

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

The first in a series of reflections...

Eastman Kodak started in 1888, rose to become the undisputed leader in consumer photography and an acknowledged icon of American ingenuity and manufacturing. Kodak filed for bankruptcy in 2012. What happened? Are there relevant lessons for APC?

The rise and fall of Kodak is widely studied in business circles. (Scheyder) While the more subtle contours of their decline can be debated, there are basic lessons on which there is general agreement. Here are 4.

First, Kodak's strength ultimately proved to be the weakness that brought them down. Kodak invented personal photography – they created and manufactured the cameras, invented the processes to develop pictures and they held the patents underpinning all of it. Photos were their DNA. As can often be the case, strengths can create a blind spot from which weaknesses grow and threats emerge.

Second, a major challenge came when Fujifilm brought lower-priced film and supplies to the US market. Kodak was unimpressed because, "Kodak did not believe that American consumers would ever desert its brand." ("Kodak") Kodak assumed their brand was so strong that Fujifilm could not succeed. Blinded by hubris, Kodak misread the market.

Third, then came digital photography. Amazingly, Kodak was the preeminent pioneer of digital camera technology. In 1975 Steven Sasson, an engineer at Eastman Kodak, invented and built a self-contained electronic camera, "But it was filmless photography, so management's reaction was, 'that's cute—but don't tell anyone about it.'" (Mui) Again, in 1989, Sasson showed "Kodak's management a version of the digital camera he and other Kodak researchers had spent 15 years perfecting, and management... turned him down flat.... Kodak was reluctant. You could never project a financial business model that was superior to photographic film." (Tiffany) "Kodak, by sticking to its old school philosophy that the photo is king, failed to see that there would never be a sustainable market for what it wanted to sell." (DiSalvo) "This strategic failure was the direct cause of Kodak's decades-long decline as digital photography destroyed its film-based business model." (Mui) Again, Kodak misread the market.

Fourth, despite earlier reservations, Kodak entered the digital market and by 2005 ranked #1 in the digital camera market. During the ensuing years their market share plummeted. Kodak's primary error? Trying to get consumers to print pictures (onto Kodak paper) and not understanding that consumers were transitioning to electronic sharing and posting of photos and away from actual photos. Again, Kodak misread the market.

Too many misreads sent a once iconic brand and business sputtering into bankruptcy.

Conclusions: "The challenges Kodak faced are not unique, so what can other businesses learn from its failure? Clearly companies that derive a large proportion of their profit from a single product – in Kodak's case film – are more vulnerable. But having a corporate mindset open to new ideas and able to embrace uncertainty is essential." (Cambridge)

"Kodak remains a sad story of potential lost. The American icon had the talent, the money, and even the foresight to make the transition. Instead it ended up the victim of the aftershocks of a disruptive change. Learn the right lessons, and you can avoid its fate." (Anthony)

Bottom line: An organization that makes decisions based on how "solvent and strong" (APC) it is today "with no forecasted financial or legal problems" (APC) seems to be reasoning a lot like Kodak did during the decades preceding its bankruptcy. To do so misses the more salient threat AND OPPORTUNITY: a rapidly and radically changing market. Time will tell if APC misread the market.

Ron Oliver, Ph.D., MBA, BCC

Notes:

APC, Association of Professional Chaplains, "Responses to questions about the recent merger vote," email sent to APC membership, December 23, 2021

Scott D. Anthony, "Kodak's Downfall Wasn't About Technology," Harvard Business Review, July 15, 2016: <https://hbr.org/2016/07/kodaks-downfall-wasnt-about-technology>

University of Cambridge, "The Rise and Fall of Kodak's Moment," March 14, 2012: <https://www.cam.ac.uk/research/news/the-rise-and-fall-of-kodaks-moment>

David DiSalvo, "The Fall of Kodak: A Tale of Disruptive Technology and Bad Business," Forbes, Oct 2, 2011: <https://www.forbes.com/sites/daviddisalvo/2011/10/02/what-i-saw-as-kodak-crumbled/?sh=751f8c2c7df1>

