

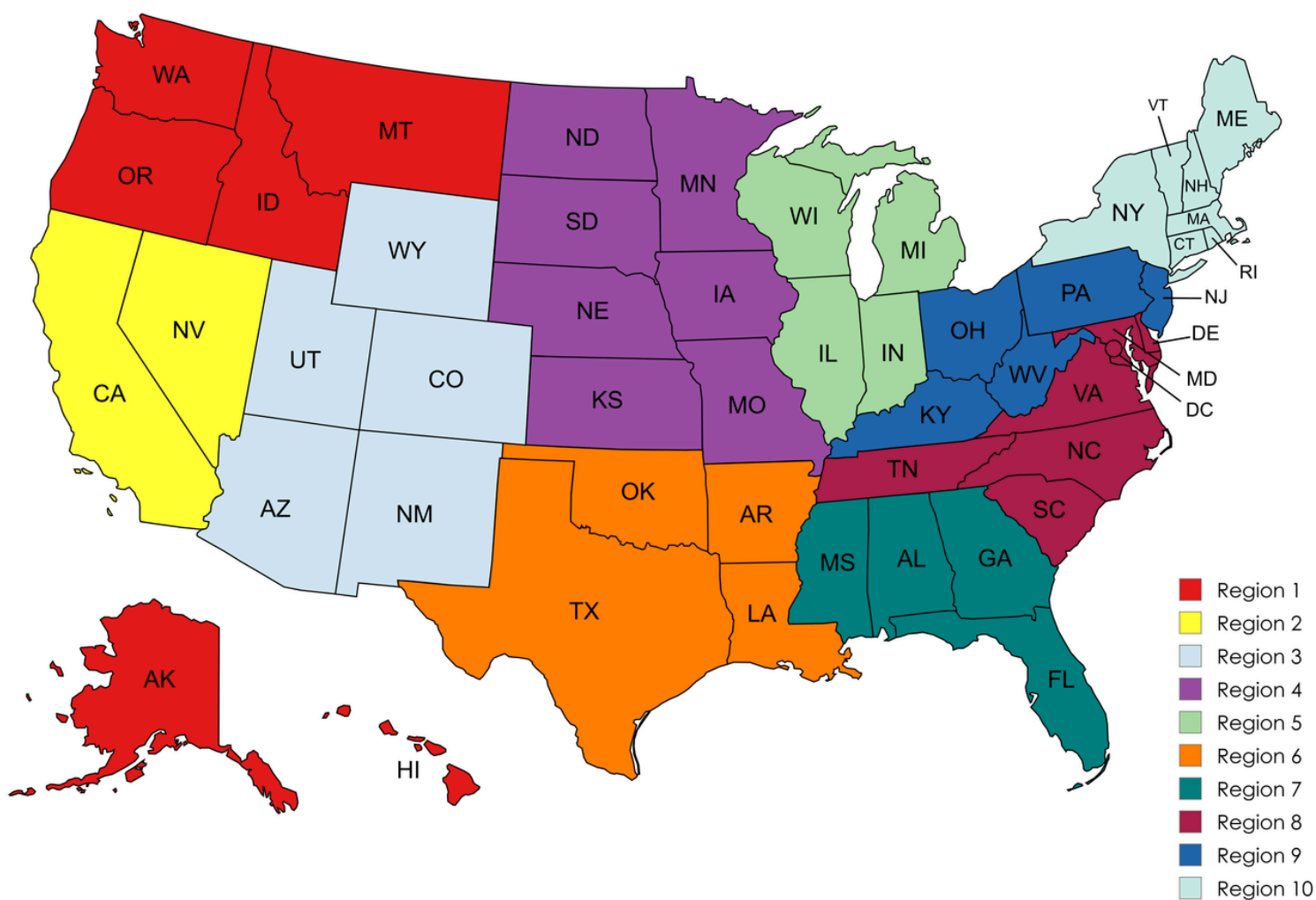


ASPAN

American Society of PeriAnesthesia Nurses

COMPONENT REORGANIZATION ROADMAP

One Voice. One Vision. Better Care.



ASPAN Component Reorganization Roadmap



Step-by-Step Guide for Component Leaders and Regional Directors

This guide outlines the milestones each participating Component will follow during regional reorganization. Timelines will vary by Region. A Region advances to legal review only after all participating Components in that Region have submitted their due diligence materials.

Because the legal strategy depends on the states involved, the organizational structures, and the information identified during review, Regions will move through the process at different speeds.

Key reminders

- Every Region progresses independently.
- Your next steps depend on your Region's current milestone.
- ASPAN National will communicate when a Region is ready to move to the next phase.
- Component boards should continue normal operations and should not begin future transition activities until directed.
- Questions are encouraged throughout the process.

