

INFORMATION PACKAGE

CNA PROPOSED NEW BY-LAW CHANGES

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March 24, 2021



Dear colleagues,

Thank you for volunteering to be a voting member at CNA's upcoming annual meeting of members on June 17th, 2021. I deeply appreciate your commitment and engagement in not only your profession but your national association.

For 113 years, CNA has gone by a jurisdictional membership model, meaning all jurisdictional members automatically became members of CNA. However, changes in nursing regulations and other decisions on membership structures across the country have resulted in Ontario, Quebec, Nova Scotia, Prince Edward Island and British Columbia leaving CNA, and Alberta and Saskatchewan have announced they will be leaving in the coming years. In addition to these changes, in 2018 CNA's members made the historic move to vote overwhelming in favour of opening CNA membership to include all categories of regulated nursing.

As a result, the CNA's Board's Governance and Leadership Committee has undertaken major work to examine new membership models and governance structures that would make CNA a more inclusive body. This work included holding a series of engagement consultation sessions across Canada to hear from current and future members on how to best address their needs. To incorporate the feedback we received from our members, we are proposing changes to the current CNA bylaws. These proposed changes will help CNA to become a more relevant, effective, and unifying organization that will take nurses and nursing in Canada forward.

Two important elements of CNA's governance structure will be voted on during the Annual Meeting of Members this June – membership models and Board composite. We are proposing that the membership model be transformed from one that includes four classes, all of which are organizations, to an individual member model. Switching to an individual membership model will allow each member one vote at CNA meetings of members. This will ensure that every CNA member has a voice and a choice. Additionally, we are proposing that the Board is restructured from a jurisdictional model to a skills-based model. This will promote diversity and help to ensure that the composition of CNA's board reflects the composition of the nursing workforce.

While the details of CNA's by-laws may seem far removed from the critical work you do every day as a nurse, I assure you they are in fact vital to CNA's ability to effectively represent our profession. The proposed amendments for approval at the June Annual Meeting of Members were developed by the board of directors with guidance from legal counsel.

CNA has been providing nursing leadership for over 110 years. Together, we can help CNA transform into a stronger and more unified organization that will carry us through the next 100 years of nursing leadership.

Thank you again for your participation in this milestone meeting.

A handwritten signature in black ink that reads "Tim Guest".

Tim Guest, M.B.A., B.Sc.N., RN

President

There are two significant changes to CNA's governance model that are contained in the proposed amendments to the Articles and by-laws: changes to the membership model and changes to the board of directors and officers. In addition, the proposed amendments provide for a transitional board of directors to sit in 2021-2022, to provide corporate memory and consistency as these amendments are implemented.

Changes to Membership

Current Membership Model: CNA currently has four classes of members: Jurisdictional Members (provinces and territories), the Student Member (CNSA), Nursing Specialty Members and Family of Nursing Members. Only corporations and organizations are eligible to be members and each member has voting rights based on the number of individual nurses affiliated with the member, as follows:

- A Jurisdictional Member with 10,000 or more nurses affiliated is entitled to cast 15 votes at all meetings of the members;
- A Jurisdictional Member with 9,999 or fewer nurses affiliated with is entitled to cast 10 votes;
- The Student Member (CNSA) is entitled to cast 10 votes;
- The Nursing Specialty Member is entitled to cast 10 votes; and
- The Family of Nursing Member is entitled to cast 5 votes, provided there are more than 1000 nurses affiliated with such member.,

Proposed New Membership Model: The proposed membership structure will allow all individual Canadian nurses, nursing students and retired nurses (defined as nurses emeritus) to join CNA. Instead of *organizations representing nurses* as members, the *individual nurses* will be the members. Each member will be entitled to cast one (1) vote at all meetings of the members.

