

# Board of Directors

## Information and Responsibilities

# Vision and Mission

- **Vision**

- All critical care nurses provide the highest standard of patient and family centred care through an engaging, vibrant, educated and research driven specialized community.

- **Mission**

- We engage and inform Canadian critical care nurses through education and networking and provide a strong unified national identity.

# Who are we?

- Professional Association for Critical Care Nurses and those interested in critical care
- Provide Education, Resources, Networking
- Incorporated in 1983 under the Canada Corporations Act
- Continuance granted 2014 under the Federal Not for Profit Act

# What do we do?

- Govern the Association - financially/strategically
- Directors who sit on the board are responsible for overseeing the organization's activities
- Directors meet periodically to discuss and vote on the affairs of the organization
- Directors hold a meeting with the membership annually
- We rely on dedicated, strong leadership to drive change and achieve our mission

# How do we govern?

## Working Board:

- CACCN uses the “working board” model
- Directors play a more hands-on role with some of the administrative functions of the organization such as public relations, financial management, program planning and personnel.
- One paid staff member - COO

# How do we govern?

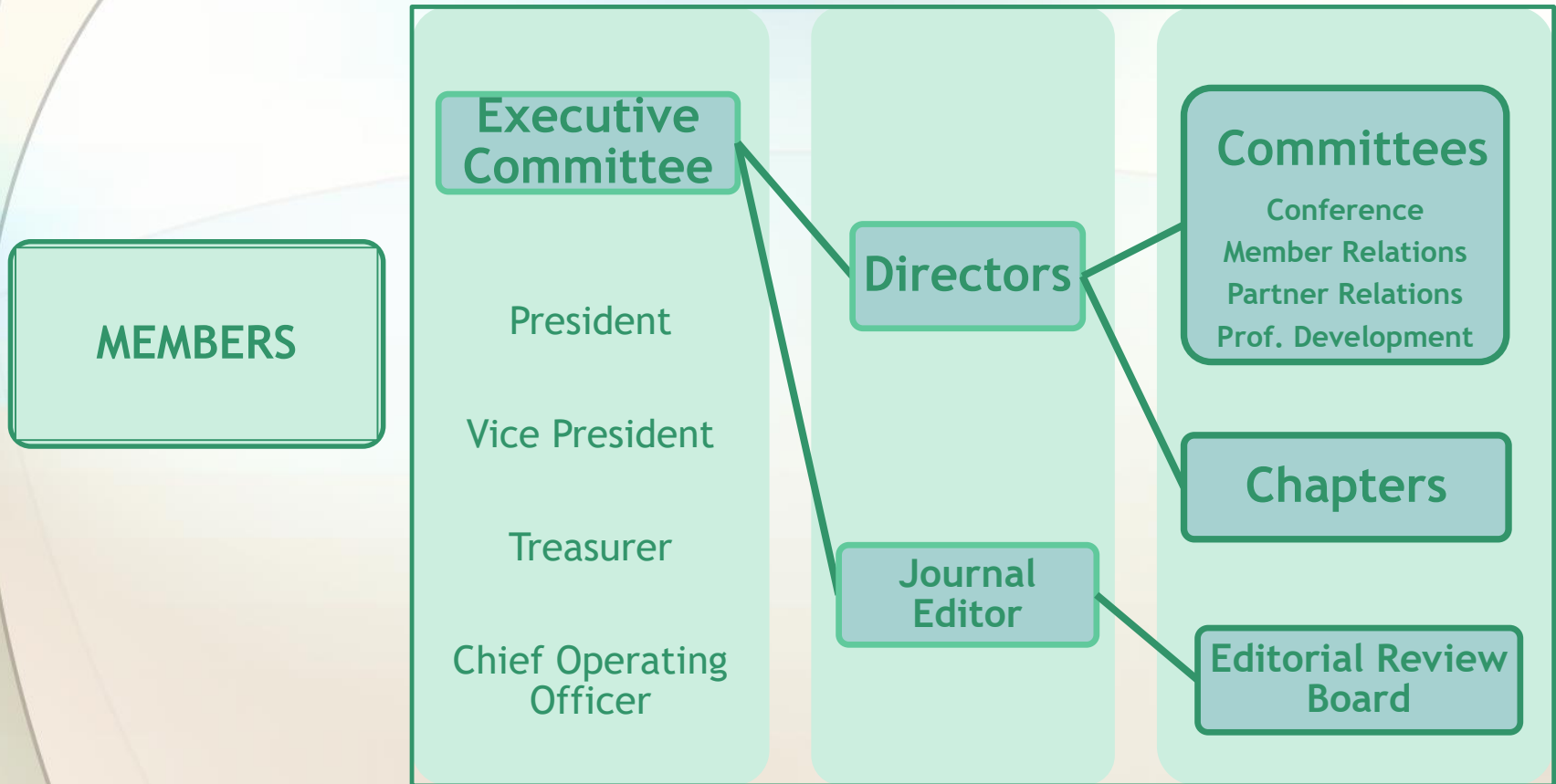
Collectively, the board must:

- Determine a governance model and ensure that appropriate organizational policies and structures are in place
- Participate in the development of a mission and strategic plan for the organization
- Hire and ensure that an effective senior management team is in place (i.e., COO)
- Maintain effective partnerships and communication with the organization's members and its stakeholders

# How do we govern?

- Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets
- Ensure transparency in all communication to members, stakeholders and the public
- Evaluate the organization's work in relation to a strategic plan
- Evaluate the work of the board of directors, ensuring continuous renewal of the board, and plan for the succession and diversity of the board

# Organizational Chart





# Executive Committee

## Executive Committee

President

Vice President

Treasurer

Chief Operating Officer

The executive committee consists of the President\*, Vice-President\*, Treasurer\* and Chief Operating Officer.

The executive committee manages the operations of the Association, with Board support - all financial decisions are by vote of the Board as a whole.

The Chief Operating officer manages the day to day operations of the Association, with Board support.

**\* President, VP and Treasurer are not 'elected' positions. They are filled by Directors, elected by the membership.**

# Directors

Directors

Directors manage the governance for the Association along with the Executive Committee.

Responsible for Committees and Chapters.

Journal Editor

The Journal Editor with support from the COO, manages the operations of the *Cdn Journal of Critical Care Nursing*.

Responsible for the Editorial Review Board.

# Directors

Committees

Chapters

Editorial Review  
Board

## National Committees:

- Conference Advisory
- Member Relations
- Partner Relations
- Professional Development

## Chapters:

- 13 chapters across the country
- Chapter executive – elected by chapter membership

## Editorial Review Board:

- 6 to 8 members
- ERB members are invited to sit on the committee

# What are our Legal Duties



- Not for Profit Boards have three (3) legally recognized duties:
  1. Duty of Care
  2. Duty of Loyalty
  3. Duty of Obedience
- Board members have a responsibility to ensure they fully understand and internalize the implications of their legal duties

# Legal Duties

## 1. Duty of Care

- Exercise prudence in decision-making
- Exhibiting honesty and good faith
- Directors must act in a manner consistent with the best interests of the Association

- *Simply Stated*

*Duty of care requires Directors to be fully informed about the matters of the Board, participate in the discussions and use prudent judgement in decision-making.*

# Legal Duties

## 2. Duty of Loyalty

- Allegiance to the Association.
- Directors must be faithful to the Association when making decisions that affect it.
- Directors must not put their personal interests ahead of the Association, including personal/professional allegiances or as a result of involvement in other organizations

- *Simply Stated*

*Duty of Loyalty requires Directors to disclose possible conflicts of interest and to recuse yourself from discussion, decision making on these matters. Maintain confidentiality.*

# Legal Duties

## 3. Duty of Obedience

- Requires Directors to act in a manner consistent with the Association's mission or purpose
- Requires Directors to act in accordance with the bylaws and other governing documents, as well as all applicable laws and regulations

- *Simply Stated*

*Duty of Obedience requires you ensure your activities and actions are completed with the Association's best interest in mind*

# Fiduciary Responsibility?



- Directors have a legal duty to act primarily for another person's benefit and is a person who
  - owes another person the duties of good faith, trust, confidence, and candor; and
  - must exercise a high standard of care in managing another's property.
- As a general matter, fiduciary duties are imposed by the law to protect those who are vulnerable from those who have power over them.



