

Leadership Council Operating Guidelines

I. **Definition** (ANA Bylaws, Article VI, Section 1)

The Leadership Council is a representative advisory body that provides informed guidance, advice, and/or recommendations on professional issues and organizational matters via collaboration with the ANA Board of Directors. The Leadership Council reports to the ANA Membership Assembly.

II. **Composition** (ANA Bylaws, Article VI, Section 2)

A. The ANA Leadership Council is composed of:

1. Two representatives from each C/SNA and the IMD, who shall be the president and chief staff officer or *their designees*.
2. Each C/SNA president and the IMD chair or *their respective designee* shall be a C/SNA-ANA member in good standing.
3. The ANA Leadership Council shall elect a Leadership Council Executive Committee from its members and shall elect other officers as outlined in Section VI of these Operating Guidelines.

B. The elected chair, officers, and members-at-large (See Section IV) shall comprise the ANA Leadership Council Executive Committee.

III. **Responsibilities** (ANA Bylaws, Article VI, Section 3)

The ANA Leadership Council shall:

- A. Consult and collaborate with the ANA Board of Directors on issues affecting C/SNAs and the IMD.
- B. Recommend future focused input on policies, positions, and programmatic budgetary priorities to the ANA Board of Directors and report to the ANA Membership Assembly regarding professional issues and/or organizational matters.
- C. Promote the implementation of ANA policies and positions by C/SNAs and the IMD.

IV. **Voting**

A. Per the ANA Bylaws (Article VI, Section 4):

1. Each C/SNA president shall be entitled to one vote on all matters before the ANA Leadership Council.
2. The IMD chair shall be entitled to one vote on all matters before the ANA Leadership Council.

B. If a C/SNA or the IMD intends to send a designee in lieu of the president/chair, the following information should be provided to leader@ana.org one month prior to the meeting of the ANA Leadership Council:

- Full name
- E-mail address

- Preferred phone number
 - ANA membership number
- C. If a designee attends in lieu of a C/SNA president or the IMD chair, the designee, who shall be an ANA member in good standing, shall be entitled to one vote on all matters before the ANA Leadership Council.
- D. At the discretion of the Chair of the Leadership Council Executive Committee, the voting members of the Leadership Council will use decision-making by consensus in lieu of majority voting to facilitate active participation by all members of the Leadership Council; ensure that all opinions, ideas, and concerns are considered; and achieve the best possible outcomes.

V. Meetings

- A. Per the ANA Bylaws (Article IV, Section 5), meetings of the ANA Leadership Council shall be held at least annually.
- B. The meetings of the ANA Leadership Council may include professional development programming to support the discrete roles and responsibilities of Leadership Council members in their capacity as elected or staff leaders in addition to elements that fulfill the responsibilities of the ANA Leadership Council as defined in Section III of these Operating Guidelines.
- C. Special meetings may be called by the ANA Leadership Council Executive Committee.
- D. Special meetings shall be called upon the written request of at least 20 of the combined C/SNAs and the IMD.
- E. In addition to the members of the ANA Leadership Council as defined in Section II, the following are permitted to participate in meetings of the ANA Leadership Council but do not vote:
1. President-Elect of a C/SNA or Chair-Elect of the IMD Multistate Division Leaders
 2. Members of the ANA Board of Directors
 3. ANA Enterprise staff to include:
 - a. Members of the Executive Officers Team as deemed necessary
 - b. Vice President, Membership and Constituent Relations
 - c. Vice President, Governance and Planning
 - d. Director, Constituent Relations
 - e. Assistant Director, Governance and Planning
 - f. Other ANA staff as deemed necessary by the Chief Nursing Officer in collaboration with the Leadership Council Executive Committee
- F. The ANA Leadership Council Executive Committee shall have sole decision-making authority to invite other individuals or groups of individuals whose participation has been determined to be essential to achieving optimal outcomes.
- G. The ANA Board of Directors Policy: *Expense Policy for the ANA Leadership Council Meetings* (Appendix A) identifies criteria for ANA's payment of expenses related to participation in the annual meeting of the ANA Leadership Council.

VI. Leadership Council Executive Committee

The members of the ANA Leadership Council Executive Committee shall be elected by the voting members of the ANA Leadership Council.

A. Composition

1. The ANA Leadership Council Executive Committee shall be comprised of:
 - a. One Chair
 - b. One Vice Chair
 - c. Two Members-at-Large
2. The members of the ANA Leadership Council Executive Committee shall not be from the same constituency or state.

While the ANA Bylaws require that the Leadership Council Executive Committee be elected by the Leadership Council, the ANA President will identify a member of the ANA Board of Directors to serve as a consultant to the Leadership Council Executive Committee to facilitate ongoing communication and alignment of work.

