



## Roles and Responsibilities

### ANA Board of Directors

#### President

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##### **SUMMARY**

The ANA President provides strong leadership for ANA and sets a sound and accurate course for its future. Participates in setting policy. Develops short-range and long-range objectives against which to evaluate program progress and measure the effectiveness of the Association in accomplishing its purposes. Exercises decisive leadership ability in order to set a course of action for the Association. Has specific legal and fiscal responsibilities to the members of the Association. Acts in good faith and for the best interest of the Association.

The ANA President serves as chief elected officer of the Association, acts as the official representative of the Association and as its chief spokesperson on matters of Association policy and positions. The ANA President provides the vital link between leaders and policy makers within the Association and those throughout the healthcare field. The ANA President exercises personal leadership in the mentorship of other officers and directors on the ANA Board of Directors, elected and appointed officials, ANA staff, and the membership.

##### **SPECIFIC ROLES**

###### ***Leadership Responsibilities as a Member of the ANA Board of Directors***

1. Ensures that the Association assesses the needs of its members and of the profession. With the board develops a strategic plan for the future of the Association. Represents and considers the needs of the membership at-large.
2. Acts diligently with reasonable skill and prudence. Exercises the corporate responsibility and fiduciary duties of the Association consistent with applicable provisions of law.
3. Supports and represents the actions and decisions of the board.
4. Acts in good judgment by not expressing an individual position on action taken by the board. Discussion of specific actions taken in Closed or Executive Business Session remains confidential, unless approved by the board.

5. Acts responsibly within the scope of powers of the Association as defined by its bylaws and by statute.
6. Keeps informed on current issues, prevailing attitudes, and membership needs.
7. Promotes the implementation of processes to ensure the resiliency of ANA as an organization and to facilitate attainment of long-term strategic priorities by facilitating the allocation of resources; mitigating risk; being innovative, agile, and flexible; and supporting the implementation of robust systems.
8. Reviews and implements the Association's approved plans for funding its goals and programs through approval of the Association's annual budget.
9. Addresses the major issues facing the Association through the sharing of ideas and experiences and assigns the operational resolution to the Chief Executive Officer (CEO).
10. Establishes the membership of the American Nurses Foundation (Foundation) and appoints the Foundation Board of Trustees (Foundation BOT).
11. Supports and defends policies, procedures, positions, and programs adopted by the ANA Board of Directors and ANA Membership Assembly.

***Organizational Responsibilities as a Member of the ANA Board of Directors***

1. Confers constituent membership on associations meeting qualifications established in the ANA Bylaws.
2. Develops guidelines for the creation and dissolution of multi-state nurses' associations and United States of America nurses' overseas associations.
3. Grants Organizational Affiliate (OA) status and establishes the fees.
4. Establishes policies and procedures for the transaction of business, coordination of the Association activities, operation and maintenance of a national headquarters, financial and budgetary matters, and nominations and elections.
5. Establishes standing and special committees of the board as deemed necessary for the performance of its duties and defines the purposes and authority of such committees.
6. Makes appointments and fills vacancies as delegated by the ANA Bylaws.
7. Appoints, defines the authority and responsibilities of, and annually reviews the performance of the CEO.

8. Demonstrates other responsibilities of stewardship as outlined in the ANA Bylaws.  
*(For additional details, refer to the ANA Bylaws, Article IV and the Board Operating Policies.)*

***Leadership Responsibilities for the Office of the ANA President***

1. Serves as a member and chairs the meetings of the ANA Board of Directors and ANA Board of Directors Executive Committee, which has the full power of the ANA Board of Directors to transact business between board meetings.
2. Informs the ANA Board of Directors, ANA Board of Directors Executive Committee, members of ANA's committees, and individual members of Constituent and State Nurses Associations (C/SNAs), the Individual Member Division (IMD), and OAs on the conditions and operations of the Association.
3. Chairs the ANA Board of Directors strategic planning sessions and guides the board as well as the ANA Membership Assembly in formulating policies, positions, position statements, and programs that will further the goals and objectives of the Association.
4. Chairs membership meetings of the Foundation.
5. Chairs meetings and joint strategic planning sessions with presidents of the American Academy of Nursing (Academy), American Nurses Credentialing Center (ANCC), and Foundation.
6. Chairs the Institute for Nursing Research and Education.
7. Chairs meetings of the ANA Membership Assembly and special meetings and serves as a voting representative of the board.
8. Serves as an ex-officio voting member of ANCC Board of Directors and of all ANA Board of Directors committees.
9. Serves as an ex-officio non-voting member of all ANA Membership Assembly committees, except the Nominations and Elections Committee.
10. Participates in the Tri-Council for Nursing, which is comprised of representatives from ANA, American Association of Colleges of Nursing, American Organization of Nurse Executives, and the National League for Nursing.
11. Serves as ANA's representative, with ANA's CEO, to the International Council of Nurses' Council of Nurse Representatives meetings.
12. Offers guidance and consultation to the ANA CEO, elected and appointed officials of the Association, and constituents as necessary and/or requested.