Changes to the Board

Current Board Model: CNA currently has a board of 19 directors, as follows:

- President and President-Elect, who are elected by all members;
- 10 directors elected by the Jurisdictional Members;
- 1 director elected by the Student Member;
- 2 directors elected by the Nursing Specialty Members;
- 1 director representing nurses in Ontario, who is elected by all members;
- 1 director representing nurses in Quebec, who is elected by all members; and
- 2 public representative directors, who are appointed by the CNA board.

Currently all directors other than the public representative directors and the director elected by the Student Member must be regulated nurses. The public representative directors must not be nurses and the director elected by the Student Member must be a student studying for entry to practice as a nurse.

Proposed New Board Model: The proposed structure for the CNA board will result in a board of 7-11 directors, all of whom will be elected by the Members. For the initial new Board, the current Board recommends 8 directors, as follows:

- President,
- President-Elect,
- Vice-President,
- 1 public representative director, and
- 4 additional directors

Of the above, the President, President-Elect and Vice-President must be nurses (as further discussed below) and the public representative director cannot be a nurse. Additionally, the by-laws will require that the majority of directors must be nurses – while this is a change as currently all directors other than the public representative directors must be nurses, it also allows for nursing students, nurses emeritus and potentially non-nurses with desirable skill sets to seek office as directors.

Implementation: If the proposed changes are approved, the members will elect the first board pursuant to this model at the annual meeting of members in 2022.

Rationale: This board structure is being proposed as a result of CNA’s recent governance review and is better reflective of the new membership model. In addition, the size of the board is being reduced to reflect best practices for boards.

Changes to the Officers

Current Officer Model: CNA’s current officers are the President, President Elect and CEO. The President and President-Elect are elected by the members, while the CEO is the senior CNA employee and who is hired by the board.

Proposed New Officer Model: There are two key changes proposed to the officer model. Firstly, an additional elected office is being created - the Vice-President, who will be elected by the members. Secondly, the requirements for the officers are being changed to provide that of the three elected officers, one of each of the roles will be filled by an individual that is a Registered Psychiatric Nurse, a Nurse Practitioner, a Licenced Practical Nurse (or, if from Ontario, a Registered Practical Nurse) or a Registered Nurse such that three of the four of those categories are represented among the officers at all times.

Implementation: If the proposed changes are approved, the first election of officers using this model will take place at the 2022 annual meeting.

Rationale: These changes are being proposed to ensure representation of the different categories of nursing among the officers.

Transitional Board

Transitional Board Model: The proposed by-law amendments also provide for a transitional board to hold office between the 2021 annual meeting of members at which the proposed amendments will be presented to the members and the election of the new board under the proposed new structure. This transitional board will be composed as follows:

- Directors currently serving a term to end in 2022 will remain in office.
- Directors currently serving a term to end in 2021 will leave office as scheduled.
- At the 2021 annual meeting two additional directors will be elected: one that is a nursing student and one that is affiliated with a Nursing Specialty Member.

Rationale: These changes are being proposed to provide for a majority of directors with corporate memory to serve during the transition year and implement the proposed changes.

Transitional Officers

The officers currently in office will remain in office as they are in the middle of their terms. At the annual meeting in 2022, officers will be elected in accordance with the new model.