Chunka Mui, "How Kodak Failed," Forbes, January 12, 2012: <https://www.forbes.com/sites/chunkamui/2012/01/18/how-kodak-failed/?sh=7fac1e4a6f27>

"Kodak," Wikipedia, <https://en.wikipedia.org/wiki/Kodak>

Ernest Scheyder, "Focus on Past Glory Kept Kodak from Digital Win," Reuters, January 19, 2012: <https://www.reuters.com/article/us-kodak-bankruptcy/focus-on-past-glory-kept-kodak-from-digital-win-idUSTRE80I1N020120119>

Kaitlyn Tiffany, "The Rise and Fall of an American Tech Giant," The Atlantic, July/August 2021: <https://www.theatlantic.com/magazine/archive/2021/07/kodak-rochester-new-york/619009/>

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

The second in a series of reflections...

Recent Correspondence:

- Nov. 22, 2021: APC Board sent an update to membership detailing the future plans for potential merger. 3 issues of concern (43 words to exact) are given at the end of the message in a paragraph bearing no subject heading.
- Dec. 10, 2021: Letter from APC Board to membership announcing their vote "to suspend ongoing merger discussions with ACPE indefinitely."
- Dec. 23, 2021: Letter to membership from APC Board with "Responses to questions about the recent merger vote."
- January 6, 2022: Transforming Chaplaincy sends letter to APC Board expressing concerns about the suspension of merger discussions.
- January 7, 2022: APC President sends letter to membership replying to the Transforming Chaplaincy letter.

This next topic is not what I had originally planned for next, but significant mischaracterizations in the January 7, 2022 letter from APC to membership necessitates a reply.

To set the context, in 2016 Jackie Ward, BCC and I developed a model that had the goal of bringing the "strategic partners" together into a single organization. I conceptualized that plan into the document used during early discussions among the partners. I led many and was present for every planning meeting and steering committee conference call with our partners from inception until October 2020. There are literally 701 emails saved in my "APC Strategic Partners Initiative" folder – and those are just the ones I kept.

Take my word for it, I know what happened, because I was there. As such, I am uniquely positioned to make the following clarifications:

First Point:

In APC's January 7 letter to membership they say, "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."

APC's statements are both factually inaccurate and a poor characterization of our partners

Not "all" dropped out. In early 2019 AAPC consolidated with ACPE. AAPC did not "drop out" – they joined. And, obviously, ACPE did not "drop out." Of the original 6 partners, only APC's exit could be described as "dropping out."

The way NACC, NAJC, and CASC stepped back from the process was objectively different than the way APC did so on December 9. These organizations were collaborative, transparent, and they telegraphed their intentions. No one was surprised by the decision each made to step back.

All of this is public knowledge: NACC could not merge and keep needed 501(c)3 aspects of its relationship with the US Conference of Catholic Bishops. NAJC's executive director died (may his

memory be a blessing) and understandably they found themselves needing to reassess many organizational features. CASC, the first to pull back, found some international issues (US tax issues, business registries, international monetary issues, etc.) too unwieldy.

Know this: When each stepped back, they were professional in the way they did it. Again: collaborative, transparent, and for months told everyone what issues they were working through. APC's departure is not in any way analogous to the way the others departed. For APC to claim or imply so is factually indefensible, too generous to APC, and an insult to the other organizations.

APC's actions and words demonstrate that it did not act with the same collaborative spirit, transparency, and clarity as the Partners.

Second Point.

In the Jan 7 letter APC says, "The APC Board has been accused of making the decision quickly..." And then they seek to explain why the decision wasn't quick. Well, it was quick - look at the timeline.

The Nov 22, 2021 update to membership featured a "Confirmed Dates" timeline that culminated in a vote about merger in April 2022. Just 13 business days later the Board votes to suspend talks. If that isn't quick, I don't understand what quick is.

