



## **GOVERNANCE TASK FORCE**

### ***Final Report and Recommendations***

### ***July 2018***

#### **INTRODUCTION AND TASK FORCE CHARGE**

In 2014, the AACN Board of Directors established the Futures Task Force to develop recommendations regarding potential new efforts that can be implemented to support the mission of the organization and the development of a nursing workforce for the future. As part of its charge, the task force conducted an organizational assessment to determine if AACN is well positioned to meet the needs of all internal and external stakeholders given the expansion of our mission and reach. In order for AACN to truly serve as the catalyst for innovation in nursing education that will improve health and health care, the task force recommended in its final report that AACN “explore opportunities for alternative governance structures that will support nimbleness, innovation, timeliness, collaboration, and inclusivity (e.g., advisory councils, different board models, expanded memberships, emphasis on generative role for governance).” In Summer 2016, the Board of Directors established the Governance Task Force. The task force held its first meeting in November 2016.

#### **Task Force Charge**

1. Explore governance structures that support nimbleness, innovation, timeliness, collaboration, and inclusivity.
2. Consider advisory councils, different board models, and expanded membership opportunities.
3. Ensure membership constituents are provided opportunities for meaningful engagement and are optimally positioned for success.

#### **BACKGROUND AND PROCESS**

The Governance Task Force met regularly through both in-person meetings and conference calls. The task force reviewed a wide range of background materials and resources, and benchmarked AACN’s current governance structure to other model associations and peer organizations. A governance consultant worked with the task force throughout the process to provide input and counsel. In addition, extensive discussion occurred in the areas of AACN membership, composition and practices of the Board of Directors, the nomination and election process, committee structures, and opportunities for other governance structures.

Early in the work of the task force, an important clarification was identified to distinguish membership engagement in the governance of the association from engagement in the programmatic work of AACN (e.g., developing member programs, task force work, etc.). **The specific recommendations will focus on the governance of the association.** Other programmatic recommendations will be included under the heading Strategies for Meaningful Engagement.

## MEMBERSHIP FEEDBACK OPPORTUNITIES

The AACN membership was provided numerous opportunities to provide input and feedback to the Governance Task Force. These opportunities included:

- 2017 Spring Annual Meeting - Task Force Update during Program Session
- 2017 Spring Annual Meeting - Topic presented for discussion during Like Schools Discussions
- August 2017 - Comprehensive Progress Report to Membership
- August 2017 - Membership Survey to inform recommendations of the Governance Task Force
- 2017 Fall Academic Nursing Leadership Conference - Task Force Update during Program Session
- 2017 Fall Academic Nursing Leadership Conference - Focus Group Session
- 2017 Fall Academic Nursing Leadership Conference - Membership Report
- 2017 Baccalaureate Education Conference - Focus Group Session
- 2018 Deans Annual Meeting - Task Force Concurrent Session
- 2018 Deans Annual Meeting - Membership Report

Feedback from all these sessions was carefully reviewed and considered. The recommendations were developed after extensive discussion and careful review of all feedback data, survey results, literature, best practices, and benchmarks.

## DESIGN PRINCIPLES

Early in the task force's work, the following design principles were developed to describe attributes of the future governance system and to guide in the development of the recommendations. These guiding principles were significant components in focusing the work of the task force.

1. Increase opportunities for member engagement and participation in the governance and leadership of the association (versus the programmatic work of the association).
2. Support the mission, goals, and work of the association.
3. Clarify the governance structure, roles, and authority (clarity and transparency).
4. Enhance nimbleness and timeliness.
5. Increase focus on innovation, creative thinking, and input from multiple perspectives.

6. Balance historical perspectives and institutional knowledge with new voices and ideas.
7. Strengthen diversity and inclusion, both in terms of individual backgrounds and types of schools.
8. Increase opportunities for collaboration and partnership within the association and with external stakeholders.
9. Provide opportunities for members to make a meaningful contribution and have real input.
10. Support the development of volunteer leaders, provide opportunities for new deans to assume leadership roles more quickly, and propose ways to continue to engage former deans.

## RECOMMENDATIONS

The recommendations of the Governance Task Force are categorized into four areas: Membership, Board of Directors, Nominations and Elections, and Committees and Councils.

### Membership

1. Maintain current categories of AACN membership (Institutional, Provisional Institutional, Emeritus, Honorary, and Honorary Associate), with the primary membership remaining at the institution level.
2. Maintain the voting/governance representative as the Chief Nurse Academic Officer (Dean/Director) of the member institution.
3. Expand institutional membership criteria to include that one or more of the programs at the institution is accredited or pursuing accreditation by CCNE or other USDE-recognized nursing accreditation agency.