Chart of Proposed Changes

Proposed Amendment	Difference from Current By-Law	Explanation/Notes
<p>INTERPRETATION:</p> <p>New Section 1 contains a variety of new or revised terms, as required to reflect and describe the proposed amendments.</p>	Various, as required to reflect proposed amendments.	Changes to concepts explained throughout this document.
<p>EQUITY, DIVERSITY AND INCLUSION</p> <p>New Section 3: “Equity, Diversity and Inclusion. The Corporation affirms its commitment to inclusion and the dismantling of racist and systemic discriminatory practices within the organization, nursing, and health care, including as to its internal practices, nomination procedures and ensuring that the Corporation reflect the diversity of nurses in what is now called Canada.”</p>	Not included in current by-law.	Added to reflect and confirm CNA’s commitment to equity, diversity and inclusion.
<p>MEMBERSHIP STRUCTURE:</p> <p>New Section 7: “...there shall be one (1) class of Members in the Corporation....Membership shall only be available to Nurses, Student Nurses and Nurses Emeritus...”</p>	CNA currently has four classes of members, all of which are organizations or groups: Jurisdictional Members, Student Members, Nursing Specialty Members and Family of Nursing Members.	<p>This amendment changes the membership model to allow for individual members, not members that are organizations or groups.</p> <p>Note that this new structure will come into force January 1st. 2022.</p>
<p>CRITERIA FOR MEMBERSHIP:</p> <p>Section 7 expands CNA’s membership to include individual nurses, as well as nursing students and nurses emeritus.</p>	Currently membership is only available to organizations or groups.	With the many changes to nursing regulation happening in Canada, CNA’s current membership model is not sustainable. Through a consultation process this change has been identified and is being recommended to bring sustainability to CNA’s membership going forward.
<p>MEMBERSHIP DUES:</p> <p>New Section 9: “Membership Dues. Members shall pay an annual membership fee determined by the Board. If any Member is in arrears, they will not be permitted to vote at a Meeting of Members and will be subject to the discipline process under section 8 of the By-laws, as this constitutes a breach of the By-laws.”</p>	Currently membership dues are approved by the Jurisdictional Members.	Jurisdictional Members will not exist going forward. Legal counsel recommends that this be a board decision with an individual membership model.
<p>TERMINATION OF MEMBERSHIP:</p> <p>New Section 10: “Termination of Membership. A membership in the Corporation is terminated when: 10.1 a Member dies; 10.2 a Member fails to maintain any qualifications for membership described in the section on membership conditions</p>	Currently a member is required to give 3 years of notice of withdrawal from CNA membership.	Withdrawal of an individual member does not have significant financial consequences, so this notice period is not required.

<p>of these By-laws; 10.3 the Member resigns by delivering a written resignation to the CEO that specifies the effective date of the Member's withdrawal from the Corporation; 10.4 the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws; or 10.5 the Corporation is liquidated or dissolved under the Act.</p>		
<p>MEMBER VOTING:</p> <p>As set-out in the Articles of Amendment, each individual member of CNA will have 1 vote at all meetings of the members.</p>	<p>1. CNA's Jurisdictional Members currently exercise a number of votes based on the number of individual nurses affiliated with the member organization. Specifically: - a Jurisdictional Member with 10,000 or more nurses affiliated with it has 15 votes; and -a Jurisdictional Member with 9,999 or fewer nurses affiliated with it has 10 votes.</p> <p>2. The Student Member (CNSA) currently has 5 votes.</p> <p>3. The Nursing Specialty Member currently has 10 votes.</p> <p>4. The Family of Nursing Members currently have 5 votes, provided there are more than 1000 nurses affiliated with such members.</p>	<p>Amended to reflect new membership model allowing each individual member to carry one vote.</p>
<p>ATTENDANCE AT MEMBER MEETINGS:</p> <p>New Section 16: "Persons entitled to be present at Members' Meetings. Members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of Members. Any other person may be admitted only on the invitation of the chair of the meeting. Only those Members entitled to vote at the Members' meeting according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting."</p>	<p>Currently CNA's meetings of the members are open to any Canadian nurse, nursing student or nurse emeritus, as well as CNA's members, directors and public accountant. This change provides that only CNA members, directors and the public accountant are entitled to attend meetings of the members.</p>	<p>This needed to be included previously as the individuals are not currently "members". As going forward they will be members, this language can be removed as members are entitled to attend by law.</p>
<p>QUORUM AT MEMBER MEETINGS:</p> <p>New Section 18: "Quorum at Members' Meetings. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be thirty (30) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Notwithstanding anything else in this By-law, where a motion or resolution is put before a Meeting of the Members, quorum must be present for a vote on such motion to take place. provides for a quorum of 30 members for meetings of the members."</p>	<p>Currently CNA's quorum for meetings of the members is a majority of the members. This changes this quorum to 30.</p>	<p>This change is being proposed due to the change in membership model. With individual members, it can be harder to achieve quorum; given this, legal counsel recommends CNA set a low quorum to ensure that it can be reached.</p>