B. Qualifications

1. The Chair of the ANA Leadership Council Executive Committee shall be a C/SNA president or chair of the IMD.
 - a. To be elected as Chair, the individual must be in the position of C/SNA president or IMD Chair at the time of election.
2. The Vice Chair of the ANA Leadership Council Executive Committee shall be a chief staff officer of a C/SNA.
 - a. To be elected as Vice Chair, the individual must be an ANA-C/SNA member and be a chief staff officer at the time of election and for the duration of their term of service.
3. The two Members at-Large of the ANA Leadership Council Executive Committee as follows:
 - a. One of whom shall be a chief staff officer of a C/SNA. If at any time during the term of service, the individual elected to this Member-at-Large position is no longer a chief staff officer of a C/SNA the Member-at-Large position shall be declared vacant.
 - b. One of whom shall be a C/SNA president or chair of the IMD at the time of election. If at any time during the term of service, the individual elected to this Member-at-Large position is no longer a C/SNA president or chair of the IMD, the individual shall remain in the Member-at-Large position until the end of the term of service for which he/she was elected.

C. Responsibilities

1. The **Chair** shall
 - a. Coordinate planning for the annual meeting of the ANA Leadership Council in collaboration with other members of the ANA Leadership Council Executive Committee and the ANA staff liaison.
 - b. Preside at meetings of the ANA Leadership Council and the ANA Leadership Council Executive Committee.

- c. Inform the ANA Board of Directors as to ANA Leadership Council recommendations related to policies, positions, and programmatic budgetary priorities.
 - d. Inform the ANA Membership Assembly on ANA Leadership Council recommendations related to professional issues and/or organizational matters.
 - e. Facilitate electronic communications and discussions of the ANA Leadership Council.
 - f. Facilitate special meetings of the ANA Leadership Council and the ANA Leadership Council Executive Committee.
2. The **Vice Chair** shall:
- a. Support the Chair in planning the annual meeting of the ANA Leadership Council in collaboration with the ANA staff liaison.
 - b. Serve as chair in case of absence or in the event of a vacancy in the office of Chair.
 - c. Appoint four members of the ANA Leadership Council to serve as tellers for the election of the ANA Leadership Council Executive Committee.
 - d. Represent the ANA Leadership Council as requested by the ANA Leadership Council Chair.
 - e. Assume other duties as determined by the ANA Leadership Council Executive Committee.
3. The **Members at-Large** shall:
- a. Support the Chair in planning the annual meeting of the ANA Leadership Council in collaboration with the ANA staff liaison.
 - b. Maintain the records of meetings of the ANA Leadership Council and the ANA Leadership Council Executive Committee.
 - c. Appoint four members of the ANA Leadership Council to serve as tellers for the ANA Leadership Council Executive Committee elections in case of absence or in the event of a vacancy in the office of Vice Chair.
 - d. Represent the ANA Leadership Council as requested by the ANA Leadership Council Executive Committee.
 - e. Assume other duties as determined by the ANA Leadership Council Executive Committee.

D. Nominations

The ANA Leadership Council Executive Committee shall:

- 1. Solicit nominations from the membership of the ANA Leadership Council based on nomination criteria.
- 2. Prepare an official slate of at least two candidates for each elective office.
- 3. Distribute the official slate of candidates to the ANA Leadership Council at least four weeks prior to the meeting of the ANA Leadership Council.
- 4. Write-in candidates and nominations from the floor will be permitted.

E. Elections

- 1. Election of each officer and member-at-large by members of the ANA Leadership

Council shall be by electronic or non-electronic ballot.

2. A majority vote of the voting members of the ANA Leadership Council present and voting shall elect the officers and members-at-large.
3. A tie shall be determined by lot.

F. Term of Service and Term Limits

1. Officers and members-at-large of the ANA Leadership Council Executive Committee shall be elected to serve for two years or until a successor is elected.
2. The Chair and one Member-at-Large position will be elected in even numbered years.
3. The Vice Chair and one Member-at-Large position will be elected in odd numbered years.
4. No officer or member-at-large shall serve more than two consecutive terms, or more than four consecutive years, on the ANA Leadership Council Executive Committee.
5. An officer or member-at-large who has served one-half of a term or more shall be considered to have served a full term.

G. Vacancies

In the event of a vacancy:

1. In the office of Chair, the Vice Chair shall become the Chair for the remainder of the term.
2. In the office of Vice Chair or the position of Member-at-Large, the ANA Leadership Council Executive Committee shall fill the vacancy by appointment.

VII. Recommendations

Following a meeting of the ANA Leadership Council, the Chair shall prepare a report to the ANA Board of Directors with the Leadership Council's recommendations related to policies, positions, and/or programmatic budgetary priorities and/or a report to the ANA Membership Assembly with the Leadership Council's recommendations related to professional issues and/or organizational matters.

VIII. Amendments to the Operating Guidelines

These Operating Guidelines may be amended at the annual meeting of the ANA Leadership Council or at special meetings of the Leadership Council by a majority vote² of the voting members present and voting.

¹ A majority vote is defined by Roberts' Rules of Order Newly Revised, 11th edition, as "more than half of the votes cast by the persons entitled to vote, excluding blanks and abstentions..."

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Approved: September 11, 2015 by the ANA Board of Directors (VM10-2015)
Revised: November 11, 2015 by the ANA Board of Directors
Revised: September 14, 2016 by the ANA Board of Directors
Approved: December 1, 2016 by the ANA Leadership Council
Approved: November 29, 2017 by the ANA Leadership Council
Approved: December 4, 2019 by the ANA Leadership Council