November 22, 2021

An Update of the ACPE-APC Ongoing Merger Discussion

Dear APC Member,

The Board of Directors met for APC’s Annual Fall Board meeting on November 12-13, 2021. During that meeting members of the board discussed APC’s priorities and challenges for the upcoming year, including the ongoing discussions of merging with ACPE. The board discussed their responsibilities to APC and the membership which include: a fiduciary duty to do what is in the best interests of the APC; a duty of care for each member of the board to fulfill the responsibilities of their position; a duty of loyalty to APC and to fully disclose any conflicts of interest; a duty to be transparent with the membership of APC; and a duty of obedience to the organizations governing documents as well as the law.

Below are the most recent updates and actions taken by the merger “Implementation Work Groups” (IWG). The IWG’s are small taskforce like groups, comprised of APC and ACPE members and staff, to bring before the memberships sample governing documents, financial documents, logistical solutions, and cultural frameworks prior to a merger vote.

Confirmed Dates:

* December: Currently, all IWG subcommittees are working to provide draft documents required by law to the Steering Committee and Boards by December 15.
* January: APC will hold two town hall meetings with the membership to answer questions related to the proposed merger on Friday, January 7 and Saturday, January 8, 2022 at 12pm Central time.
* By February 15: Subcommittees submit final drafts to the Steering Committee for final approval.
* February: The APC Board will vote on the proposed merger packet, including the proposed by laws, in February 2022.
* April: Members will be invited to vote. The poll will stay open for 21 days.
* May 9-12: Joint Conference (online)
* (Due to state law, the election must remain open for 20 calendar days. In addition, the members must have the final draft of all documents 45 days prior to the opening of the polls. The Steering Committee is also discussing time for members to review draft documents to provide the Steering Committee with feedback before the final version is submitted.)
* Governance Workgroup:

Tasks:

* Articles of Incorporation.
* Bylaws, board, and community governance.
* Corporate/Operational structure.
* Board and Officer selection process.
* CEO selection process and effective date of the merger.

Progress:

* ACPE’s lawyers drafted Articles and Bylaws; the first draft was given to the subcommittee on November 15 and are being reviewed by APC’s board and attorney.
* Board structure, officers, terms, and selection process will be included in the bylaws draft.
* Next, the committee will draft a CEO selection process for use if the members approve the bylaws. Implementation of the selection process will be the purview of the new board.

Finance Workgroup:

Tasks

* Overview of all finances (balance sheets, profit and loss statements, audits).
* Determination of the fiscal year (APC’s begins Nov. 1; ACPE’s begins Jan. 1).
* Develop principles for crafting a dues structure.
* Draft 2022 budget for the new organization.
* Should they be needed, plans for staff severance packages and staff salary compensation packages, compensation policies.
* Written representation and warranties of each party regarding taxes.
* Clarification that there are no claims against the organizations.
* Itemization of any outstanding contracts/leases.

Other considerations:

* Overview of total assets brought from each organization.
* Clarification of organizational investment criteria/screens.
* Clarity around current purposes of designated funds.
* Review values and principles around finance.
* Cost/benefit analysis of ACPE affiliation with Emory.

Progress:

* Joint budget prepared (showing APC, ACPE, and Foundation 2021 budgets).
* Sub-subcommittees were formed for specific tasks to address the tasks listed above.

Facilities/Branding Workgroup:

Tasks

Name for NEWORG.

* A complete branding package will be developed if the members approve the merger.
* Determination of “home office.”
* Should the office be remote or leased space? If leased, what location?

Progress:

* Contracted with Atlanta-based Jackson Spalding: “Namestorming.”
* Initial names to be presented to subcommittee November 15 (aiming for 5-8 options).
* \*Note: ACPE and BCCI will maintain their names as a division of the new organization.
* Finalists to Boards and Steering Committee on or before December 15.
* Serious consideration of remote offices (permanent WFH).
* Use of co-working space for those needing office space.

Cultural Integration Workgroup:

• First interim work product: exploration of current APC/ACPE culture elements.

Elements to keep:

* Emphasis on valuing diversity and equity.
* Continuous learning.
* Accountability and support for centers
* Accountability and support for chaplains.
* Professional and ethical standards for members.
* Representational leadership (members identify people as leaders and feel comfortable approaching them … have people in board positions who reflect what the membership looks like).
* Peer engagement and support.

Elements to leave behind:

* Old asymmetries of power between chaplains and educators.
* Holding onto where we came from, the ways we used to do things.
* Biases, especially white-centering and Christocentric biases.

