



CACCN BOARD OF DIRECTORS

INFORMATION, ROLES, AND RESPONSIBILITIES

Vision, Mission, Values, and Board Responsibilities

Vision Statement

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

Mission Statement

CACCN engages 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:** Provide excellence in education and advocate for Canadian Nurses Association specialty nursing certification.
- **Communication and Partnership:** Network with critical care colleagues and enhance communication with members and non-members.
- **Research:** Encourage, support, and facilitate research opportunities that advance critical care nursing.
- **Membership:** Support steady, continued growth in CACCN membership.

About CACCN

- CACCN is Canada's national not-for-profit specialty nursing association for critical care nurses, acute care providers, and others interested in critical care and acute care.
- CACCN was incorporated under the Federal Canada Corporations Act in 1983 via Letters Patent and was granted continuance under the Federal Not-for-Profit Corporations Act in 2014.
- CACCN is governed by a seven-member volunteer Board of Directors from across Canada.

Role of the Board of Directors

- CACCN relies on dedicated, strong leadership to drive change, provide resources, and create opportunities that support the Association's mission.
- The Board of Directors is the legal authority for the Canadian Association of Critical Care Nurses.
- Directors act in a position of trust for the Association and its membership and are responsible for effective management and governance.

Legal Responsibilities of Board Members

Board members must comply with the Canada Not-for-Profit Corporations Act and fulfill their legal duties of care, loyalty, 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.
 - **In practice:** Directors must be fully informed, participate in discussions, understand policies and procedures, and use prudent judgment 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.
 - **In practice:** Directors must put the Association first in all Association matters, maintain confidentiality, and disclose any possible or actual conflicts of interest.
- **Duty of Obedience:**
 - Act in a manner consistent with the Association's 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.
 - **In practice:** Directors must ensure their activities and actions are always completed with the Association's best interests 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 the benefit of another party, in this case, the membership.
 - Directors owe another the duties of good faith, trust, confidence, and candor and must exercise a high standard of care in managing the Association.
 - All Directors have a fiduciary duty/responsibility to the membership.
 - Fiduciary duty makes Directors accountable to the membership; however, it does not authorize individual Directors to micromanage the Association's resource allocations or financial decisions.

Board Structure: A Working Board

The CACCN Board of Directors operates as a **working board**.

➤ Working Board:

- A working board is a governing board that also supports implementation of Board directives.
- Directors take a hands-on role in some administrative and operational functions, including public relations, program planning and implementation, financial management, committee management, partner and sponsor relations, and other duties as required.
- Although this structure can blur the line between governance and operations, working board members must honour Board directives and decisions rather than acting independently.
- Governance and management responsibilities must remain distinct.
- An effective working board requires clear structures that support consistent implementation of Board directives while allowing operational flexibility and responsiveness.

Board Director 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 its membership.
- Be informed and actively participate in matters related to by-laws, 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 serve as Chair or 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.

Additional Expectations

- Monitor, review, and respond to all CACCN email communication within seven (7) days of receipt.
- Review agendas, minutes, support materials, policies, budgets, bookkeeper summaries, and other Board documentation to ensure a clear understanding before board meetings and voting on board motions.
- Attend Association meetings, including:
 - Four (4) full-day, Board meetings annually, two (2) days in spring and two (2) days in fall (usually on weekends).
 - Board meetings via Teams every six (6) weeks for two (2) hours.
 - Committee meetings - via Teams or Zoom as required.
 - Annual General Meeting each October via Zoom.
 - Additional meetings as required.

The Association's Commitment to Directors

- Opportunities to expand skills and professional networks, influence the direction of the Association and critical care nursing, and deepen understanding of the Association's policies, practices, and procedures.

- Financial reimbursement for expenses required to perform Director duties*.
- Travel expenses to in person 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, including travel, accommodation, meal per diem, and related costs.*

**Questions: Please contact Vicepresident@caccn.ca or
National Office at 866-477-9077 / email caccn@caccn.ca**