

## **Part V: Power and Duties of the Board of Directors and Committee Chairs**

The Board of Directors shall consist of 11 elected members and five appointed members and shall be composed of:

1. Six persons elected by the National Assembly to the positions of:
  - a. President;
  - b. Vice President;
  - c. Director of Communications;
  - d. Director of Membership Development;
  - e. Director of Bilingualism and Translation;
  - f. Director of Indigenous Health Advocacy; and
2. One person elected by the chapters in each Region of the corporation, a total of five persons, to the positions of:
  - a. Western Regional Director; b
  - b. Prairie Regional Director;
  - c. Ontario Regional Director;
  - d. Quebec Regional Director; and
  - e. Atlantic Regional Director.
3. Four persons appointed by the Board of Directors to the positions of:
  - a. Past President;
  - b. Treasurer;
  - c. Administrative Officer; and
  - d. Technology Officer
    - i. all appointed persons shall be non-voting members of the Board of Directors.
4. One person, who shall be a non-voting member of the Board of Directors, appointed by the Board of Directors to the position of National Partner, which person shall be the Executive Director, President or President-elect of the representing organization. This position shall rotate annually between the following four partners:
  - a. Canadian Nurses Association (CNA)
  - b. Canadian Association of Schools of Nursing (CASN)
  - c. Canadian Federation of Nurses Unions (CFNU)

The Association also includes 6 Committee Chairs that are elected at the National Assembly. They must complete quarterly committee reports, and a National Assembly committee report.

Any actions to be taken on behalf of CNSA through a committee must be approved by the Executive Committee first, and if need be by the discretion of the EC, the Board of Directors. The six Committee Chairs are as follows:

1. Diversity Committee Chair
2. Education and Research Committee Chair
3. Community and Public Health Committee Chair
4. Global Health and Outreach Committee Chair
5. National Conference Committee Chair
  - a. One person elected by the Chapter Members to the position of National Conference Committee Chair by means of selecting the Chapter Member of the Corporation to host the next following annual national conference and the annual meeting of the National Assembly. The Chapter Member must designate one of their Associates to be the National Conference Committee Chair if the Chapter Member is so selected.
6. Practical Nursing Committee Chair

All Directors and Committee Chairs serve a one (1) year term, from March 1st to the last day of February. All Elected Directors and Committee Chairs shall:

- Be an associate of a chapter member in good standing;
- Be a nursing student for the majority of their term of office;
- Disseminate a quarterly report to the Board of Directors in order to describe all position-related activities and maintain communication;
- Surrender to incoming position holders all position-related documents and relevant external stakeholder contact information, with written and oral instructions and recommendations, by the end of their term; and
- work with and mentor incoming position holders to ensure a smooth transition.

**The Past-President shall:**

- be the immediate Past-President of the Association conditional on being elected to the position by the current BOD;
- be funded to attend all BOD meetings;
- act as a non-voting member of the Board;
- act as the Chair of the Governance Committee
- act as the Chair of the Strategic Planning Committee;

- serve as a mentor for the incoming BOD;
- ensure a smooth transition between the incoming and outgoing BOD and complete all outstanding tasks by July 1st;
- facilitate the orientation session at the Spring BOD meeting;
- update the Rules and Regulations, Bylaws, Policies, and Board Orientation Manual as required; and
- present an oral and written report with recommendations, as appropriate, at each BOD meeting.

