

ONCC Board of Directors Governance Policies

Governance 1.0

A Board of Directors shall govern the Oncology Nursing Certification Corporation (ONCC). The Board shall have fiduciary responsibility over the affairs of ONCC and shall be the official group for determining ONCC policy and strategic plans. All board members shall possess the ONCC Universal Board Competencies (see Appendix 16) of advocacy, effective communication, life-long learning, mentoring, navigating change, personal integrity, relationship-building, stewardship, strategic thinking, and team building. At least one member of each board will possess at least one of the ONCC Collective Board Competencies of business acumen, prior board experience, research expertise and test development knowledge.

Composition of the ONCC Board of Directors 1.01

The ONCC Board of Directors shall be composed of a minimum of nine (9) and a maximum of ten (10) voting members. The ten (10) voting members shall be determined as follows:

One (1) director who represents the public at large shall be appointed by ONCC's Board of Directors.

One (1) director who holds ONCC Certification (OCN®, AOCN®, AOCNS®, AOCNP®, CPON®, CPHON®, CBCN® or BMTCN®) shall be appointed by ONCC's Board of Directors.

Two (2) directors who hold OCN® Certification shall be elected by the constituency of ONCC-certified nurses.

One (1) director who holds advanced oncology nursing certification (AOCN®, AOCNS® or AOCNP®) shall be elected by the constituency of ONCC-certified nurses.

One (1) director who holds pediatric oncology nursing certification (CPON® or CPHON®) shall be elected by the constituency ONCC-certified nurses.

Two (2) directors who hold ONCC certification (OCN®, AOCN®, AOCNS®, AOCNP®, CPON®, CPHON®, CBCN® or BMTCN® in any combination) shall be elected by the constituency of ONCC-certified nurses. The ONCC Nominating Committee shall seek individuals with specific credentials at times, to meet the needs of the Board, based on current issues or projects.

One (1) director shall be appointed by the president of the Association of Pediatric Hematology/Oncology Nurses (APHON) and shall be a member of the APHON Board of Directors.

One (1) optional voting member shall be appointed by the ONCC Board of Directors, based on organizational needs. This member may be a certified nurse or may represent another group of stakeholders important to ONCC. The qualifications of this member shall be based on the strategic needs of ONCC.

The chief executive officer is a nonvoting ex-officio member of the ONCC Board of Directors.

The ONCC executive director is a nonvoting ex-officio member of the ONCC Board of Directors.

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Officers 1.02

Three (3) officers shall sit on the Board: president, vice president, and secretary/treasurer. Officers shall be elected by the Board from among the eligible directors serving on the Board. These officers constitute the Executive Subcommittee. Only members of the ONCC Board who have served as voting members of the Board for one full year may hold office. The Board member appointed by the APHON Board and the ex-officio members are exempt from officer positions. Only nurses currently certified by ONCC may hold the office of president.

Board of Directors Term of Office and Election 1.03

Directors

Appointed voting ONCC Board members shall serve three (3)-year terms with the possibility of one re- appointment for a maximum of two (2) three (3)-year terms. The APHON liaison may be reappointed within these term limits by mutual agreement between the APHON President and the ONCC Board of Directors. Elected ONCC Board members are elected by the ONCC-certified nurse constituency, based on a slate prepared by the Nominating Committee. Elected members shall serve three (3)-year terms, and may be re-elected to one consecutive term by a majority vote of the ONCC Board for a maximum of two (2) three (3)-year terms.

Outgoing Board member terms shall end at the close of the Business Meeting held during the annual Oncology Nursing Society (ONS) Congress.

Newly elected Board member terms shall begin at the close of the Business Meeting held during the annual Oncology Nursing Society (ONS) Congress.

Officers

Officers shall be elected by the Board of Directors for one-year terms, with one re- election to the same office. These officers shall be elected from a slate of eligible nominees prepared by the Nominating Committee.

General Duties and Responsibilities of Board Members 1.04

1. The Board shall
 - a) Supervise and direct ONCC business and financial affairs in an effective, efficient manner.
 - b) Adopt an annual budget.
 - c) Determine all certification fees annually.
 - d) Authorize non-budgeted expenditures.
 - e) Review, revise, adopt, and monitor the ONCC Strategic Plan.
 - f) Create and discontinue ad hoc committees, task forces, and standing committees.
 - g) Elect officers of the Corporation.
 - h) Appoint the public member to the Board.
 - i) Fill vacancies on the Board of Directors.
 - j) Appoint new committee members in anticipation of vacancies on the Appeals and Nominating Committees.

