



Message from the President

Innovation and Dedication to Organizational Well-being

March/April 2021

**Elizabeth Card MSN APRN FNP-BC, CPAN, CCRP, FASPN
ASPN President 2020-2021**

In this, my final *Breathline* article as the 2020-2021 American Society of PeriAnesthesia Nurses (ASPN) president, I have enjoyed the honor of serving and leading our organization over the past year. We have, as perianesthesia nurses, been innovative, flexible, courageous and dedicated to the well-being of our patients, colleagues and ourselves during these challenging times, and with vaccine distributions, we are seeing the beginning of the end of this pandemic.

In order to spark innovation and nurture well-being within ASPN membership, I launched three new Strategic Work Teams: Innovation, Well-being and Humanitarian Global Outreach. The co-coordinators for these groups have done an outstanding job! I would like to share some thoughts regarding what is required to sustain a healthy nonprofit organization, and how your current Board of Directors (BOD) acted to fulfil its responsibilities in this regard. Just as regular trips to our healthcare providers prevent or mitigate the impact of chronic conditions, regular checkups on the health of a nonprofit organization and embracing healthy lifestyle changes can ensure a longer and healthier life.

Healthy Nonprofit Organizations

Leaders are charged with consistently conducting themselves in an ethical and moral way for those they lead and serve. Doing the right thing takes courage and tenacity as taking the correct path may not always be the easiest one to travel. Any journey through change can be simple or complex with different dynamics and may pose challenges among the leaders and team members as they move forward and learn together. However, creating a healthy environment for everyone on the journey is within the grasp of every motivated group or organization. It is equally imperative that the individuals who serve in leadership are proactive and forward thinking to keep the organization relevant. Without these “out of the box” thinkers, even the once high quality and successful institutions can lose their edge, become irrelevant and eventually disappear altogether. Additionally, without consistently keeping the best interest of those they serve and the mission of the organization at the heart of every decision made by individuals serving on boards, organizations can also drift in focus and financial responsibilities over time.

This article is intended to inform of the transformational leadership process and reaffirm the responsibilities and duties of care, loyalty, and obedience, including technical compliance to regulations with some understanding of the intent of the laws on which they are based.

In today's climate of the pandemic, we are faced with different learning methods conducted virtually (Zoom®, GoToMeeting™, etc.). This impacts the personal interactions that normally enhance the relationships among the members of the leadership team. However, by remaining innovative we can optimize learning within a healthy environment. Creating this healthy environment for an organization's Boards of Directors includes knowledge sharing, empowering others, encouraging discussion, and embracing diversity of ideas and viewpoints. When stepping into leadership on the national level of a nonprofit, some roles, responsibilities and accountabilities are more involved and complex than those of component leadership.

Growth in the ASPN Board of Directors

The very first meeting of the 2020-2021 ASPN BOD was held via Zoom® after the virtual Representative Assembly 2020. The BOD focused on increasing understanding of its obligations to each

other and the membership. I provided individual members with a book on board governance excellence before the meeting.¹ We initially reviewed the fiduciary duties of directors and officers, and the key concepts of excellence in governance inclusive of the CEO and the board's authority, responsibility and the lines of communication. The last board of directors meeting I will lead will be the new board orientation. I have compiled all we have learned together over this past year into a board orientation book to be distributed covering some of the same items I covered in the first board meeting I led.

The board then completed the first virtual ASPAN BOD strategic planning sessions, held over several weeks utilizing surveys and pre-reads. Terry Clifford partnered with me and facilitated this process. The resulting strategic plan offers innovative solutions and goals for our organization to continue to reach over the next several years.

During the first few months, the board grew in knowledge and ability, and remastered operations that had been impacted by the pandemic. Each of these amazing individuals on the board completed their job duties while remaining flexible in their thinking, open to new ideas and consistently committed to the best interest of the ASPAN membership. Having previously served six years on the board, I can honestly share this board has taken care of business like nobody's business. The sheer amount and types of situations we have faced together have been much more intense and complex than any other ASPAN board has faced in recent history. Each member of the board remained positive, collaborative, professional and united. I am extremely proud of our work together and am honored to have had the opportunity to lead this group of talented, committed, and creative individuals.

Fiduciary Responsibilities

In our exploration regarding our fiduciary duties as the BOD of a nonprofit organization, we discovered opportunities to adopt best practices related to oversite and governance. We worked diligently where deficiencies were identified to update or create policies and procedures to guide our actions in fulfilling our duties going forward.

