

## Board of Directors Policy 1.0

### **Appointing an Honourary Member of the Trust**

- I) The Board of Directors may confer a honorary membership in the Trust on any person who has either:
  - a. rendered distinguished services to the nursing profession,
  - b. is committed to, and passionate about advancing nursing education or creating new nursing knowledge or,
  - c. has rendered distinguished service or valuable assistance to the Trust.
- II) A member of the Trust may nominate a person for the Honourary Membership.
- III) The Board of Directors will approve the nomination through a majority vote of those present at the Board meeting where the nomination is proposed.
- IV) The Honourary membership is not time limited.
- V) The appointment of a Honourary Membership will be communicated to the Membership at the Annual General Meeting of the Trust.
- VI) A Honourary Member of the Trust will be entitled to call themselves members of the Trust, without voting privileges.
- VII) The Board reserves the right to strip an Honourary Member of their membership if required to serve the objectives of the Trust. Such a decision will be determined by a resolution and a majority vote of the Board.

## Board of Directors Policy 2.0

### **Appointment of a Director to fill a Vacancy on the Board of Directors**

- I) If a position on the Board of Directors is vacant either by resignation or no candidate came forward for appointment, then the Board of Directors of the Trust may choose to fill the position.
- II) The President or designate will assess the current Board composition to ensure there are seven (7) Board members appointed and at least two (2) are Registered Nurses who hold a current practicing license with the CRNNL or have held a practicing license within the last five (5) years.
- III) If the number of positions meets the minimum requirements as per the Trust Bylaw 11 “Term of Office”, the President (or designate) may choose to:
  - i. Not fill the director position and wait for the next cycle to fill the vacancy,
  - ii. Review previous names of individuals who have put their name forward for appointment to the Board of Directors of the Trust and approach the individual,
  - iii. Or request the Trust Coordinator to communicate through the current established means of communicating with the members of the CRNNL and the public, place a request to fill a vacancy on the Board of Directors of the Trust.
- IV) If the position continues to remain vacant, and the vacancy is required to meet either the minimum requirements for Board Governance or is needed to assist the current Board to achieve the objectives of the Trust, the President and /or the Executive Director of CRNNL will direct the Trust Coordinator to continue to solicit a candidate using the approved communication platforms until such time as the position is filled.

## Board of Directors Policy 3.0

### **Dissolution of the Newfoundland and Labrador Registered Nurses Education and Research Trust**

- I) The Trust shall not be dissolved on a voluntary basis.
- II) Proposal for Dissolution of the Trust requires a Special Resolution.
- III) The Special Resolution must be reviewed by the Board of Directors at a Special Meeting called by the President (or designate) within fourteen (14) days of receipt.
- IV) Once the Special Resolution has been reviewed by the Board of Directors, the President (or designate) must call a General Meeting of the Membership of the Trust.
- V) The Special Resolution dissolving the Trust must be presented to the membership in writing via approved methods of electronic communication at least thirty (30) days prior to the General Meeting.
- VI) Opportunity for Members to be heard and address the Special Resolution must be provided at the General Meeting.
- VII) A Special Resolution to dissolve the Trust requires two-thirds (2/3) votes of those eligible to vote and present at the General Meeting.
- VIII) Subject to the provisions of the Canada Revenue Agency Income Tax Act, in the event the dissolution of the Trust is approved by the membership, all assets, after payment of liabilities, will be distributed to a registered charity such as the Canadian Nurses Foundation that reflects the objectives of the Trust as per Article 5 of the Bylaws.
- IX) If the Special Resolution to dissolve the Trust is not approved by the Membership the current appointed Board of Directors will continue to govern the Trust as per the Trust Constitution and Bylaws.