

## **Briefing Note**

### **Modernizing the Governance of the Newfoundland and Labrador Registered Nurses Education and Research Trust (the Trust)**

#### **Issue**

After almost four decades of operating under a Constitution established in 1986, the Trust requires a revised approach for managing operations based on modern structures and processes to assure a sustainable future for financial support to students and nurses pursuing education as Registrants with the College of Registered Nurses of Newfoundland and Labrador (CRNNL).

#### **Background**

The Newfoundland and Labrador Registered Nurses Education and Research Trust (the Trust) was established to provide financial support for nursing students and nurses in pursuit of education opportunities. Initially funding for the Trust came from fundraising initiatives by members who were also Registrants of the Association (now College) of Registered Nurses of Newfoundland and Labrador (CRNNL). Eventually, through a motion of the CRNNL membership at the time, sustainable funding was provided by a nominal fee added to of each Registered Nurse (RN) yearly practicing license, and this along with private donations has sustained the funding of the scholarships, grants and awards for many decades. The Board of Directors of the Trust provide the oversight while the Trust Coordinator, CRNNL Executive Director and support staff manage the Trust's daily operations and financial assets.

The Trust was established as a charitable organization with a governance document as the Trust Constitution through Canada Revenue Agency Charities Directorate in 1986. The original documents and processes outlined within the Constitution was guided by the work process utilized by organizations at the time and reflected those of the previous ARNNL. For example, membership on the Board is restricted to nurses only with geographically elected members, thus limiting the ability of the Trust to operate with flexibility in attracting and benefitting from a broader public knowledge. As well the original Constitution, although comprehensive, does not allow for modernizing approaches to operating in a world of technology or of reflecting clear roles and responsibilities of the Board of Directors.

Over the past number of years and more so following the pandemic of 2020, the Trust has been struggling to attract members to the Board, achieve quorum for meetings and conduct meetings in an interactive manner versus a passive information sharing style. These issues have created a concern for the Trust Board of Directors, Trust Coordinator and the Executive Director of the CRNNL who has constitutional responsibility to oversee the Trust. An external consultant was recruited to review the current structure of the Trust and propose a modernization of the operations of the Trust for sustainability. A report was

submitted to the Board of Directors of the Trust with recommendations for consideration one of which is to review the governance documents of the Trust. Renewing governance documents to reflect current best practices for managing a charitable organization will provide clarity to the Board of Directors, support staff and the working committees of the Trust regarding the structures, the processes and the expected outcomes for the Trust.

### **Recommendations for Consideration**

Modern governance documents have a succinct Constitution and supporting documents such as by-laws, Board policies and committee terms of reference to outline work process. Together these governance documents provide support to the Board of Directors and staff of an organization in managing the day-to-day operations and clarity for roles and responsibilities.

It is recommended that the Board of Directors of the Trust:

- A. Adopt the following as the governance documents of the Trust
  - 1. An amended Constitution to reflect the information required by the CRA Charities Directorate, and
  - 2. Bylaws and Board Policies for the day-to-day management of Trust, and
  - 3. Updated Committee Terms of Reference
- B. Establish regular timelines for reviewing these documents.