# But...I'm not the Treasurer!

- Each Director has a fiduciary responsibility!
- Fiduciary Responsibility is not just about money, but it plays a big role in what we do
- The responsibility for oversight does not rest solely with the Treasurer and/or the Executive Committee!
- Decisions are a shared responsibility between the Board and Staff
- But...it does not give any Director the right to micromanage the Association's resource allocations or financial choices

# What does it mean for Directors?

- Directors have a responsibility to ensure they:
  - **Stay informed** by reading minutes, agendas and support material.
  - Have a **clear understanding of documents** - what they mean and what they show - before voting
  - Attend meetings and vote on issues brought before the board

# What does it mean for Directors?

- Be knowledgeable about the policies and operations of the organization
- Exercise **careful oversight** of the associations financial performance
- Directors should ask ‘informed’ questions to get the answers needed to feel comfortable that you are fulfilling your fiduciary responsibility

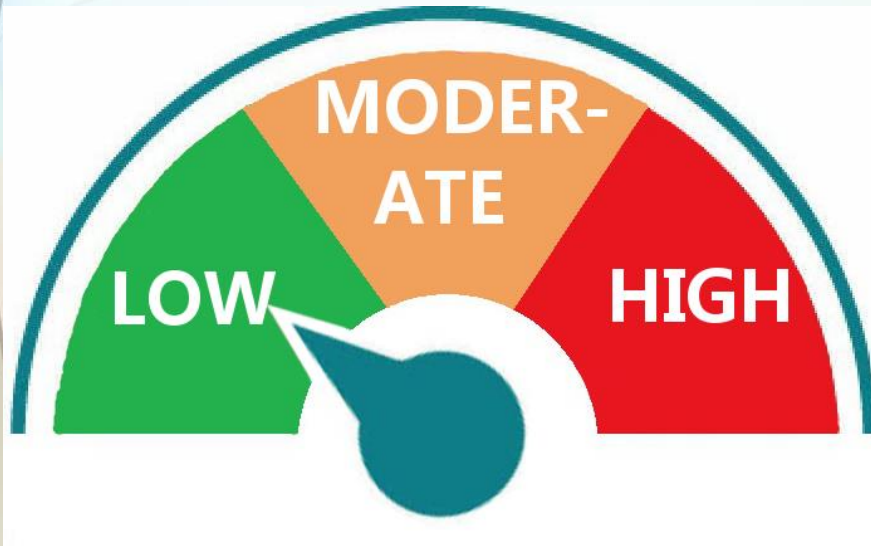
# Directors and Officer Liability Insurance

- Directors and officers liability Insurance (often called "D&O") is liability insurance payable to the directors and officers of an organization or the organization itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers.



# The risk o'meter...

**CACCN is Low Risk**



**Why are we low risk?**

Primarily due to the fact we are not a regulatory body and do not discipline members.

**Why have D&O if we are low risk?**

Required by law and it's good business practice to carry insurance for our Board and Chapter Executive Members

So...after all of the  
legaleeeze...what **\*is\*** your  
role?



# What is your role?



The individual Director must be **personally responsible** for their role on the Board. Individually, each board member must:

- Act in the best interests of the organization
- Understand the roles and responsibilities of being a board member

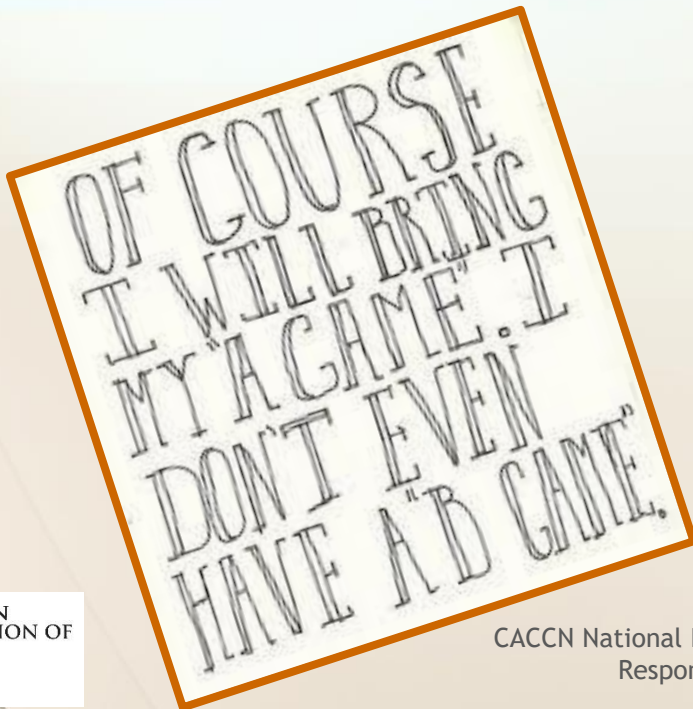
# What is your role?

