

	<p>American Pediatric Surgical Nurses Association Inc.</p> <p><i>Safety and Excellence in the Surgical Care of Children</i></p>
<p>POLICY AND PROCEDURE</p>	
<p>PAGE: 1 of 11</p>	<p>REPLACES POLICY DATED: N/A</p>
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<p>POLICY DESCRIPTION: Governance Policy</p>	
<p>REVISED: 8/21</p>	<p>REVIEWED:</p>

STATEMENT OF POLICY: The affairs of the American Pediatric Surgical Nurses Association, Inc. (“APSNA” or the “Association”) are governed by its Board of Directors. It is the Board’s responsibility to carry out the objectives and purposes of the Association and to this end, the Board may exercise all powers of the Association. The Board is subject to the restrictions and obligations set forth by law and in the APSNA Certificate of Incorporation and Bylaws.

This document is also intended to serve as a guide for decision making.

Definition: Governance is a process of providing strategic leadership by setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability.

Related APSNA Governance Policies:

Attendance Policy
Board of Directors Assessment Policy
Conflict of Interest
Credit Card Usage
Diversity and Inclusion
Document Retention Policy
Interactions with Industry Policy
Internal Financial Controls Policy
Investment Guidelines Policy
Leadership Funds Policy
Meeting Policy
Meeting Tape Recording Policy
Nominations Policy
Non-Discrimination/Harassment Policy
Special Interest Group Guidelines
Statement of Values and Ethical Standards Policy
Strategic Planning Policy
Succession Planning and Mentoring Policy
Travel Reimbursement Policy

Purpose: The primary responsibility of a voluntary governance Board is to establish and focus on the Association’s mission, values, objectives, strategic planning, achievement of goals, and efficient utilization of resources. The Board’s work is guided by a strong commitment to a social purpose. APSNA’s mission, vision and core values are central to the work of the Association. They underlie its governance processes and direct those involved in its management specifically the Board and committee members. All committees are established to support the board in fulfilling board responsibilities rather than to carry out or interfere with governance functions.

Mission

We are the voice that shapes pediatric surgical nursing through advocacy, collaboration, mentorship and leadership. Based on a foundation of research, education and innovation, we will transform care delivery for pediatric surgical patients.

Vision: APSNA will be the leading authority for the nursing care of pediatric surgical patients.

APSNA's Core Values:

- Diversity and Inclusion
- Excellence
- Integrity
- Innovation
- Scientific Inquiry
- Volunteerism

- I. APSNA Board of Directors Governing Style.** The Board will approach its task with the emphasis on outward vision, encouragement of a diverse viewpoint, strategic leadership, clear understanding of Board roles, a focus on the future rather than on the past or present, and anticipation rather than reaction.
- A. Focus on achieving long-term outcomes or results.
 - B. Direct and control the actions of volunteers and contractors through the careful establishment of broad strategies, policies, values and perspectives.
 - C. Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of the roles of the Board, speaking with one voice and self-policing of any tendency to stray from governance adopted in Board policies.
 - D. Be accountable to the membership for competent, conscientious and effective management of the Board's obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.
 - E. Monitor and regularly discuss the Board's own process and performance and ensure the continuity of its governance capability by training and redevelopment.

II. Composition

- A.** APSNA's Board will consist of 8 members, 4 Officers and 4 Directors:
- 1. President, President-Elect or Immediate Past President alternating, Treasurer, Secretary, Director of Development, Director of Education, Director of Practice and Quality, Director of Program;
 - 2. All Board members serve as directors, but 4 have titles of "Officers" and 4 have titles of "Directors" based on the executive capacities in which they serve.

B. Role of Officers

Officers of the Board, listed below, are in the service of the Board. The Board may, by policy or general resolution, delegate certain responsibilities to its officers but retains ultimate responsibility and accountability for the responsibilities so delegated. The officers of the Board are outlined in the Association [bylaws](#).

- 1. President.** The President shall be the chief executive officer of the Association and shall exercise general supervision and control over all activities of the Association. The President: (a) shall preside at all meetings of Members and of the members of the Board; (b) may sign any deeds, mortgages, bonds, contracts,

or other instruments the execution of which have been authorized by the Board, except in cases where the signing and execution of these instruments has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association by applicable law; and (c) shall perform all other duties generally incident to the office of president and any other duties prescribed by the Board.