About this guide: This roadmap provides general guidance on the expected sequence of reorganization. Required actions, approvals, and timing will follow the applicable legal documents and Region-specific instructions from ASPAN National and legal counsel. Guidance for later phases will be expanded as details are confirmed, and updated resources will be shared as the work progresses.

Questions and Resources

For questions about the reorganization process or your Component's next steps, contact:

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Visit the [ASPAN reorganization webpage](#) for current guidance and updates.

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Phase 1: Letter of Intent

Status: Complete



What happens

Each participating Component submits a non-binding Letter of Intent indicating its willingness to participate in due diligence. Components that did not submit a Letter of Intent do not move forward in the process.

Component board responsibilities

- Review the reorganization opportunity.
- Vote to participate in the Component Reorganization.
- Submit the Letter of Intent.

Regional Director responsibilities

- Answer questions and help Components understand the overall process.
- Encourage participation and direct unresolved questions to ASPAN National.

Next milestone: Begin gathering due diligence materials.



Phase 2: Due Diligence Collection



Timeframe: Due August 1, 2026

What happens

Each Component gathers and submits the organizational documents needed for ASPAN National and legal counsel to evaluate the Region as a whole.

Component board responsibilities

- Complete the Due Diligence Worksheet using the information currently available.
- Locate and upload the requested organizational, governance, financial, insurance, and compliance documents.
- Review the submission for completeness and notify ASPAN National when the package is ready for review.
- Respond promptly if ASPAN National requests clarification or an additional document.
- Continue normal Component operations while the rest of the Region completes this phase.

Regional Director responsibilities

- Check in with Component leaders and reinforce the regional submission milestone.
- Help answer process questions and direct technical or document-specific questions to ASPAN National.
- Keep leaders focused on the current phase rather than later transition steps.

Next milestone: The Region becomes ready for legal review after every participating Component in the Region has submitted its materials.

Phase 3: Regional Readiness, Legal Review and Designated Entity Determination



Timeframe: August–November 2026; timing varies by Region

Purpose of this phase

This phase begins when all participating Components in the Region have submitted their due diligence packages. ASPAN National organizes the regional materials, and legal counsel reviews the participating Components together to identify the appropriate legal path, the existing Component entity best suited to provide the legal and corporate structure for the new Region, and any issues that must be addressed before the Reorganization Resolution is prepared.

What the review includes

- Confirming that the regional due diligence record is sufficiently complete for legal evaluation.
- Comparing the participating Components' legal status, tax status, governance documents, financial condition, operational readiness, contracts, obligations, and known risks.
- Evaluating the nonprofit laws and regulatory requirements in the states involved, including any required approvals or notices.
- Determining a feasible reorganization approach and identifying the existing Component entity best suited to provide the legal and corporate structure for the new Region.
- Identifying documents, corrective actions, approvals, or follow-up information needed before the Reorganization Resolution can be finalized.



Phase 3: Regional Readiness, Legal Review and Designated Entity Determination



Timeframe: August–November 2026; timing varies by Region

How the Designated Entity is determined

The Designated Entity is the existing Component legal entity identified to provide the legal and corporate structure through which the new Region may be established, subject to the reorganization approach recommended by legal counsel. Selection as the Designated Entity does not give the entity's existing board authority to govern the developing Region or greater influence over regional decisions. The determination is made through a Region-wide legal and operational review; it is not a competition and is not based on a single factor, Component size, or geographic preference.

- Legal and regulatory compliance, including state good standing and federal tax-exempt status.
- Organizational structure and the feasibility of using the entity under applicable state law.
- Financial structure readiness, including stability, liabilities, contractual obligations, and other commitments.
- Operational readiness, including administrative systems, required licenses or approvals, grants, leases, and contracts.
- Governance capacity, including current governing documents, board engagement, leadership stability, and the ability to support the future regional structure.
- Strategic readiness, continuity of programs and funding, and legal, financial, operational, or reputational risks.

Important: No single consideration determines the outcome. Legal feasibility and the collective needs of the future Region guide the final determination. See the [Designated Entity Considerations](#) document for additional details.



Phase 3: Regional Readiness, Legal Review and Designated Entity Determination



Timeframe: August–November 2026; timing varies by Region

Interim leadership preparation

While legal review is underway, each participating Component identifies its prospective representative(s) for the Interim Regional Board. These individuals do not exercise regional governance authority during legal review. The Interim Regional Board begins its formal role after the required approvals are confirmed and it is convened in accordance with ASPAN National and legal guidance.

