

RNAO BOARD OF DIRECTORS

REGIONAL REPRESENTATIVES, MEMBERS-AT-LARGE and INTEREST GROUPS REPRESENTATIVE

ROLE DEFINITION AND EXPECTATIONS

Member-at-Large

The Member-at-large position provides an excellent opportunity to make a difference for nursing administration, education, practice, research and socio-political affairs. You are an ambassador representing your group to the Association, the nursing community, the political arena, and the general public. You are also a change agent. Through your knowledge of the needs and goals of this group, your contacts with the people who shape it, and your connection with the Association, you can facilitate the communication and collaborative effort required to promote excellence in your field of interest.

You are not alone in this endeavor. You have the support of your board colleagues and the Association in proceeding with your mission.

Principal responsibilities:

- Attend and participate in four board meetings per year (*normally in Jan/Feb, April, June and September*). Attend and participate in two assembly meetings per year (*normally in Jan/Feb and September*)
- Report back to the board and assembly members, on the activities in your jurisdiction (Members' Voices Report)
- Attend and participate in special board meetings which may be called from time to time.
- Participate in standing and/or ad hoc committees as required.
- Interpret and clarify information on board decisions to members in your jurisdiction.

Regional Representative

The Regional Representative shall:

- a) Be responsible for obtaining and giving a regional point of view (from the region which such regional representative represents);
- b) be an effective communication link - act to clarify discussion of the Association board of directors to chapter presidents of the region which such regional representative represents;

- c) Perform such other acts and duties as the Association board of directors may, from time to time, direct.

Principal responsibilities:

- Attend and participate in four board meetings per year (*normally in Jan/Feb, April, June and September*). Attend and participate in two assembly meetings per year (*normally in Jan/Feb and September*)
- Report back to the board and assembly members, on the activities in your Region (Members' Voices Report)
- Attend and participate in special board meetings which may be called from time to time.
- Participate in standing and/or ad hoc committees as required.
- Interpret and clarify information on board decisions to chapter presidents.
- Be familiar with the activities of each chapter in your region.
- Visit each chapter at least once per two year term.
- Provide leadership to chapter executive as required.

Interest Groups Representative

The Interest Groups [Chairs] Representative shall:

- Attend and participate in four board meetings per year (*normally in Jan/Feb, April, June and September*). Attend and participate in two assembly meetings per year (*normally in Jan/Feb and September*)
- Report back to the board and assembly members, on the activities the IG Rep has participated in (Members' Voices Report)
- Attend and participate in special board meetings which may be called from time to time.
- Participate in standing and/or ad hoc committees as required.
- Be an effective communication link - interpret and clarify information on board decisions to interest group chairs.
- Meet with the interest group chairs at least twice a year (*normally in Jan/Feb and September*).
- Provide leadership to interest group chairs as required.

BOARD OF DIRECTORS

COMPOSITION

The affairs of the Association shall be managed by its Board of Directors. The Board shall be composed of twenty persons (*Directors*), as follows:

- (a) the president;
- (b) the current president-elect (*in odd years*) or immediate past-president (*in even years*);
- (c) twelve (12) regional representatives, each of whom shall represent the region where he or she resides or works;
- (d) five (5) members-at-large including one representative for each of the following areas of interest:
 - (a) nursing administration;
 - (b) nursing education;
 - (c) nursing practice;
 - (d) nursing research; and
 - (e) socio-political affairs
- (e) the Representative of the Provincial Interest Group Chairs, who shall be a director by virtue of their office.

QUALIFICATION FOR OFFICE

Each Director shall:

Have maintained a membership in the Association for a minimum of two consecutive years preceding his or her nomination.

Any nurse nominated to an elective office in the Association shall be a regular member of the Association and shall continue to be a regular member so long as the nurse holds office.

