

Important Notice

PLEASE POST THIS IN YOUR WORKPLACE

To: Local Coordinators, Bargaining Unit Presidents, and Secretaries of all Chartered Local Associations in Region 5, and Board of Directors

From: Andrea Kay, RN, Chief Executive Officer *Andrea Kay*

Date: April 16, 2025

Re: Call for Nominations for the position of Vice-President, Region 5

The Call for Nominations is now open for the position of Vice-President, Region 5, and closes at 4 p.m. ET, April 25, 2025.

Please find attached the following information regarding the nomination process to be followed for the above-noted provincial position.

1. Instructions to Local Coordinators, Secretaries of each Chartered Local Association and all Bargaining Unit Presidents.
2. Letter to ONA Members from the Chief Executive Officer.
3. Nomination Form.
4. Criteria: Résumé, Photograph and Article, including templates
 - Template Résumé
 - Template Article
5. Notice of Campaigning Opportunities as per ONA's Provincial Election Policy, with timelines.
6. Mission, Vision, Values.
7. Excerpt: Constitution, Article 4 including Board of Director's Responsibilities and Duties.
8. Provincial Election Policy.
9. Board of Directors Common Mandate and Accountabilities (Policy 10.1).
10. Board Members' Conflict of Interest and Code of Conduct (Policy 5.15).

The above documents can also be downloaded from the ONA website at ona.org/region5-byelection.

The term of office aligns with the term of the current Board of Directors, from January 1, 2025 to December 31, 2027. The timelines in this document are in keeping with the 2024-2025 Constitution.

All candidates who wish to run for a position on the Board of Directors must attend a mandatory orientation session on the ONA Provincial Election Policy and processes to maintain eligibility. The orientation session will be held on April 30, 2025 at 10 a.m. ET via Zoom.

Online voting (web based) will be used for this election. Voting information will be sent to all members with entitlements.

Voting will commence upon receipt of the Ticket of Nominations and will conclude at **4 p.m. ET on June 6, 2025.**

Instructions to Local Coordinators, Bargaining Unit Presidents, and Secretaries of Chartered Local Associations

PLEASE READ CAREFULLY

Nominations of Candidates for Election

1. It is the responsibility of the Local Coordinator, Bargaining Unit President and Secretary of each Chartered Local Association to make every reasonable effort to inform members that the Chief Executive Officer will receive nominations (Constitution - Article 7) for the position of Vice-President, Region 5.
2. The nomination form, résumé, including photo, and article must be fully completed and received by the Chief Executive Officer via email to chiefelectorlofficer@ona.org **no later than 4 p.m. ET on April 25, 2025.**
3. A Ticket of Nominations, with candidates' résumés and articles, will be posted on the ONA website.

The above time and dates are in accordance with the Constitution, Article 7.

April 16, 2025

Dear ONA Member,

Please find enclosed the nomination materials for the 2025-2027 byelection of Vice-President, Region 5.

Submitting Your Nomination Package

If you are interested in allowing your name to stand, you must return the following documents to my attention by **4 p.m. ET on April 25, 2025 via email to chiefelectoralofficer@ona.org**:

- a scanned copy of your signed Nomination Form fully completed
- your résumé
- your article
- your photograph (either pdf or jpeg format)

It is important you review the enclosed package to ensure your submission is complete and adheres to the standards set out. Failure to submit the required documents according to the standards outlined in this package will render your nomination null and void. **We recommend that you submit your nomination materials at least 24 hours prior to closing to ensure you do not miss the deadline.**

Your résumé, photograph and article will be included with the Ticket of Nominations, posted on the ONA website. Note that the résumé and article must be in MS Word format using Tenorite 11.5 font, and your article cannot exceed 1,000 words. Templates for the résumé and article are included in the package. Also included is a list of the dates for the various campaigning opportunities as outlined in the ONA Provincial Election Policy.

All candidates who wish to run for this position on the Board of Directors must attend a mandatory orientation session on the ONA Provincial Election Policy and processes to maintain eligibility. The orientation session will be held on April 30, 2025 at 10 a.m. ET via Zoom.

