



CNA's governance journey

Since 1908, the Canadian Nurses Association has proudly served as the national professional voice of registered nurses. From time to time in a long history, an organization must undergo changes so that it can continue to carry out its objectives effectively and be relevant to the members it serves. This is such a time for CNA.

What do we mean by governance?

Governance refers to the makeup or structure of our board of directors and the composition of our membership groups.

Why now?

As a not-for-profit organization, CNA is governed by the *Canada Not-for-profit Corporations Act* (NFP Act). Recently, the federal government announced new rules for all not-for-profit organizations, including CNA. In order to comply, we need to review our bylaws and the composition of our board of directors and further define our membership classes. This work must be completed by October 2014.

Accordingly, led by president Barb Mildon, the CNA board of directors set out in 2012 to determine what we need to do to be compliant with the NFP Act, to ensure the organization is relevant to both our membership and the health-care system of the 21st century, and to maintain long-term sustainability. We welcomed legal counsel and advocacy and governance consultants to our various meetings to help us navigate the complexities and intricacies of the NFP Act. We also read the latest research and best practices literature on not-for-profit associations and governance. These activities provided knowledge and insight to guide our efforts.

What do we need to work on to be compliant with the NFP Act?

To be compliant with the NFP Act, CNA must set out in its articles and bylaws:

- The exact number of “directors” (also known as board members) or the minimum and maximum number of directors.
- The number of directors who are to be appointed. The new legislation specifies that no more than one-third of directors may be appointed, with the remaining portion being elected.
- The membership classes or groups and the voting right of each class or group. As a national association, CNA is an association of groups. Where legislation is concerned, we have member associations as opposed to member individuals.
- No proxy voting, which means a director cannot delegate votes in her/his absence to another director, or hold the votes to form a voting bloc.

What is the current structure of CNA’s board of directors?

The board of directors that currently governs CNA comprises 19 members:

- President and president-elect
- CNA’s chief executive officer
- Presidents of the 11 provincial and territorial nursing associations and colleges
- One representative from the Canadian Nursing Students’ Association
- Two representatives from the national specialty groups
- Two representatives from the public

The board is supported by the executive directors/CEOs of the 11 provincial and territorial nursing associations and colleges. They act as advisors.

Who are CNA’s members?

- CNA is made up of provincial and territorial nursing associations and colleges. Individual RNs become members of CNA when they register with one of those associations or colleges. CNA currently represents nearly 150,000 RNs.
- The Canadian Network of Nursing Specialties — 43 national associations representing specialized areas of nursing — is a member of CNA.
- The Canadian Nursing Students’ Association is a member of CNA, as are the nursing students represented in its membership.

What are the new models being proposed?

Two options for a new board of directors’ model will be brought forward for voting at CNA’s 2013 annual meeting in June:

| Model A Jurisdictional Dyad Model | Model B All Jurisdictional Model |
|---|--|
| 6 Directors: | 11 Directors : |
| <ul style="list-style-type: none"> • B.C./Alberta 1 • Saskatchewan/Manitoba 1 • Northwest Territories/Yukon/Nunavut 1 • Ontario/Quebec 1 • Newfoundland and Labrador/Nova Scotia 1 • Prince Edward Island/New Brunswick 1 | <ul style="list-style-type: none"> • ARNBC 1 • CARNA 1 • SRNA 1 • CRNM 1 • RNAO 1 • RNANT/NU 1 • YRNA 1 • ARNNL 1 • CRNNS 1 • ARNPEI 1 • NANB 1 |

Both options will also include the following, bringing the total number of board members to 16 in the Jurisdictional Dyad Model and 21 in the All Jurisdictional Model:

- 1 president and 1 president-elect
- 2 public directors, whose selection will be based on a skill-gap analysis
- 1 director nominated by the Canadian Association of Schools of Nursing
- 1 director nominated by the Canadian Nursing Students' Association
- 3 representatives from the Network class* (e.g., associate or affiliate members, retired nurses, independent nurses not affiliated with provincial and territorial nursing associations and colleges, licensed practical nurses [LPNs], registered psychiatric nurses [RPNs])
- 1 CNA CEO appointed annually as a director of the board

How will the membership classes and voting change?

Votes are currently distributed as follows:

- | | |
|--------------|------------|
| • ARNBC | 38 |
| • CARNA | 35 |
| • SRNA | 12 |
| • CRNM | 15 |
| • RNAO | 27 |
| • RNANT/NU | 3 |
| • YRNA | 2 |
| • ARNNL | 8 |
| • CRNNS | 12 |
| • ARNPEI | 3 |
| • NANB | 11 |
| Total | 166 |

Here are the proposed membership classes and votes:

| Membership Classes | Votes |
|--|---|
| • Provinces/Territories | 11-13 (possible maximum) |
| • Canadian Association of Schools of Nursing (CASN) | 1 |
| • Canadian Nursing Students' Association (CNSA) | 1 |
| • *Network (total number to be determined) | Weighted so that each group has 20% of a single vote, equating to 10 votes in total |
| – Canadian Network of Nursing Specialties (43 groups) | |
| – Retired nurses | |
| – Independent nurses who are not affiliated with the Provinces/Territories class | |
| – LPNs | |
| – RPNs | |
| Total: | 23-25 |

How will the membership classes and voting change? (cont'd)

The proposed structure of membership classes and votes maintains representation from across the country and our essential and meaningful connection with individual nurses. This model is more inclusive of the family of nursing and offers new leadership positions for nurses as members of the CNA board. It also facilitates CNA's continuing strength, visibility, relevance and service to members and to health care.

Following the vote at the 2013 annual meeting, CNA and the board of directors will then work to draft and refine new bylaws for presentation at the 2014 annual meeting. If approved, the bylaws are implemented and CNA is deemed compliant with the new NFP Act.

What does this mean for CNA members?

Your membership status and the benefits you receive will not change as a result of this process. These developments are a natural part of an organization's history. They are also a legal responsibility.

Ultimately, this governance journey will mean a revitalized CNA board structure that will support our continued mission to contribute to the health of Canadians and the advancement of nursing, enable us to be nimble in our work and inclusive of all the voices of the profession.

If you are a member of one of the 11 provincial and territorial nursing associations and/or colleges, you are a member of CNA. We value each and every one of our members. CNA will continue to strive to stay meaningful, relevant and effective. CNA will continue to represent, advocate for and support the development of the nursing profession and you, our member.