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- k) Fill vacancies of 30 days or more on test development committees.
- l) Review policies, procedures, and bylaws annually and make revisions as needed.
- m) Approve amendments to the bylaws.
- n) Approve a testing agency and selected contract services.
- o) Establish and maintain policy for the certification and renewal of certification of oncology nurses and the review and appeals process.
- p) Approve test passing score(s).
- q) Oversee quality control measures (i.e., review of summarized candidate comments, and review of test results and summary statistics).
- r) Perform all duties in accordance with ONCC Bylaws and Policies.
- s) Keep abreast of issues and trends in health care that affect nursing certification.
- t) Participate in the search for and hiring of the chief executive officer (CEO).
- u) Provide input to the CEO for the hiring and evaluation of the executive director.
- v) Approve recommendations of the Recognition Subcommittee for individuals and facilities to receive awards.

2. Each Board member shall

- a) Complete "Affirmation of Service" form annually (Appendix 13).
- b) Complete conflict of interest form annually.
- c) Complete "Leadership Values Agreement" annually (Appendix 14)
- d) Complete anti-trust forms annually.
- e) Prepare for and attend all Board meetings.
- f) Review and request information on important matters requiring Board action.
- g) Review all materials distributed to the Board.
- h) Stay informed of the work of Board subcommittees, committees, and task forces and serve effectively when assigned to committees or special assignments.
- i) Participate in subcommittee and Board discussions and contribute to the analysis of proposals and presentations.
- j) Recognize the difference between the Board's evaluating and monitoring functions and the role of the staff, so as not to intervene in operations.
- k) Explore critical issues with Board members and staff and, when appropriate, with auditors and counsel.
- l) Participate in Board self-evaluations.
- m) Provide input to the president for completion of the executive director's annual evaluation.
- n) Be willing to hold an office and participate on the Executive Subcommittee. (APHON liaison is excluded from this responsibility)

Duties and Responsibilities of Officers 1.05

The president shall

- a) Be currently certified by ONCC.
- b) Function as the executive officer of the corporation.
- c) Serve as the official representative of the ONCC Board.
- d) Preside at all Board of Directors meetings.
- e) Chair the Executive Subcommittee.
- f) Serve on the Discipline Subcommittee.
- g) Collaborate with chairs of subcommittees.

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- h) Perform other duties that pertain to the office or that are designated by the bylaws.
- i) Ensure that board self-evaluations are conducted regularly.
- j) Solicit input from all Board members to complete the executive director's annual evaluation and forward it to the chief executive officer.
- k) Serve as an ex-officio member of all ONCC committees, except the Nominating and Appeals Committees.
- l) Serve on the President's Council with ONS and other ONS affiliate presidents (See Policy 46.00 for President's Council description).

2. The vice president shall

- a) Perform such duties that the president and/or Board of Directors may determine.
- b) Serve on the Executive Subcommittee.
- c) Chair the Discipline Subcommittee.
- d) Perform the duties of the president in the president's absence.
- e) Oversee revisions to the ONCC policies and bylaws.

3. The secretary/treasurer shall

- a) Be responsible for the minutes of all meetings of the Board of Directors.
- b) Oversee ONCC's financial transactions.
- c) Present a financial report at each Board meeting.
- d) Chair the Finance Subcommittee.
- e) Serve on the Executive Subcommittee and the Discipline Subcommittee.
- f) Approve budget variances of \$5,000 or less.

Committee/Organizational Liaisons 1.06

Committee Liaisons

Committee liaisons are current ONCC Board members who are responsible for facilitating communication between the Board of Directors and committees. Committee liaisons contact respective committee chairs on a regular basis to determine if any information from the committee needs to be communicated to the Board. Committee liaisons are NOT active working members of the committees to which they are assigned. However, they may attend committee meetings, or conference calls as needed to fulfill their liaison role.

In the absence of the Committee Chair, the liaison will present all action items for the committee to the Board during Board meetings. The liaison is responsible for communicating the results of all such action items to the Committee Chair, as well as any other information pertinent to the committee following each Board meeting.

The ONCC President shall appoint committee liaisons annually at the Spring Board meeting.

Organizational Liaison: Association of Pediatric Hematology/Oncology Nurses

To facilitate collaboration and communication, the president of the Association of Pediatric Hematology/Oncology Nurses (APHON) assigns a member of APHON to the ONCC Board of Directors. This liaison Board member is a full, active voting member of the ONCC Board of

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Directors and required to carry out all ONCC Board of Director duties and responsibilities, except holding office on the Executive Committee. (See ONCC Policies 1.01, 1.03, 1.04)

The individual appointed as the liaison will

- Be an APHON member in good standing, but not a current member of the APHON Board of Directors
- Be certified by ONCC
- Be very familiar with the APHON organizational goals, programs, products, and services
- Have leadership/board experience, preferably with APHON (e.g. a past member of the APHON Board of Directors)

Organizational Liaison: American Board of Nursing Specialties

The ONCC President shall assign a member of the ONCC Board of Directors, who is certified by ONCC as the voting representative to the American Board of Nursing Specialties (ABNS) annually. To facilitate communication, every effort will be made to assign the same individual to ABNS for as many consecutive years as possible. The ONCC representative to ABNS shall attend all ABNS Assembly meetings, cast votes on behalf of ONCC on all matters that come before the assembly, including the annual ABNS election, and actively participate in at least one ABNS Committee, as needed.