Campaign Conduct

Campaigning can begin once the Ticket of Nominations has been circulated and/or posted.

The conduct of all candidates and their campaign teams must demonstrate dignity and respect and adhere to ONA's Statement of Beliefs and Constitution, Provincial Election Policy and ONA's Vision, Mission and Values Statement. All candidates, like all ONA members:

- Must act honestly and with integrity
- Must not make statements or take actions that are unduly personal, defamatory or malicious
- Are responsible for the actions of their campaign, including those participating or assisting in their campaign, and for their campaign materials
- May openly and freely debate policies and positions.

Election materials must not be in violation of the Human Rights Code.

Please read this material carefully prior to beginning your election campaign. Any alleged breach of the Election Policy will be dealt with by the Provincial Election Team pursuant to the ONA Election Policy and Article 9 of the ONA Constitution.

We pride ourselves on being a democratic union where candidates are treated respectfully and members with entitlements can make informed decisions based on professional and constructive campaigning and debate.

Yours truly,



Andrea Kay, RN
Chief Executive Officer
Ontario Nurses' Association

ONA Board of Directors Nomination Form

IMPORTANT: Please print all information except where signing.

Nomination for: _____
Position

Name of Candidate: _____
Surname Given Name(s)

Region: _____ **Local:** _____ **ONA Identification Number:** _____ (as found on your Membership Card)

Phone: () - _____ **Personal Email:** _____

Address: _____

| NOMINATORS | | | | |
|------------|---------|---------------|-----------|----------------------------------|
| (1) | _____ | _____ | _____ | Local #: _____ ONA ID#: _____ |
| | Surname | Given Name(s) | Signature | |
| (2) | _____ | _____ | _____ | Local #: _____ ONA ID#: _____ |
| | Surname | Given Name(s) | Signature | |
| (3) | _____ | _____ | _____ | Local #: _____ ONA ID#: _____ |
| | Surname | Given Name(s) | Signature | |
| (4) | _____ | _____ | _____ | Local #: _____ ONA ID#: _____ |
| | Surname | Given Name(s) | Signature | |
| (5) | _____ | _____ | _____ | Local #: _____ ONA ID#: _____ |
| | Surname | Given Name(s) | Signature | |

CONSENT OF CANDIDATE

I, the undersigned, am a member in good standing of the Ontario Nurses' Association and consent to allow my name to stand for election as Vice-President, Region 5, for the 2025-2027 term of office and to act if so elected.

I have also read, understand and agree to abide by the ONA Provincial Election Policy, and will attend a mandatory orientation session on the ONA Provincial Election Policy and processes.

Date: _____ **Signature:** _____

Note: This Nomination Form is to be accompanied by a résumé and article (see criteria and templates) and must be RECEIVED by the CEO via email to chiefelectoraloofficer@ona.org **NO LATER THAN 4 p.m. ET on April 25, 2025.** Candidates should confirm receipt of the Nomination Form by calling Gabriella Paradiso at (416) 964-8833 ext. 2357 or toll free at 1- 800-387-5580 ext. 2357, or by emailing at gabriellap@ona.org.

Criteria: Résumé, Photograph and Article

As per paragraph nine of the ONA Provincial Election Policy, candidates are required to submit a résumé, photograph and article along with their nomination form, to the Chief Electoral Officer.

All forms will be reproduced as originally submitted. Spelling and grammar errors will **not** be corrected.

Both the résumé and the article must be submitted in MS Word format, using Tenorite 11.5 font. Requirements for the résumé, photograph, and article are included below.

Résumé

The following must be included on the resume:

- Name of the Nominee
- Local #
- The position for which the member is nominated.
- Confirmation that the member has served at least one full term in a Local Executive or Bargaining Unit Leadership position, including both the position and the Bargaining Unit, as outlined in article 4.16 of the Constitution and paragraph two of the Provincial Election Policy.
- A summary of the candidate's experience. Please refer to paragraph two of the Provincial Election Policy to ensure the summary of candidate experience satisfies the policy.