2. **President-Elect.** The President-Elect shall be responsible for timekeeping of all meetings of Members and of the Board. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall perform additional duties assigned to him or her by the President or by the Board.
3. **Immediate Past President.** The Immediate Past President shall perform the duties delegated to the President-Elect as set forth in Section 7.7 of the bylaws, or such duties otherwise assigned to him or her by the President or by the Board.
4. **Treasurer.** If required to do so by the Board, the Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source and deposit all moneys in the name of the Association in banks, trust companies, or other depositories selected by the Board; and (c) perform all duties generally incidental to the office of treasurer and any other duties assigned to the Treasurer by the President or by the Board.
5. **Secretary.** The Secretary shall: (a) see that all notices are duly given in accordance with these Bylaws or as required by applicable law; (b) prepare the agendas for all the meetings of Members and of the Board, including time frames, and distribute to the members of the Board prior to the meetings; applicable); (c) be custodian of the corporate records and of the seal of the Association (d) exhibit to any member of the Board of the Association, or to a member of the Board of Director's agent, or to any person or agency authorized by applicable law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles, the membership book, the minutes of any meeting, and the other records of the Association.

C. Description of Activity

The President, President-Elect/Immediate Past President, and Treasurer compose the Executive Committee and will meet periodically to discuss APSNA activities for the purpose of assuring continuity in adherences to the Strategic Plan.

D. Duties

The duties and responsibilities of each Board member will continue as outlined in these Governance Policies.

1. The President has inherent powers to carry out the day-to-day operations of the organization.
2. The Office of the President does not act unilaterally or independently on behalf of the Board of Directors.

E. Terms of Office`

All officers and directors, except the President hold office for a two-year term. The

President holds office for a two-year term preceded by a year as President Elect and followed by a year as Immediate Past President for a total of 4 years of service. Effective as of the 2020 Annual Election, the Director of Education shall serve a three (3) year term and, thereafter, commencing as of the 2023 Election, shall serve a two (2) year term.

F. Qualifications

All Officers and Directors must be voting members in good standing for at least two years immediately prior to assuming office. Demonstrated leadership skills and previous APSNA volunteer leadership service are preferred. All members of the Board are required to file a conflict of interest statement and complete a [declaration of interest form](#). APSNA acknowledges and embraces the geographic, gender, professional experience and racial diversity of its members, and no preference is given to any candidate for board membership based on any such quality. The Association seeks to recruit board members who have a significant 'public' and/or 'member benefit' interest in the Association and an interest in governance rather than operational detail. Additional leadership qualifications are noted by position.

G. Powers, Duties and Responsibilities

Individual Board members have no authority to act independently of the Board except insofar as the bylaws or the Board, by resolution, specifically mandates. The only legal authority to provide direction or require information is vested in the full Board.

The governance of APSNA is vested in the APSNA Board of Directors. As a nonprofit Association, the APSNA Board is held responsible for the *duty of care*, providing responsible oversight; the *duty of loyalty*, loyalty to the Association above themselves, members, contractors or constituents; and the *duty of obedience*, service in good faith and ethically.

1. Duty of obedience

- a. Be informed of the articles of the Association (or letters patent), the legislation under which the Association exists, and the Association's bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member.
- b. Keep generally informed about the activities of the Association, the community issues that affect the Association, and general trends in the business in which the Association operates.
- c. Attend Board meetings, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board.

2. Duty of loyalty

- a. Act with honesty and in good faith in what the Board member reasonably believes to be the best interests of the Association.
- b. Maintain solidarity with fellow Board members in support of a decision that has been made in good faith, in a legally constituted meeting, by Board members in reasonably full possession of the facts.
- c. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Association's bylaws and policies and statutory requirements.
- d. Maintain confidentiality of Board discussions.

3. *Duty of care*

Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.

- b. Requires that the Board act in good faith, participate in meetings, be prepared (e.g., read reports), ask questions when necessary (e.g., voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the Board for the benefit of the Board to make a decision guided by all points of view from all members of the Board), exercise independent judgment.
- c. Work cooperatively with the staff of the Association on committees or task forces of the Board.
- d. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.
- e. Allows the Board to rely on advice of third parties (e.g., attorneys, accountants)

III. Board Member's Code of Conduct

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

- A. Board members must represent unconflicted loyalty to the interests of the members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups or membership on other Boards or contractors. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Association's services.
- B. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - 1. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Association except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - 2. Board members must not use their positions to obtain unfair employment within the Association for themselves, family members or close associates.
 - 3. Should a Board member be considered for employment by the Association, that member must temporarily withdraw from Board deliberation, voting and access to applicable Board information. Should a Board member accept employment with the Association, the member will immediately resign from the Board.
 - 4. Board members may not receive personal gain from their position which may result in a conflict of interest in making Board decisions.
 - 5. Board members may not attempt to exercise individual authority over the Association except as explicitly set forth in Board policies.
 - 6. Board members are not expected to communicate to the public, the press and other entities the values and perspectives of the Association, except for the president, who is the official spokesperson of the Association.

