

**Executive Council Mid-Year Meeting  
Orlando Marriott Hotel  
Orlando, Florida  
Saturday, January 26, 2008**

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**DRAFT MEETING NOTES – EXCERPTS OF SGI DISCUSSION ONLY**

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**Strategic Governance Initiative Report**

- **Willis Carter, President**, began by describing the intent of the Strategic Governance Initiative. He tied it to the mission and vision statement. There was brief overview of governance and how the Board, the Executive Council, and the Executive staff may be more effective when governing APCO. He discussed the need and reason for a review of our governance. 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

The Focus and Goals of the Governance Review Task force are:

- Comports with all legal requirements for a nonprofit association and minimizes director, officer, & member liability,
  - Allows for managerial flexibility while favoring results accountability
  - Foster transparency and aligns member, board and staff roles to facilitate mission fulfillment, strategic development and operational sustainability
- **Chris Fischer, President Elect**, continued the discussion. To succeed in the business of APCO, we must honor our past, be effective in the present and prepare for the future. The board has a couple of priorities for this review
    - Increase financial stability
    - Create additional and consistent means of communication
    - Reaffirm APCO's role in regulatory and legislative affairs
    - Planning and executing joint ventures with our partners

The Task Force Members include: Steve Proctor (Chair), Steve Souder, Michael Mangini. The Board has proposed a strategy to support this group in which they are asking that the Executive Council caucus by region to elect one representative from each region to sit on the advisory group. Selection criteria for the Executive Council Advisory team:

- High level management experience
- Good reputation and known as a change agent
- Looking for members from chapters not already represented

Following the caucus, it was announced that the SGI advisory team includes:

- Gulf Coast Region: Woody Glover, Louisiana Chapter
- North Central Region: Gregg Riddle, Illinois Chapter with Lynne Feller, Ohio Chapter as the alternative pending the August Election results
- Eastern Region: Peter Thomas, Atlantic Chapter
- Western Regional: Richard Granado, CPRA Chapter

- **Richard Mirgon, First Vice President**, reiterated and emphasized a couple of points: all associations exist because of their members and great organizations run an orderly fashion through their governing documents. Our Governing Documents are important to us because they effect how our association grows and changes with times. NENA, IACP, and IAFC have recently revamped their governance documents to reflect the changing times. They found that as time went on there needed to be a comprehensive review of their documents. We hope this process will streamline a lot of our procedures to increase efficiency, responsiveness, meaning, and the ability to respond to change. He reiterated that the Board is not abandoning our past by no means, but we have to be more effective because we want APCO to lead in Public Safety Communications and not follow others or only be responsive to other organizations.
- **William Carrow, Second Vice President**, discussed the overall results of this review in terms of our future. APCO must be very adaptable to change. We have to have a structure that allows APCO to grow and be flexible. Our main goal to hone a governance structure will be to:
  - Comport with legal requirements
  - Allow for managerial flexibility
  - Foster transparency that will align with our members, chapters officers, the Board, Senior Staff, Executive Council, in the roles to facilitate the over all management of APCO to meet our mission and vision statement.

He noted we must be adaptive to the change that is upon us, we must be open and willing to make changes. This governance review will allow APCO to continue to fulfill our vision, it's necessary to keep the association fresh, and necessary for APCO to grow. The Board is fully committed to this governance review and restructure. The Board is asking for all of the Executive Council to support and assistance with this process.

- **Legal Perspective on the Strategic Governance Review**  
Heather Vargus, APCO's Corporate Counsel began her presentation with an overview of her history with APCO, noting her many discussions and recommendations to the current and past Boards, Executive Staffs, and Executive Council Members on the governance structure. In early 2007, Heather was contacted by **Past President Wanda McCarley** and **Executive Director George Rice** to review and provide recommendations on APCO's governing documents. She supports APCO's review of its documents and noted there are numerous associations currently reviewing their governing structures.

#### **Overall Recommendation**

- Vacate the current governance documents - Constitution and Bylaws - in their entirety and replace with a new document that only includes what is required in Florida law. She noted that the Executive Council tends to get heavily involved in APCO operations, inhibiting quick responses with time sensitive issues. She noted that the documents are bogged down with minuet details and procedures, thus proving it a challenge with locating information and getting clarity. This creates liability issues with all decision makings by the chapters, the members, the Executive Council, the Board, and the staff. Heather sited several examples from the APCO governing documents where APCO members, staff, Executive Council could face liability issues. She noted that the Executive Council was conflicted with how much information they needed to know (ie. detailed employee and daily operations information). In closing, she restated her belief that APCO could be more agile, more responsive to its members and the industry, noting that our current structure has the potential to leave APCO open to legal liabilities and she again recommended that the current governing documents be eliminated and replaced with the basic bylaws required by Florida law.