Photograph

A JPEG or PDF photograph must be included with your résumé and preferably larger than passport size. It will be inserted in the top left corner of the résumé as indicated in the template. The formatting of the résumé must accommodate the photo. The photograph cannot contain an image of another person unless express written consent is provided prior to the photo being published.

Article

The article must be signed and no longer than 1,000 words. As per paragraph nine of the ONA Provincial Election Policy, candidates should outline their aims and objectives for election and present their beliefs regarding the issues facing ONA, relevant to the position being sought.



Board of Directors Nominee Résumé (*template*)

1. Nominee Information

Insert photo here.

Name:

**Nominee for
(Position):**

**Personal
Email:**

2. Region: _____ **Local #:** _____

3. Leadership Experience:

I have served in the following Local and/or Bargaining Unit Leadership positions.

Position:

Bargaining Unit and/or Local:

Time served:

Description of duties:

- Insert duties

Position:

Bargaining Unit and/or Local:

Time served:

Description of duties:

- Insert duties

Position:

Bargaining Unit and/or Local:

Time served:

Description of duties:

- Insert duties

Add additional positions from your experience as needed.

Board of Directors Nominee Article (*template*)

Date:

Name:

Nominee For: (Position)

Use this article template to share your aims and objectives for election to this office, and to illustrate how you will use your leadership skills to achieve your goals. You may also want to include how your experience, both in leadership and otherwise, has prepared you for this position.

The maximum length for this article is 1,000 words. Any articles longer than 1,000 words will be returned to the candidate to shorten and will not be considered as submitted until it is within the length prescribed.

Signature of Nominee

Notice of Dates for Campaigning Opportunities as per ONA's Provincial Election Policy

The following is a list of campaign opportunities as per ONA's Provincial Election Policy, including timelines for this election.

Any questions can be directed to the Chief Electoral Officer by email at chiefelectoralofficer@ona.org.

1. Meet the Candidates

As per paragraph 26 of the ONA Provincial Election Policy, ONA will host a virtual Meet the Candidates session on **May 2, 2025**. Timing for nominees will be shared at a later date.

Meet the Candidates is virtual and recorded over zoom. Candidates must have access to a computer with a video, microphone, and a strong internet connection.

The virtual session will be recorded and posted online for ONA members.

Please confirm whether you will attend by 4 p.m. ET, April 25, 2025 by emailing the Chief Electoral Officer. Those who confirm their attendance by this time will be provided their scheduled time and a zoom link closer to the date.

2. Emails to All Local Leaders

The ONA Provincial Election Policy (paragraph 23) allows a candidate to request the sending of up to three emails to all local leaders using ONA's email system. These emails are reviewed, approved by the Election Team and sent by the Chief Electoral Officer to leaders. There should be no other emails sent using the provincially sponsored ONA database or any ONA contact lists by either a candidate or anyone acting on behalf of or in support of a candidate. (Note: if consent is provided then a candidate may communicate to a leader's individual ONA email address).

For those who wish to have an email sent to all local leaders anytime during the campaign, the proposed email content can be sent to the Chief Electoral Officer at chiefelectoralofficer@ona.org.

3. Emails to all ONA Membership

As per paragraph 22, ONA will facilitate the sending of up to **two emails, up to 500 words each, to all ONA membership using ONA-sponsored mass email on behalf of all candidates**. These emails are subject to review and approval by the Election Team to ensure compliance with policy prior to being sent to membership. The email content must be provided via email by the deadlines below to the Chief Electoral

Officer at chiefelectoralofficer@ona.org in order to be included in the email to ONA membership. Please therefore be advised of the following dates:

Member email #1: Candidates to provide content by **4 p.m. ET, May 13, 2025** – membership email anticipated to be sent to membership by the week of **May 19, 2025**.

Member email #2: Candidates to provide content by **4 p.m. ET, May 26, 2025** – membership email anticipated to be sent to membership by the week of **June 2, 2025**.

Mission, Vision and Values

Vision

Our vision is empowered members taking collective action for safe, equitable workplaces and high-quality health-care for all Ontarians.

Mission

Our mission at ONA is to defend the rights of and advocate for nurses and health-care professionals who care for the health of Ontarians.

Values

Strength and Unity: Determined and together, we harness our collective power and achieve our shared goals.