### **The President shall:**

- act as the Chief Executive Officer of the Association;
- act as the official spokesperson of the Association;
- serve as Chair of the Board of Directors, Executive Committee and Board Mediation Committee;
- serve as an ex-officio member of all other committees;
- exercise general supervision over the interests and welfare of the Association;
- maintain contact with principal representatives of the Canadian Nurses Association (CNA); the Canadian Association of Pharmacy Students and Interns (CAPSI); the Canadian Federation of Medical Students (CFMS); the National Student Nurses Association (NSNA); and any other national groups that are deemed appropriate;
- have joint custody with the Administrative Officer, Vice-President, and Director of Communications of the funds of the Association;
- be nominated for the position of Student Representative on the Canadian Nurses' Association's Board of Directors, and if elected be the **primary** liaison with CNA;
- supervise the Administrative Officer
- give notice of all BOD meetings in accordance with bylaw 8.04;
- provide an agenda to each Director at least fourteen (14) days prior to each BOD meeting and five (5) days prior to each Executive Committee meeting;
- provide an agenda to each Director and to each Official Delegate at least fourteen (14) days prior to National Assembly meetings;
- prepare and submit the annual report for the Association at the National Conference;
- serve as chair of all BOD and National Assembly meetings of the Association;
- present a written report with recommendations at each BOD meeting and National Assembly meeting; and

- receive and distribute proposed resolutions for discussion and action by the National Assembly.

**The Vice-President (VP) shall:**

- have joint custody, with the members of the Executive Committee and the Administrative Office of the funds of the Association;
- preside at all BOD and National Assembly meetings and act for the President when the latter is unable to be present;
- act as Chair of the Awards Committee;
- serve as Student Representative on the Board of Directors of the Canadian Association of Schools of Nursing (CASN) and act as primary liaison with CASN, attending all relevant events and business meetings unless otherwise unable to be present;
- Sit on the CASN Advocacy Committee as the Student Representative;
- supervise the Education and Scholarship Committee Chair;
- be responsible for coordinating all educational and research activities;
- suggest and assist with promotional activities for nursing and research activities;
- establish and maintain liaison with research associations (i.e. CHSRF, CIHR, and CHSPR) and/or resource persons as deemed appropriate to the Association's education/research activities;
- establish and maintain communication with those regional and national education/research representatives who may exist;
- Oversee awards distribution through CNF partnership
- maintain contact with principal representatives of the Canadian Nurses Foundation (CNF)
- promote research assistant positions for member nursing students; and
- present a written report with recommendations at each BOD and National Assembly meeting.

**The Director of Communications (DOC) shall:**

- be responsible for recording, typing, filing, and distributing the minutes of BOD, National Assembly, and Executive Committee meetings;
- ensure that the website is up-to-date;
- be the primary communicator with the appointed manager of the website;
- accept all website content from the BOD and CNSA members that they would like placed on the website;

- liaise with the technology Officer
- have joint custody with the members of the Executive Committee and the Administrative Officer of the funds of the Association;
- be responsible for coordinating external communication from the BOD (i.e. press releases);
- be the primary representative for the Canadian Federation of Nurses Unions (CFNU);
- provide all BOD members with a list of motions passed prior to their departure from each meeting;
- distribute the minutes from BOD meetings to each Director, and from the National Assembly to each Director, OD, and Committee Chairperson within forty-five (45) days of the meeting and submit them for posting on the website;
- be responsible for maintaining delegate and BOD contact lists;
- be responsible for tracking all BOD and Officer bi-monthly reports;
- maintain the CNSA letterhead electronic document and be responsible for its distribution; and
- present a written report with recommendations at each BOD and National Assembly meeting; and,
- be responsible for the moderation of website discussion forums and delegate moderation duties to assigned BOD.

**The Director of Membership Development (DMD) shall:**

- act as the primary contact for all external membership services to be provided to the Association's membership;
- oversee Regional Directors in the recruitment and retention of chapter members;
- be responsible to negotiate all external membership service contracts along with either the Administrative Officer or the President;
- be responsible for maintaining up-to-date contracts with all membership service providers in conjunction with the Administrative Officer;
- ensure membership services provided meet the needs of the members;
- be the primary contact with any membership benefits contracts;
- collaborate with Administrative Officer to manage NurseOne memberships;
- be the primary contact for inquiries regarding membership services;
- be responsible for providing up-to-date reports on current contracts to the BOD and National Assembly;

