

BOG Engagement Expectations

Just as the Board of Governors of the National League for Nursing has collective responsibilities, each governor also has an individual responsibility. Essentially, it is expected that individual governors will be seriously engaged in the governance process of the NLN. First and foremost, this means possessing knowledge of the mission, vision, core values, and goals as presented in the strategic plan, policies, and programs of the NLN, and it means performing in a manner that operationalizes them for the good of the organization. It is essential that each governor work in support of the good of the entire organization.

The NLN has several stakeholders, including individual and agency members, staff, other nursing organizations, grantors, and regulators. It is expected that governors will seek to understand stakeholder needs and expectations and to protect and advance their interests. Further, governors are expected to frequently assess the external environment in which the NLN is operating in order to maintain its relevance to members and other stakeholders.

The NLN Board of Governors has established a model for governance that clearly defines the role of governors as one of organizational policy setting and monitoring, as opposed to defining daily management policies and practices of the NLN. In order for the board as a whole to be proactive and productive in its work, individual governors have the responsibility to function consistently within the parameters of the NLN governance model. Continuous improvement in the quality of governance requires that governors evaluate the performance of the board as a whole, as well as their performance as individuals. Feedback from the annual evaluation process provides information to individual members about the opportunities to improve the productivity and effectiveness of the board as a whole.

Ambassadorship:

- Promote the core values of the NLN (caring, integrity, diversity, and excellence) and the mission of the NLN to promote excellence in nursing education to build a strong and diverse nursing workforce.
- Act on behalf of the NLN and its interests, putting aside personal concerns, affiliations, or constituencies.
- Provide leadership in identification, recruitment, and mentorship of new members of the NLN Board of Governors and board committees.
- Strengthen the financial base of the NLN Foundation by participating in and contributing to the organization's fundraising efforts.

Fiduciary:

- Perform all fiduciary duties and responsibilities of a board member.
- Review revenues and expenses to ensure the mission of the NLN is being upheld.
- Participate in strategic planning and establishing long-term goals.
- Maintain confidentiality about all NLN business.
- Promote and support NLN interests.

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Individual governors of the National League for Nursing are charged with the legal and fiduciary responsibility of undivided loyalty to the corporation. It is the responsibility of governors to protect the corporation from harm and to assure that acts of the corporation are legal and in the best interest of the organization. Even when individual governors behave conscientiously, there is risk of liability. To that end, the National League for Nursing provides directors and officers insurance coverage in the amount of \$2,000,000.

Attendance and Contribution at Meetings:

- Attend all scheduled board meetings each year (in person or via phone).
- The president will be notified by the CEO if members of the board are not able to fulfill their responsibilities and/or have not participated in two consecutive meetings of the board of governors. The president will follow-up with the board member and will render a decision about the board member's continuation on the board of governors.
- The Nominations Committee will consider attendance at board meetings, contribution to board deliberation, and compliance with board policies as criteria for re-nomination.
- Participate actively and thoughtfully in discussions and debates.
- Serve on at least one standing committee, attend all regular committee meetings (via phone), and actively participate in the proceedings. Governors are often asked to serve on additional ad hoc committees. The president of the NLN, in consultation with the CEO, assigns governors to standing and ad hoc committees annually.

Conflicts of Interest

- Governors are expected to avoid even the appearance of a conflict of interest and to disclose a real or potential conflict in a timely manner. The Conflict of Interest policy can be found under Tab E, P: 7. The definition of conflict of interest for purposes of the nominating process is made available to each nominee during the information collection period. Based on the definition, nominees are requested to disclose real or potential conflicts to the committee for use in ballot preparation.
- As noted in the NLN conflict of interest policy, members of the NLN Board of Governors, its subsidiary boards, committees, advisory councils, task groups, and NLN staff in decision-making roles are required to disclose annually their personal and professional connections with individuals in actual or potential competition with NLN products and services or organizations doing business with the NLN; a conflict of interest statement is signed annually by NLN governors. Furthermore, each governor is expected to notify the president and chief executive officer of a perceived or actual conflict of interest occurring throughout the year.
- The NLN conflict of interest policy requires that members of the board may not apply for any individual award, grant, or other competitive program administered by the NLN during their tenure on the Board of Governors. In addition, current board members may not serve on any NLN panel that reviews competitive applications and makes recommendations on them. Finally, individuals currently serving on the board also may not be appointed as project directors for any initiative undertaken by the organization, be offered any contract with the organization, or enter into any other type of relationship whereby they would gain financially from the organization.