IV. Oath of Office and Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the confidentiality of all individuals and matters related to APSNA. Similarly, all matters dealt with by the Board during teleconference, video meetings and matters related to personnel must be held in strictest confidence. Confidentiality means Board members may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Board member has left the Board.

Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

I, insert name, a Board member of the *American Pediatric Surgical Nurses Association Inc.*, declare that, in carrying out my duties as a director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Association.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the Association's bylaws, policies, Statement of Values and Ethical Standards Policy, and decisions of the Board and membership.
4. Keep confidential all information that I learn about any member or contracted agents, and any other matters specifically determined by board motion to be matters of confidence, particularly those matters dealt with during in person or teleconference meetings of the Board.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the Association.
6. Immediately declare any real or apparent personal conflict of interest that may come to my attention.
7. Immediately resign my position as director of the Association in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

V. Overall Board's responsibilities are to:

A. Lead the profession and specialty practice of pediatric surgical nursing by:

1. Keeping abreast of and responding to global health care trends and issues, the competitive environment, and social, economic, political, technologic factors influencing the specialty and the Association.
2. Promulgating standards of practice and positions on key professional issues and speaking with a unified voice.
3. Establishing a legislative and regulatory agenda for the Association.
4. Assessing and responding as appropriate to the needs of pediatric surgical nurses while ensuring the ongoing effective functioning of the Association.
5. Collaborate with other organizations that share in APSNA's values.

B. Provide responsible oversight of the Association by:

1. Establishing the strategic direction for the Association and defining outcomes and strategic priorities.
2. Ensuring appropriate alignment and evaluation of resources.
3. Overseeing the Association's compliance with law, APSNA Articles of Incorporation and Bylaws.
4. Exercising sound business judgment.
5. Creating and/or reviewing broad policies recommended by committees and staff that guide the work of the Association.
6. Demonstrating competent and accountable leadership and ensuring leadership continuity.

C. Ensure effective and accountable governance by facilitating knowledge-based governance and decision making.

1. Upholding ethical principles in all matters.
2. Providing for the orientation, development, mentoring and evaluation of Board members.
3. Appointing qualified members of the nominating committees and other committees and task forces as needed to advise the Board.
4. Reviewing and presenting endorsed bylaws changes to the membership.

D. Serve as financial stewards by:

7. Ensuring organizational accountability and transparency to the Association's members, donors and the broader public.
8. Ensuring the Association's assets and financial resources are safeguarded, and appropriate insurance policies are in force for the Association and its staff.
9. Reviewing financial statements and monitoring progress in achieving Board approved annual program and budget plans.
10. Determining membership dues and establishing classes and eligibility for membership and suspension or termination of membership as guided by the Bylaws.
11. Reporting annually to the membership on the Association's progress in fulfilling its purposes and on the finances of the Association.
12. Ensure appropriate financial planning to allow for budgeting for any fiscal period or the remaining part of any fiscal period that shall not deviate materially from Board priorities, risk fiscal jeopardy or fail to show a generally acceptable level of foresight.

Accordingly, the Board may not cause or allow budgeting that:

Contains too little information to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails and disclosure of planning assumptions.

Plans the expenditure in any fiscal year of operating funds that exceed conservatively projected revenue to be received in that period.

Plans for capitalized or prepaid expenses other than those arising on a recurring basis in the normal course of business.

Does not consider long term administrative planning.

Follows guidelines found in the [Internal Financial Controls Policy](#).

All members of the Board must understand and comply with the [Investment Guidelines Policy](#).

E. Demonstrate personal leadership by

1. Upholding a partnership model, clarifying mutual expectations and creating a culture of trust.
2. Reviewing and responding to Association business in a timely and effective manner.
3. Promoting participation in APSNA-sponsored programs.
4. Serving as an ambassador for the Association.

VI. BOARD DEVELOPMENT -- Recruitment and Screening of New Board Members

- A.** The Nominations Committee shall identify, check references, interview and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board in a manner consistent with the Bylaws and policies. The Nominations Committee will maintain a file of all interested candidates who have been so reviewed.