New cultural elements to move us forward:

* Demonstrating diversity more concretely (in leadership and practice) and achieving greater equity.
* Inclusion: Understanding and continually assessing the nature of belonging.
* Developing a culture of feedback.
* Rethinking accountability from a post-failure model to supportive collegiality, coaching, and collaboration.
* Honor our elders.

Incorporating anti-racism and anti-bias in the integrated culture:

* Focus on processes and behaviors: staff, board, members.
* Recognize the epistemological privilege of BIPOC in leadership.
* More intentional learning and followership from white members.

Next steps:

* Further definition of values and values-based cultural elements, behaviors, management practices, meeting models.
* Identify questions for members about culture integration and meeting models to be part of an integrated survey or focus group effort.

APC’s board is committed to keeping our members informed of the ongoing merger discussions. The greatest issues of concern to date are 1) cultural differences between APC and ACPE in the authority, roles and responsibilities of the CEO and national office staff in leading the organization, 2) communication with membership, and 3) ensuring membership dues remain reasonable. We continue in good faith as the talks continue to seek common ground for the benefit of the APC organization, its membership, and the profession. In keeping with best practices and the board’s fiduciary responsibility to do what is in the best interests of APC, we are in regular consultation with our attorney.

Thank you for taking the time to review these updates and to stay informed on this important process. Please send your questions or comments to APC at President@Professionalchaplains.org.

Blessings,

Rev. Dr. Jeffery Garland DMin Eds BCC-PCHAC

APC President

Rev. John Simon MDiv MTS BCC

APC President-elect

December 10, 2021

Important Update on the ACPE-APC Merger Discussions

Dear APC Membership,

The APC Board of Directors would like to update the APC Membership on the latest developments regarding the ongoing merger discussions between ACPE and APC. The board has been reviewing the findings and documents of the merger Implementation Work Groups on finance, culture, naming and facilities, and governance.

After careful consideration of our fiduciary responsibilities, on December 9, 2021, we voted to suspend ongoing merger discussions with ACPE indefinitely. The board no longer believes that a merger at this time is in the best interest of APC. The board came to this decision after due diligence, thoughtful debate, consultation with our attorney, and prayerful deliberation.

As President of APC, I have reached out to ACPE’s President and Executive Director to convey our decision and our sincere gratitude for exploring this opportunity with us, as both organizations seek to grow the profession of spiritual care. Going forward we will continue to work closely with ACPE and all our strategic partners to advance the profession of chaplaincy and those in our care, including through the ACPE/APC Joint Conference in 2022.

We acknowledge that this decision will impact people in different ways, and we commit to listening to each other, supporting each other, and working together as we move forward. APC will continue to keep our members informed of the work we have done and are doing on behalf of the membership. You are invited to send any questions or comments regarding the merger or other APC business to President@professionalchaplains.org.

In Your Service,

Rev. Dr. Jeffery Garland DMin Eds BCC-PCHAC

APC President

December 23, 2021

Dear members of APC,

The APC board has reviewed the emails, phone calls, and other feedback about our recent decision to suspend merger discussions with ACPE. Thank you to everyone who responded. This was not an easy decision for the board, but one that we felt was in the best interests of APC. Below are answers to four of the most frequently asked questions we have received regarding the announcement that APC will not continue to pursue a merger with ACPE.

1. What was the timeline of the merger discussions?

In March of 2018 the APC, along with the NACC, NAJC, CASC/ACSS, and ACPE, began talking about a potential merger of these associations for the benefit of the profession of spiritual care, outlined by a Memorandum of Understanding. Beginning in April of 2019, the partners began issuing progress reports to their members, explaining the pace and scope of the ongoing talks. Early in the talks CASC/ACSS informed the other groups that due to previously established priorities already in motion they would not join a new entity as a formal member. In the December 2019 Progress Report it was announced that groups had hired the consulting firm La Piana Consulting as experts in nonprofit collaboration and strategic restructuring. In January of 2020 (point 6) NACC and NAJC announced that while they are committed to working with a merged entity between ACPE and APC, they would not formally merge with the new organization

In June of 2020 ACPE and APC began holding Town Hall discussions with members and issuing FAQ documents to hear feedback from our members. The two boards continued to do financial due diligence and further discovery of each organization’s legal and financial liabilities and responsibilities. These conversations led to the creation of Implementation Work Groups (IWG) which focused on the areas of Finance, Facilities and Branding, Culture, and Governance.