No one reading the material supplied by the Board on Nov. 22 can be criticized for believing that the path to a vote on merger was on track. If the Board held fatal reservations about going forward when it released the Nov 22 document, then it failed in its fiduciary duty when it intentionally misled membership.

The Nov 22 document mentions 3 concerns buried in the last paragraph of the document. These are:

"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."

Of the 3 concerns, cultural differences seem to carry the most weight. Guess what? I raised that very issue years ago. This was not new to the talks. Further, when organizations merge, there is always a culture aspect to be considered. Always. I saw the cultural differences as more of an opportunity than a threat. Regarding concern 2: "communication with membership" – why is this a "great concern?" Please tell us how and why? Regarding concern 3: 'reasonable dues,' APC's reserves are holding at more than 90%. What that means is that APC has enough accessible cash on hand now to fund the organization for 90% of a year without changing anything and having \$0 income. ACPE's financial position is arguably stronger. During the early years of discussions, we anticipated that the elimination of redundancies (e.g., databases, office space, publications, and some staff) would favorably impact the balance sheet of the new organization.

These, I believe, are not the great concerns. There is something unsettling that is my great concern. More on that next time.

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

The third in a series of reflections...

The 4 most recent letters from APC to members reveal a priority that is both misguided and mistaken. Notice these excerpts from 3 of those letters:

11-22-21

1. "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...."
2. "In keeping with best practices and the board's fiduciary responsibility to do what is in the best interests of APC...."

12-10-21

3. "After careful consideration of our fiduciary responsibilities, on December 9, 2021, we voted to suspend ongoing merger discussions with ACPE indefinitely."
4. "The board no longer believes that a merger at this time is in the best interest of APC."

12-23-21

5. "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...."
6. "The APC board has a fiduciary responsibility to protect its organization's own assets and pursue its distinct mission within its legal context."
7. "The APC's board has appointed a taskforce to examine all opportunities for partnerships and programs that would benefit the APC and our members."
8. "This was not an easy decision for the board, but one that we felt was in the best interests of APC."
9. "...the board concluded that there was not enough benefit to the APC to justify merging with ACPE under a new entity."
10. "A merger between APC and ACPE would not be in the best interests of APC"

The recurring assertion is that "fiduciary duty" requires the Board to "act in the best interest of APC." On the face of it, this is a plausible claim. However, the "best interest" standard is more comprehensive than posited by the Board.

Below is my reply to and critique of the position articulated by the APC Board.

Reply

There has been only one statement given by the Board in support of their decision to suspend ongoing merger discussions:

“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.” (12-23-21)

As I previously argued (“Kodak” FB post on 1-10-21), this perspective mistakenly overvalues the here-and-now and, at best, the “forecasted” future. Seemingly, little if any consideration has been given to macro market forces that will inevitably impact APC.

Fiduciary duty has to include readying an organization for long-term future challenges (and opportunities) – 5, 10, 20 years+ down the road. Instead, our leaders, believing that ‘everything is fine now and for the forecasted future’ seem to be unduly focused on a near-term horizon. My belief is that this mindset is dangerously shortsighted. Boards should primarily work with telescopes, not microscopes.

For years I’ve asserted that in order to remain viable for the long-term APC must be attentive to the well-being of the profession. Certainly it can be argued that ‘as goes the profession, so goes APC.’ It’s not lost on me that we are the “Association of PROFESSIONAL Chaplains.” Professionals belong to the profession. However, as recently as this past December I was told by APC’s CEO that, ‘The Board cannot consider the needs of the profession. It can only make decisions that are in the best interest of APC.’

Critique

In my opinion, the following statement is emblematic of a problem now deep inside the organization:

“The APC’s board has appointed a taskforce to examine all opportunities for partnerships and programs that would benefit the APC and our members.” (12-23-21)

APC’s decision to suspend talks with ACPE is a de facto assertion that it believes it can accomplish its mission and purposes and carry forth its values without merging, but in partnership with others. An obvious critique reveals the flaw undermining this strategy.

