



# Roles and Responsibilities

## ANA Board of Directors

### Secretary

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#### **SUMMARY**

The ANA Secretary safeguards the accuracy, maintenance, and proper use of the records of ANA Membership Assembly, ANA Board of Directors and ANA Board of Directors Executive Committee meetings to ensure clarity on decisions made, actions taken, or activities planned by the ANA Board of Directors; and supports the board in discharging their fiduciary duties and acting in accordance with applicable laws and rules.

#### **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 as a whole.
4. Acts in good judgment by not expressing an individual position on action taken by the board. Does not discuss specific actions taken in Closed or Executive Business Session outside the meeting, unless approved by the board.
5. Acts responsibly within the scope of the powers of the Association as defined by its charter and by statute.
6. Keeps informed on current issues, prevailing attitudes, and membership needs.
7. Promotes the implementation of processes aimed 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. May be appointed to chair or serve on a board committee: (e.g., Committee on Appointments, Committee on Honorary Awards), or other special committees or task forces.
12. Upon request of the ANA President, may serve as an Association representative, communicating with Constituent and State Nurses Association (C/SNA) or Individual Member Division (IMD) headquarters in advance concerning a scheduled appearance.
13. 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. Participates in each regularly scheduled face-to-face and conference call meetings of the ANA Board of Directors including joint meetings with other entities; records individual vote on each motion considered in the Closed, Executive Business, and Open Business Session meetings of the ANA Board of Directors; participates in electronic votes of the board between board meetings. Prior to each board meeting, carefully reviews all background materials and reports to be acted upon by the board.
9. Participates in the ANA Membership Assembly meeting and special meetings as a voting representative of the board.
10. 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 ANA Secretary***

1. Serves as a member of the ANA Board of Directors and the ANA Board of Directors Executive Committee, which has the full power of the ANA Board of Directors to transact business between board meetings.
2. Represents the Association as requested by the ANA President.
3. Participates in joint planning sessions with the executive committees of the American Academy of Nursing (Academy), American Nurses Credentialing Center (ANCC), and the Foundation.
4. Promotes communications and positive working relationships with ANA's subsidiaries

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

1. . Presents motions to the ANA Membership Assembly concerning perfunctory matters, such as moving the adoption of the ANA Membership Assembly Agenda and ANA Membership Assembly Standing Rules for the Conduct of Business.
2. Signs bank resolutions, and other documentation as required using the ANA official seal.
3. Maintains accurate records of minutes for all meetings of the ANA Membership Assembly, ANA Board of Directors and the ANA Board of Directors Executive Committee.
4. In collaboration with individuals who put forward motions, may edit or define the motions for the sake of clarity, advising board members of the changes prior to the vote.
5. Tracks motions made during board meetings to include, processing of amendments to the motion, and recording the outcome of all motions (e.g., adopted, failed, or otherwise disposed, such as being referred to a committee, or postponed). Maintains a queue of board members wishing to speak to an issue for the ANA President's use and review.

6. Ensures that the board receives the minutes of each board meeting.

### **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 Secretary or more than eight consecutive years on the ANA 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 on 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;
7. Not concurrently serving as an officer or director of another organization, if such participation might result in a conflict of interest with ANA; and
8. Not currently employed by an organization if such employment 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 SECRETARY**

1. Familiar with governing documents, such as bylaws and articles of incorporation.
2. Familiar with the structure and processes of board and committee meetings.
3. Detail oriented.
4. Strong organizational skills.

## **TIME COMMITMENT**

The following is an estimate of time spent in fulfilling the duties of this office:

1. 2-3 days, three to four times a year for ANA Board of Directors meetings and possible committee meetings held in conjunction with the board meetings;
2. 3-5 days per year for the ANA Membership Assembly meeting and in conjunction, committee meetings and pre- and post-board meetings;
3. 3-5 days per year for ANA and joint strategic planning meetings;
4. 2-4 hours per month on conference calls of the ANA Board of Directors and/or committees;
5. possibly 1-2 days quarterly in liaison meetings either with or for the ANA President;
6. average of 2-3 hours per week reading materials and board reports from ANA;
7. 6-14 days per year dependent upon service on other committees and boards; and
8. frequent air travel time.