- chair the Nominations and Election Committee, receive all applications, and act as the Chief Returning Officer (CRO). Should the DMD be a candidate in an election, or declares a conflict of interest, the chair shall be passed to another BOD member;
- manage the production and distribution of publications of the Association;
- update and distribute the OD/AD Orientation Package to Regional Directors before the Fall BOD meeting, which must include the Membership Package, and ensure that the new version is sent for translation;
- chair the Career and Leadership Development Committee;
- coordinate career development workshops in conjunction with the National and Regional Conference Directors;
- coordinate and facilitate National Nursing Students' Week;
- prepare a report and attend the National Assembly meeting;
- coordinate with the RDs and the Career and Leadership Development Committee student attendance at regional leadership conferences;
- sit on the CNA Network Advisory Committee as the Student Representative for CNSA;
- be the primary liaison with the CNA Network of Nursing Specialties, attend Network Quarterly Meetings and promote opportunities available within the Network;
- and be responsible for the CNSA Leadership Development Program and associated leadership awards adjudication process.

**The Director of Bilingualism and Translation (DBT) shall:**

- advise the BOD on matters concerning the translation of documents and to uphold the Association's commitment to bilingualism. This includes providing French and English translations to the BOD and Regional Executives when necessary and financially possible;
- manage the CNSA resources allocated to bilingualism;
- ensure that all CNSA documents be written in both Canadian official Languages;
- research funding opportunities for bilingualism;
- liaise with Regional Directors to assist with the recruitment and retention of French schools;
- act as the Chair of the Bilingualism and Translation Committee and ensure that all applicable CNSA documents are in both official languages;
- ensure that the Bilingualism Policy is respected and reviewed annually;
- be bilingual. In the event of the absence of a bilingual candidate, a non-bilingual candidate will be eligible for the position of DBT;

- present a written report with recommendations at each BOD and National Assembly meeting; and,

**Director of Indigenous Health Advocacy shall:**

- be Indigenous (Aboriginal, Metis, Inuit, or First Nations).
- Have joint custody, with the President, Vice-President, Administrative Officer, and Director of Communication of the funds of the association;
- Be a member of the Executive Committee.
- Coordinate and facilitate Indigenous Nursing Students' Day in conjunction with the Director of Membership Development
- maintain contact and build relationships with Indigenous Nursing partners and student committees nationally and internationally;
- liaise with all key national partners that are committed to or represent Indigenous Health and Advocacy;
- prepare a report for each BOD and National Assembly meeting, and attend the National Assembly; and
- facilitate Indigenous representation at CNSA events such as the Regional and National Conferences.

**The Regional Directors (RDs) shall:**

- be a liaison between members in their region and the BOD;
- be responsible for the retention of current members and collection of membership fees and forms in conjunction with the admin officer.
- establish and maintain communication with principal representatives of provincial/territorial nursing unions, professional associations and regulatory bodies;
- establish and maintain communication with other organizations within their region relevant to nursing, student issues and health care;
- facilitate National Nursing Student Week in their region;
- act as the primary liaison between the Regional Conference Director and the Association;
- provide an agenda for regional business meetings to each OD in **their** region at least fourteen (14) days prior to regional business meetings;
- request a written report from each OD in their region at least fourteen (14) days prior to regional business meetings;
- chair of all regional business meetings;

- manage all activities related to choosing and awarding the Regional Achievement Award;
- promote the CNSA in their respective region;
- work in conjunction with the DMD to coordinate the recruitment and retention activities in their region;
- work in conjunction with the DMD to send OD/AD Orientation Packages in electronic format to member schools
- give a report to the DMD on recruitment packages, which must include the school name, contact name(s), and what follow-up has occurred by the January BOD meeting;
- present a written report with recommendations at each BOD and National Assembly meeting; and
- manage all activities related to the election process of the incumbent RD. In the event of a vacant RD position, where a replacement cannot be found, the remaining RDs will collaborate to maintain that region; and,
- The Quebec Regional Director shall be bilingual French/English. In the event of the absence of a bilingual candidate from a chapter school, by-elections will be open to bilingual students from non-member Quebec schools. If none comes forward then francophone Quebec applications will be accepted for a by-election. It is the responsibility of the Director of Bilingualism and Translation to notify non-member schools of the by-election.