<p>VOTES TO GOVERN AT MEMBER MEETINGS:</p> <p>New Section 22: “Votes to Govern at Members’ Meetings. At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.”</p>	<p>The first part provides that all matters at meetings of members will be determined by Ordinary Resolution unless otherwise required – not currently included.</p> <p>The second part adds a casting vote for the chair of a meeting of the members, to break a tie – not currently included.</p>	<p>This is not a change to the law on this matter, it is simply being included here for ease of reference.</p> <p>This is not currently included because the chair of the meeting may or may not have a right to vote as they are not a member themselves. Going forward, Officers will be required to be members such that they would be entitled to vote at meetings, so a casting vote is permissible.</p>
<p>COMPOSITION OF OFFICERS:</p> <p>New Section 23 provides that there will be a President, President-Elect and Vice-President and “...the Corporation desires that one of each such Offices be filled by an individual that is a Registered Psychiatric Nurse, a Nurse Practitioner, a Licenced Practical Nurse or a Registered Nurse, such that three of the four categories are represented among the Officers at all times.”</p>	<p>Currently the officers are required to be nurses only.</p>	<p>This change is being proposed to ensure that different categories of nursing are represented among the Officers.</p> <p>Note that in the event sufficient candidates with the correct credentials cannot be obtained, Section 23 allows for the Nomination Committee to put forward other names after two calls for nominations have been issued without qualified nominees being recruited.</p> <p>The first election of officers using this model will take place at the 2022 annual meeting.</p>
<p>NUMBER OF DIRECTORS:</p> <p>New Section 24: “Board Composition and Term. The majority of Directors shall be Nurses. In addition to the requirements of the Act and these By-Laws, all Directors shall meet the requirements for Directors set out in Board policy. The Board shall consist of between seven (7) and eleven (11) Directors, as set-out in its Articles. The number of Directors on the Board within that range may be set by the Members by Special Resolution or by the Board if the Members delegate this authority to the Board; however, the range itself may only be amended by amending the Articles of the Corporation.”</p>	<p>CNA currently has a board of 19 directors.</p>	<p>This changes the number of directors to 8, with a range of between 7 and 11 for future flexibility. The number within this range will be set by the members unless the members delegate this authority to the directors by resolution.</p> <p>The size of the board is being reduced to reflect best practices for board size and the new membership model.</p>
<p>COMPOSITION OF BOARD:</p> <p>New Section 24: “Board Composition and Term. The majority of Directors shall be Nurses. In addition to the requirements of the Act and these By-Laws, all Directors shall meet the requirements for Directors set out in Board policy. The Board shall consist of between seven (7) and eleven (11) Directors, as set-out in its Articles. The number of Directors on the Board within that range may be set by the Members by Special Resolution or by the Board if the Members delegate this authority to the Board; however, the range itself may only be amended by amending the Articles of the Corporation: 24.1 in every second year the</p>	<p>Currently CNA has: President, President-Elect, 10 directors elected by the Jurisdictional Members, 1 director elected by the Student Member, 2 directors to represent the Nursing Specialty Members, 1 director representing nurses in Ontario, 1 director representing nurses in Quebec, and 2 public representative directors.</p>	<p>New Section 24 provides for the following 8 directors: President, President-Elect, Vice-President, Public Representative Director and four additional directors.</p> <p>The proposed changes to the board reflect the new proposed membership model.</p> <p>This first board using this model will be elected at the 2022 annual meeting.</p>

