

## **Composition, Qualities and Duties**

### **Overview and Role**

The primary responsibility of a voluntary governance Board is to establish an organization's mission, purpose, values and direction. The work of a nonprofit Board is guided by a strong commitment to a social purpose.

An effective Board ensures organizational accountability to its members, donors and the broader public through strategic planning, ongoing evaluation of programs and services, and wise utilization and expansion of organizational resources. Recognizing the unique contributions and talents of each of its members, an effective board reaches consensus on what constitutes success, encourages a shared sense of responsibility, and fosters a culture of trust, mutual respect, cooperation and open communication.

AWHONN's governance structure consists of a Board of Directors and standing and ad hoc committees. These groups are responsible for fulfilling AWHONN's purpose by addressing issues that affect the association, its members and women's health and neonatal nursing.

### **Composition**

The Board of Directors has eleven (11) voting members, including three (3) national officers, eight (8) at-large directors. AWHONN's Chief Executive Officer and Immediate Past President shall be ex-officio members without vote. Others may be appointed to the Board by the president as ex-officio members without vote. Eligibility criteria, specific functions and terms of office can be found in the AWHONN Bylaws. All elected and appointed officers are required to sign *Consent to Serve, Conflict of Interest, and Honoraria* forms.

### **Leadership Qualities**

Characteristics that distinguish AWHONN leaders are:

- Proven ability to lead and inspire others to join in a shared vision for the organization;
- Actively involved in AWHONN and a broad, established professional network;
- Skilled communicator who speaks passionately about the organization and its mission;
- Significant contributor toward the advancement and promotion of health and health care of women and newborns;
- Leadership experience at the national/international, state/province and local levels;
- Successful at fostering group cohesion and goal orientation; and
- Knowledgeable about professional, societal and political issues affecting the mission, purpose and activities of the association.

Having the authority for AWHONN policy decisions is a serious responsibility. Serving on the Board requires knowledge of nursing issues and AWHONN activities and demands time and dedication. Board members need to be aware of the latest developments in women's health obstetric and neonatal nursing and in health care in general. They should seek ideas and opinions from other leaders as well as from members.

Board members need to be knowledgeable about all aspects of AWHONN as they are often called upon to inform and interpret decisions and policies to other officers and members. Board members must make the welfare of AWHONN and its members the primary consideration in fulfilling the duties of office. For specific requirements, refer to AWHONN's Bylaws. But in general terms, powers and duties in AWHONN governance are allocated as described below.

## **Powers and Duties**

The governance of AWHONN is vested in the organization's Board of Directors, whose powers and duties are those ordinarily held and performed by the Board of Directors of a nonprofit corporation. Responsibilities are to

- Conduct and oversee all business required to carry out the purposes and goals of AWHONN;
- Control and conserve the property interests of AWHONN;
- Establish a member dues structure for the organization;
- Set core program and fiscal functions for AWHONN headquarters, sections and chapters;
- Define criteria to evaluate headquarters, section and chapter activity;
- Delegate administrative responsibility to headquarters and sections;
- Create standing and ad hoc committees and define their duties;
- Approve national committee appointments;
- Call national meetings and other meetings of AWHONN not already provided for in the Bylaws; and
- Establish policies and strategic plans and perform other functions, not otherwise provided for, that may pertain to AWHONN.

## **Duties of the President**

The President serves as chief elected officer of the association; represents the association and its members' interests in the association; exercises personal leadership in motivating officers, staff, committees and membership; influences the establishment of goals for the association; and works in partnership with the chief executive officer. Responsibilities are to

- Preside at all meetings of the Board and entire membership and ensure that meetings are conducted in accordance with the AWHONN Bylaws;
- Coordinate, with the chief executive officer, the agenda and relevant materials for meetings over which the president presides;
- Keep the Board, association committees and members informed on the conditions and operations of the association through regular reports, including an annual report to the membership;
- Solicit member input on association and professional issues;
- Direct the Board in formulating policies and programs that will further the goals and aims of the association and work with the chief executive officer to see that policies and programs furthering the purposes and aims of the association are planned and presented to appropriate committees and the Board for approval;
- Conduct an annual review of the chief executive officer's performance;
- Act as a spokesperson for the association to the public, press, legislative bodies and related organizations and, as required, designate individuals to represent the association;
- Appoint committees and task forces identified during the year in office;
- Promote active participation in the association on the part of the membership; and
- Serve as ex-officio member of all association committees, except the nominating committee.

