identified the following factors to consider if and when APA establishes a triage system. Is the item:

- Covered by the strategic plan or existing policy, or not?
- Time sensitive or time urgent
- Of significant importance/impact to key stakeholders?
- Resource costly in human or financial capital
- An issue important to include multiple voices and perspectives or is it of interest to only one or a few “voices/perspective”

Leadership Development: deals with the identification, cultivation, recruitment, election/selection, orientation, involvement, education, evaluation, rotation and celebration of governance leaders.

Competency Based Leadership Selection: Demonstrated expertise, experience and leadership attributes prerequisite to success in carrying out key role or responsibility. Selection based on guiding principles of competencies needed, rather than selection based on visibility, popularity, support of friends or size of group nominating.