<p>Members shall elect one individual to serve a term of four years, the first two (2) years of which they shall serve as a Director and the President-Elect and the following two (2) years of which they shall serve as Director and President. In addition to the other criteria in these By-laws, in order to be eligible for election or to serve as President or President-Elect, an individual must be a Nurse that is a member in good standing of a Regulatory Body; 24.2 in every second year the Members shall elect one (1) individual to serve as a Director and Vice-President for a term of two (2) years; 24.3 in every second year the Members shall elect one (1) individual to serve as the Public Representative Director for a term of two (2) years. The Public Director shall not be a Nurse; 24.4 in every second year the Members shall elect up to four (4) additional individuals to serve as Directors for a term of two (2) years, the number of which shall be determined in accordance with the resolution referenced in section 24 above.”</p>		
<p>NURSES ON THE BOARD:</p> <p>New Section 24 provides that: “The majority of Directors shall be Nurses.”</p>	<p>Currently this set-out in CNA’s governance manual, which provides that all directors other than the student director and the public representative directors must be nurses. Currently the student director must be a nursing student and the public representative directors must be non-nurses.</p>	<p>This provision ensures a majority of the Board will be nurses, while also allowing for the election of individuals who may have other needed skill sets or experience.</p>
<p>TRANSITIONAL BOARD:</p> <p>New Section 25: “25.1 Following approval of this By-Law by the Members, the Board shall have eleven (11) Directors and be constituted as follows (the “Transitional Board”): 25.1.1 Directors then-currently serving a term to end in 2022 will continue in office for the duration of their term. 25.1.2 at the annual Meeting of Members at which this By-Law is approved, the Members shall elect two (2) additional Directors to serve for a term of one (1) year on the Transitional Board, ending at the following annual Meeting of Members (the “Additional Directors”). One of the Additional Directors shall be a Student Nurse and the other Additional Director shall be affiliated with a Nursing Specialty Member, as such term was defined immediately prior to the approval of this amended By-Law. 25.2 Following approval of this By-Law by the Members, the Officers in office on approval of this By-Law shall remain in office for the duration of their respective terms (the “Transitional Officers”). 25.3 Notwithstanding anything else herein, the Transitional Board shall not be constituted in accordance with section 24 and the Transitional Officers shall not be elected in accordance with section 23 or compliant with the terms thereof. 25.4 At the first annual Meeting of Members following approval of this By-Law, the Members will elect a new Board that complies with the provisions of section 24, provided that half of the Directors that are not the President-Elect and</p>	<p>Current by-laws do not provide for transitional board.</p>	<p>New Section 25 provides for a Transitional Board of 11 directors to be in office between the 2021 annual meeting and the 2022 annual meeting, composed as follows:</p> <ol style="list-style-type: none"> 1. Directors currently serving a term to end in 2022 will remain in office. Directors currently serving a term to end in 2021 will leave office as scheduled. 2. In addition, at the 2021 annual meeting two additional directors will be elected: one that is a nursing student and one that is affiliated with a Nursing Specialty Member. The Transitional Board will provide corporate memory and consistency to aid in the transition of the membership model. <p>In addition, this will allow the new members to elect the post-transition board at the 2022 annual meeting.</p>

