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### Board Orientation; Series II; File 15

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#15  
Board  
Orientation

NEW YORK STATE NURSES ASSOCIATION  
RESPONSIBILITIES AND POWERS OF THE BOARD OF DIRECTORS

I. Legal and Fiduciary Obligations under Not-For-Profit Corporation Law

A Board of Directors has the statutory authority to manage the affairs of the Association. The exercise of the management functions of the Board is vested only when duly convened as a Board, rather than as individual members. This principle is explained in terms of the value of consultation, deliberation, and collective judgement of a full Board.

Directors are fiduciaries of the corporation; as such, the primary obligation and responsibility of the Directors is to ensure the survival and prosperity of the Association in perpetuity. The standards by which the exercise of fiduciary responsibility is judged are:

(a) that Directors assure that the use of Association resources is consistent with the purposes stated in the Articles of Incorporation

(b) that decisions of the Board are within the Board's authority to make, are made in good faith, and are uninfluenced by anything other than the best interests of the Association. Decisions are those that a "reasonably prudent" individual would make given like circumstances.

As fiduciaries of the Association, Board members do not represent any particular geographic or other constituency. The obligation is to fairly address the interests of ALL members and to balance disparate interests for the overall benefit of the Association.

Another fiduciary requirement of Directors is that of undivided loyalty. A Director cannot serve competing interests and must use individual judgment in recognizing and avoiding potential conflicts of interest. Simultaneous service on more than one organization's Board of Directors must be weighed carefully in light of a Director's obligation to put aside any other concerns while serving on the NYSNA Board. In the event a Director feels that there may be a conflict of interest in any matter before the Board, the Director's obligation is full disclosure to the Board of the possibly competing interest. If a conflict of interest is determined to be present, the Director is obligated to abstain from participation in any matter relevant to the conflict of interest.

#15  
Board  
Orientation

Directors have an obligation to participate fully in the decisions of the Board. A fundamental responsibility of a Director is to attend meetings of the Board and to engage in all deliberations of the Board.

With limited exceptions (e.g., when a potential or actual conflict of interest has been identified) a Director has a duty to vote on matters before the Board. A Director should express fully any opposition he/she has to an action of the Board before a vote is taken. Once a vote is taken, a Director incurs an obligation to interpret and defend the majority decision, UNLESS:

(a) you feel the action being taken is sufficient to endanger the Association. Your obligation in this case is to inform the Board of your feelings and to refrain from public dissension.

(b) you choose to file a written minority report. This recourse should occur very infrequently, if at all, since your obligation is to avoid creating confusion and divisiveness among the members. Members have a right to expect cohesive, coordinated leadership.

Directors have an obligation to preserve appropriate confidentiality of matters before the Board. Members of the Association have the right to reasonably full disclosure of Board proceedings. Meetings of the Board are normally open to any member. Minutes of the Board are also open to review by any member.

It is generally accepted and recommended practice that Directors do not discuss transactions of the Board until official notification to members has been made. A summary of Board action is sent to the District Nurses Associations after each Board meeting and is published in Report. The Board determines the appropriate timetable for release of information on Board transactions.

If the Board determines that a matter is of a nature that requires further protection of confidentiality, or if the matter before the Board could not be fully and productively discussed in an open Board meeting, an Executive Session of the Board may be called. The Board must then determine when external notice of any Board action is to be made. Minutes of Executive Sessions are maintained as confidential and are not open to member inspection.

The actions of the Board and those of previous Boards are binding. A position of record may be changed, but it may not be ignored.

II. Requirements of Labor Law

The Association represents licensed professional nurses for purposes of collective bargaining; therefore, NYSNA is a registered labor organization under the National Labor Relations Act, the Taylor Law of New York, and other statutes. The Association is the certified collective bargaining agent of approximately 28,000 nurses in both the public and private sectors of health care.

As a multi-purpose professional association, NYSNA is in part a labor organization. That part of the affairs of the Association that involves the collective bargaining activities requires strict adherence to principles set out by applicable labor laws. Among the most important of these principles is that the rank and file employees whom the Association represents must have full and complete freedom to determine their own goals in collective bargaining. The membership of the Association AND the Board of Directors has no right or authority to know of, participate in, or influence the conduct of the collective bargaining program--including (but not limited to) such matters as elections, grievances, arbitrations, or contract negotiations.

The National Labor Relations Board has, in a 1985 decision, suggested that the Association must be able to demonstrate to its satisfaction that the collective bargaining program is free of the potential or actual domination of statutory supervisors (persons who act in the interest of the employer). Since such persons may be elected to the Board of Directors, the nominating committee, or other positions of influence within the Association, it is critical that Board members strictly adhere to guidelines for the proper insulation of the collective bargaining program.

(a) In all matters having to do with the Economic and General Welfare Program, the Board must demonstrate an arms-length relationship.

(b) There can be no disclosure to the Board of the activities of the collective bargaining program except for those matters that are on public record.

(c) The Board must scrupulously avoid any discussion of collective bargaining matters, including any that may be erroneously brought to its attention by members or others outside the Association.

(d) The Board delegates to the Executive Director full responsibility for the administration of the Economic and General Welfare Program. The Board cannot be involved in the selection, terms and conditions of employment, or evaluation of staff other than the Executive Director.

(e) No individual who is not a member of a collective bargaining unit (or eligible for such representation) may be

#15  
Board  
Orientation

appointed to any committee, task force, or other organization unit which is involved with the Economic and General Welfare Program.

(f) No member of the Board who in his/her employment situation would be deemed to be a statutory supervisor can participate in any disciplinary procedure which involves a represented nurse.

III. Responsibility and Functions of the Board under Bylaws

Article IV of the NYSNA Bylaws specifies the responsibility and functions of the Board of Directors.

Article V specifies the overall duties of the officers and directors.

Article III. Disciplinary Section is also a responsibility of the Board. The procedure for conduct of disciplinary proceedings is contained in the Board manual.

11/18/85

THE NEW YORK STATE NURSES ASSOCIATION

BOARD OF DIRECTORS ORIENTATION

The Veronica M. Driscoll Center for Nursing  
Guilderland, New York

November 18, 1985

AGENDA

1. Orientation Manual
2. Board of Directors Functions and Responsibilities  
Legal and Fiduciary Considerations  
By-laws Requirements
3. Staff Roles and Responsibilities
4. Current NYSNA Issues, Priorities and Directions
5. Board Policies and Procedures
6. Financial Matters  
1985-1986 Budget  
Expense Vouchers  
Request for Advance Travel Funds  
Designation of Beneficiary Form

11/18/85