



BOG Engagement Roles

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 works 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 to advance the health of the nation and the global community.
- 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.
- The NLN Chair will be notified by the NLN President & 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.
- 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 NLN Chair in consultation with the NLN President & CEO, assigns governors to standing and ad hoc committees annually.

Conflicts of Interest

- Governors are expected to comply with the conflict of interest policy and to disclose a real or potential conflict in a timely manner. 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 applicable 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 perceived, potential, or actual 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 NLN Chair and President & chief executive officer of a perceived, potential or actual conflict of interest occurring throughout the year.

BOARD OF GOVERNORS

Composition of the NLN Board

The board is composed of three types of governors: Officers (NLN Chair, NLN Chair-elect, treasurer, and secretary), Members, and Public Governors.

Terms and Term Limits (Article VI of the NLN Bylaws)

Board members are elected at each annual meeting (NLN Summit) for a term of three years. However, individuals elected to the office of NLN chair-elect serve for two years as NLN Chair-elect and two years as president.

Member governors serve for no more than two consecutive terms. Member governors who have completed two consecutive terms shall be once again eligible for election to the board three years after expiration of their second term. However, Member Governors who have completed two consecutive terms may run for an Officer seat or be appointed as a Public Member.

Elections

A call for nominations for elected positions is distributed to the membership each fall. The NLN Nominations Committee meets in the winter to review all nominees and to create the official slate of candidates. Elections typically open in March/April and close in June. Newly elected members officially take office at the close of the NLN Business Meeting held during the Summit.

Appointments to Committees

Per bylaws (see Article VI), standing committees are appointed by the board of governors. To facilitate the appointment process, it is customary for the NLN Chair to put forth appointment recommendations for official board approval.

The NLN Chair begins the appointment process each fall and submits her/his recommendations to the board prior to the January meeting.

In addition to recommending members for standing committees, the NLN Chair also appoints to other committees and groups, such as Centers of Excellence (COE), board liaisons to review panels and task groups, and the like.

Meetings

The board holds two meetings each year: January and September (in conjunction with the Summit).

The focus of the **January** meeting is the approval of the annual budget and strategic planning. An orientation session for new board members is held between October to November prior to the start of the board meeting.

The **September** meeting occurs Virtually.

Meeting **agendas** are set by the NLN Chair, with input from the President & CEO, and the Director of the OPCEO. Any board member may submit an agenda item for consideration. If you have an item you wish to have included on an upcoming agenda, please contact the NLN Chair at least eight weeks prior to the scheduled meeting to ensure adequate time is reserved and all materials can be assembled.

Meeting materials are distributed electronically a week to two weeks prior to each meeting. Board members are asked either to bring their laptops/tablets or to print out copies of all materials.

In addition to these standing meetings, the board may be asked to attend special conference call meetings throughout the year.

Quorum

A majority of the Board of Governors constitutes a quorum.

Day-on-the-Hill

Between the months of **April-June** the annual Day on the Hill meeting is held in Washington, DC, during which board members meet with their respective representatives. The NLN's director of public policy & advocacy will coordinate the appointments and hold an orientation the night before the hill visits to ensure all board members are prepared.