Here’s the problem: APC wants partners that benefit it. In all of the cited correspondence the Board has been amazingly (and sadly) clear and consistent: everything points to pursuing relationships that benefit APC. Read the documents: There is no hint of shared goals. There is no hint of mutuality. There is no joint enterprise.

I regret the need to ask, “What is the difference between this version of fiduciary duty and narcissism?”

What organization that took seriously APC’s own statements would want to partner with APC? Would you want to be in a business (or personal) relationship with an entity that continually emphasized, “I’m obligated to do only what’s best for me”? Read the documents...at least 9 times in 3 letters there’s some version of, ‘We are obligated by our fiduciary duty to do what is in the best interests of the APC.’

The Board’s application of fiduciary duty is, at best, the narrowest, most conservative, and decidedly introverted interpretation of this legal principle.

APC, our capacity is bigger and our character is better than this.

Ronald Oliver, PhD, MBA, BCC

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

The fourth in a series of reflections...

A timing problem....follow the timeline to the one important question:

Nov. 1, 2021: APC Board begins new term; President, President-Elect, Treasurer, & Secretary and 2 new Board Members installed.

Nov. 8, 2021: Board Member orientation includes attorney who articulates a very specific, and arguably narrow, definition of "fiduciary responsibility." Clearly this has an impact as "fiduciary responsibility" (or some variation thereof) is used 9 times throughout the 11-22, 12-10, & 12-23-2021 letters to membership. (See my 1-22-22 FB post critiquing how the Board applied "fiduciary responsibility.") This is the first time in my memory that an attorney had a direct role in Board Member orientation.

November 11-13, 2021: First in-person Board meeting since Fall 2019 held at APC offices. As is custom for the Fall Board meeting, outgoing President also present. Some Board Members express concern over what "fiduciary responsibility" means relative to the merger. Just 6 business days later...

Nov. 22, 2021: Board sends update to Members detailing steps for potential merger; April 2022 established as date for Members to vote on merger. A very small section of the document (43 words, 4% of the document) simply lists 3 issues of concern – none, in my opinion, that are particularly or unusually weighty. (See my 1-18-22 FB Post addressing these concerns.)

Dec. 2, 2021: Former APC Presidents meet for their regular meeting and directly ask current President, President-Elect, and CEO: "Do you believe the merger will go through?" Absolutely nothing in their reply conveyed that it might not – challenges of course, but nothing terminal. Just 1 day later...

Dec. 3, 2021: President and President-Elect meet with APC CEO, COO and attorney and discuss suspending talks with ACPE.

Dec. 6, 2021: Board meets for regularly scheduled December meeting. At the agenda item to discuss merger details, a motion is made to suspend talks with ACPE. Motion tabled to allow entire Board to hear from attorney.

Dec. 9, 2021: APC Board meets in continuance of the Dec. 6 meeting. Following consultation with attorney, Board votes to suspend merger conversations with ACPE.

Dec. 9, 2021: Unable to support the Board's vote, Jana Troutman-Miller, APC Secretary and Executive Committee Member, resigns from Board. (As of this post, APC has not publicly acknowledged the resignation and the position is unfilled.)

Dec. 10, 2021: APC President calls ACPE Board Chair and Executive Director to inform them of the APC Board's decision. ACPE, unaware that APC harbored any significant concerns, is completely blindsided. No reason for the decision is given beyond the Board acted in the best interests of APC. ACPE is given 1 hour (on that Friday) to prepare a statement for their Members.

Dec. 10, 2021: Letter from APC Board to Membership announces the Board's vote "to suspend ongoing merger discussions with ACPE indefinitely."

Dec. 15, 2021: Deadline for merger Implementation Work Groups subcommittees to “provide draft documents required by law to the Steering Committee and Boards....” (11-22-21 APC Letter to Members.)

