



# APCO International

*Association Of Public-Safety Communications Officials-International, Inc.*

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## An Open Letter to the Membership on the Strategic Governance Initiative

February 5, 2008

The world in which we live, work and do business has changed dramatically in the past few years and continues to do so at an ever more rapid pace. For businesses to serve customers, for governments to serve their citizens and associations to serve their members, they must be agile and structured to quickly react to needs, challenges and opportunities.

With increasing frequency, APCO has found that one of the major impediments to our ability to react and adjust quickly to serve our members is the complexity and specificity of our core governing documents—the Constitution, Bylaws, and Policy Manual. They are altered continually to respond to specific concerns that arise at a given point in time. This process has become unwieldy, confusing, contradictory and, at times, counterproductive.

As your Board of Officers, we have pledged to serve APCO and conduct the affairs of the association in an efficient and effective manner. Early last month, we informed the Executive Council of our decision to appoint a Task Force to oversee a Strategic Governance Initiative (SGI) involving the review and recommendation of changes to the association's governance structure. We took considerable time during the Mid-Year Meeting of the Executive Council on January 26-27, 2008, to discuss our concerns and, collectively, chart a path to reform.

This letter is intended to share highlights from these discussions and the scope of the work of the SGI Task Force that we have established. Heather Vargas of Cobb & Cole, who has served as APCO's corporate counsel for the past six years and advises a number of 501(c)(6) associations similar to APCO, delivered a sobering recommendation "to vacate all of our current documents and adopt only those Bylaws that are required under law." She presented a detailed analysis with more than a dozen specific examples of complex, confusing and contradictory provisions that:

- hamper the efficient operation of the association,
- impair our flexibility and adaptability,
- bog down multiple layers of governance and management in overlapping minutiae,
- needlessly expose the organization to legal risk.

She specifically warned that the "many extraneous provisions in APCO International's governing documents, no matter how carefully drafted, may have unintended consequences when construed by a party hostile to the association's interests." From her perspective, nothing short of a complete governance overhaul is needed to achieve the overall aim of simplicity and clarity.

If this were not reason enough, we also cite the following issues:

- Without a strong but lean governance model, it is difficult to fulfill our strategic plan goals that require tremendous adaptability in this highly competitive market environment.
- Many associations, including our public safety partners—National Emergency Number Association, International Association of Chiefs of Police, and International Association of Fire Chiefs—have recognized the need to re-address their governance for similar reasons.
- Warning signs of ineffectual governance exist, including (i) difficulty in recruiting board members and developing future leaders, (ii) frequent turnover of management and senior staff, and (iii) financial challenges and missed business opportunities.
- We have worked on building greater trust among the Board, the Executive Council, the staff, and the membership such that rules-based accountability not overshadow or obscure attention to real bottom-line measures of performance and effectiveness.
- Change is inevitable and to maintain APCO International's position as the leading public safety communications association requires a streamlined structure, greater focus and enhanced constituency representation to deliver good value to the membership.

SGI will mostly likely unfold in several phases that require a continued and sustained effort as the transfer of leadership occurs. You have the full commitment of this entire Board to see this important work through to completion. We will further ensure that this effort honors the past, allows us to be effective in the present, and prepares us well for the future.

This will neither be a simple process nor one which can be accomplished in a vacuum or without strong focus and leadership. Recognizing the complexity of the tasks, we have drawn upon the expertise of three longstanding colleagues, who we believe have the historical knowledge, skills, abilities and most importantly, the professional integrity to help sort through the issues and make recommendations back to the Executive Council and Board for consideration.

We are pleased to have the service of the following Life Members of APCO International with extensive managerial expertise in the realm of public safety communications:

- Steve Proctor (Chair), UCAN Executive Director/APCO Past President
- Steve Souder, Director, Fairfax County, VA Dept of Public Safety Communications
- Michael Mangini, Solutions Engineering Manager, PlantCML

To augment this group, representatives of the Executive Council were selected by the Council on a regional basis to serve as an advisory group to assist the Task Force as needed. These representatives are listed below along with brief profiles of the Task Force members and more details regarding the proposed goals of SGI. This Task Force has a strong mandate coming out of the Executive Council deliberations and you can expect the first phase of its work to be ready for presentation to the Quorum at this year's Annual Meeting.