2. Why did the board vote to suspend further merger talks with ACPE?

After consulting with the APC’s legal counsel about the laws that guide our fiduciary responsibilities, the board concluded that there was not enough benefit to the APC to justify merging with ACPE under a new entity. A merger between APC and ACPE would not be in the best interests of APC, especially as APC is a solvent and strong independent nonprofit organization with no forecasted financial or legal problems. Therefore, the board decided to not recommend that the membership vote to dissolve the APC and turn over APC’s assets to ACPE and the new organization.

3. Wouldn’t the profession be better served by one larger organization?

The APC continues to believe that partnering with other organizations is a vital component of our goal to promote quality chaplaincy care. Some APC members also hold membership in our partner organizations. These partnerships can continue as we operate as distinct entities, with both separate and overlapping goals. The APC and all our strategic partners are well established and respected voices inside the spiritual care community. By continuing to work as partners we can effectively work to advance our collective and our individual goals without diffusing our mission.

4. What is next for APC?

The APC’s board has appointed a taskforce to examine all opportunities for partnerships and programs that would benefit the APC and our members. While the news of the end of merger negotiations is still fresh and all those impacted need time to process, APC will work to bring new resources and products online in 2022, including a new online certification website for those seeking BCCI certification and maintaining their current chaplaincy certification. The APC will review the goals set forth in the 2020–2022 Strategic Plan and the board will begin designing our next Strategic Plan.

The APC board has a fiduciary responsibility to protect its organization's own assets and pursue its distinct mission within its legal context. While we know that this decision may feel abrupt for some, it was always a potential outcome of the 4+ years of merger talks. The APC’s board was transparent in our

desire to fully explore a potential merger with ACPE, and we put our time and financial resources into this effort.

The APC board continues to believe that ACPE is a valuable partner in the work to advance spiritual care and APC is committed to the joint ACPE/APC 2022 Conference. Our volunteers and staff teams are working diligently to bring our members, ACPE members, and all other attendees an educational and inspiring conference. We look forward to continuing to work with ACPE and our other partners in the years to come.

You are invited to send any questions or comments regarding the merger or other APC business to President@professionalchaplains.org.

In Your Service,

Rev. Dr. Jeffery Garland DMin Eds BCC-PCHAC

APC President

January 7, 2022

Dear members of APC,

Yesterday we received a copy of a mailing widely distributed by Transforming Chaplaincy which questions the recent decision of the APC Board to halt the merger talks with ACPE.

The APC board has been accused of making the decision quickly and without member input. This is not true. Due diligence had been going on for some time. And, in fact, input from members serving on the work groups was key to our decision.

During 2021 we asked some of you to serve on working groups with ACPE members to explore areas of post-merger operations and programs. As I noted in my November 22, 2021 communication to the membership, the feedback we got from our members on the working groups raised concerns in many areas, including culture and governance (staff-driven versus board-driven), communication with members, and the financial impact a merger may have on dues for our members.

You may not know that merger discussions with ACPE have started several times in the past, beginning in the 1980s, and each time the organizations have decided against merging. This last round of talks started as a potential unification of many chaplaincy organizations. One by one the other organizations all dropped out of the talks.

Your board will continue to work with ACPE and look for opportunities to serve their members together without merging. In the meantime, you can be assured that we are moving forward with programs and services that promote quality chaplaincy care through advocacy, education, professional standards and service to its members.

You are invited to send any questions or comments regarding the merger or other APC business to President@professionalchaplains.org.

In Your Service,

Rev. Dr. Jeffery Garland DMin Eds BCC-PCHAC

APC President

*APC Forum*, February 2022, Vol. 24 No. 1

The board has been reading and reviewing all the correspondence it has received from members, non-members, past board members, and stakeholders in the field of spiritual care since we announced our decision to cease merger talks with ACPE.  We have received many letters of support for our decision, and some are upset with the decision to end the merger talks while others are seeking more information about why the board made this decision and why a deciding vote was not passed along to the members.  
  
Business decisions, especially of this magnitude, can be difficult to understand.  We have been trying to explain this decision without breaking agreements of confidentiality that were agreed to at the beginning of these discussions over four years ago and remain in place today. We respect our long collaboration with ACPE and plan on continuing that collaboration now and in the future.  
  
The board’s decision was based on our responsibility to act in the best interest of APC. After more than 45 hours of joint meetings between APC and ACPE representatives and considerable due diligence research, the board decided a merger with ACPE was not in the best interest of APC.   
  
Most mergers or acquisitions take place, because one of the organizations is in trouble or they have a collective goal that they are seeking to achieve, a goal that cannot be reached on their own. When it comes to APC and ACPE that is not the case.  Both organizations are healthy and strong, and there is nothing that we could only do as one organization that we cannot work on together, cooperatively but as separate organizations.  
  
