



# CACCN BOARD OF DIRECTORS

## INFORMATION, ROLES, AND RESPONSIBILITIES

### Vision Statement

Critical care nurses provide the highest standard of care to patients and families through a respectful, engaging, vibrant, educated and research-driven specialized community.

### Mission Statement

We engage critical care nurses in Canada and internationally through scholarship, education, and networking.

### Values and Beliefs Statement

- **Leadership:** Lead collaborative teams in critical care interprofessional initiatives, develop, revise and evaluate CACCN Standards of Care and Position Statements and develop advocacy plans as required.
- **Education:** Provision of excellence in education and advocacy for Canadian Nurses Association specialty nursing certification.
- **Communication and Partnership:** Network with our critical care colleagues, enhance and expand communication with our members and non-members.
- **Research:** Encourage, support, and facilitate research opportunities to advance the field of critical care nursing.
- **Membership:** Strive for a steady and continued increase in CACCN membership.

### Who are we?

- CACCN is the national not for profit specialty nursing association for critical care nurses, acute care providers and those interested in critical care / acute care.
- Incorporated under the Federal Canada Corporations Act in 1983 and granted a continuance under the Federal Not for Profit Act in 2014.
- CACCN is governed and managed by a seven-member volunteer board of directors from across the country – 2 members each from Central, Eastern and Western regions plus a Director @ Large from any region.

## What does the Board of Directors do?

- CACCN relies on dedicated, strong leadership to drive change, provide resources, and opportunities to achieve our mission.
- The Board of Directors is the legal authority for the Canadian Association of Critical Care Nurses.
- Directors are elected by the membership or acclaimed.
- Directors act in a position of trust for the association, the membership and are responsible for effective management and governance of the association.

## What are the Legal Responsibilities of a Board Member?

Board members are required to adhere to the Canada Not For Profit Act requirements regarding their Legal Duties: Care, Loyalty and Obedience and Fiduciary Responsibility.

- **Duty of Care:**
  - Exercise prudence in decision making.
  - Exhibit honesty and good faith.
  - Act in a manner consistent with the best interests of the Association
  - **Simply stated:** Duty of care requires the Director to be fully informed about the matters of the association, participate in discussions, understand policy and procedures, and use prudent judgement in all decision making.
- **Duty of Loyalty:**
  - Allegiance to the Association.
  - Be faithful to the Association when making decisions.
  - Must not put personal interests ahead of the Association / member interests, including personal and professional allegiances or as a result of involvement in other organizations.
  - **Simply stated:** Duty of loyalty requires the Director to put the Association first in all Association matters, maintain confidentiality in all Association matters and disclose all possible or real conflicts of interest in any and all matters of the Association.
- **Duty of Obedience:**
  - Act in a manner consistent with the Associations mission, purpose, policies, and procedures.
  - Act in accordance with the bylaw and other governing documents, as well as all applicable laws, regulations, and ethical requirements.
  - **Simply stated:** Duty of obedience requires the Director to ensure their activities and actions are always completed with the Association's best interest in mind.
- **Fiduciary Responsibility:**
  - Fiduciary duties are imposed legally to protect those who are vulnerable from those who have power over them.
  - Directors have a legal duty to act primarily for another person's benefit (i.e., the membership) and is a person who:
    - Owes another the duties of good faith, trust, confidence, and candor.
    - Must exercise a high standard of care in managing another's property.
  - All Directors have a fiduciary duty/responsibility to the membership.
  - Fiduciary duty ensures Directors are responsible to membership, however this does not give a Director the right to micro-manage the Association's resource allocations and/or financial

choices.

## Type of Board

The CACCN Board of Directors is a **Working Board**.

### ➤ **Working Board:**

- Working boards are governing boards that have additional responsibilities for the implementation of Board directives.
- Directors play a hands-on role with administrative functions of the organization such as public relations, program planning and implementation, financial management, committee management, partner/sponsor relations and other duties as required.
- While some may see this as a blurring of the lines, it is essential that working board members remain committed to honoring the directives of the board and its decisions rather than acting on their own accord.
- Governance and management of the association must be taken separately.
- A working board requires thoughtful construction and adherence to structures that allow for consistent implementation of board directives while providing operational flexibility and responsiveness.

## Board of Director's Responsibilities

- Support the Mission, Vision, and Values of the Association.
- Commit to the art and science of critical care nursing.
- Adhere to the requirements under the Canada Not For Profit Act relating to Legal Duties of Care, Loyalty and Obedience and Fiduciary Responsibilities.
- Promote the Association and membership with the Association.
- Be informed and actively participate in all matters of by-law, policy setting, direction, program planning and implementation, financial planning and implementation, strategic planning, and oversight of the strategic plan.
- Accept a Board executive position and / or Chair/Co-Chair of a National Committee or Board Portfolio.
- Provide reports to the Board for committees and activities as required.
- Monitor and review the Association's Consent Agenda/Reports and Regular Agenda business in preparation for meetings and decision making.

In addition to the above:

- Monitor, review, and respond to all CACCN email communication within seven (7) days of receipt.
- Review agendas, minutes, support material, policies, budgets, bookkeeper summaries and other documentation as provided to the Board ensuring a clear understanding of the information before voting.
- Attend Association's meetings:
  - Board meetings - four (4) full day in person board meetings - spring/fall annually (on weekends).
  - Board meetings - via Teams approximately every 6 weeks (2 hours).
  - Committee meetings - via Teams or Zoom as required.
  - Annual General Meeting (October annually) – via ZoomAdditional meetings as required.

## **The Association's Commitment**

- Provide opportunities to expand skill set, professional networks, influence the direction of the Association and critical care nursing and a broader understanding of the Association's policy, practice, and procedures.
- Financial reimbursement for expenses required to perform your duties as a Director\*.
- Travel expenses to all meetings\*.
- Complimentary membership with the Association (during board term).
- Complimentary tuition to the Canadian Critical Care Nursing Conference (when applicable during the board term).

*\*refer to the CACCN Expense Policy for allowable expenses - travel, accommodation, meal per diem, etc.*

**Questions: Please contact National Office at 519-207-7007 or email [cacn@cacn.ca](mailto:cacn@cacn.ca)**