## **Duties of the President-Elect**

The president-elect assists the president in carrying out the functions of the presidential office. The term as president-elect serves as an orientation for the upcoming term as president. Responsibilities are to

- Assume the duties of the president in her or his absence,
- Serve as a member of the Board and an ex officio member of all standing committees except the nominating committee,
- Represent the association as requested by the president,
- Appoint all association advisory panels, committees and task forces that will serve during the presidential year, and
- Participate with the chief executive officer and president in decision making and planning.

## **Duties of the Secretary-Treasurer**

The secretary-treasurer ensures that records are maintained of all association and Board meetings; is responsible for and ensures the maintenance of appropriate records of all funds and securities of AWHONN; and serves as chair of the finance committee. Responsibilities are to

- Record minutes of executive sessions of the Board and send copies to Board members for approval,
- Review financial statements and fiscal status on a regular basis,
- Ensure that regular financial reports are submitted to the Board and the Finance committee,
- Ensure conduct of meetings according to Roberts' Rules, and
- Represent the association as requested by the president.

## **Responsibilities**

The responsibilities, functions and duties of the Board can be divided among four major roles: overseers, policy-makers, leaders and financial stewards.

### **As *overseers*, the Board**

- Provides advice and counsel to the chief executive officer on operational affairs and authorizes creation of major staff positions when needed;
- Determines qualifications for, selects, employs, evaluates and dismisses (if necessary) the chief executive officer and provides advice and counsel to the president in determining the compensation for the chief executive officer;
- Provides orientation for newly elected and ongoing development for all members of the Board; and
- Provides for replacement of nonfunctioning leaders and those otherwise unable to serve.

### **As *policy-makers*, the Board**

- Formulates, reviews and revises Board policies that determine definite courses of action for guiding AWHONN activities;
- Determines policy recommended by committees, members and staff; and
- Delegates responsibility for execution and administration to the chief executive officer.

### **As *leaders*, the Board**

- Responds to professional, societal, political and ethical issues that affect the mission, purposes and activities of the association;
- Assesses and addresses the needs of women's health, obstetric and neonatal nurses;
- Balances the diverse interests of the membership and public while ensuring the continued functioning of the association;

- Maintains and supports established AWHONN standards;
- Authorizes intra-organizational and inter-organizational affiliations;
- Forecasts changes in society, nursing and the specialties that have an impact on AWHONN's mission, purposes and activities;
- Considers alternatives, deliberates and advises;
- Approves objectives, policies, strategies and plans that relate to strategic planning and long-range goals;
- Creates standing and ad hoc committees and defines their responsibilities;
- Establishes goals and program priorities; and
- Approves Bylaws amendments prior to official ballot of voting members.

#### **As individual *leaders*, Board members**

- Attend all Board meetings and other meetings associated with their role, such as Finance Committee (if assigned), annual convention and business meeting, leadership conferences and other functions as assigned (Board members are expected to attend at least 75 percent of each meeting);
- Review, evaluate and respond as necessary to minutes, action items and other materials;
- Complete, on schedule, reports on assignments associated with the role or as delegated by the Board;
- Participate constructively in Board meetings;
- Make informed decisions;
- Vote to represent the best interests of the association and its membership;
- Keep abreast of current trends and directions within and outside the specialties that have an impact on AWHONN's mission; and
- Maintain expertise in women's health, obstetric and neonatal nursing and also understand characteristics of women's health, obstetric and neonatal nursing education, research, practice and health policy.

#### **As *financial stewards* of the association, the Board**

- Ensures the future of the association,
- Ensures adequate protection for AWHONN's property and maintenance and insurance coverage for the association and employees,
- Ensures proper administration of the association's financial resources,
- Reviews and authorizes the association budget,
- Examines the financial audit of accounts at the close of the fiscal year,
- Authorizes reimbursement methods for AWHONN's major expenditures,
- Approves funding for special programs created for the maintenance and growth of the association,
- Advises on matters relating to funding and investments,
- Determines membership fees and dues, and
- Donates to AWHONN's Every Woman Every Baby program.

#### ***Conflict of Interest, Loyalty and Confidentiality/Consent to Serve, Honoraria Forms***

All elected and appointed leaders are required to sign *Conflict of Interest, Loyalty and Confidentiality, Consent to Serve and Honoraria Forms*.