



Resolution #1 – Governance Committee

Submitted by NANB Board of Directors

WHEREAS in October 2017, the Governance Committee was formed and tasked with conducting a full-scale governance review as part of NANB's strategic plan;

WHEREAS current best practices in governance support moving away from the traditional Executive Committee model and introduce a governance-focused committee whose role is to support the Board of Directors in continuously improving the effectiveness and efficiency of its governance structure and to oversee NANB's management and human resources policies;

WHEREAS to ensure continuity and Board succession, the Governance Committee is also assuming the role and responsibilities of the Nominating Committee as defined in the NANB By-laws;

WHEREAS in order to reflect the new organizational structure as well as the updated duties and responsibilities of the Governance Committee, terms of references were drafted and the Board is now moving forward with the necessary By-law changes to support the work of the Committee moving forward;

THEREFORE, BE IT RESOLVED that By-laws 6.01, 7.01, 7.02, 7.03, 7.04, 7.05, 8.02, and 12.03 of the Association be amended as follows to change the name of the Executive Committee to the Governance Committee and to clarify its roles and responsibilities which will now include the Nominating Committee responsibilities:

ARTICLE VI - OFFICERS

6.01 The officers of the Association shall ~~be the Executive Committee.~~

ARTICLE VII – EXECUTIVE COMMITTEE

~~7.01—Commencing on September 1, 2006 and thereafter the Executive Committee shall consist of: [June, 2005]~~

A president; [June, 2005]

B president-elect; [June, 2005]

~~C two (2) region directors appointed annually by the Board, and [June, 2005]~~

~~C~~ D one (1) director representing the public, appointed annually such other officers as may be appointed by the Board from time to time. [June, 2005]

~~6.02~~ 7.02 The duties of the following officers are as set out herein: ~~[June, 2005]~~



A President

Shall preside at all meetings of the Association, ~~and~~ the Board ~~and Executive Committee~~, and shall be an ex-officio member of all committees ~~except the Nominating Committee~~. Shall perform all acts and deeds pertaining to the office, and exercise a general control and supervision over the affairs of the Association, and be the official representative of the Association.

B President-elect

Shall succeed the president. In the absence of the president, perform all duties of the president and perform such other duties and have such powers as may be assigned by the Board or the president. [May 2, 2001]

ARTICLE VII – EXECUTIVE COMMITTEE

~~7.017.03~~The Executive Committee referred to in subsection 9(1) of the Act shall be known as the Governance Committee and may act for the Board between meetings of the Board under subsection 9(1) of the Act and shall carry out such other duties as may be assigned to it by the Board in accordance with the Terms of Reference approved by the Board from time to time. [~~June, 2005~~]

7.02 The number of members of the Governance Committee, the method of their appointment or election and their qualifications shall be established and governed by the Terms of Reference approved by the Board from time to time.

~~7.037.04~~Meetings of the Executive Governance Committee shall be called at any time by the president. [~~June, 2005~~]

~~7.047.05~~The Executive Governance Committee and any committee of the Board or the Association may conduct meetings by telephone or other communication facilities provided that a notice of such meeting by telephone or other communication facilities has been given not less than three (3) days before the date of such meeting or such notice has been waived. The minutes of any action taken by a meeting by telephone or other communication facilities shall be made part of the minutes of the committee holding such meeting. [~~May 29, 1986~~]

ARTICLE VIII - COMMITTEES

[...]

8.02 ~~Commencing on September 1, 2006 and thereafter the~~ The standing committees shall be:[~~June, 2005~~]

A Nursing Education Advisory Committee (chairman and all members appointed by the Board); [June, 2005]



~~B~~ ~~Nominating Committee (chairman and all members appointed by the Board);~~
~~[June 8, 2011]~~

~~B~~~~G~~ Complaints Committee (chairman and all members appointed by the Board);[June, 2005]

~~C~~~~D~~ Discipline Committee (chairman and all members appointed by the Board);[June, 2005]

~~D~~~~E~~ Review Committee (chairman and all members appointed by the Board).
[June, 2005]

ARTICLE XII--NOMINATIONS AND VOTING

[...]

12.03 The ~~Executive-Governance~~ Committee shall call for and endeavour to ensure that there are at least two (2) nominations for each position to be filled. ~~[June, 2005]~~