

# ACA GOVERNING COUNCIL MEETING MINUTES

November 27, 1996

## Call to Order

The ACA Governing Council Conference Call meeting was called to order at 11:00 a.m., on November 27, 1996. President Gail P. Robinson presided. Governing Council members present for all or part of the meeting were as follows:

Joyce M. Breasure, ACA Past President  
Helen W. Chapman, North Atlantic Region  
Patricia B. Elmore, AAC  
Donna M. Ford, Western Region  
Queen D. Fowler, AMCD  
Jane Goodman, NCDA  
Harold L. Hackney, ACES  
Betty S. Hedgeman, ACA Treasurer  
James Hiatt, AMHCA  
John L. Jaco, ACA Executive Director  
Charlene Kampfe, AADA  
Courtland C. Lee, ACA President-Elect  
Donald C. Linkowski, ARCA  
Don C. Locke, IAMFC  
James J. Lukach, ASCA  
Kay Monks, NECA  
Gail P. Robinson, ACA President  
Floyd Robison, ASGW  
Emily Jean Runion, AHEAD  
Suzanne Schmidt, Southern Region  
Cynthia D. Sellers, ACCA  
Howard B. Smith, ACA Parliamentarian  
Virginia Sykes, ASERVIC  
Christine Larson VanSlyke, Midwest Region

Nancy B. White (IAAOC) was unable to participate in the meeting.

Other persons who participated included the following:

Colleen Logan, Co-Chair, AGLBIC  
Richard Mozier, ACA Chief Operating Officer, Chief Financial Officer  
Richard Yep, ACA Associate Executive Director  
Karl Zeswitz, ACA Legal Counsel

Several members of the Governing Council found it necessary to leave the conference call before the end of the call. Note that in listing votes on motions that were acted upon, the roll call listing shows only voting members who were present at the time of that particular vote. If a Governing Council member is not listed, it is an indication that the person had to leave the call prior to that action.

## Agenda

President Robinson opened the meeting by calling attention to the agenda. She asked Parliamentarian Howard Smith to certify that a quorum was present and Dr. Smith did so.

## Financial Report/Recommendations

Treasurer Betty Hedgeman reported on the current financial situation. She noted that the most recent information (October 1996) indicates that expenses exceed revenues, and she suggested that there were several possible actions that might be considered in order to help the situation. These included resolving the disaffiliation issues, slowing down the programs and projects currently being planned, increase dues, or adjust the current budget. Dr. Hedgeman stated that the Financial Affairs Committee is recommending that \$100,000 be taken from the reserve fund and indicated that such action would require Governing Council approval. Dr. Hedgeman further noted that typically the expenses are heavier at the beginning of the fiscal year while the income is heavier toward the end.

There followed considerable discussion of the financial information and possible actions that the Governing Council might take

It was moved by Locke and seconded by Robison that: The Governing Council votes to adjust the current ACA Budget by moving \$100,000 from the general operating reserves as recommended by the Financial Affairs Committee. Motion passed by roll call vote (16 for, 7 against). The roll call vote was as follows:

<u>For</u>	<u>Against</u>
Joyce Breasure	Patricia Elmore
Helen Chapman	Donna Ford
Queen Fowler	James Hiatt (2 votes)
Jane Goodman	Charlene Kampfe
Harold Hackney	James Lukach (2 votes)
Courtland Lee	
Donald Linkowski	
Don W. Locke (2 votes)	
Kay Monks	
Floyd Robison	
Emily Runion	
Suzanne Schmidt	
Cynthia Sellers	
Virginia Sykes	
Christine Larson VanSlyke	

## Injunctive Relief, Branch/Member Concerns

President Robinson summarized the current situation with regard to the letters that ACA's General Counsel had sent to ASCA and AMHCA indicating the need for them to comply in the best interest of the membership. She outlined the sequence of actions that might be taken should the divisions not elect to come back into compliance. Dr. Robinson advised the group that a meeting is scheduled for December 3, 1996 between ACA and the two divisions and it is hoped that that meeting will result in action by the two divisions to comply with the requirements as set forth in the attorney's letter.

Following discussion of this situation and the possible course of action, it was moved by Lee and seconded by Fowler that: The Governing Council authorize the initiation of legal action if the results of the December 3, 1996 meeting are not satisfactory.

There was considerable discussion of this motion and a feeling was expressed by many members of the Council that no legal action should be taken on this motion until after the December 3, 1996 meeting.

As a result of the discussion, it was agreed that: No Governing Council action be taken at this time on possible legal action, and that a Governing Council conference call will be scheduled in December. At that time, the Governing Council will determine the appropriate action to be taken.

### Task Force Team and Charge

President Robinson called attention to the proposed members of the Restructuring Task Force and of the charge to be given to that group to prepare models for the restructuring of ACA that encompass key aspects of the generated Governing Council options related to this issue.

It was moved by Goodman and seconded by Sellers that: The Governing Council votes to accept the membership of the Restructuring Task Force as constituted (Helen Chapman, Annette Gibbs, Joseph Kandor, John McFadden, Jeffrey Mostade, and Ann Vernon). Motion passed by roll call vote (15 for, 3 abstain). The roll call vote was as follows:

<u>For</u>	<u>Abstain</u>
Joyce Breasure	Helen Chapman
Patricia Elmore	Don W. Locke (2 votes)
Queen Fowler	
Jane Goodman	
Harold Hackney	
Courtland Lee	
Donald Linkowski	
James Lukach (2 votes)	
Kay Monks	
Floyd Robison	
Emily Runion	
Cynthia Sellers	
Virginia Sykes	
Christine Larson VanSlyke	

It was moved by Larson VanSlyke and seconded by Hackney that: The Governing Council votes to approve the charge to the Restructuring Task Force. Motion passed by roll call vote (14 for, 2 against). The roll call vote was as follows:

<u>For</u>	<u>Against</u>
Joyce Breasure	Don W. Locke (2 votes)
Helen Chapman	
Patricia Elmore	
Queen Fowler	
Jane Goodman	
Harold Hackney	
Courtland Lee	
Donald Linkowski	
James Lukach (2 votes)	
Kay Monks	
Floyd Robison	
Cynthia Sellers	
Christine Larson VanSlyke	

### Financial Report/Recommendations

At this point, the discussion again turned to finances and particularly to the possible contingency budget that had been discussed during the Governing Council meeting of April 1996.

It was moved by Goodman and seconded by Elmore that: All members of the Governing Council receive a copy of the contingency budget that was handed out during an Executive Session at the Governing Council meeting in Pittsburgh in April 1996, and that all members receive all materials related to that alternate budget and the list of recommended cuts from the Financial Affairs Committee. Further, that the Governing Council will consider this information during the December 1996 conference call meeting. Motion passed unanimously, by roll call vote. The roll call vote was as follows:

For

Joyce Breasure  
Helen Chapmn  
Patricia Elmore  
Queen Fowler  
Jane Goodman  
Harold Hackney  
Courtland Lee  
Donald Linkowski  
Don W. Locke (2 votes)  
James Lukach (2 votes)  
Kay Monks  
Cynthia Sellers  
Christine Larson VanSlyke

**Adjournment**

There being no further business, the conference call meeting of the ACA Governing Council was adjourned at 1:05 p.m.

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