**The Administrative Officer (AO) shall:**

- have joint custody, with the members of the Executive Committee of the funds of the Association;
- maintain accurate financial records in accordance with standard auditing practices;
- have custody of the personal files of the Directors;
- collect membership fees;
- maintain a register of all chapter members and their status;
- disperse the funds of the Association as directed by the BOD, the Executive Committee, or the National Assembly;
- provide a detailed income statement (profit and loss) to the BOD and National Assembly for each three (3) month period ending June, September, December and March;
- be responsible for the completion of the audit of the funds of the Association in accordance with bylaw 6.13.2;
- coordinate all necessary legal documentation for the Association (i.e. affiliate applications,



Ministry of Industry and Canada Revenue Agency);

- be the custodian of the Seal of the corporation;
- be responsible for the banner(s) of the association;
- be responsible for the BOD laptop computer;
- maintain a sponsorship, exhibitor/career fair and donation database;
- coordinate archival facilitation and advise in contract negotiations;
- collect and collate CNSA award applications in conjunction with the Vice-President;
- consult with the BOD prior to acceptance of any invitation to speak on behalf of CNSA at any external public events;
- act as the accountant of the books of the Association or shall seek out the least expensive accounting services as budgeted by the BOD;
- each year, via email, acknowledge school membership requests and confirm membership in good standing, upon receipt of required fees and completed Membership Package, by providing a Chapter code and official certificate;
- coordinate the day-to-day administration of the CNSA National Office;
- coordinate the BOD meetings (i.e. travel, accommodation, meeting space, and food) and the compilation of the National Assembly package;
- present a written report with recommendations at each BOD and National Assembly meeting; and
- agree to a two-year term of office upon appointment, renewable annually if both parties (BOD and AO) agree.

**The Technology Officer (TO) shall:**

- liaise with the Director of Communications;
- perform website updates as requested by the DOC;
- ensure that the website is up-to-date by maintaining regular contact with the DOC and the website service provider;
- ensure the website is available in both official languages;
- be the primary communicator with the website service provider;
- maintain social media accounts in collaboration with DOC and Regional Directors; and
- provide a written report with recommendations to the DOC to be presented at each BOD and National Assembly meeting.

**The National Partner shall:**

- carries out their responsibility as an active member of the Board of Directors (BOD);
- attend all BOD meetings and National Assembly;
- provide historical and broad range advice to the Board of Directors regarding Health Care and nursing in Canada;
- present a written report with recommendations at each BOD and National Assembly meeting; and
- be a permanent member of the Strategic Planning Committee.

### **Committee Chairs:**

#### **Diversity Committee Chair shall:**

- chair the Diversity Committee;
- attend diversity-oriented functions, if financially feasible;
- advocate for human rights as per the Universal Declaration of Human Rights and the Canadian Charter for Human Rights and Freedoms
- advocate for women's health;
- work for issues surrounding marginalized groups;
- advocate for cultural diversity and aboriginal health; and
- prepare a report for each BOD and National Assembly meeting and attend the National Assembly (if financially feasible).

