

# Pennsylvania Action Coalition

## GOVERNING PRINCIPLES

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### ARTICLE I

#### General

**1.01. DEFINITION:** The PA Action Coalition (PA-AC) is a statewide coalition of nursing and non-nursing stakeholders, which is endorsed by the Campaign for Action: *Future of Nursing*, a joint-initiative of the Robert Wood Johnson Foundation (RWJF) and AARP.

**1.02. LEGAL STATUS:** As of January 1, 2015, the PA-AC functions as a program of the National Nursing Centers Consortium (NNCC), and will operate under the terms of NNCC's Bylaws, as a Pennsylvania nonprofit corporation, and as a 501(c)(3) tax-exempt organization.

**1.03. POWER:** The governing authority and responsibility for the PA-AC has been delegated by NNCC.

**1.04. VISION:** A healthy Pennsylvania through high quality, accessible, and safe nursing.

**1.05. MISSION:** To implement the recommendations of the Institute of Medicine (IOM) *Future of Nursing* through strategic partnerships.

**1.06. AMENDMENT:** These governing principles will be reviewed every two years, or as requested by a majority vote with quorum present. The principles may be amended by majority vote upon the presence of a quorum.

### Article II

#### Advisory Board of Directors

**2.01. DEFINITION:** The PA Action Coalition Advisory Board of Directors (PA-AC Advisory Board), formerly known as the State Steering Committee (SSC), is comprised of senior leaders who represent organizations from a cross section of private and public organizations with the resources, expertise, and dedication to advance the IOM *Future of Nursing* Report in Pennsylvania.

**2.02. TERM:** Members of the PA-AC Advisory Board serve on behalf of their organization, and tenure runs with the organization and not the individual.

**2.03. NUMBER OF BOARD MEMBERS:** The PA-AC Advisory Board shall consist of at least ten (10) and no more than twenty (20) members, unless otherwise agreed upon by the Executive Committee in accordance with best interest of the PA-AC.

**2.04. APPOINTMENT OF BOARD MEMBERS:** Any member of the PA-AC Advisory Board or the Director of the Pennsylvania Action Coalition (PA-AC Director) may nominate an organization and/or organizational representative to join the PA-AC Advisory Board in accordance with the governance procedures developed by the Executive Committee.

**2.05. BOARD MEETINGS:**

- a. The PA-AC Advisory Board will meet quarterly. Unless otherwise agreed upon by a majority of the PA-AC Advisory Board, two meetings will be in-person meetings and two will be remote-access meetings.
- b. Board members may send a designated alternate to Board meetings provided that the alternate receives their guidance, may vote as their proxy, and has the ability to convey and implement decisions of the PA-AC Advisory Board regarding the organization represented.
- c. If a member organization fails to send any representative to three meetings in a two-year period, the organization will no longer be a part of the PA-AC Advisory Board unless re-invited.

**2.06. MANNER OF ACTING:**

- a. Quorum. A majority of the board members present immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- b. Majority Vote. The act of the majority of the board members present at a meeting at which a quorum is present shall be the act of the board.
- c. Tied Vote. On the occasion that the board is unable to make a decision based on a tied number of votes, the board chair shall have the power to settle the vote based on his/her discretion.

**2.07. REMOVAL AND RESIGNATION:** Any board member and/or the organization s/he represents may resign from the board at any time by submitting written notice to the board chair. A resignation need not be accepted to be effective. Board members may be removed or suspended from the board for good cause, and the organization s/he represents will have an opportunity to appoint a new representative to assume that position.

**2.08. RESPONSIBILITIES:** The PA-AC Advisory Board provides general direction and oversight for the planning, implementation, and assessment of the ongoing work and effectiveness of the PA-AC. Each board member is also expected to:

- a. Act as a IOM Future of Nursing champion within their organization and throughout the Commonwealth;

- b. Assume a key leadership role on at least one committee or regional action coalition;
- c. Serve as the approval body for operational policies developed by the Executive Committee including governing principles, annual operating budgets, and strategic plan;
- d. Evaluate outcomes of the PA-AC efforts on an annual basis;
- e. Foster communication and collaboration among all PA-AC members; and
- f. Commit to the sustainability of the PA-AC by pledging to generate a financial contribution that may be fulfilled through in-kind support if approved by the Executive Committee.

### **Article III**

#### **Executive Committee**

**3.01. DEFINITION:** The Executive Committee of the PA-AC Advisory Board develops the strategic and operational policies of the PA-AC, including the governing principles, strategic plan, annual budget, and organizational structure, for approval by the PA-AC Advisory Board.

**3.02. APPOINTMENT, TERMS, AND RESPONSIBILITIES OF OFFICERS:** The Executive Committee is comprised of the board chair, the nursing co-lead, the non-nursing co-lead, the finance committee chair, the governance committee chair, and the board secretary.