13. Provides testimony to Congressional groups on the nursing profession and Association priorities and issues.
14. Promotes communications and positive working relationships with ANA's subsidiaries.

***Organizational Responsibilities for the Office of the ANA President***

1. Acts as official spokesperson for the Association to the public, press, legislative bodies, and national and international allied health organizations on matters of policy within the confines of the policies established by the ANA Membership Assembly and the ANA Board of Directors. Serves as the public relations ambassador for the profession. Uses discretionary powers to assign responsibility for such representation as necessary.<sup>11</sup>
2. In conjunction with ANA staff, plans and approves the agendas for meetings of the ANA Board of Directors, ANA Board of Directors Executive Committee, ANA Membership Assembly, and meetings of presidents and other elected officials of ANA subsidiaries.
3. Reports to the membership at the ANA Membership Assembly and at other appropriate times.
4. Reports verbally and in writing to the ANA Board of Directors at its regular meetings and reports by memoranda as necessary between meetings.
5. Appoints ANA members to the Finance, Investment and Audit Committee as well as to special committees and ad hoc working groups.
6. Appoints members of the ANA Board of Directors to the ANA-PAC Board of Trustees, American Nurses Service Corporation Board of Directors, Committee on Appointments, Committee on Honorary Awards, and the Institute for Nursing Research and Education.
7. Promotes ANA member interest and active participation in the Association and reports board and Association activities to members by means of e-mails, letters, summaries, speeches, and scheduled conference calls with the C/SNA and IMD leadership.
8. Notifies constituent members and others who hold seats in the ANA Membership Assembly in writing at least 90 days prior to a special meeting of the ANA Membership Assembly.

***General Administrative Powers and Duties of the ANA President***

There are two general types of administrative powers and duties which are the responsibility of the ANA President: discretionary and ministerial. The discretionary powers and duties are those

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<sup>11</sup> The basic principle of the delegation of powers and duties is that the ANA President retains full accountability for the performance or exercise of those powers and duties that have been delegated. The ANA President is also responsible for consequences that arise out of the exercise of delegated authority.

that depend upon a special trust in the ANA President and involve personal reliance on the president's wisdom, integrity, and discretion. Discretionary powers assigned to the ANA president by the ANA Bylaws can never be delegated. Ministerial powers are duties that involve the faithful performance of an administrative function, such as giving speeches, which do not involve discretionary power. These duties may be delegated to board members or ANA staff.

#### **TERM OF OFFICE**

Elected by majority vote of the ANA Membership Assembly for a two-year term; may not serve more than two consecutive terms in the office of ANA President or more than eight consecutive years on the Board of Directors.

#### **QUALIFICATIONS**

1. Current joint ANA-C/SNA membership or IMD membership;
2. Demonstrated prior active involvement or participation with ANA; ANA's C/SNAs; or the IMD;
3. Prior experience as the chair of a board;
4. Prior leadership or governance experience;
5. Familiarity with the ANA Bylaws and other Association policies;
6. Basic knowledge of parliamentary law and procedures; and
7. Not concurrently serving as an officer or director of another organization, if such participation might result in a conflict of interest with ANA.

#### **COMPETENCIES FOR SERVICE ON THE ANA BOARD OF DIRECTORS**

1. *Governance*: Demonstrated understanding of the difference between governance and management.
2. *Organizational Awareness and Commitment*: Demonstrated experience within ANA and with ANA's C/SNAs.
3. *Financial Acumen*: Ability to interpret financial statements and business cases.
4. *Strategic and Critical Thinking*: Demonstrated ability to analyze complex concepts, develop creative solutions, and/or evaluate decisions to enable the organization to achieve long-term objectives.
5. *Change Leadership*: Demonstrated ability to influence others and implement change.
6. *Diversity and Inclusion*: Values diversity and cultural dexterity with a strong commitment to creating an inclusive environment within ANA.

#### **ADDITIONAL COMPETENCIES FOR SERVICE AS THE ANA PRESIDENT**

1. *Spokesperson*: Demonstrated ability to speak publicly and in the media, conveying an organization's message in a compelling manner.
2. *Governance Leadership*: Experience serving as the chair of a board.

