**A Perspective on the APC’s Board decision to indefinitely suspend merger conversations with ACPE**

**The 8th in a series of reflections… Accountability Requires Transparency & Courage**

**Recall**: Since the Board announced its decision to withdraw at the last hour from merger discussions with ACPE: Four Board members resigned – 1/3 of the Board. The promised joint statement with ACPE hasn’t materialized. APC’s COO left for another job. The four most recent past Presidents and others petitioned the Board to reconsider. Transforming Chaplaincy and Chaplaincy Innovation Lab have led efforts urging the Board to reconsider. By my count, Facebook posts overwhelmingly questioned the Board’s decision and the outcome of the admittedly informal poll asking if APC & ACPE should continue toward merger was (last time I looked): Yes: 103; Only after further study & dialogue: 19; No: 9. While the President says, “We have received MANY letters of support for our decision, and SOME are upset with the decision to end the merger talks…” [emphasis added], what evidence do you see of “many?”

**Mark this down**: Tuesday, May 24, 2 pm (Eastern) is the APC Annual Roundtable Discussion. The purpose is to provide “members the opportunity to participate in round-table conversations with members of the board of directors in order to get feedback from members and answer questions regarding specific topics.” You must register:

https://www.professionalchaplains.org/calendar\_list.asp

This year the Zoom format will have roundtable rooms on these topics: 2023 Strategic Plan, Membership, Education, Quality and Research, Certification, Merger Discussion, and Open Discussion.

**Re the Merger Discussion Roundtable**: I’m hoping that members will ask specific questions about APC’s abrupt decision to end the merger. Here are a few of the important & still unanswered questions:

1. While APC repeatedly wrote that, “APC would dissolve and its assets would be transferred to ACPE” this is not how merger is structured in the drafted documents. Can leadership explain this characterization? The simple answer follows the money: Where would APC and ACPE’s operational assets go once merged? The merger documents answer the question: to the NEWORG (the term used in the merger documents). According to the documents, APC would not dissolve into ACPE. Leadership needs to explain why it continues to misrepresent the fundamental character of the merger.
2. Why will APC not consent to releasing the merger documents (which were paid for by APC & ACPE members) – an action agreed to by ACPE & APC and memorialized in the minutes for the process?
3. How much was spent in direct costs for the merger (consultants, travel, etc.)?
4. What happened in the 13 business days between APC’s November 22, 2021 statement to membership outlining the plan TO MERGE and the December 9 statement TO WITHDRAW from merger? Recall: Both organizations had recent clean financial audits, neither faced any legal action, none of the merger sub-committees were recommending ‘no-go,’ Board members who have since resigned say nothing fatal was revealed to the Board, the immediate past president (and then Chair of the merger governance task force) knew of nothing, former APC Presidents have not heard anything, ACPE Board Chairs I’ve talked with do not know of any reason for the halt. I know there are no confidentiality agreements in place that prohibit APC from being specific about the reasons for withdrawing. “Secret knowledge” is not an acceptable answer.
5. This needs to be asked: “Were the merger documents shared with the Board? Did the Board makes its decision having not been given the documents?” I have been told that Board members did not receive the documents.
6. Has leadership considered whether the lack of face-to-face conversation with ACPE impacted APC’s decision to withdraw?
7. An unusually specific and narrow application of “Fiduciary Responsibility” is the cornerstone supporting the decision to withdraw. To wit: In the 12-10-21 message to membership, the statement announcing withdrawal begins, “After careful consideration of our fiduciary responsibilities, on December 9, 2021, we voted to suspend ongoing merger discussions with ACPE indefinitely.” What is this fiduciary responsibility? The Board meeting minutes (12-9-21) answer the question, “The board asked questions of [Attorney] Paula Goedert about the possible merger. Paula said that the board’s fiduciary responsibility was to the assets and reputation of this entity, not the profession and not the members.” The question to which membership deserve an answer: Were other opinions about fiduciary responsibility sought? Given the significance of the decision, that the decision abruptly ended a 4 year process that involved ACPE, would it not have been prudent, if not also in KEEPING WITH FIDUCIARY DUTY, for the Board to seek a second opinion? It must be asked: Does the Board believe its responsibility is “not to membership?”
8. The Board stated, “…the board could not identify a single compelling reason or goal that APC could not continue to pursue as an independent organization.” (APC Forum, 2-2022) Odd, predecessors – both from APC and our partners, generated a substantive list of reasons and goals. How does the Board propose addressing these systemic pressures by itself?

* Multi-faceted demographic changes and the concurrent decline of religious affiliation
* Healthcare provider defaults/mergers/financial pressures
* Rapidly changing and an uncertain political climate that impacts religious issues
* History has demonstrated that segregation of ACPE, APC, CASC, NACC, & NAJC makes strategic execution impractical if not operationally impossible
* Strategic Partner budget deficits &, for some, uncertain membership trajectories
* Dilution of the understanding/perception/assumption of what professional and/or non-professional spiritual care providers are/do
* Providers of ‘professional’ chaplaincy education & training marketing lower costs, fewer qualifications & ease of use for entry into the profession
* Expanding presence of semi/non-professional spiritual care organizations

Finally, my memory is that “Merger Discussion” was not one of the original Round Table topics. Rather, it was added after the Annual Meeting last week when “…some questions came into the chat at the very end of the meeting about the “merger decision” as an ‘elephant in the room.’” (APC Connect. 03-11-22) The President thoughtfully continued, “I would like to first apologize for not seeing those questions in the final minutes of the session….” While I appreciate the President’s apology, it was not his role to monitor the chat; APC’s CEO had been designated to monitor the thread. The question about merger was thoughtfully raised in chat well before the meeting was about to end. Questions before it and just after it received a reply. Once it was clear that the question had been ‘missed,’ other attendees restated the question. I have a copy of the chat thread and in it count at least 12 attempts to raise the question of merger. Yes, twelve! So, how was the original question plus 12 follow-ups missed? The Board members in attendance were all at the host level and could have spoken up and pointed out the ‘missed’ question. What did they say…crickets. I’ve talked with many people who attended the meeting and were monitoring chat and we all find it simply inconceivable that the question and numerous follow-ups were missed.

Board member Inetta Riddell began the Annual Meeting with a thoughtful devotion on courage. I don’t know if that topic was intentionally ironic or if it just struck me that way. Aristotle posited that courage is the mother of all virtues because it is the quality which guarantees the others. I hope we have the courage to ask tough relevant questions. I hope respondents have the courage to answer in ways that build understanding and trust. A failure of either party ultimately hurts those who most need the care we offer.

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May 21, 2022