The fiduciary responsibilities of nonprofit boards fall into three large groups:

- The **duty of care** requires everyone has competence in performing directorial functions. These are fulfilled by fully participating in meetings (reading reports prior to meetings, each individual acting in good faith, asking clarifying questions, using independent judgement, completing assignments as requested and sharing any information that may be relevant to upcoming BOD decisions). This duty of care means each individual must use care that "a reasonably prudent person would exercise in a like position and under similar circumstances" (known as the business judgment rule). The BOD is allowed to delegate to the National Office staff or committees and to request and rely upon the advice of third parties (e.g., internal or external attorneys, accountants, etc.).²⁻⁴
- The **duty of loyalty** means the BOD acts in the best interest of ASPAN owners/members. This requires the faithful pursuit of the best interests of the organization, not the financial/other interests of an individual director/officer, or another person or organization. Loyalty means no one may use their position, or information obtained from participating on the board, to secure any personal benefit. Practicing loyalty means individuals disclose actual, potential, or perceived conflicts of interest and if conflicts exist, those directors and officers abstain from participating in discussions or board decisions made on related matters. Loyalty also means that directors/officers must maintain confidentiality of all board discussions. This duty also requires transparency and loyalty to the best interest of the membership, specifically in the board reviewing the performance of the CEO and setting the compensation for the organization's executives, oversite of regulatory filings, and reviewing the IRS form 990.²⁻⁴
- The **duty of obedience** is carried out through individuals acting within the bounds of law in compliance with the organization's articles of incorporation, bylaws, policies and procedures in faithful pursuit of the organization's mission. To this end, individual BOD members must support, help implement, and avoid undermining decisions made collectively by the Board. All individuals on the Board after any vote is completed must refrain from impeding or hindering the implementation of those decisions as the Board stands and works united under the duty of obligation.²⁻⁴ When appropriate in fulfilling this duty, the Board may seek internal or external expert advice or guidance.

The current ASPAN Board of Directors reviewed all oversite responsibilities and revised or added structures or systems to accomplish these responsibilities. The BOD moved swiftly to benchmark best practices and garner subject matter expert's recommendations. The advice of an external tax lawyer

expert was sought to ensure the policies and procedures created would align not only with laws and regulations but also with best practices. The BOD broke into subcommittees to draft or revise policies and procedures that were reviewed and edited by the policy and procedure committee, with most final products ready for voting at the mid-year BOD meeting in November.

Resulting Policy Changes

The resulting policies and procedures are designed to ensure continued compliance with IRS requirements for nonprofit organizations. This includes policies and procedures governing “whistleblower” protections, review and setting compensation of highest compensated executives at the National Office policy and procedure, the conflict of interest policy and procedure, the BOD review of IRS 990 tax form policy and procedure, and document retention and destruction policy and procedure. The CEO and BOD job descriptions were also updated to embed fiduciary responsibilities.

This years' BOD was courageous and displayed excellent tenacity in doing the right thing, despite the difficulties and complexities of the task. They are passionate about serving the ASPAN membership with honor and integrity, and I am proud to serve our organization with them. ASPAN is positioned to model the best practices of a nonprofit organization as we face the future together stronger.

Thank You

I am very appreciative of every member of the 2020-2021 ASPAN BOD and David Wharton, our parliamentarian. I want to recognize them for their openness to change, flexibility in thinking, willingness to learn with collaborative application of this information in creative ways to inform future boards and improve governance. It is through our willingness to be honest, open, and vulnerable - while remaining bold in thinking and acting with courage - that tremendously complex things can be accomplished. This BOD did just that. As Nelson Mandela shared, “It always seems impossible until it is done.”⁵

REFERENCES

1. Brown J. *The Imperfect Board Member: Discovering the Seven Disciplines of Governance Excellence*. John Wiley & Sons; 2010:14.
2. National Council of Nonprofits (n.d.). Best practice micro learning module – what to look for when reviewing the IRS Form 990 before filing. Accessed February 16, 2021. <https://www.councilofnonprofits.org/tools-resources/best-practice-micro-learning-module-what-look-when-reviewing-the-irs-form-990-filing>
3. National Council of Nonprofits (n.d.). Roles and responsibilities of board members. Accessed February 16, 2021. <https://www.councilofnonprofits.org/tools-resources/board-roles-and-responsibilities>
4. Pendro K. Legal issues for the volunteer leader, parts 1 and 2, presentations August 25, 2020 at Nursing Alliance Leadership Academy. Shared with permission. 2020.
5. Sive L. 8 Nelson Mandela quotes that inspire me every day. LionWorldTravel. Accessed December 30, 2020. <https://www.lionworldtravel.com/news/8-nelson-mandela-quotes>