The Board’s Timeline Problem:

1. Dec 9: The Board votes to suspend talks with ACPE 13 business days AFTER the Nov. 22 letter establishing April 2022 as the date when Members will vote on merger;
2. And Dec 9 is just 4 business days BEFORE the Implementation Work Groups subcommittees’ reports are due to the Steering Committee (on Dec. 15). NOTE: People involved with the subcommittees tell me that nothing in any Implementation Work Group subcommittee report would recommend that the merger process be halted.

This begs a few questions: Why did the Board abruptly withdraw from the process 13 days after issuing a specific go-forward plan and mere 4 business days before the IWG subcommittees finish their work? Why quit before having all relevant information submitted from your IWG subcommittees that have been working for months? In case you’re wondering, no one involved with the process that I’ve talked with cites anything significant or detrimental being discovered during the Nov 22 – Dec 9 window.

The one important question APC Members need to consider: When you connect the dots, what picture emerges?

Ron Oliver, PhD, MBA, BCC
Feb. 1, 2022

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

The fifth in a series of reflections...The Ethical Question

Wander with me a bit...

Many of you may know I am a former APC President (2018-2019). I immensely enjoyed my seven years on the Board and I believed at that time I was making a difference. Others will assess that someday – what I can assess is my level of commitment and effort. To that I am certain that I gave board service my very best.

In 2012 when I applied to become a board member, the application included the question, "Why?" My answer required zero introspection: "To merge APC & ACPE."

I went back to school in 2016 to earn a MBA because, in large part, I thought it would help me be a better board member. There are not many chaplains trained in strategic business management and I thought there needed to be some. Just as we need researchers (thank you Transforming Chaplaincy!), we need business-minded chaplains. I wanted to bring that to the table. For my capstone project I wrote the merger plan. That plan was used as the cornerstone document during the first years of the merger conversation. When I finished my term in 2019, the next President was kind enough to extend my role in the merger discussions as a consultant to the process on behalf of APC; not to represent APC, but to help guide the process and add some continuity to a group whose original members were rotating out as new ones rotated in. I did that until October 2020. I gladly did all of it because I deeply believe in APC's mission and for the potential the new organization would undoubtedly actualize. As a value label, I'll call it fidelity.

Once excused, I went my way. I've found that one of the weirdest roles I've had in our Association is as a former President. Built into that role are certain unstated but understood expectations: Support the Board. Give some money. Offer counsel (but only when asked). Stand up and smile when introduced as a "Former." And there's one more: "Stay out of the business of the current President and Board." As a value label, I'll call this one respect.

Hold these 2 value labels.

On Dec 10 the Board notified Members that it had "suspended ongoing merger discussions with ACPE indefinitely." If you've read my previous Facebook posts (1-10, 1-18, 1-25, 2-1-22) you know that I disagree with the decision mainly because, in my assessment, the Board's explanation (Letters to Members 12-10, 12-23-21, 1-7-22) just doesn't hold up. Because so much is at stake, I put myself in the arena to speak my angle of vision on the matter. By doing so I stepped outside the implicit "Formers' Covenant." I've received some support and, not unexpectedly, taken hits. My mother's words ring in my ears, "You can choose your actions, but not your consequences." So be it.

Hold onto the action.

I teach an upper level undergraduate bio-ethics course at Bellarmine University. Ethics consultation is generally understood as the process of discerning the most morally desirable course of action in the face of conflicting value choices. One way to clarify an ethical conflict is to formulate an ethical question with this format: Given "Value A," but given "Value B," is it ethically justifiable to do "X?"

So, take the ethical question template and plug in the values and the action from above: Given what my fidelity to APC means, but given my need to respect the current President and Board, it is ethically justifiable for me to publically disagree with the decision of the Board to suspend merger talks?

Reasonable people may disagree on whether the value labels are correct and whether the question is properly structured. And certainly, whether the analysis the question provokes is correct.

