

APCO Strategic Governance Implementation Task Force

(August 2008)

OVERVIEW

Mission:

Build on the foundation established under reforms proposed to the 2008 Quorum to streamline APCO's organizational documents and restructure its governance to optimize the association's policy impact, operational effectiveness, and program service delivery in a sustainable and value-added manner. Given the strong demonstration of support for the reform concepts with a subset of members favoring a slower pace, the task force will use the proposed reforms (Resolution #1) as the blueprint to achieve twin aims:

1. Implementation of reforms to the fullest extent permissible within the existing Constitution & Bylaws (C&B) and Policy Manual framework to demonstrate how the reforms will work for the betterment of chapter and board relations and enhance the span of decision-making as the APCO Board confronts the challenges before the association of industry; and
2. Preparation of revisions to the C&B and Policy Manual for review by the C&B Committee, recommendation by the Executive Council and, ultimately, adoption by the Quorum in 2009.

Status:

The 2008 Quorum considered two resolutions developed by the forerunner to this task force that were formally proposed by the 2007-08 Board of Officers. Resolution #2, which called for the conversion of APCO International to a 501(c)(3) entity and the merger of its affiliated entities (except for the Public Safety Foundation of America) was approved by voice vote without objection. Resolution #1, which streamlined the bylaws and restructured the governance of APCO, was recommended with amendment by 84% of the Executive Council and 64% of the Quorum, but fell several votes short of the required two-thirds majority needed for passage. Following this narrow defeat, representatives for the prevailing side offered a "Sense of the Quorum" motion adopted by voice vote urging that work on the reforms continue to enable reconsideration by the next Membership Quorum in 2009.

Key Issues Remain:

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

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.

Considerations:

1. Widen representation, perhaps including four additional regional Executive Council (EC) members.
2. Devise means for sharing information between SGI, Officers, EC, Chapters and other stakeholders.
3. Fully develop selection process for the regional representatives on the proposed Board of Directors.
4. Oversee 501(c)(3) conversion/merger by Deputy Executive Director and Controller.
5. Determine what policy reforms need priority implementation via 30-day Significant Action.

COMPOSITION

Chairman: Willis Carter, Immediate Past President

Co-Chairman: Steve Proctor (Past President)

Members:

Life Members

Steve Souder
Michael Mangini

Executive Council Members

Lynne Feller, Ohio
Peter Thomas, Atlantic
Woody Glover, Louisiana
Dick Granado, CPRA

Board Liaison: Chris Fischer, President

C&B Committee Liaison: Jack Keating, Chair (Past President)

Staff Liaison: Mark Cannon, Deputy Executive Director

External Support: Heather Vargas, Counsel, Cobb & Cole

DELIVERABLES

Benchmarks:

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|-----------------|--|
| September 2008: | Convene new Task Force to develop Work Plan |
| December 2008: | Draft Proposals for Review by C&B Committee |
| February 2009: | Recommendations from Executive Council at Mid-Year Meeting |
| April 2009: | Draft Resolutions Submitted to Executive Director (by 4/1) |
| July 2009: | Final Submission of Resolutions for Quorum Consideration |
| August 2009: | Consideration by Executive Council and Quorum |

Budget: (estimated)

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|-------------------|-----------------|
| Legal/Consultants | \$20,000 |
| Meetings/Travel | \$12,000 |
| Conference Calls | <u>\$ 3,000</u> |
| TOTAL | \$35,000 |

Note: The Board of Officers agreed to use its budget to defray task force expenses.