<p>President shall be elected for term of one (1) year and half of such Directors shall be elected for a term of two (2) years. Thereafter, all Directors will be elected as provided for in section 24. If a sufficient number of candidates for Director do not choose to seek office for either a one (1) or two (2) year term, the determination as to which Directors will be elected for one (1) and two (2) year terms shall be made by the Nominating Committee.</p>		
<p>TRANSITIONAL OFFICERS:</p> <p>New Section 25.5: “At the first annual Meeting of Members following approval of this By-Law, a President-Elect shall be elected in accordance with section 23 and thereafter the Officers shall be elected in accordance with its terms.”</p>	<p>Currently by-laws do not provide for transitional officers.</p>	<p>This Section is included to clarify the current cycle re election of officers and confirm when the next such election will take place.</p>
<p>DIRECTOR CONSENT TO ELECTRONIC MEETING:</p> <p>Eligibility Criteria for Directors. The majority of meetings of the Board take place via electronic means. Therefore, only individuals who consent to Board meetings being held by such electronic means are eligible to seek office as a Director.</p>	<p>Current by-laws do not include this consideration.</p>	<p>The Act requires that directors can only meet by electronic means if all directors consent to same. Given that CNA’s board meets by electronic means, this is being included in the eligibility criteria for directors.</p>
<p>New Section 30: “Voting for President-Elect. There shall be a ballot for the President-Elect. The candidate receiving the highest number of votes shall be declared elected, <u>provided such candidate is elected by Ordinary Resolution.</u> If two or more candidates receive an equal number of votes greater than the other candidates on the ballot, the President shall direct a new ballot to be prepared containing only the names of the candidates who are tied with the highest number of votes, and a run-off election shall then be held.”</p>	<p>The text underlined on the left is the only addition to this Section.</p>	<p>This change has been made to reflect the state of the law, as a candidate must be elected by Ordinary Resolution.</p>

4

Frequently Asked Questions

1. Why has the CNA decided to make changes now?

Over the last three years, CNA has been on a journey led by the Board of Directors to examine governance and the current membership model. This journey started in 2018 after CNA members voted overwhelmingly in favour of opening membership to all categories of regulated nurses. The organization has been working towards becoming a more relevant, effective, unifying and sustainable organization. The proposed changes are based on extensive cross-country consultations with current and future members of CNA. This will help CNA transform into a stronger organization that will carry us through the next 100 years of nursing leadership.

2. What is the difference between the current membership model and new independent nurse model?

CNA currently has four classes of members, all of which are organizations or groups, they are: Jurisdictional Members, Student Members, Nursing Specialty Members and Family of Nursing Members. The new membership model removes the four classes of membership to allow only individual members to join. As of January 2022, this will permit 'all nurses and nursing students' to become CNA Members. This includes Nurse Practitioners, Registered Nurses, Licensed or Registered Practical Nurses, Registered Psychiatric Nurses, Nursing Students and Retired Nurses (Emeritus), who would be able to join CNA directly and would become a CNA Member with voting rights.

a) What does this mean?

Every individual Nurse Member, including nursing students and retired nurses can now carry a vote as a CNA Member. One Member = One Vote.

b) Why are only 30 members required for Quorum at Meeting of Members?

This is the minimum number of members who would be needed to be present to vote at the Meeting of Members. As per legal council's advice, the number is being set intentionally low to meet the minimum required to make any changes. The higher the number, the greater the risk that there would not be a sufficient number of individual members to achieve quorum.

c) Who determines the CNA Membership fee?

Currently, membership dues are approved by the Members. Under the new model, the Board of Directors will determine the CNA membership fees.

3. What is the current structure of CNA's Board of Directors?

The Board of Directors is currently comprised of 19 members, which consists of a president, president-elect, 11 provincial and territorial jurisdictional member representatives, one Ontario and one Quebec representative, one Canadian Nursing Students' Association representative, two representatives from the Canadian Network of Nursing Specialties and two public representatives.

4. What will the new structure of CNA's Board of Directors look like?

At the meeting of members in 2022, a new board of eight Directors will be voted in by the membership. In future years, the Board size will range between 7 and 11 to allow for greater flexibility. The majority of Directors shall be Nurses. The size of the board is being reduced to reflect best practices for board size and the new membership model.

The structure will be as follows:

- President (2-year term, after completing President-Elect term)
- President-Elect (2-year term, then becomes President)
- Vice President (2-year term) -New Role
- Up to 4 additional individuals to serve as Directors, (2-year terms)
- One Public Representative: Not a Nurse (2-year term)

The **Officers of the Board** will consist of President, President-Elect, Vice-President and CEO. The President, President-Elect and Vice-President should be voted into seats such that three of the four categories (i.e., Registered Psychiatric Nurse, Nurse Practitioner, Licensed/Registered Practical Nurse or Registered Nurse) are represented among the Officers at all times.