B. Orientation of New Members

New Board members shall receive a thorough orientation to their position within a reasonable period of becoming a member of the Board. Each new member shall also be mentored by the outgoing board member or if needed assigned a mentor to help integrate the new member and answer any questions he or she may have about Board procedures. Orientation includes but is not limited to:

The history, mission and purpose of the Association.

Articles of organization, by-laws, and governance policies.

An organizational chart.

An overview of funding sources.

An overview of key organizational and policy issues, and copies of approved policies.

Role, structure and functions of the Board, committees, and key staff.

Board member Code of Conduct, Oath of Office, Confidentiality and Conflict of Interest policies.

Procedural guidelines and rules for Board meetings.

Calendar of meetings and events.

Procedures for Board member expenses.

VII. Board Committee Principles

Because governance is the job of the whole Board, the use of committees will assist the Board in doing its job. They do not speak or act for the Board unless such authority is formally delegated, is time-limited, and is for specific purposes. For purposes of these policies, the term committee refers to but is not limited to Special Interest Groups, Task Forces/Ad hoc and standing committees.

- A. Board committees may not speak or act on behalf of the Board except when formally given such authority for specific and time-limited purposes. Expectation and authority will be carefully stated to avoid conflict with authority delegated to the Board of Directors.
- B. Board Committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board Committees are not to be created by the Board to advise contractors but to advise the Board.
- C. Board Committees are to avoid over-identification with organizational parts of the Association rather than the whole. Therefore, a Board Committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on the same subject.
- D. In keeping with the Board's broader focus, Board Committees will normally not have direct dealings with management of operations.
- E. Role and Responsibilities of Committees:
 - 1. **Role of Committees.** Board Committees are charged with overseeing a specific project or activity within APSNA such as nominations, investment, standing committees, ad hoc, or special interest groups to name a few.
 - 2. **Committee Responsibilities.** Carry out specific functions assigned by the Board of Directors.
 - 3. **Role of Task Forces/Ad hoc.** A task force or ad hoc is a body appointed by the Board of Directors to study a specific issue that has global effect on

F. Meetings

Committee meetings are subject to the same requirements for record keeping. They are typically held at the call of the committee chair or at times regularly scheduled by resolution of the committee or the board.

G. Term Limits

Unless otherwise specified in the bylaws or organizational policy, the terms of office will be two years with the option of being appointed a second term.

VIII. The Agenda Planning Process and Guidelines for Meetings are outlined [here](#) and the Attendance Policy [here](#).

IX. [APSNA Board of Directors Position Descriptions and Duties](#).

X. Guide for Decision Making.

DECISION TYPE	BOARD	PRESIDENT	COMMITTEE
Strategic plan and priorities	√		
Approval of position statements	√		
Approval of APSNA structure and tax status	√		
Approval of bylaws and updates	√		
Membership dues and categories	√		
Committees - appointment and removal of chairs	√		
Committees- appointment and removal of members	√		
Representatives to external meetings		√	
Legal counsel-selection	√		
Legal counsel-management		√	
Auditor-selection if applicable	√		
Investment policy	√		
Position statements	√		

DECISION TYPE	BOARD	PRESIDENT	COMMITTEE
Hiring, employment contract, compensation and performance review for ED N/A	√		
Awards	√ (Champion)		√
National elections slate			√ (Nominations)
Annual program and budget plan – approval	√		
Annual program & budget plan – development & execution			√ (Program)
Use of reserve funds	√		
Conference site selection N/A			
Code of ethics/conflict of interest policy	√		
Organizational chart, job descriptions, staff	√		
Contract management		√	
Press releases		√	
Testimony		√	
Insurance		√	
Communications to members and leaders		√	
<i>Journal of Pediatric Surgical Nursing (JPSN)</i> Editor in Chief and publishing contracts		√	
JPSN management oversight		√	
Presidential communications		√	
Organizational strategy--tactics for meeting strategic priorities	√		
Trends: membership data, product sales		√	
Trends: budget trends, priorities, forecasting and adjustments		√	

DECISION TYPE	BOARD	PRESIDENT	COMMITTEE
Review/recommendations on new programs and opportunities outside of approved operating budget		√	
Review/sign off on publications			√ (ECAG)
Internal operating policies and procedures	√		
Final external communications for Association-press statements, letters, sign on letters		√	
Selection/hiring of consultants within approved operating budget	√		
Selection of content developer, reviewer and evaluator	√		
Marketing materials review and approval	√		
Conference program content and speakers			√ (Program)