Here's where I came out. My first commitment is to the organization – to APC's mission, vision, and values. As long as the Board operates within the widest possible guardrails for these, there is no value conflict to mediate.

So, yes, when I agreed to be President, I implicitly agreed to support the Board once my term of service was over. However, and this is what this situation has clarified: Support OF the Board does not require loyalty TO the Board. If I must 'support' the Board even when I believe it has made a decision that hurts the organization, our partners, and the profession, then I am little more than a loyalist whose silence is consent. In my view, "unswerving alliance" can neither be required nor requested.

My posts, just like my motivation to join the Board and my tenure on the Board, are in service of: The Organization, Its Mission, and The Profession. If you've read my posts, two strategies are probably self-evident: 1) I hold up a mirror to the very words the Board uses to explain its decision and simply ask hard questions about what those words mean. 2) I fact check the statements the Board uses to explain its decision and point out places when their and my versions do not reconcile.

It has been neither my intent nor goal to offend anyone. Yet, I certainly understand that if a decision and the arguments underpinning the decision are dissected and critiqued, the decision-makers might take offense. As a decision-maker myself, I understand that's a likely consequence of the role I chose.

So APC Members, we are at an inflection point. The decisions being made now may very well shape APC and the profession for the next 50 years. You have to decide what you want. If merger is something you want APC to explore, get involved. If you believe it's a bad idea, get involved. If you don't know, get informed, then get involved.

Ronald Oliver, PhD, MBA, BCC
February 8, 2022

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

The 6th in a series of reflections... It's been said, "If you don't like change, you're going to hate obsolescence."

Perhaps you've heard the joke about the airplane that lost an engine in flight...speaking to the passengers, the captain reassures them that the plane has 2 more engines and there will be no problem returning safely to a nearby airport. Understandably, passengers are unsettled, but generally calm. A few minutes later the captain informs the passengers that a second engine has been lost, but they're getting close to the airport and should be okay. The word "should" registers with passengers and most are visibly shaken and scared. Then the unthinkable happens, the last engine cuts out. The captain advises everyone to brace for a difficult landing. Passengers are screaming. It's bedlam. Panic is everywhere...well, almost everywhere. One passenger is calm and content – no worries. His seatmate screams, "How can you be so calm?! Haven't you heard the captain?! The plane is going down!!" The passenger calmly replies, "Why should I worry, it's not my plane."

APC's Board has taken the position that their "fiduciary responsibility" prevents them from considering the PROFESSION when evaluating whether or not to put merger with ACPE to a vote of our Membership. The Board said that "fiduciary responsibility" only allows them to make a decision that is in "the best interests of APC" and no consideration can be given to the PROFESSION. In this configuration, the Board decoupled the organization from the vital contextual context in which APC exists, *i.e.*, "The PROFESSION is not my plane."

I argue that APC must attend to the PROFESSION for at least 2 reasons: 1) Stewardship: APC's size and reputation can be leveraged to "Demonstrate the distinctive value of professional chaplaincy, which can be understood by external stakeholders." (APC Vision Statement); 2) Self-preservation: As goes the PROFESSION, so goes APC. The former reason is positive and proactive, the latter defensive and reactive. Both are equally relevant. In this post I'll speak to the latter.

You may remember a term from seminary days: *sitz im leben* – the "situation in life" in which APC exists is undergoing major transitions at deep structural levels. Here are a few:

- In 2011 Densen published an article that reported: Medical research doubles every 73 days. The pace of expansion has quickened dramatically, "It is estimated that the doubling time of medical knowledge in 1950 was 50 years; in 1980, 7 years; and in 2010, 3.5 years." For those learning medicine now, "What was learned in the first 3 years of medical school will be just 6% of what is known at the end of the decade from 2010 to 2020."(1) What is our PROFESSION'S pace of learning? Is our research agenda anywhere near that robust?
- One research example...The exponential growth in genomics will radically change how we consider race and reproductive processes. The ethical implications of these are profound. Are we ready? Getting ready?
- "Currently, about three-in-ten U.S. adults (29%) are religious "nones" – people who describe themselves as atheists, agnostics or "nothing in particular" when asked about their religious identity." "The secularizing shifts evident in American society so far in the 21st century show no signs of slowing."(2) What argument will we make for ourselves when "Nones" are the decision makers at our employing institutions? I am quite sure our historical arguments will have little impact.

