



## ICN's Governance and Membership Engagement Processes

### ICN Governance

ICN's ultimate governing body is the Council of National Nursing Association Representatives (CNR). The CNR meets every two years. It sets the organisation's strategic direction, scrutinises other governing bodies and management, and sets policy at the macro level, including admission of members, election of the Board of Directors, amendments to the constitution, and setting of fees. A National Representative is a nurse selected by a member association to be its representative, who may or may not be the president of that association, but who meets the ICN definition of nurse.

The Board serves as the agent of the CNR and establishes and carries out policy consistent with the framework established by CNR. Functions include those designated by the constitution and those common to all Boards of Directors and are related to setting and monitoring of policy. The implementation of policy and general management of ICN are the responsibility of the Chief Executive Officer and ICN staff.

A Nominating Committee independent from the Board scrutinizes all nominations and approves candidates for election. This is reported to the CNR.

ICN's Board of Directors is comprised of the President, three Vice Presidents and 10 members elected on the basis of ICN voting areas. All members must meet the [ICN definition of nurse](#) and be in good standing in an ICN member association. No member of the Board of Directors shall serve more than two consecutive terms of office.

### Governance Review

In 2013, CNR requested the Board to initiate a full and complete **review of governance processes, structures and costs**, so as to achieve organisational effectiveness, efficiencies and relevance. In May 2014, an external company, PriceWaterhouseCoopers (PwC) conducted an operational and strategic review. As a result of the recommendations of these reports, a number of changes were introduced which are outlined below.

In 2017, CNR resolved to establish an **Audit and Risk Committee (ARC)**, independent from the Board, which provides oversight of the effectiveness of the organisation's risk management, internal controls and compliance system as well as oversees the organisation's relationship with the ICN selected external auditor, and assesses the accuracy, adequacy and integrity of financial and non-financial statements.. The ARC is composed of two NNA representatives, at least one independent expert in the area of audit and an ex officio Board member. The ICN CEO serves as the secretary to the ARC, without the right to vote. The ARC became operational from 2018 and shares yearly reports to members. In addition, a **Governance Handbook** was created and

approved by the Board in 2018. In its review of the 2020 risk register, the ARC noted significant improvement in the organisation's governance.

**Dues Reduction Scheme:** At the 2013 CNR, it was agreed that a **membership fee cap** would be introduced, which ensures that no single member contributes more than 10% of ICN's fee income. Following the 2015 CNR, a fee **discount model** was introduced to reward NNA coverage (percentage of represented nurses).

**Tiered Voting System:** As requested by CNR in 2013, the ICN Board developed proposals for tiered voting. In 2015, CNR resolved that NNAs will be allocated additional votes regarding their size (number of members) and coverage (proportion of total nurses in the country who are represented). This was first put into action at CNR 2017 where it was further resolved that NNAs will qualify for additional votes if they have provided their last census and paid all membership dues up to date.

**Changes to Distribution of ICN Areas:** After consultation with NNAs in 2018, CNR 2019 resolved that there are six ICN areas (reflective of WHO regions) with sub-areas developed for areas in the Western Pacific, Europe and Americas as these areas have more than 10% of ICN membership. This will become effective in 2021.

**Size of the Board:** In 2017, CNR opted for having a smaller Board – reduced from 16 in the period 2013-2017 to 14 in the period 2017-2021. In 2019, CNR resolved that the members of the Board will be elected according to the numbers of seats allocated to each area. This allocation is based on the percentage of total ICN membership in that area, with no area having more than three members on the Board. The President is not considered in this count and can come from any area.

## **Declaration of Interests**

ICN holds a governance policy on Conflict of Interest (COI) which applies to the ICN Board, President, CEO, staff, contractors and volunteers, as well as the Board committees. It requires the disclosure of any situation where the individual believes there is, might be, or appears to be a potential or actual conflict of interest. The policy is referred to at each Committee and Board meeting when members must declare any potential COI. Upon appointment, each Board member, the President and CEO makes a full, written disclosure of interests, which is updated annually or as appropriate. Information on declared interests is available to member Associations on request.

For ICN staff and externals consultants, ICN Staff Regulations, which were comprehensively updated early 2019, specify that ICN staff is not authorized to take work (paid or otherwise, declared or otherwise) with other employers without the prior consent of ICN. By agreeing to the Staff regulations, ICN employees agree to safeguard the interests of ICN impartially and avoid any conflicts with their personal interests. These policies and staff regulations are fully compliant with Swiss law and are subject to independent audit.