## Discussion and Questions

- **Terry Hall, Virginia Chapter**, asked if Florida law is the same as other states? Heather Vargus, responded yes, for the purpose of nonprofit law, it is mostly the same. The legal world usually looks to New York and Delaware for guidance with case law precedents. Terry Hall noted this was a surprise going through this process but he believes restructuring APCO's governing document is a great idea.
- **Manfred Blaha, International Chapter**, stated after hearing what Heather said, would it be useful to have her on the Governance Review Task Force? **Willis Carter, President**, answered yes she will be very involved in all levels of the restructuring, but she would not be an official member of the task force. We certainly wouldn't do anything without legal advice.
- **Lloyd Fayling, Michigan Chapter**, believes that APCO is moving in the correct direction, but would like the Task Force to review the budget estimate because of the legal fees, it might be more expensive in the long run. **Willis Carter, President**, noted that the budget is only for this year's fiscal year and there will be more updates and additions as we move forward.
- **Terry Hall, Virginia Chapter**, inquired if other organizations have streamlined governance structures? **Dick Mirgon, First Vice President**, noted he has researched several organizations and the majority of them have significantly shorter and smaller governing documents.
- **Larry Sheridan, Wyoming Chapter**, asked if we considered looking for a second Legal opinion? Bob Gurss, APCO's Regulatory Counsel, answered he was in agreement with Heather's recommendation and would act as the second recommendation. **Willis Carter, President**, also noted that the Board is very comfortable with the advice that they have been given and had several discussions in this area. He noted that he has no preconceived notions of what the recommendations will be, stating again we don't know what it's going to look like in the end.
- **Merry Messemore, Kansas Chapter**, asked Gregg Riddle to give his thoughts from the Constitution & ByLaws committee? **Gregg Riddle, Illinois Chapter**, replied we certainly have issues that need to be addressed, noting a lot of our policies were written in response to a single or multiple situations that we felt needed to have something in place to address these issues in the future. He agrees that we have some things in our governing documents that need to be reviewed. It is important that we invest in this process and see what the results are.
- **Patsy Joy, Arizona Chapter**, asked about the timeline. **Willis Carter, President**, answered the task force will develop this at their first meeting. **Gregg Riddle, Illinois Chapter**, replied, "Just to give an idea on the timeline, under our current Constitution and ByLaws for Amendment Procedure for presenting resolutions to the Quorum, all resolutions should be submitted to the Executive Director by April 1, so I can't imagine the Task Force will have something to present at this year's Conference. I believe the earliest would be April 2009. **Willis Carter, President**, noted to the Executive Council that they may have something by April 2008. **Gregg Riddle, Illinois Chapter**, noted this could take some time or years. He also noted there would be a need to change the subsidiaries' governing documents.
- **Lloyd Fayling, Michigan Chapter**, asked are we going to present this information in the upcoming magazine. **Willis Carter, President**, answered yes he will address it in the April President's column. We will ensure that the members are aware of what's going on with this process.
- **Dave Saffel, West Virginia Chapter**, asked would presenting this information to the membership in the magazine possibly exposing us to liability. **Willis Carter, President**, stated, no, we would describe this process in a general way. **Dave Saffel, West Virginia Chapter**, also asked what is the possibility of the organization enacting some interim bylaws and constitution pending the construction of the new bylaws to prevent liability that we might incur during the rewriting process?
- **Steve Proctor, Governance Review Working Group Chair** said he's not sure if we could put something into place that quickly. He also noted that the task force is honored that the Board has entrusted them to handle this effort and he and his fellow task force members are ready to serve on this task force.

- **Chris Fischer, President Elect**, asked that if Executive Council members hear something that is causing concern, please reach out to the Board, so they can clear up any rumors. She noted the Board will make sure that all questions will be answered, noting this is a review to help the organization.
- **Terry Hall, Virginia Chapter**, stated we need make sure that the Executive Council supports the Board actions, and explains the reason for the task force to our chapters.
- **Wanda McCarley, Past President**, agreed with Terry and stated we need to make sure that people have good solid, complete, correct information to pass on to their chapters to eliminate rumors and incorrect information. She encouraged the Board to get the information to the Executive Council.
- **Manfred Blaha, International Chapter**, asked if the parent company, if we completely rewrite all of our governance documents, will chapters be responsible for rewriting their governing documents also? **Willis Carter, President**, answered that this could be the case, but we don't know yet.
- **Gregg Riddle, Illinois Chapter**, stated as of now, the C & B committee doesn't have any resolutions pending, but they would be supportive if Heather believed there was a need for an immediate resolution to be drafted by April 1, 2008.