- Use the [Guidance for Selecting Interim Leadership](#) when identifying representatives.
- Select individuals who can represent the future Region, work collaboratively across state and Component lines, and commit the time needed for planning.
- Do not begin regional governance or implementation decisions during legal review; formal regional planning begins after approval of the Reorganization Resolution.
- Voting procedures for the Interim Regional Board will be established and communicated before the Board begins formal decision-making, consistent with the Reorganization Resolution and legal guidance.

Component board responsibilities

- Respond promptly to requests for clarification, updated records, or additional information.
- Identify Interim Regional Board representative(s). When a Component identifies multiple prospective Interim Board members, it must designate one individual as its Component Representative for specified legal matters related to the reorganization. This designation does not give the individual greater authority on the Interim Regional Board.
- Keep the full Component board informed that legal review is regional and that timing may change as issues are evaluated.
- Continue routine operations, required filings, financial oversight, member service, and existing programs.
- Avoid new long-term obligations or structural changes that could complicate the review without first consulting ASPAN National.
- Do not transfer assets, close accounts, amend governing documents for the reorganization, or announce a final structure until instructed.

Phase 3: Regional Readiness, Legal Review and Designated Entity Determination



Timeframe: August–November 2026; timing varies by Region

Regional Director responsibilities

- Communicate regional milestones and reinforce that the review is confidential and still in progress.
- Help Component leaders understand the reorganization process, including the purpose of each phase, their current responsibilities, and what to expect next.
- Support timely responses when ASPAN National needs information from a Component.
- Encourage collaboration and redirect concerns or legal questions to ASPAN National.

What Components should expect

- Questions or requests for additional information may arise at different times for different Components.
- The review may identify corrective steps or approvals that affect the schedule.
- ASPAN National will communicate the Designated Entity determination and the next steps when the legal review is sufficiently complete.

Next milestone: Legal counsel and ASPAN National prepare the Reorganization Resolution and supporting information for Component board review. The Reorganization Resolution serves as the formal action through which each participating Component approves its participation in the reorganization and commits to moving forward under the established reorganization plan.



Phase 4: Reorganization Resolution Review and Component Vote



Timeframe: Voting completed by February 1, 2027

Purpose of this phase

Each participating Component receives the proposed Reorganization Resolution and guidance needed to understand the legal structure, responsibilities, and transition steps. Each Component board then considers the resolution and formally records its decision.

What the Reorganization Resolution is expected to address

- The Designated Entity and the legal method for completing the reorganization.
- The participating Components and the approvals or conditions required.
- The treatment or transfer of assets, liabilities, contracts, records, and other obligations, as applicable.
- The responsibilities of the existing Component boards, Interim Regional Board, ASPAN National, and legal counsel during the transition.
- Anticipated effective date or the conditions that must be satisfied before implementation.
- Any Region-specific regulatory filings, notices, consents, or other legal requirements.

Recommended board review process

- 1. Receive and distribute:** Provide the resolution and supporting materials to every voting board member using the Component's normal secure board process.
- 2. Allow time for review:** Give board members sufficient time to read the materials and consult bylaws for compliance before discussion.
- 3. Participate in Reorganization Insights calls:** Attend any ASPAN Insights calls and use that forum to clarify the resolution, legal strategy, and expected responsibilities.
- 4. Discuss as a board:** Review how the resolution affects the Component and the future Region. Keep the discussion focused on the terms presented and the board's fiduciary responsibilities. If required by the Component's bylaws, conduct a membership vote.
- 5. Record the decision:** Document the motion, vote result, recusals or abstentions, and authorization for any required signatory in the meeting minutes.
- 6. Report the result:** Submit the requested vote confirmation or board resolution to ASPAN National by the stated deadline (deadlines will be provided and will vary per Region).

Phase 4: Reorganization Resolution Review and Component Vote



Timeframe: Voting completed by February 1, 2027

Component board responsibilities

- Review the complete resolution and supporting materials before voting.
- Submit questions through the process identified by ASPAN National; do not rely on assumptions or informal interpretations.
- Do not independently edit, negotiate, or circulate alternate resolution language. Questions or concerns must be submitted to ASPAN National for coordinated legal review.
- Hold and document the vote in accordance with the Component's governing documents.
- Notify ASPAN National of the decision and provide the requested documentation.
- Continue normal operations after the vote until formal implementation instructions are issued.

Regional Director responsibilities

- Ensure Component leaders receive the resolution, briefing information, deadlines, and submission instructions.
- Encourage board members to review the materials before the briefing or vote.
- Facilitate consistent communication across the Region and elevate unresolved questions to ASPAN National.
- Support board discussions and concerns without providing legal advice or directing how a Component should vote.

Decision and follow-up

ASPAN National will confirm whether the approvals and other conditions needed to proceed have been satisfied. If questions, requested revisions, or an adverse vote affect the regional path, ASPAN National and legal counsel will provide Region-specific next steps.