- a. Board chair: The chair is elected by the board and serves a two-year term. The chair may have up to two consecutive terms. The chair convenes and facilitates all meetings of the PA-AC and Executive Committee. The chair may serve the function of any officer when that officer is unavailable or with that officer's approval.
- b. Nursing Co-Lead: The nursing co-lead is the representative of the nursing co-lead organization, currently the National Nursing Centers Consortium. The nursing co-lead supports the organizational infrastructure of the PA-AC staff. The nursing co-lead champions the PA-AC within its nursing and non-nursing networks. The PA-AC will evaluate the nursing co-lead every four years.
- c. Non-nursing Co-lead: The non-nursing co-lead is the representative of the non-nursing co-lead organization, currently Masimo. The non-nursing co-lead supports the organizational infrastructure of the PA-AC staff. The non-nursing co-lead champions the PA-AC within its nursing and non-nursing networks. The PA-AC will evaluate the non-nursing co-lead every four years.
- d. Finance Chair: The finance chair is elected by the board and, for the inaugural term, serves a one-year term and thereafter serves a two-year term. The finance chair may have up to two consecutive two-year terms, up to a maximum of five years including the first year. The finance chair will review the PA-AC annual audit, provide broad oversight for PA-AC finances, and provide the PA-AC Director with financial guidance as necessary. The finance chair must approve amendments to the annual budget or any action by the PA-AC Director that deviates from the annual budget by more than 10% of the amount budgeted.
- e. Governance Chair: The governance chair is elected by the board and, for the inaugural term, serves a one-year term and thereafter serves a two-year term. The finance chair

may have up to two consecutive two-year terms, up to a maximum of five years including the first year. The executive committee will evaluate the feasibility of allowing more than one governance chair one year after the position is created. The governance chair must review all membership applications and board member nominations. The Executive Committee will establish the method for this process. The PA-AC Director may consult the governance chair regarding potential conflicts of interest that arise during day-to-day activities.

- f. Secretary: The secretary is elected by the board and serves a two-year term. The secretary may have up to two consecutive terms. The secretary is responsible for the taking of minutes at all PA-AC Advisory Board and Executive Committee meetings. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these governing principles. The secretary may delegate responsibility for taking minutes to a non-officer board member in attendance or to a non-board member that attends the meeting but does not have voting powers.

#### **3.04. MEETINGS:**

- a. Frequency. The Executive Committee will meet before or after the quarterly PA-AC Advisory Board meetings for approximately two hours and as reasonable and necessary when the board chair calls a meeting.
- b. Alternates. Members of the Executive Committee may only send an alternate to PA-AC Advisory Board and Executive Committee meetings on rare and unusual occasions.
- c. Special attendance. Executive Committee members may invite attendees with specific expertise to attend Executive Committee meetings, however attendees will abide by requests for confidentiality and will not have voting power.
- d. Removal and Resignation. If a member of the Executive Committee is not able to meet their commitment, the board chair will appoint an interim member from the PA-AC Advisory Board to replace that position. The PA-AC will elect a replacement at the next in-person PA-AC Advisory Board meeting.

#### **3.05. MANNER OF ACTING:**

- a. Quorum. All members of the Executive Committee must be present or have notice of any Executive Committee action. Members not in attendance may make their wishes known by proxy or by sharing with other members of the committee prior to or directly following the meeting.
- b. Consensus. Executive Committee actions will be decided by consensus, either through unanimous approval or majority approval with abstention.

**3.06. GENERAL RESPONSIBILITIES:** The Executive Committee, on behalf of the PA Action Coalition, has the following responsibilities:

- a. Create/amend relevant PA-AC policies—including the governing principles, strategic plan, annual budget, and organizational structure—to be presented to the PA-AC Advisory Board for approval;
- b. Provide prompt guidance to the PA-AC Director on behalf of the PA-AC Advisory Board as needed for Coalition activities; and
- c. Annually evaluate the PA-AC Director, with input from the PA-AC Advisory Board.

#### **Article IV**

##### **Director and Staff**

**4.01. AUTHORITY:** The Executive Committee, with the approval of the PA-AC Advisory Board, may engage a director and other staff to help implement the PA-AC’s vision, mission, and strategic plan. The PA-AC Director will derive his/her authority from the Executive Committee and will be responsible for supervising any PA-AC staff.

**4.02. DIRECTOR:** The PA-AC Director assumes overall responsibility for coordination and oversight of the PA-AC’s activities. This includes, but is not limited to engaging and leading a broad range of stakeholders toward common goals, ensuring an effective coalition infrastructure, securing resources, serving as a contact communications steward, guaranteeing proper compliance with lobbying intervention and other laws, and fulfilling any reporting requirements. Additional responsibilities include:

- a. Handling day-to-day coordination of the PA-AC;
- b. Facilitating implementation of the PA-AC Strategic Plan;
- c. Directing the State Implementation Project and other grants awarded to the PA-AC;
- d. Identifying, recruiting, and supporting PA-AC leaders and members in accordance with the PA-AC mission, values, and strategic plan;
- e. Serving as the liaison between Pennsylvania and the national *Future of Nursing: Campaign for Action*;
- f. Designing and implementing internal and external PA-AC communications strategies;
- g. Supervising additional staff and volunteers to execute specific PA-AC activities carried out “in house”; and
- h. Developing, implementing and executing fundraising and sustainability plans.