We, your Board of Officers, look forward to making concerted progress on this matter in the coming months and thank you for your interest and support.

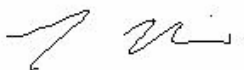
Sincerely,




Willis Carter  
President



Chris Fischer  
President-Elect



Dick Mirgon  
First Vice President



William Carrow  
Second Vice President

## **APCO International: Strategic Governance Initiative**

### **Mission:**

Examine APCO International's current governance structure - its bylaws and policies – and recommend improvements to ensure that APCO's operations, governance, management structure, and strategic assets optimize the association's policy impact, operational effectiveness, and program service delivery in a sustainable and value-added manner.

### **Key Issues:**

- Legal Compliance and Consistency of Constitution, Bylaws and Policies
- Governance to Enhance Organizational Development and Efficacy
- Strategic Synergy Among Bylaws, Policies, and Work Plan

### **Critical Question to Examine:**

What is the best structure to foster the long-term viability and relevance of APCO?

### **Goals:** Hone a governance structure that:

1. comports with all legal requirements for a nonprofit association and minimizes director, officer, and member liability;
2. allows for managerial flexibility while governing for results accountability; and
3. fosters transparency and aligns member, board and staff roles to facilitate mission fulfillment, strategic development and operational sustainability.

### **Task Force Members:**

#### Steve Proctor, UCAN Executive Director/APCO Past President

Steve joined APCO in 1972 and currently serves as the Executive Director of the Utah Communications Agency Network (UCAN). He served as President of APCO from 1994-95 and three terms as Utah Chapter President and Conference Chairs of both a Regional (1976) and National Conference (1983). He has served on Project 25, 31, 33 and received the Advocacy in Leadership Award in 2007. In a 39-year career in public safety telecommunications, Steve has served in positions ranging from telecommunicator to director. In 1997 he started UCAN, a quasi-state agency, which provided public safety communications for the 2002 Winter Olympics in Salt Lake City. This system has expanded to cover 85% of Utah's population with services to 125 individual agencies of state and local government.

#### Steve Souder, Director, Fairfax County, VA Department of Public Safety Communications

Steve is a 26-year member of APCO, Past President of the Virginia Chapter (1993), and Executive Council member (1993-2003), and Chair of Project RETAINS, (2001-2005). He was awarded Life Member status in 2000 and is the recipient of the APCO Advocacy in Leadership Award (2006) and Local Government Leader Award presented by the Congressional E9-1-1 Caucus/E9-1-1 Institute (2006). During Steve's more than 40-year career in public safety communications, he has served as director of three communications centers in the Washington, DC area (Arlington, Montgomery, and Fairfax County).

## **SGI (continued)**

### **Michael Mangini, Solutions Engineering Manager, PlantCML**

Michael has been active member since 1986 and was awarded “Life Member” status in 2001. He is the first Commercial Member of APCO to be appointed to serve as a member of the Atlantic Chapter’s Board of Officers. Prior to joining PlantCML, Michael was the Director of Technical Services for the City of Boston, Emergency Medical Services. He was responsible for all Information Technology, Radio, Text Paging, CAD and Mobile Computing/AVL System Design, Procurement and Maintenance. Michael has over 23 years of public safety experience prior to joining PlantCML.

### **Executive Council Advisors:**

Western – Richard Granado, ISD/Communications Division, Los Angeles County (CA)

North Central – Gregory Riddle, West Suburban Consolidated Dispatch Center (IL)

East Coast – Peter Thomas, Barnstable County Sheriff’s Office (MA)

Gulf Coast – Woody Glover, St. Tammany Parish (LA)

**Board Liaison:** Willis Carter, President (in close coordination with the entire Board)

**Staff Liaison:** George Rice, Executive Director

**External Support:** Heather Vargas, Counsel, Cobb & Cole

### **Proposed Deliverables:**

- Recommendations to the APCO Board of Officers on potential changes to be made to APCO governing documents in order to meet the above stated goals.
- Newly drafted bylaws and policies to present to the APCO Board of Officers, Executive Council and Quorum for processing and subsequent ratification.
- Framework for strategic plan development.