- According to the Association of Theological Schools, MDiv enrollment at ATS schools has been in decline for the past 15 years.(3) One anecdotal example I'm familiar with...In recent years a well-regarded denominational seminary founded in the mid-1800s has not been able to reach student enrollment targets despite providing free tuition.
- According to Gallup, "Americans' confidence in religious leaders' honesty and ethical standards has been tanking in recent years...clergy are trusted less than ever."(4) Gallup included clergy as one of the 5 "Professions at new Lows in Honesty and Ethics Ratings in 2021".(5)
- Do a Google search of "How to become a chaplain?" When I did it the logos for 18 organizations popped up. First in the list? ACPE. Where was APC? We did not show up. Dig into some of the organizations; one said what many advertise, "The first step in becoming a chaplain is to sign up for a training class. There are no education or prior training prerequisites required—simply a desire to serve! No bachelor's or master's degrees are required to become a chaplain with I.F.O.C."(6) I ask, "Is there a difference between a "chaplain" and "professional chaplain?" While I see non-professional chaplains serving in important, vital, and relevant ways, there are contexts that need the care, expertise, insights, and interventions that can only be gained through extensive training and formation. The marketplace is deciding what a chaplain is; APC errs when it steps back from that discussion.
- Recent FB posts on the APC page express pressing questions: Bonnie Seidl Bauman...manager doesn't see BCC as important; David Eugene Carnish...chaplains' relevancy being questioned; Karen Pickler...post on the anonymity of the profession.
- My 2019 APC President's Address was entitled, "Future Trends: Great Opportunities" (<https://youtu.be/3a8pjlGA8>) described 4 pressing trends (2 of which are different than those mentioned above) and why APC is well-positioned to work with our partners in service of the PROFESSION.

This post began with a story about a troubled airplane. To be clear, neither APC nor the PROFESSION has lost all their engines and are about to crash. However, seismic change is coming. I fear that the Board's decision was based primarily on today's metrics: "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." (Letter to Membership, 12-23-21) Nowhere in the 4 latest letters to membership does the Board address how their decision better positions APC for inevitable challenges.

APC is inextricably imbedded in a PROFESSION facing the front edge of massive reorienting and in some cases destabilizing change. I am convinced that APC can thrive and impact the direction of the PROFESSION if it embraces its stewardship responsibility to the PROFESSION by joining with our partners to be and do something great.

If you believe similarly, urge the Board to reconsider. The President invited members to contact him. Here's his email: President@professionalchaplains.org

Ronald Oliver, PhD, MBA, BCC
February 15, 2022

Notes:

1. Densen P (2011). Challenges and opportunities facing medical education. Transactions of the American Clinical and Climatological Association, 122:48-58.
2. <https://www.pewforum.org/2021/12/14/about-three-in-ten-u-s-adults-are-now-religiously-unaffiliated/>
3. <https://www.ats.edu/Annual-Data-Tables>; see also: <https://intrust.org/Magazine/Issues/New-Year-2019/MAs-abound-while-MDivs-decline>
4. https://www.huffpost.com/entry/gallup-poll-clergy-honesty-ethics__n_5c23d864e4b0407e907f752f
5. <https://news.gallup.com/poll/388649/military-brass-judges-among-professions-new-image-lows.aspx>

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

The 7th in a series of reflections... Unfortunate misstatements

Since my last FB post, APC addressed membership twice - The APC Forum in February and The APC Connect in March. A few things in the Feb Forum article need to be cleared up.

