

CONSULTANT RECOMMENDATIONS TO THE BOARD AND RESULTING ACTION PLAN

Underscored words are hyperlinks to back-up documents that help define key terms and provide references. Black type face represents the Board, blue typeface represents Dr. Nivet's recommendations.

BOARD ENGAGEMENT OF INDEPENDENT CONSULTANT

The American Psychiatric Association (APA), like many organizations, has faced unprecedented challenges in 2020, including the COVID-19 pandemic, a difficult economic climate, and a profound social reckoning with structural racism and health inequities. While such challenges can present threats to an organization, they present opportunities to improve the organization and its governance. The Board of Trustees committed to facing these challenges in order to improve its leadership of the organization. It set aside funds to invest in processes that will enable the Board to respond strategically and effectively to the current challenges *and* ensure that the APA of the future is well positioned to act in the best interest of members, patients and families, and the organization as a whole.

In August 2020, the APA Board of Trustees voted to engage a consultant to enhance the effective function of the Board and its working relationship with the CEO and APA staff. The work included: (a) individual interviews with members of the Board (22) to identify problem areas; (b) interviews with a sample of members and stakeholders to gain an understanding of current member concerns, including those raised in letters about structural racism in psychiatry and APA, and help to the Board in constructing responses to those letters; and (c) assistance to the Board in drafting an Apology letter addressing racism at APA and in the field of psychiatry. [This last item was ultimately not included in the consultation and was completed later by the Board].

After a search, the Board hired Marc Nivet, EdD, MBA, Independent Consultant.

Dr. Nivet conducted this work from September 8, 2020 through October 8, 2020. The activities included:

- Interviews with APA Board of Trustees
- Interview with authors of letters to the Board
- Interview with stakeholders, past Presidents
- Facilitation of Board Retreat

At the retreat, Dr. Nivet summarized his report and recommendations. He recommended that the Board begin by optimizing its operational processes and retain a longer-term consultant to address issues of diversity, equity, inclusion (DEI) and structural racism. He provided 27 recommendations which he categorized into **accountability, trust, Executive Committee, transparency, and communication**. The recommendations are listed below in the left-hand column with the Board's corresponding Action Plan for each recommendation in the right-hand column. The Board is optimistic that this Action Plan will position APA to effectively advocate for its members and the field of psychiatry to address current and future challenges.

RECOMMENDATION:	ACTION PLAN:
ACCOUNTABILITY	
1. Hire a Board consultant/coach to attend meetings to assist in continuing to optimize governance functioning and work with DEI and other consultants to help coordinate the development of strategy and coordination with the CEO and staff/administration. The consultant will be able to help with many of the recommendations below.	A Request for Proposals (RFP) was sent out and a selection committee conducted interviews. The Board selected a consultant at its December meeting. She began her work in January 2021. This coach will help the board consider how to better govern the APA at a strategic level, make more efficient decisions, and focus on the future of APA. This is separate from the DEI consultant, although they will coordinate their efforts. (see Rec. 7) The consultant will also coach the President and President-Elect and coordinate with the DEI consultant, CEO Coach, etc. This coach will assist with implementing Dr. Nivet's recommendations regarding the Board and Board operations.
2. Make the vision and mission statements visible to all Board members during each meeting so they are reminded of the priorities and direction of the organization when making decisions.	Vision and mission statements will be on the shared screen during virtual meetings, on the conference room screen for in-person meetings, and in the packet of materials sent to Board members in advance of each meeting.
3. Develop a responsibility assignment matrix, also known as <u>RACI matrix</u> , to clarify and define the various roles for completing tasks in the work of the Board, and use it to guide Board work processes.	Choosing a matrix and filling it out will be completed with the Board consultant who will also coach the Board in proper use of this instrument during Board activities.

4. Provide executive coaching for the CEO, including in areas relevant to DEI and structural racism.	A consultant has been retained to work with Dr. Levin.
5. In addition to the current independent annual evaluation of the CEO, perform a <u>360° review</u> on the CEO annually. This multi-informant assessment would provide input from several different sectors of the organization with whom the CEO interacts. Identify achievable goals and metrics based on the 360° results and their alignment with current issues and re-assess periodically.	The firm that conducts our CEO Evaluation and compensation analysis will develop a 360° evaluation tool to add to the current annual CEO evaluation process beginning in 2021 and annually thereafter.
6. Provide mandatory leadership coaching for the positions of President and President-Elect of the Board.	The Board consultant/coach (see Rec. 1) will also serve this function.
7. Conduct a review HR practices using an independent HR consultancy. This consultancy can help with issues such as Board and Staff anti-racism training, an employee climate survey, a review of hiring practices, and policy changes need to address DEI for staff.	An RFP was sent out for a Diversity/Equity/Inclusion (DEI) Consultant who would perform the following: a) an HR Internal Review and training for staff; b) anti-racism and other trainings for the Board, as advised by the Structural Racism Task Force, the Board consultant, etc.; c) a multi-year DEI strategic plan for the organization, building from the work of the SR Task Force and with input from the different sectors of governance. Four consultants submitted proposals. Dr. Regina James, (Director of the Division of Diversity and Health Equity), along with the HR Director and a team of employees at APA conducted interviews and selected a firm which began its work in January 2021. That firm will also do bias and antiracism trainings for the board and staff.
8. In current practice, the Audit Committee meets with auditors annually; the auditors present their report to the Committee, the CEO and staff; and an executive question session follows	The March Board meeting annually will include 60-90 minutes of a meeting between the Board and the APA auditors without the CEO or staff present.