#### *Rationale:*

- Strong value is placed on institutional membership where all members in the nursing academic unit have access to AACN benefits and services. This value was reaffirmed throughout the various member feedback opportunities.
- Emeritus and Honorary Membership as special awarded non-voting individual memberships should remain to provide an opportunity to recognize and engage individuals who have made significant contributions to the organization and profession.
- Proxy voting was explored but ultimately not strongly supported by the task force nor those who provided feedback. Concerns related to potential declines in attendance, engagement in discussions, and the importance of continuous participation of chief nursing academic officers. There were, however, suggestions to explore other methods of voting for the future.
- Expanding membership institutional criteria to include CCNE accreditation (or other USDE-recognized nursing accrediting agency) reinforces the value AACN places on program accreditation and sets standards for professional excellence.

## Board of Directors

1. Increase the number of seats on the AACN Board of Directors from 11 to 13 to include two representatives from nursing practice. Practice members will not be eligible to serve as Officers.
2. Board members may serve up to four consecutive 2-year terms (maximum 8 years) without a break in service (inclusive of officer and member-at-large positions).
3. The President/CEO of AACN will serve as an ex officio, non-voting member of the Board of Directors.

### *Rationale:*

- Adding two practice representatives would broaden the view on significant issues and strengthen the relationships between nursing education and practice. Other external constituents would be included in an Advisory Council (see section below on Committees and Councils).
- Term limits for service on the AACN Board of Directors are recommended. Seventy one percent of nonprofit boards have term limits with most common being two consecutive 3-year terms or six years. The task force recommends 8-year term limits because of the 4-year commitment for Chair-Elect/Chair service, and support for 2-year board terms.
- The President/CEO serves as the daily leader of AACN and, therefore, is a significant component of the governance structure. This individual works with and supports the Board in a variety of ways, including strategic information sharing, identifying challenges and opportunities, ensuring that the organization has sufficient resources to implement its plans and engaging in collaborative decision making.

## Nominations and Elections

1. Expand the Nominating Committee to six members, including five elected members and the immediate past AACN Board Chair.
2. Supplement the current Nominating Committee matrix with a “Board competency matrix” developed by the Governance Committee (new committee, see Committees and Councils) to ensure the Nominating Committee is aware of the needed expertise, skills, and perspectives for Board service.
3. Issue the Call for Nominations for Practice Representatives through the AACN membership and other associations. Upon nomination, practice representatives will be required to be the chief nurse officer (or similar level senior nurse executive).

*Rationale:*

- Expanding the Nominating Committee to six members broadens membership representation on this elected committee.
- A Board competency matrix will provide information to the Nominating Committee about the needed expertise and competency for Board service (i.e. visionary, strategic thinking, collaborative, etc.). The competency matrix will strengthen the Board as a strategic Board positioned for the future.
- Information will be expanded in the Call for Nominations to include desired Board competencies for service. The Nominating Committee will recruit individuals who bring the desired mix of competencies and experience to the Board, encouraging non-traditional candidates to consider standing for election. Information will continue to be shared with the membership regarding the Nominating Committee process to develop and advance a balanced slate of candidates, including the matrix (which includes institution type, size, geographic location, and diversity), and the committee's consideration of experience both within AACN and outside the organization, as well as conflicts of interest.
- For the Call for Nominations for Practice Representatives, emphasis should be on experience in leadership positions at the national level.

**Committees and Councils**

1. Distinguish committees specifically related to governance of the organization as either Board Committees (Governance) or other committees/councils (Advisory). Board Committees will include the Finance Committee, Governance Committee (new committee), and Audit Committee (new committee). The Governance Committee will be responsible for development of the Board competency matrix to inform the work of the Nominating Committee. In addition, this committee will be responsible for Board assessment, orientation, and development. A Board member will serve as the Chair of the Governance Committee. The Finance Committee will be a committee of the Board with the Treasurer serving as Chair. The Audit Committee will be a committee of the Board and would include the Treasurer as a member of that committee. The Nominating Committee will continue to be an elected committee of the membership.

Other organization committees, not directly considered governance committees (Programmatic), will include the Membership, Program, Government Affairs, and Diversity/Inclusion Committees. A member will serve as the Chair of these Committees with Board liaisons appointed.

2. Establish a Joint Council whereby the Chairs of Committees, Task Forces, Advisory Groups, Like School Groups, Leadership Network Steering Committees, GNSA Leadership Council and other internal groups are provided the opportunity to engage with and share feedback directly to the Board of Directors. The Joint Council will meet virtually as needed with a minimum of one meeting annually.