Next milestone: After the required approvals are confirmed, the Interim Regional Board begins formal regional planning.

Phase 5: Regional Planning



Timeframe: Begins February 1, 2027; timing varies by Region

What happens

Following approval of the Reorganization Resolution, the Interim Regional Board leads regional planning and transition governance by developing the governance and operational framework for the future Region. The Interim Regional Board does not assume responsibility for governing the individual Components. Existing Component boards remain in place and continue managing Component operations and completing Component-level transition requirements until those responsibilities are formally concluded.

Interim Regional Board responsibilities

- Establish a meeting schedule, decision-making process, and shared expectations for regional planning.
- Develop the regional governance framework, including proposed bylaws, officer roles, committees, and representation.
- Review and approve the ASPAN Affiliate Agreement at the appropriate point in the planning process.
- Develop the operational framework, including an initial budget, financial controls, banking plans, records management, technology, communications, education, events, and member support.
- Create an implementation plan with responsibilities, dependencies, and target dates.
- Collaborate with ASPAN National, legal counsel, Regional Directors, and existing Component boards.

Legacy Funds: Legacy fund planning will occur during the development of the Region's operational framework. The initial focus is on determining the operating assets needed to support the Region, followed by consideration of remaining assets and potential legacy fund allocations.



Phase 5: Regional Planning



Timeframe: Begins February 1, 2027; timing varies by Region

Component board responsibilities

- Continue Component operations while supporting the Interim Regional Board throughout the planning process.
- Provide records, historical knowledge, and operational information when requested.
- Communicate verified updates to members and help prepare them for the transition.
- Coordinate with ASPAN National and legal counsel on regional transition requirements.
- Begin transition activities only when directed by ASPAN National or legal counsel.

Regional Director responsibilities

- Support the Interim Regional Board and Component leaders throughout the planning process.
- Facilitate collaboration and help the Interim Regional Board maintain planning momentum.
- Keep Component leaders informed of confirmed milestones and decisions.
- Help identify questions, dependencies, or issues that require ASPAN National support.
- Encourage decisions that serve the entire future Region.

Next milestone: Regions move into implementation after ASPAN National and legal counsel confirm that the required approvals and readiness conditions have been met.



Phase 6: Implementation and Regional Launch



Timeframe: Summer 2027

What happens

Legal and regulatory requirements are fulfilled, the new regional organization is established, and operations officially transition to the new Region. The sequence of legal filings, transition activities, and launch steps will vary based on the approved legal strategy and the states involved.

Interim Regional Board responsibilities

- Complete implementation activities and launch the new Region in coordination with ASPAN National and legal counsel.
- Execute the ASPAN Affiliation Agreement to formalize the Region's affiliation with ASPAN.
- Hold the first organizational meeting and complete the actions required for launch.
- Adopt or confirm bylaws, governance policies, officer roles, committee structure, and regional leadership.
- Establish banking, financial reporting, internal controls, administrative procedures, records management, technology, and communications.
- Activate committees, education, events, member-support functions, and other regional operations.
- Monitor early implementation issues and coordinate needed follow-up with ASPAN National.
- Prepare for the first regional election and the transition from interim to elected leadership.

Component board responsibilities

Component boards continue their remaining operations until directed otherwise. Depending on the Reorganization Resolution and applicable legal requirements, boards may need to:

- Approve or sign legal documents and authorize required filings.
- Approve and complete asset, liability, contract, or records transfers.
- Complete final financial reporting and provide required organizational records.
- Close or transition bank accounts only when instructed.
- Complete member, vendor, partner, regulator, or other stakeholder notices.
- Fulfill remaining obligations required by the resolution, governing documents, or state law.
- Complete legal, regulatory, tax, financial, and contractual closeout activities.
- Transfer or archive historical records and organizational documents.
- Conclude Component business and board responsibilities after all required actions are complete.

Continue operating: Individual Component boards remain responsible for normal operations until ASPAN National and legal counsel confirm that specific responsibilities may transition or conclude.

Phase 6: Implementation and Regional Launch



Timeframe: Summer 2027

Regional Director responsibilities

- Support the Interim Regional Board and Component leaders throughout implementation and launch.
- Support coordination of implementation tasks and communication among the Interim Regional Board, Component boards, and ASPAN National.
- Help identify readiness issues related to governance, operational systems, financial processes, and communications and elevate them to ASPAN National.
- Communicate verified implementation updates and promptly elevate delays or unresolved issues.
- Support the Region's transition to regular operations.

Completion: The new Region is fully operational. Former Component board responsibilities conclude when all legal, transition, and closeout requirements are complete.