Governance Standards of Conduct 1.07

The Board shall

1. Be guided by honest, good judgment in all decision making.
2. Protect absolutely the confidentiality of issues discussed at Board meetings and test candidate information.
3. Not misuse inside information.
4. Act in good faith in decisions of risk and uncertainty.
5. Excuse self from voting on actions in which conflict of interest is involved.
6. Know and respect the qualifications and special expertise of other volunteers and staff.
7. Exhibit exemplary ethical behavior.

Board of Directors Subcommittees 1.08

Board subcommittees shall be chaired by or composed of members of the ONCC Board of Directors, and their purpose shall be to gather information and make recommendations for Board action. Board subcommittees shall consist of the Executive; Finance; Recognition; and Discipline. Minutes of the meetings shall be shared with all Board members.

1. The Executive Subcommittee shall be the interim decision-making body on behalf of the Board. It shall be composed of the President, Vice President, and Secretary/Treasurer. Major decisions related to policy and strategic planning shall be deferred until the Board, as a whole, meets. The Executive Subcommittee shall make recommendations to the Board to fill the public member and

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2. The Finance Subcommittee shall develop and monitor the budget, recommend fiscal policy changes (when appropriate), and recommend long-range fiscal plans. It shall be composed of three members: the ONCC secretary/treasurer, who shall chair the committee, and two (2) additional directors appointed by the president.
3. The Recognition Subcommittee shall be responsible for designing and implementing the recognition activities of ONCC. It shall be composed of at least eight (8) members: the chair, who is a member of the ONCC Board of Directors, two OCN® of the Year award recipients, two Advanced Oncology Certified Nurse of the Year award recipients, two CPHON®/CPON® of the Year award recipients, two CBCN® of the Year award recipients, two BMTCN® of the Year recipients and up to two representatives of the Employer Recognition Awards. The Recognition Subcommittee chair may appoint recognition review teams as needed.
4. The Discipline Subcommittee shall be responsible for reviewing and rendering a decision regarding matters related to violations of ONCC rules. It shall be composed of four (4) members: the president, the vice president who will serve as Chair, the secretary/treasurer, and the public member. If the public member also holds the office of vice president or secretary/treasurer, the subcommittee will be composed of three (3) members.

Board of Directors Meetings 1.09

1. Attendance at Board meetings shall be mandatory unless excused by the president. The executive director of ONCC shall attend each Board meeting and present an administrative report. Other staff members shall attend as needed.
2. Board members shall submit agenda items and handouts to the executive director of ONCC at least three (3) weeks prior to the Board meeting. The president in consultation with the executive director shall prepare the agenda for each Board meeting. ONCC staff shall post the Board meeting agenda and all pertinent materials at least two (2) weeks in advance of each Board meeting to an accessible website. Action required and discussion time needed shall be indicated for each agenda item. All formal proposals referred to the president shall be placed on the Board meeting agenda.
3. Board meetings shall be conducted according to the Knowledge-based Governance model. Information on this model shall be provided to all new board members through their orientation and shall be available at each meeting.
4. The Board secretary/treasurer will prepare minutes of all Board meetings with the assistance of appropriate staff, according to the Meeting Minutes Policies (ONCC Policy 12.00). ONCC staff shall provide minutes to the Board members for their review no later than four (4) weeks after the meeting. Approved minutes shall be distributed to all Board members and committee chairs when they attend a meeting. A copy will be retained in the National Office files.

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5. After each Board meeting, the Board secretary/treasurer shall prepare correspondence as directed by the Board.
6. Actions taken by the Board outside of a regular Board meeting shall be recorded as minutes.

1.10 Board of Directors Renewal of Certification

Members of the Board of Directors may not take the OCN®, AOCNS®, AOCNP®, CPHON®, CBCN® or BMTCN® tests or the OCN®, AOCNS®, AOCNP®, CPHON®, CBCN® or BMTCN® ILNA assessments while serving on the Board and for two (2) years thereafter.