On the advice of counsel, we reviewed the legal responsibility we have as board members, to carry out the full duty of care and fiduciary responsibilities assigned to us by law when making decisions as a board.  As such, the board is expected to put the same care, thought and diligence into making a decision for the organization as they would for their own personal matters.  A decision to dissolve requires extensive consideration of the board.  
  
With this distinction explained and because the board could not identify a single compelling reason or goal that APC could not continue to pursue as an independent organization, the board made the decision to indefinitely suspend merger negotiations with ACPE.    
  
Could the board have voted to let the APC membership vote to dissolve and merge with ACPE?  Illinois law states the board must first vote if the merger is in the best interest of APC and its members. If the vote were yes, then members would have had opportunity to vote.  
  
Additionally, five years ago when these merger talks started there were five strategic partners involved. When others left the conversation for reasons of their own, the conversation was transformed from merger talks to one of acquisition.  APC would dissolve and its assets would be transferred to ACPE. Only BCCI would remain.

There has been a lot of talk about “the profession” when discussing the merger.  I ask you as chaplains, what profession are we responsible for as members of the Association of Professional Chaplains?  The field of spiritual care is far and wide, and we are blessed to be a part of it, but not all chaplains are educators, not all chaplains work in the field of healthcare.  There is a profession that APC works for, and it is chaplaincy.  We continue to believe that ACPE has the best clinical pastoral education for our certified chaplains, but CPE does not define what a chaplain is or does.  The board is proud of our members and the work we continue to do.  APC is proud of the profession of chaplaincy, and we are proud to continue to serve it.   
  
The board is currently working on APC’s next strategic plan, and we have several exciting changes coming later this year. APC has been continuing to work on revisions to the website and a new certification application process. Once these new systems are up, we expect to bring additional enhancements online for maintenance of certification and requests for verifying certification status.  We are excited to begin a new chapter of APC and we continue to work with ACPE and all our strategic partners, just as we have done in years past.  We know that many still feel the pain of disappointment but sometimes moving forward is the next step to healing.  
  
We ask that you humbly accept our delay in responding as a matter of balancing our head and hearts in these matters during these challenging times. The goal is to speak clearly, factually, and precisely within our functional boundaries as a board. We acknowledge that our internal process has made it seem we are insensitive.  Please charge it to our heads, not our hearts. Our on-going plan is to share a series of communications in the APC Forum and other communications, providing further insight into our process of ending talks of acquisition.

March 11, 2022

The APC Connect

**From the Desk of the President...**

Dear APC Members,  
As we continue to expound on the boards decision to cease our merger negotiations with ACPE, I would like to highlight the important and meaningful work APC and ACPE have done in the past and will continue to do in the future.  As members of the Strategic Partners for Spiritual Care, APC and ACPE have worked on several important projects together and in collaboration with our other partners. Some of these projects have included:

* The Impact of Professional Spiritual Care publication
* Joint Ethics Process for Addressing Allegations of Ethical Misconduct
* And the upcoming Joint ACPE/APC Annual Conference

These are just some of the collaborative works we have done together in the past and will continue to work on going forward.  In addition to those projects with ACPE, APC has a long history of working with and supporting many other partners including:

* COMISS
* CSU Shirley Haynes Institute for Palliative Care
* End of Life Collective
* Hospice and Palliative Nurses Association
* Military Chaplains Association
* Muslim Chaplains Association
* National Academy of Sciences – Roundtable on Quality Care for People with Serious Illness
* National Association of Veterans Affairs Chaplains
* National Coalition on Hospice and Palliative Care
* The Schwartz Center for Compassionate Healthcare
* Social Work Hospice and Palliative Care Network
* And other chaplaincy groups and organizations

As many of you know, chaplaincy has seen a surge in attention during the past two years due in large part to the pandemic that swept the world.  The role of a chaplain in their institution has been seen in a new light by their colleagues, the public, and the media.  With this increased focus on chaplains, APC is well positioned to continue to promote the profession of chaplaincy and the value of professional spiritual care.   
  
The upcoming conference is a great example of how APC is working with ACPE, and others in the field of spiritual care.  While we are no longer exploring a merger, APC is so excited to be a co-organizer with ACPE on the annual conference and we know that the plenaries, workshops, and collegial events will be rewarding and educational.  We hope each of you will consider attending and see how our partnership will continue to grow and strengthen into the future. To learn more about this conference use the button below.