- Be familiar with the organization's bylaws, policies and procedures, strategic plan, mission, etc.
- Ensure he/she avoids conflicts of interest including operating in the best interest of the organization not in self-interest or the interest of a stakeholder group
- Respect confidentiality that pertain to membership and board discussions
- Keep informed about the organization's financial activity and legal obligations



# What is your role?

- Attend board meetings regularly and arrive prepared for meetings
- Support board decisions once they have been voted on regardless of whether you voted against the motion.



Bring your “**A**” game: skills, experience and knowledge to the organization

# What is Personal Responsibility?

Associations need Directors to take full responsibility for and fully participate in every aspect of the work of governing

Consider the following:

**Accountability = REactive**

*(acting in response to a situation rather than creating or controlling it)*

**Personal Responsibility = PROactive!**

*(creating or controlling a situation by causing something to happen rather than responding to it after it has happened)*

***Our goal is to be PROactive rather than Reactive!***

# Personal Responsibility

Governing is a big responsibility that must be taken seriously! Embrace your personal responsibility for board service from Day 1!

- Understand the legal duties
- Prepare for/attend all board meetings, teleconferences, committee meetings
- Contribute to board conversations and follow the Chair's direction
- ***Give your commitment to devote the necessary time, energy and attention to your service on the board***

# Personal Responsibility

How to nurture your Personal Responsibility?

Before joining the Board consider these questions...

*What is my motivation for Board Service?*

*Is board service a “volunteer” job or a “voluntary” contribution?*

*What important contributions can I make to the success of the Association’s work?*

# What is a Foundation of Trust?

It is almost impossible for an Association to adopt a productive approach without trust.

Trust makes it possible for decision makers to work together toward common intentions in the future.

The challenge is to ensure conversations build trust among Directors, as well as staff.

***To build trust it is necessary to trust people first!***

# Building a Foundation of Trust

**How to build a foundation of trust?**

**Consider these questions...**

*How can I work with other Board members to reach shared understanding?*

*How can we disagree without questioning the motives of others?*

*How can I build a foundation of trust with my Board and Committee colleagues?*



# What support is available?

- **CACCN Board Manual**
  - In Members Only - review and please ask any questions you may have! (the manual is currently under revision)
- **Dropbox** - for information/document sharing
- **Doodle Poll** - for meeting scheduling
- **Email**

**If you require assistance,  
please contact National Office**



# BOD Expenses

- CACCN covers the following expenses for board members attending Meetings in accordance with the Expense Policy:
  - Hotel Accommodation (shared)
  - Meals daily to a maximum of \$ 75 per day per member
    - Breakfast \$ 15
    - Lunch \$ 20
    - Dinner \$ 40
    - Plus tax and gratuity
  - Travel (airfare, train, personal vehicle)



# How we manage expenses...

- CACCN utilizes a formal expense claim policy
- Expenses are due within 30 days of the date of the meeting
- An excel spreadsheet is available for recording and electronic filing via a scan of receipts through email
  - **The completed claim form with ORIGINAL** receipts must also be mailed to National Office for audit purposes



# What about support/mentoring?

- Our goal is to encourage, support and expand on **your current skill set**
- Support is **always** available from the Chief Operating Office, President and Vice-President, as well as your other Board colleagues
- Board members work collaboratively assisting each other in their duties
- ***Mentors are available should you wish to be matched***

# Summary

- We are **all here** for a reason
- Be mindful of your Fiduciary and Legal Obligations
- Be **PROactive** rather than Reactive
- **Build** Trust = productive Relationships!
- **No** question should be left ‘unasked’ or ‘unanswered’

# BOD Nominations

- Review:
  - the CACCN General Operating Bylaw # 1
  - the CACCN Policies
  - ask questions - contact the Vice President - [vicepresident@caccn.ca](mailto:vicepresident@caccn.ca) or Chief Operating Officer [caccn@caccn.ca](mailto:caccn@caccn.ca)
- Sign the nomination form
- Complete the online nomination submission or the paper form and send to [caccn@caccn.ca](mailto:caccn@caccn.ca)