Board members who are OCN®, AOCNS®, AOCNP®, CPHON®, CBCN® or BMTCN® certified must renew certification by earning 25 professional development points in one or more of the subject area(s) of the test blueprint for the credential held.

Board members who are AOCN® or AOCNS® certified must renew by earning 25 professional development points in adult oncology nursing.

Board members who are CPON® certified must renew by earning 25 professional development points in pediatric oncology nursing.

Board members who do not meet the practice criteria for renewal, will be granted a suspension of that criterion during their term on the Board and for two years thereafter, and can renew certification by meeting the criteria noted above. The renewal fee shall be waived for members of the ONCC Board of Directors.

Public Member 1.11

The public member of the ONCC Board of Directors:

- represents the direct and indirect users of ONCC-certified nurses' skills and services.
- is an advocate for the public at large.
- is a full voting member of the ONCC Board and as such is required to fulfill all board member duties and responsibilities as described in ONCC Policy 1.04.
- is a member of the Discipline Subcommittee.

Neither the public member nor his/her immediate family may:

- be current or previous ONCC-certified nurses.
- be employers or employees of oncology nurses or ONCC-certified nurses.
- derive, or have derived within the five years prior to his/her ONCC appointment, more than 5% of their total income from ONCC-certified nurses.
- have worked for or provided contract services to ONCC at any time during the five years preceding his/her appointment to ONCC.

During their term on the ONCC Board of Directors, the public member may not serve on the Board of another nursing organization.

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Removal from the Board of Directors 1.12

The ONCC Board of Directors may remove, for cause, any member of the Board upon 2/3 vote of the Board at any meeting duly convened.

Examples of actions that would constitute cause for removal include, but are not limited to, the following:

1. Failure to support the vision, mission, values, and goals of ONCC
2. Failure to fulfill the requirements for serving on the Board through attendance at, and participation in, meetings and conference calls with adequate advance preparation
3. Failure to fulfill legal and fiduciary duties
4. Failure to act ethically
5. Failure to disclose any conflict of interest prior to voting on related matters
6. Failure to maintain confidentiality
7. More than two unexcused absences from Board meetings, including conference calls, within a one-year period
8. Violation of ONCC bylaws or policies
9. Conduct detrimental to the purpose and function of ONCC
10. Neglect of duty
11. Any other proper cause as determined by the ONCC Board of Directors

Any member of the ONCC Board of Directors may bring charges against any other member of the ONCC Board of Directors. Charges must be written, signed, and submitted to the President or in the event the charges involve the President, to the Vice President or Secretary/Treasurer of ONCC.

Upon receipt of the charges, the President (Vice President or Secretary/Treasurer, if charges are made against the President) shall call a meeting of the Board to discuss the charges and determine whether to remove the member. The Board member in question shall be given the same notice of such a meeting that is provided to other Directors but may be excused from any portions of the meeting at which the charges and his or her removal are being discussed.

A vote shall be taken, and removal shall be effective only upon 2/3 majority vote of the Board.

ONCC Board Member Serving as Nominator or Reference 1.13

The final decision of the Board shall be binding, and the affected Board member shall be notified of the decision to remove in writing delivered by certified mail or traceable courier, within seven (7) days of the decision.

All actions and decisions related to the removal of a Board member shall be kept confidential and the reason for the removal shall not be publicly disclosed.

Leadership Values Agreement 1.14

The ONCC Board of Directors adopted the Leadership Values Agreement: A Code of Conduct for ONCC Board Members (Appendix 14). This agreement will be reviewed and signed annually by all Board members.

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Leadership Values Agreement

A Code of Conduct for ONCC Board Members

1. We will be aware of how our decisions and actions affect others and will consult with the other leaders who might be affected before taking any significant action or decision.
2. We will utilize the strategic plan as our guiding document.
3. We will be respectfully open, direct, and truthful with our ideas and opinions; and we will respect and maintain the confidentiality of specific issues or situations.
4. If confronted, we will listen; we will try not to be defensive but will work to resolve the issue.
5. As we each strive to meet our personal goals, we will try not to do so in a way that sacrifices meeting organizational goals.
6. We will conduct ourselves professionally and respectfully at all times.
7. We agree to share mutual respect and understanding of our different roles and responsibilities.
8. We will agree and disagree on particular subjects without personalizing the issues.
9. We will cooperate and focus our energies on setting directions and providing strategic thinking as we lead the association.
10. We will encourage everyone to resolve issues at the lowest possible levels through the established chain of command.
11. We will ensure that decision making is based on quality and factual information so that our decisions and programs have a timely impact on our constituency.
12. We will support programs or policies when implemented regardless of personal feelings. This should give every policy and program the best chance to succeed.
13. We will expect to have a good time as we work together.