between only the Audit committee and the auditor. In addition, after this meeting, Trustees should meet with auditors to explore processes and practices in more depth and to ask any specific questions necessary to feel fully informed. The whole Board should attend this meeting rather than relying only on the Audit Committee.	
9. Engage annually in focused educational or learning activities (“Learning Board”).	The Board voted at its 10-27-20 meeting to engage in anti-Racism training in 2021. The DEI consultant will conduct this training (see Rec. 7). The topic for the annual training will be decided at each March Board meeting for the following year.
10. Develop and adopt a “Code of Board Conduct” to make explicit to current and incoming Board members how meetings are run (both in-person and remotely), how participants should ask to be heard, how voting will occur, how Board members should behave professionally toward one another, and how to be a thoughtful and listening Board, etc.	To be completed with the Board consultant/coach.
TRUST	
11. Invite each Board Member to share their personal leadership philosophy as part of the onboarding process so that members can get to know each other and their leadership orientation.	To be completed with the Board consultant/coach during the onboarding of new Board members at the 07-21 meeting and at each July meeting moving forward.
12. Enhance trust among board members by promoting good will and the guiding premise that members share a primary commitment to serving the organization.	Specific ways to accomplish this recommendation will be discussed with the Board consultant/coach.
13. Each year invite the RFMs and ECPs to choose a collection of readings that they believe the Board should read as part of its ongoing growth and development. This should be part of a continuous effort for the Board to learn from its members.	This invitation is to go out from the Board to RFM/ECP leadership as soon as possible after the 12-20 Board meeting. The request is to provide an article ahead of each Board meeting to be discussed at the meeting (15 min). Regina James, MD, will work with

	RFM/ECP members to advise in selecting the readings.
EXECUTIVE COMMITTEE According to the current <u>Bylaws Section 5.1</u>, the Executive committee consists of 6 voting members: President (EC chair), President-Elect, Treasurer, Secretary, Assembly Speaker, and the Immediate Past -President. The CEO/Medical Director sits on the EC as a non-voting member. Minutes are taken and reported to the Board at its next meeting for appropriate action. In recent practice, the EC meetings were open to other members of the Board, but those members were not allowed to speak or vote. Under President Geller, the EC meetings have become Board meetings with all participants able to speak and vote as long as a quorum was present. The Board asked Dr. Nivet to advise on how to optimize the functioning of the EC in terms of its make-up and processes. These are Dr. Nivet's recommendations regarding the EC:	
14. APA should have a well-functioning, representative and responsive Executive Committee (EC). This Committee should not be disbanded or broadened.	Recommendations 14-18 regarding the EC will be the subject of discussion at the 12-20 and 03-21 Board meetings and include recommendations currently being developed by the Structural Racism Taskforce to improve EC diversity. The Board will work with the Board consultant/coach to decide on and operationalize specific recommendations.
15. The Executive Committee (EC) should act as a communication link to the CEO and provide guidance on emerging issues and urgent matters so that the entire Board does not have to be burdened with frequent or last-minute meetings. [The Board typically meets five times a year: July, September, December, March and May]. The EC should ensure that the Board is also updated in a timely fashion.	
16. The EC shall discuss and investigate challenging issues. A report of the investigations, discussions and/or findings should be reported to the full APA Board.	
17. The EC is necessary for a Board of this size and should be used to conduct business efficiently and effectively on behalf of the Board.	

18. The EC reports to and is accountable to the full Board and shall not act as a replacement for the Board.	
TRANSPARENCY	
19. Make the final recommendations of this engagement available to the membership. Develop a mechanism to explain Board decisions to the membership (e.g., post on website, mailouts, etc.).	The consultant recommendations and this Action Plan will be distributed via the website member section and in <i>Psychiatric News</i> . Best methods for ongoing communication of Board decisions to membership will be decided upon with the Board coach/consultant as part of Rec. 27.
20. Conduct a Board meeting performance evaluation after each meeting (e.g., rate each other, meeting structure, etc.).	The Board consultant/coach will be charged with developing an appropriate evaluation mechanism for Board members to use at each meeting.
21. Centralize Board documents.	The Board now uses a Google drive folder to centralize and organize Board documents.
22. If voting is by secret ballot, announce number of those “in favor” or “against.” [Currently the Board does not regularly use secret ballots but could do so in a situation where the Board votes for it].	To be implemented should secret voting occur.
COMMUNICATION	
23. Conduct one “ <u>Crucial Conversations</u> ” training at the start of each year to reinforce dialogue skills when stakes are high, opinions vary and emotions are strong. The goal is to build trust, improve transparency, and develop a higher-performing board.	The Board consultant/coach is to advise the Board on how best to approach this exercise, which should occur in July 2021.
24. Ensure that communication between the Board and CEO is bi-directional.	The Board consultant/coach and Dr. Levin’s coach will recommend specific mechanisms to facilitate ongoing bidirectional communication between the Board and the CEO.
25. Provide each Board Member with a subscription to <u>BoardSource</u> .	Subscription to the free newsletter from <u>BoardSource</u> has been made available to Board members. Paid subscription to additional services for all Board members vs institutional subscription is under consideration.

26. Adhere to the communication structure outlined in Bylaws. [Currently our Bylaws do not delineate a communication structure other than holding an Annual Business meeting, reporting nominations, scheduling meetings, and sharing the results of Executive Committee meetings with the Board].	Recommendations 26 and 27 will be discussed with the Board consultant/coach. A plan and timeframe will be developed for: • reviewing the current Bylaws pertaining to communication • creating a communication plan and toolkit for internal/organizational and public communication.
27. Develop a communications plan toolkit (e.g., membership, media, etc.).	