TERM OF OFFICE OF DIRECTORS

- (1) The president-elect shall be elected for a four (4) year term of office as a director and shall hold such director position until the conclusion of the fourth succeeding annual meeting following the annual meeting at which such directors were elected.
- (2) The remaining directors shall each be elected for a two (2) year term of office and shall hold such office until the conclusion of the second succeeding annual meeting following the annual meeting at which such directors were elected.
- (3) Directors may be elected to a maximum number of two (2) consecutive terms. Upon completion of the second consecutive term, the director will

not stand for nomination for the same Board position for one (1) complete term.

- (4) The Representative of the Provincial Interest Group Chairs shall be a director for so long as he or she holds that position, however such term shall not exceed 4 years.

MEETINGS OF THE DIRECTORS

- (1) The Board of Directors shall meet not less than four (4) times in each year (*normally in Jan/Feb, April, June and September*).
- (2) Board meetings normally precede a meeting of the Assembly* (Jan/Feb and September). The June Board meeting has a predominantly orientation and educational content.
(*Assembly: Board of Directors, Interest Group [IG] Chairs or alternates, Chapter Presidents or alternates)
- (3) All Board meetings will be held at RNAO Home Office, except for April (when held at a hotel in conjunction with the Annual General Meeting).
- (4) Board meetings are normally held over two days.
- (5) It is expected that all Directors will attend in person at all Board and Assembly meetings held throughout the year, and the Annual General Meeting. In accordance with Board Policy PG-1 Governance of the Board of Directors, accountability for attendance is reviewed by the Board annually.
- (6) A written Members' Voices Report shall be submitted by each Regional Representative or Member-at-Large, and the Interest Groups Representative, to each Board Meeting (with the exception of June in any year); reporting on the activities within the relevant Region, or concerning the area of responsibility which such director represents (e.g. Member-at-Large, Nursing Education).
- (7) In addition to attending regular Board and Assembly meetings, directors will also chair or be a member of at least one RNAO Board Committee (e.g. Nursing Education Committee). The schedule of committee vacancies to be filled by directors is reviewed by the Board each June.
- (8) Each spring, board members will be asked if they would like to be RNAO Voting Delegates to the Canadian Nurses Association annual meeting – normally held in **June** in Ottawa. This is a one-day meeting and attendance by board members is not mandatory.

POWERS OF THE DIRECTORS

The Board of Directors of the Association shall,

- (1) define policies, set direction and administer the affairs of the Association, including its finances;

- (2) designate, from time to time, the officers and officials who shall have power to receive monies belonging to the Association and to give acquittance for the same;
- (3) designate, from time to time, the bank in which the funds of the Association shall be deposited;
- (4) arrange for an annual audit of the accounts of the Association;
- (5) designate, from time to time, the officers or officials who shall have power to draw, accept, sign and make bills of exchange, promissory notes, bank overdrafts, cheques and orders for payment of money and, for the credit of the Association only to assign and transfer stocks, bond, and other securities;
- (6) have power to direct the expenditures of the funds of the Association and to arrange for the payment of all expenses and charges incurred in the administration of the affairs of the Association;
- (7) have power to employ a chief executive officer of the Association;
- (8) have power to acquire, by lease or purchase for, and in the name of the Association, real property and to lease, mortgage or sell the same; and
- (9) have power to designate, from time to time, the officers or officials who shall have power to execute and deliver on behalf of the Association documents required to be executed and delivered on behalf of the Association.

VACANCY

The office of a member of the Board of Directors shall be vacated if the incumbent director:

- (1) resigns;
- (2) dies;
- (3) is under 18 years old;
- (4) has been found, under the *Substitute Decisions Act*, 1992, under the *Mental Health Act* or by any court in Canada or elsewhere, to be incapable of managing property;
- (5) has the status of bankrupt;
- (6) ceases to be a Member; or
- (7) is removed from office as a director by a majority of the votes cast at a general meeting of the Members having voting rights, duly called for that purpose.
- (8) The Representative of the Provincial Interest Group Chairs shall no longer be a director if he or she no longer holds the office of Representative of the Provincial Interest Group Chairs.