3. Establish an Advisory Council to include external stakeholders who represent a variety of perspectives including consumers, public, secondary education, higher education, corporate, etc. The Advisory Council members will be selected based on the needs of the Board of Directors.

*Rationale:*

- Guidelines developed for Washington, DC code indicate that nonprofits should distinguish committees to be either Board Committees (Governance) or Other Committees (Advisory). Board Committees may be authorized to carry out duties that only Board members may perform, and therefore, these committees should include members from the Board only. The Governance Committee would have responsibilities for developing the Board competency matrix to inform the work of the Nominating Committee, and would also be responsible for Board orientation, development, and assessment. The Audit Committee, in accordance with best practice, will provide an additional layer of fiscal accountability, including selection of the audit firm and oversight of the annual audit process. The Finance Committee will transition its membership to include only members from the Board of Directors including the Treasurer and 1-2 other Board members.
- The Joint Council will provide expanded opportunities for engagement from a broader constituency of internal stakeholders and allow other groups to have a voice and connection to the Board of Directors.
- An Advisory Council, made up of external stakeholders, will increase opportunities to seek and engage in future opportunities, evaluate future challenges, and increase the relevance and involvement of nursing and nursing education in the broader world.

## STRATEGIES FOR MEANINGFUL ENGAGEMENT

As the task force carried out its work and engaged in discussions with members in a variety of ways, several suggestions that did not specifically relate to governance continued to surface. To bring this forward for discussion and future consideration, the task force decided to include those in the list below. These ideas are presented as additional strategies for elevating membership engagement with AACN.

1. Enhance communication and transparency regarding AACN's governance structure and processes. Additional communications should be provided regarding the volunteer process, and there should be increased communications with the membership regarding the nomination and election process to help ensure understanding and engagement and to promote transparency.
2. Provide a broader Call for Volunteer Opportunities for Committees, Task Forces, and Advisory Groups. The volunteer process would advance multiple goals: increasing the number of people engaged in the work of AACN, creating

a leadership pipeline for the future, and increasing awareness of the nominations process.

3. Committees (including the Nominating Committee), Task Forces, and Advisory Groups should reflect the characteristics of the AACN membership (e.g., geographic representation, membership diversity, type of institution/program).
4. Examine the naming and number of Like School groups, to seek better alignment with the membership. Allow membership to continue to self-select. Board will continue with assigned Board liaisons with opportunity to report back to Board, similar to current process. In addition, the facilitators of the Like School groups would be invited to participate in Joint Council Meetings.
5. Review and update responsibilities for current Committees to reflect current best practices and streamline processes.
6. Incorporate a regular process for focus groups at all AACN events as an opportunity to invite, connect, and engage with the membership in smaller settings.
7. Continue to explore opportunities for electronic voting (similar to AACN's annual election process) where all members have the opportunity to participate in voting for the association.

## CONCLUSION

The Board of Directors established the Governance Task Force in 2016 to explore governance structures that support nimbleness, innovation, timeliness, collaboration, and inclusivity; to consider advisory councils, different Board models, and expanded membership opportunities; and to ensure membership constituents are provided opportunities for meaningful engagement and are optimally positioned for success. After review of best practices, development of design principles, numerous update and focus group sessions, survey work, and other opportunities for membership feedback, the Governance Task Force made recommendations focused in four areas: Membership, Board of Directors, Nominations and Elections, and Committees and Councils.

## TASK FORCE MEMBERS

**C. Fay Raines, PhD, *Chair***  
AACN Emeritus Member

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# American Association of Colleges of Nursing

## Overview of Governance Task Force Recommendations

**AACN Membership**  
Membership is Institutional  
Dean/Director is Voting Representative

**Board of Directors**  
13 Elected Members  
Chair - Chair-Elect - Secretary - Treasurer  
7 Members-at-Large - 2 Practice Reps  
President/CEO - Ex-officio

**Nominating Committee**  
5 Elected Members and  
Past Board Chair

**Board Committees (Governance)**  
Finance  
Audit  
Governance

**Programmatic Committees (Advisory)**  
Program  
Membership  
Government Affairs  
Diversity and Inclusion

**Task Forces**  
As Needed

**Advisory Groups**  
As Needed

**Joint Council**  
*Internal Stakeholders*  
Board of Directors  
Committee Chairs  
Task Force Chairs  
Advisory Group Chairs  
Leadership Network Steering  
Committee Chairs  
GNSA Leadership Council Chair  
Health Policy Advisory Council Chair  
Like School Group Facilitators

**Advisory Council**  
*External Stakeholders*  
Consumers  
Secondary Education  
Higher Education  
Corporations/Business  
The Public

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