#### **Education and Research Committee Chair shall:**

- be a permanent member of the Awards Committee;
- chair the Education and Research Committee;
- suggest activities for nursing and research activities;
- suggest educational activities for member chapters in preparation for discussion of the theme and issues presented at each National Conference;
- coordinate promotional activities for relevant literature sources;
- be responsible for assisting with promotional activities for nursing and research;
- prepare a report for each BOD and National Assembly meeting, and attend the National Assembly (if financially feasible)

#### **Community and Public Health Committee Chair shall:**

- chair the Community and Public Health Committee;
- liaise with and attend, if financially feasible, the annual Canadian Public Health Association

- (CPHA) conference and/or the Community Health Nurses of Canada (CHNC) conference;
- Liaise with the Canadian Alliance of Community Health Centre Associations (CACHCA)
- be the primary Public Health Agency of Canada (PHAC) liaison;
- serve as representative to the Community Health Nurses of Canada;
- be the primary CNA Environmental Health Reference Group liaison;
- liaise with all key national **partners** that deal with community and public health (i.e. CHNAC); and,
- prepare a report for each BOD and National Assembly meeting, and attend the National Assembly (if financially feasible)

#### **Global Health and Outreach Committee Chair shall:**

- serve as Chair of the Global Health and Outreach Committee;
- coordinate a global health, local philanthropic, or education initiative, promoting the introduction and/or continuation of global health in nursing schools across Canada;
- maintain contact with principal representatives of the:
  - World Health Organization (WHO);
  - International Council of Nurses – Student Network (ICN-SN);
  - Canadian Association of International Nursing (CAIN);
  - Canadian International Development Agency (CIDA);
  - Global Association of Student and Novice Nurses (GASNN)
  - any other organizations at the discretion of the chair
- liaise, as required, with other national health professions' global health Officers/Directors;
- attend all GASNN and ICN-Student Network meetings (if financially feasible);
- Be the voting representative on behalf of CNSA at all GASNN meetings; and
- prepare a report for each BOD and National Assembly meeting, and attend the National Assembly (if financially feasible)

#### **National Conference Committee Chair (NCCC) shall:**

- Be responsible for planning and coordinating the activities of the National Conference;
- Work in collaboration with the National Conference Advisor for transition and planning of National Conference;
- Keep an ongoing record of all activities occurring in preparation for the National Conference;
- Establish and maintain communication with members and the BOD regarding the

progress of the upcoming National Conference;

- Jointly with the President invites all official guests to the National Conference;
- Chair the National Conference Planning Committee;
- Provide a final agenda for the upcoming National Conference to the Directors at the fall BOD meeting;
- Be responsible for the completion of an audit of the accounts of the National Conference by March 31;
- Present a written report with recommendations at each BOD and National Assembly meeting; should include within **their** budget the cost of translation for all of the National Conference, including the National Assembly;
  - appoint the National Team Director (NTD);
  - Arrange a teleconference to present conference update at spring BOD meeting, a
  - Attendance of the fall BOD meeting is mandatory.

#### **Practical Nursing Committee Chair shall:**

- Serve as chair of the Practical Nursing Committee
- Be a practical nursing student, in the case that a practical nursing student does not run a non-practical nursing student **who has experience working as a practical nurse** may fill the position to help with recruitment of practical nursing students
- Establish and maintain communication with organizations relevant to practical nursing student issues and healthcare
- Work in collaboration with the DMD and Regional Directors to recruit practical nursing program students
- Advocate for more Practical Nursing Student representation at CNSA events such as the Regional and National conferences
- Prepare a report for each BOD and National Assembly meeting
- Attend National Conference, if financially feasible

#### **The Indigenous Ally shall:**

- Be an advisor to the board
- Report to the Director of Indigenous Health Advocacy;
- Be a non-Indigenous nursing student;
- Have a genuine and authentic interest in learning more about First Nations, Métis, and Inuit populations and advocating for the health inequities that exist for these populations

in Canada;

- Participate in a mentorship with the Director of Indigenous Health Advocacy to better understand the struggle for decolonization and what effective allyship means to Indigenous peoples;
- Support the Director of Indigenous Health Advocacy and the Director of Membership Development with Indigenous Nursing Students' Day;
- Celebrate National Indigenous Peoples' Day in conjunction with the Director of Indigenous Health Advocacy;
- Maintain and build relationships with Indigenous nursing partners and student committees nationally and internationally;
- Liaise with all key national partners that are committed to or represent Indigenous Health and Advocacy;
- Prepare a report for each BOD and National Assembly meeting
- Attend the National Assembly, if financially feasible; and
- Advocate for more Indigenous representation at CNSA events such as the Regional and National Conferences.