**TIME COMMITMENT**

Serving in the office of ANA President is a full-time role, which is compensated by an honorarium in an amount determined by the ANA Board of Directors for each biennium. The ANA President's time is devoted to fulfilling the duties of the office. Individual style and personal commitments shall determine the time devoted to presidential duties and activities. Frequent travel is required both to ANA headquarters and to other sites to fulfill the role of ANA spokesperson. More than 125 travel days per year should be anticipated.

**Appendix:** Board Operating Policy 10.2

**Appendix A**



**Board Operating Policy**

Policy #: 10.2

Title: HONORARIUM FOR THE ANA PRESIDENT, ANCC PRESIDENT, AND MEMBERS OF ENTITY BOARDS OF DIRECTORS

Affects: ANA Board of Directors

Authority:

Effective: November 30, 2018

Replaces: November 11, 2015

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**POLICY**

**ANA President**

1. Based upon a full-time professional commitment to ANA, Presidential compensation should be an honorarium. The August prior the election of the ANA President, the ANA Board of Directors Executive Committee will review the current honorarium and prepare a recommendation for consideration by the ANA Board of Directors.

2. The honorarium should be set at a certain amount regardless of the economic circumstances the person had before the election.

3. In addition, the compensation package should include health, pension benefits, and other fringe benefits equivalent to the level of fringe benefits enjoyed by the ANA President from a prior employer. If the ANA President is not able to maintain those benefits from a prior employer, the compensation package should include fringe

benefits equivalent to the percent (%) of salary value of ANA staff benefits or ANA should provide those benefits. In the event that benefits are derived from a previous employer at a cost higher than the ANA level, ANA will pay the difference for those benefits up to 5%. In the event that benefits are derived from a previous employer at a cost lower than the ANA level, ANA will pay at the level set by the previous employer.

4. ANA should not provide additional vacation and sick leave benefits as they are covered by the honorarium.

5. The Office of the ANA President is in ANA Headquarters and is to be staffed in Headquarters. Special needs of the ANA President for off-site support will be discussed and negotiated with ANA's Chief Executive Officer.
6. There should be a mechanism for adjustment if compensation has been paid, and the President is unable to complete the term of office.
7. The ANA Board of Directors will address unusual circumstances brought forward by an ANA President or the ANA Board of Directors and consider adjustments to the compensation. Prior to the completion of the term of office, the outgoing ANA President can address Presidential transition support pursuant to ANA Board of Directors Operating Policy 10.9. A request for transition support will be directed to the ANA Board of Directors.
8. Revision of the compensation policy that indicates how the honorarium for the ANA President are calculated should be recommended by the ANA Board of Directors Executive Committee and approved by the ANA Board of Directors.
9. Any outside funds paid for the services of the individual serving as the ANA President during the term of office shall be paid directly to the ANA.
10. The *ANA Election Manual* should include the presidential compensation policy.

#### **ANCC President**

1. Recommendations regarding the level of the ANCC President's honorarium will be made by the ANA Board of Directors to the ANCC Board of Directors after consideration by the ANA Board of Directors Executive Committee.
2. The ANCC Board of Directors will make the decision regarding the appropriate level of honorarium for the ANCC President.
3. To ensure parity between the ANCC and ANA Presidents, the ANA Board of Directors Executive Committee will review changes in the ANCC President's honorarium level upon request of the Chief Executive Officer, or the ANCC President.
4. Considerations regarding the appropriate level of the ANCC President's honorarium will include but not be limited to the number of hours spent on ANCC business by the ANCC President; parity between the ANA and ANCC Presidents' honoraria based upon the hours spent on ANA and ANCC business, respectively; and the relative scope of responsibility.

#### **ANA and ANCC Directors**

1. The ANA and ANCC Boards of Directors will set any honoraria or stipend paid to members of their respective boards of directors.



2. Service on a non-profit board of directors is typically a volunteer activity. ANA does not intend to establish a pattern or expectation of compensation for members of the boards of directors.
3. An honorarium may be approved for an officer or director of the enterprise boards of directors/trustees under the following circumstances:
  - a. Projects undertaken by a director or officer on behalf of the organization that far exceed the typical amount of time spent as a member of the board of directors;
  - b. Projects that involve an exceptional level of experience or expertise; or
  - c. Projects that have an impact on the officer or director's work life or home life because of the intensity of the work or the level of travel required.
4. The amount of the honorarium will be meaningful, but not held to commercial employment or consultancy levels.
5. Responsibilities will be clearly identified, and the project and honorarium will be time limited, with at least an annual evaluation of the appropriateness of continuing the honorarium.