**4.03. REPORTING:** The PA-AC Director will be in regular communication with the Executive Committee and will report to the Executive Committee at their quarterly meeting. The PA-AC Director will submit a written report to the Executive Committee on an annual basis as well as the year’s financial audit and the proposed budget for the following year.

#### **Article V**

##### **Committees**

**5.01. DEFINITION:** With approval from the Executive Committee, the PA-AC Advisory Board or members of the PA-AC may develop committees to fulfill the PA-AC strategic plan or, if there is sufficient interest, other recommendations or aspects of the IOM *Future of Nursing* Report.

**5.02. REQUIREMENTS:** Committees may generally determine their manner of activity, but must meet the following requirements in order to function as part of the PA-AC:

- a. Elect or appoint a chair or co-chairs to function as the liaison of the PA-AC;
- b. Convene members at least quarterly;
- c. Develop and share with the PA-AC their action plan annually; and
- d. Work with the PA-AC Advisory Board and staff to welcome new PA-AC members that have an interest in joining the committee.

**5.03. COMMUNICATION AND LEADERSHIP:** Committees are encouraged to identify leaders that can execute parts of their action plans. Leaders should report to Committee co-chairs and/or the PA-AC Director.

## Article VI

### Membership

**7.01. DEFINITION:** PA-AC members are nursing and non-nursing stakeholders that are committed to advancing the IOM *Future of Nursing* report. Members may join the PA-AC in an individual or organizational capacity.

**7.02. MEMBERSHIP APPLICATION:** The Executive Committee will establish a procedure through which stakeholders may apply or be invited to become part of the PA-AC.

**7.03 RESPONSIBILITIES:** Member responsibilities depend on the type of engagement to which the member commits. Although members have the option of making financial contributions, there is no financial commitment required to join the PA-AC. PA-AC members must, however, finance their own expenses related to involvement (travel, hotel, fees) when not funded by the PA-AC.

Members fall into at least one of the following categories:

- a. Active members: Members that actively volunteer on committees, engage in Regional Action Coalition (RAC) activities, or fulfill any leadership roles.
- b. Affiliate members: Members that support one or more of the IOM recommendations and pledge to work toward achieving that goal and to keeping the PA-AC informed about their progress;
- c. Sponsor members: Members that support the PA-AC through financial support and in-kind services.

## ARTICLE VII

### Regional Action Coalitions (RAC)

**6.01. DEFINITION:** Members of the PA-AC may organize by region into Regional Action Coalitions (RACs) that create action plans to implement the PA-AC Strategic Plan in their region.

**6.02. RAC CO-CHAIRS:** Each RAC must have at least two RAC Co-Chairs. The Co-Chairs will:

- a. Function as the liaison between the RAC and the PA-AC Director, Executive Committee, and PA-AC Advisory Board;
- b. Identify, recruit, and support PA-AC members in their region in accordance with the PA-AC mission, values, and strategic plan; and
- c. Participate in quarterly RAC Operational Council meetings.

**6.03. RAC OPERATIONAL COUNCIL:** The co-chairs from all of the RACs comprise the RAC Operational Council. The RAC Operational Council has the following responsibilities:

- a. Elect or appoint a RAC Operation Council chair that will serve on the PA-AC Advisory Board as the representative of the RAC Operational Council.
  - a. The RAC Operational Council chair will serve a one year term and may not serve consecutive terms.
- b. Develop and implement region-specific strategies to advance PA-AC strategic plan and priority goals;
- c. Convene RAC co-chairs at least quarterly;
- d. Provide quarterly reports to the Executive Committee on RAC progress and initiatives; and
- e. Annually assess the overall structure and strategies of the RACs and provide recommendations to the PA-AC.

**6.04. RAC SYSTEM:** The Executive Committee will establish, and may amend, the number and geographic boundaries of the RACs, with input from the PA-AC Advisory Board and RAC Operational Council.

## ARTICLE VIII

### Miscellaneous

**8.01. Fiscal intermediary:** NNCC will function as the fiscal intermediary for the PA-AC until such time that the PA-AC Advisory Board selects a new nursing colead or parent organization.

**8.02. Limitation of Liability:** PA-AC Advisory Board members will not be personally liable for monetary damages as such for any action other than as expressly provided in 15 Pa. C.S. §§513 and 5713. It is the intention of this Section to limit the liability of the board of PA-AC Advisory Boards of a program of the NNCC to the fullest extent permitted by 15 Pa. C.S. §§513 and 5713 or by any other present or future provision of the Pennsylvania law.

**8.03. Fiscal Year:** The PA-AC will adopt a fiscal year, which begins on July 1 and ends on June 30. Annual budgets will be drafted in accordance with this fiscal year.