Near the end of the "Message from the President" is a thoughtful little statement to explain the delayed reply to members' questions: "The goal is to speak clearly, factually, and precisely...." Well, the article is a good effort to spin the message, but unfortunately it got it wrong in several key ways.

Among many errors in the article, there are 3 factual errors in this statement alone: "Additionally, five years ago when these merger talks started there were five strategic partners involved." 1) The first conversation with the partners was in February 2018 – 4 years ago. 2) Originally the talks were not about merger, but creating a 501(c)6 Trade Association; only later did the talks transition toward merger when it was determined that a non-binding voluntary partnership arrangement would not position the organizations to accomplish the identified strategic goals. 3) Originally there were 6 partners (AAPC, ACPE, APC, CASC, NACC, NAJC), not 5 as is mentioned. Oops.

There's more, "...the conversation was transformed from merger talks to one of acquisition. APC would dissolve and its assets would be transferred to ACPE." This is factually inaccurate. I've read the documents drafted for the new organization. BCCI and ACPE were both structured as subsidiaries of the new organization – that's where both APC's and ACPE's operating assets were to go. The NEW organization was conceptualized as a merger of equals: APC has the larger membership whereas ACPE has substantially more endowment (\$8m+). To be clear, APC's name would end, but not because it was dissolved into ACPE. Rather, it was being replaced by the NEW organization – much like the College of Chaplains became the Association of Professional Chaplains. While that transition imposed some sentimental grief, we survived and thrived then and we would have this time, too.

A third misstatement: "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." Here's what you need to know, there are no signed confidentiality documents/agreements. Yes, early on there was a commitment to absolute confidentiality, but once a clear direction was determined everything substantive was widely shared. I'm told that ACPE recently proposed to the APC Board that the documents drafted for the new organization (that memberships of both paid for) be released so everyone could see what was planned, how the new org was structured and what the transition plan was. This was also a commitment made as recorded in the rolling minutes of the meetings between the two organizations that all documents and minutes would be shared with both memberships. While I assumed APC would favor this transparency (so the Board's claims of acquisition could be substantiated), but, no, surprisingly the APC Board did not agree to release the documents.

So, why point this out? Clearly the Board is stubbornly committed to its perspective, information, and decision; I harbor no hope that it has the willingness to pause and reconsider. However, membership does have certain power. Power is focused by information. There is a counter-narrative to what the Board is putting forth.

Here's a hard and unfortunate fact: Neither the current President nor President-Elect have, to my knowledge, ever met face-to-face with any of the leaders of the partnering organizations to discuss the merger – all others had that privilege. COVID pushed all of it to Zoom. As we know, Zoom is well-suited for transactional matters, but not so good for decisions that benefit from trust, discernment, and

goodwill. Prior to COVID the partners met informally in Rome and Toronto and then formally in Hoffman Estates, Miami, Orlando, Anaheim, Cleveland, and Dallas. When I attended the meetings of the Military Chaplains, Muslim Chaplains, and Jewish Chaplains I listened to what they each needed and hoped for. Together, across the conference table and around the dinner table we visited, laughed, sparred, and we dreamed. Without the relationships, without "being there," it would be hard to appreciate the strategic synergy we all came to envision and share. Today's decision-makers found themselves on the precipice of a monumental decision and, in my view, they backed away partly because they were deprived of a fundamental dimension needed for the decision...and they didn't know what they didn't know. Another casualty of the COVID bubble...*c'est la vie*.

BTW, the Feb article reported the resignation of 2 board members. Well, as of Tuesday there have been 2 more - 4 resignations in total. (Alarmingly, 2 are from the 5 member executive committee.) What does it suggest to you when 1/3 of the Board has resigned since announcing the decision to abruptly leave the conversation with ACPE?

Next time, "So, THIS is the Vision?"

Ronald Oliver, PhD, MBA, BCC
March 16, 2022