5. What is the Transitional Board?

The Transitional Board will be in place until June 2022 to assist CNA in navigating the changes. Directors with terms ending in June 2021 will not continue and there will not be a need to have candidates voted in to fill their seats once the new by-laws pass. Only the one vacant Specialty Network Director and one Student Director will be voted in at the June 2021 Meeting of Members. Current Directors with terms ending in June of 2022 will continue in office for the duration of their term as part of the Transitional Board.

6. What are the roles of the Nominating Committee and Advisory Councils?

a) Nominating Committee

The Nominating Committee will be responsible for the validation of eligibility criteria of what members are looking for. The elections of Directors will be for a staggered term so that there is a smooth transition of knowledge. The Committee will aim to present a diverse slate of candidates (including, geographic location, regulated class, age, skill, gender and BIPOC). The committee will be mandated by the Board to ensure eligibility criteria is met.

b) Advisory Councils

The role of the Advisory Councils is to provide strategic policy advice and guidance to CNA (at both board and staff levels) on the work of nursing and public policy issues most important to members. Councils will be inclusive of the broad diversity (e.g., ethno-cultural, linguistic, gender) of CNA Members across Canada.

Five Councils have been identified:

- 1) **Anti-Racism Council** provides direction to the Board to meet its goal of dismantling racist and discriminatory practices within the organization, nursing, and health care.
- 2) **Indigenous Relations Circle** provides direction to the Board in shaping its responses to the Calls to Action of the *Truth and Reconciliation Commission (TRC)* and building new relationships going forward.
- 3) **Regulated Nurses Council** ensures the voices and needs of all regulated nurses are considered in shaping nursing policy directions of the Board and the future of nursing.
- 4) **Francophone Council** ensures the voices and needs of all French-Canadian nurses are considered in shaping the nursing policy directions of the Board.

5) *Specialty Council* ensures the voices and needs of specialized nurses and the future of speciality practice are considered in shaping the nursing policy directions of the Board.

7. How can a Board of only eight members provide support to nurses across Canada?

The eight elected members will have key roles and responsibilities governing CNA. More importantly, they will be supported by the five Advisory Councils which will have a much larger representation of nurses across the country.

8. How and when will the new CNA structure be implemented?

The new CNA Membership model will come into effect in January 2022. The transitional board will ensure all changes outlined in the new by-laws are in place for the new board in June 2022.

9. How many votes are needed to approve the Articles of Amendment and new by-laws?

There will be three motions put before the members for approval of the proposed changes, as the legal requirements to approve the amendments vary.

The first motion will be approval of the new membership structure by each class of Members. The reason this is being approved separately is that it requires a Special Resolution of each class of Members voting as a class. (A Special Resolution requires approval by a two-thirds majority of the votes cast on the resolution.)

The second motion will be approval of matters requiring a Special Resolution of all the Members (not each class of Members). This resolution will be to approve the Articles of Amendment, the change to the number of directors on the Board (set-out in both the Articles and by-laws) and the changes to the by-laws that require approval by Special Resolution.

Lastly, the third motion will be approval of remaining by-law amendments that require approval by Ordinary Resolution of the Members. (An Ordinary Resolution requires approval by a majority of votes cast on that resolution.)

10. What happens should the new by-laws not be passed?

Should the by-laws not be passed at the annual meeting of members, members may nominate candidates for Directors from the floor as per the existing by-laws.

11. Why are changes required to both the by-laws and the Articles of Continuance?

The membership classes and the number of directors on the Board are set-out in *both* the Articles and by-laws, meaning to make the proposed changes both these documents need to be amended. The approvals required to make the changes to the Articles will be requested in the motions set-out in Section 9 above. In addition, CNA will be asking its members to approve a new version of the currently unilingual Articles that restates all the current provisions in both English and French.