### **External Meetings**

Any BOD member or Committee Chair attending in **their** official CNSA capacity a conference or meeting held by a professional organization must submit a written report to the BOD utilizing the appropriate form as per the Rules and Regulations, and an article suitable for publication on the CNSA website, if applicable.

### **Vacancies**

If the position of President becomes vacant, the Vice President will step into the position of President. The position of Vice President will then be filled by appointment by the BOD, according to the same process as any other vacancy on the board.

If a position on the BOD, with the exception of President, becomes vacant, the present BOD will appoint a suitable replacement. This replacement will be chosen through the process of a by-election. The individual must be voted in with a 2/3 vote from the BOD. The vote will be overseen by the AO via telephone and/or email. Unless, in the interest of the Association, the BOD deem that this position remains vacant, then the remaining BOD members will share the responsibilities and duties of that position.

If the AO position becomes vacant, a suitable replacement will be recruited as specified in the

## Memorandum of Understanding between CNSA and CASN

### **BOD Communication**

Fourteen (14) days prior to each BOD meeting, each member of the board shall provide a standard written report from the March 1 to the end of **their** term of office. It shall be posted on the National Assembly discussion board on the CNSA website. The report shall include but not be limited to:

- a summary of all constitutional and focused objectives of the BOD position, as stated in Part V (Power and Duties of the BOD) in the Rules and Regulations which are related to the Strategic Plan of the Association
- a summary of the actions taken to achieve these objectives, such as attendance at committees, events, meetings, etc.
- a summary of the implications (impact) of these actions
- a clear deadline for each objective (task) with updates on its current status
- a summary of assistance needed from the BOD
- any motions or recommendations for the BOD
- utilize the appropriate form as per the Rules and Regulations and Resource Manual

Thirty (30) days prior to the National Assembly, each BOD member will submit, via email to the AO and the President, a detailed National Assembly report consisting of:

- objectives of the CNSA which is related to the Strategic Plan of the Association
- activities that were undertaken to meet each objective throughout their term
- recommendations for the incoming BOD member
- utilize the appropriate form as per the Rules and Regulations and Resource Manual

The Board will connect on a bi-monthly basis via teleconference (except during months when an in-person Board meeting occurs) if deemed necessary by the BOD and is feasible to do so. If not the BOD will maintain communication through email contact

### **Executive Committee Communication**

The Executive Committee must participate in a conference call at least once per month of the term of office unless meeting in person that month.

### **Personal Files**

The Administrative Officer shall maintain an individual personal file for each Director. The record shall consist of the job description, a record of the individual's elections and appointment, any notes of commendation or discipline and the Oath of Office. The file shall be maintained as part

of the permanent record of the CNSA and can be accessed upon written request to the President. A Director ceasing to serve as such may be entitled to a copy of the file or parts thereof at the discretion of the Executive Committee.

### **Resignation**

An individual may resign from their position by providing written notice to the President, as well as the rest of the BOD. The individual is to provide a report for the incoming individual who will take the position within 14 days of resigning.

### **Conflict of Interest**

Directors and Officers shall not place themselves in a position whereby their duties and responsibilities conflict or compete with their personal or business interests, and/or where financial gains/losses may be involved. Common law restricts Directors and Officers from being involved in any outside activity which would impair their ability to perform their duties with CNSA. If a conflict of interest exists or is perceived to exist, it must be declared immediately to the BOD. The BOD will then decide on appropriate action.

Board members must act in the best interests of the organization and avoid any conflict of interest regarding their responsibility to the association. They are in a conflict of interest if they can benefit financially or materially from an association activity.

Board members and staff must disclose the nature and extent of their involvement with other organizations, other associations or vendors. Board members and staff must not engage in any private business or personal services.