Integrity and Professionalism: We are committed to doing what is right, advancing the interests of our members, and advocating for patients, residents, and clients.

Diversity, Equity, and Inclusion: We embrace our differences and seek to create an organization, a health-care system, and a society where all people are valued, included, and respected.

Excerpt: Constitution, Article 4

ARTICLE 4 – STRUCTURE

A. Geographic Regions

4.01 The Union shall be divided into the following five (5) regions.

Region 1

Districts of Kenora, Rainy River, Thunder Bay, Algoma, Temiskaming, Nipissing, Cochrane, Manitoulin, Regional Municipality of Sudbury.

Region 2

Counties of Prescott, Russell, Glengarry, Renfrew, Lanark, Grenville, Leeds, Dundas, Stormont, Frontenac, Hastings, Prince Edward, Lennox, Addington, Haliburton, Victoria, Peterborough, Northumberland, Regional Municipalities of Ottawa Carlton and Kingston.

Region 3

Regional Municipality of Durham, Municipalities of York, Peel and Toronto.

Region 4

Counties of Simcoe, Brant, Wellington, Dufferin, Haldimand, Norfolk, Regional Municipalities of Waterloo, Hamilton-Wentworth, Niagara, Halton, District Municipality of Muskoka and District of Parry Sound.

Region 5

Counties of Bruce, Grey, Huron, Perth, Oxford, Middlesex, Lambton, Elgin, Kent and Essex.

4.02 The Board of Directors may, where it appears to be in the interests of the Union, order that any Chartered Local Association or any member of the Union shall, for the purposes of this Constitution, be deemed to be located in a region specified by the Board of Directors, notwithstanding the fact that any such Chartered Local Association or member of the Union is in fact located in another region.

B. Chartered Local Associations

- 4.03 The Union may issue a charter to any group of members of the Union, and any such group shall thereafter be referred to as a Chartered Local Association. A Chartered Local Association shall consist of one (1) or more Bargaining Units. A Chartered Local Association that consists of one (1) Bargaining Unit shall be referred to as a Single Bargaining Unit Local. A Chartered Local Association that consists of two (2) or more Bargaining Units shall be referred to as a Multi-Bargaining Unit Local. Multi-Bargaining Unit Locals shall, as much as possible, be composed of Bargaining Units from the three (3) sectors of the Union.
- 4.04 The minimum size of each Chartered Local Association shall be as close to five hundred (500) members as possible. Within certain geographic regions located in Article 4.01, extenuating circumstances may be considered for local size less than five hundred 500 members.
- 4.05 Every Chartered Local Association shall have and be governed by By-Laws as set out in the Appendix.
- 4.06 A Chartered Local Association may, by a majority vote of all members of that Chartered Local Association present at a meeting called for that purpose, merge and combine its jurisdiction, rights, privileges, duties and assets with one (1) or more other Chartered Local Association(s) provided those other Chartered Local Associations also approve the merger in the same manner.
- 4.07 Where the Union has obtained collective bargaining rights for a group or groups of new members, the Board of Directors may, with legitimate cause, by a two-thirds ($\frac{2}{3}$) majority vote, after appropriate consultation with the Chartered Local Association involved, require that the group or groups of new members become members of an existing Chartered Local Association, and, on communication of that decision to the Chartered Local Association in question, the group or groups of new members shall become members of the Chartered Local Associations in question.
- 4.08 In the case of a Multi-Bargaining Unit Local, the Board of Directors may, by a two-thirds ($\frac{2}{3}$) majority vote, after appropriate consultation with the Chartered Local Association(s) in question, order:

- (a) that a charter for a new Chartered Local Association be issued to specified members of the existing Chartered Local Association who belong to one or more Bargaining Units; or
- (b) that specified members of one or more Bargaining Units within a Chartered Local Association shall become members of another existing Chartered Local Association.

On communication of that decision to the Chartered Local Association(s) in question, the members so designated shall cease to be members of their former Chartered Local Association and shall become members of the new Chartered Local Association. The Board of Directors shall give such direction as it deems fit concerning the disposition of jurisdiction, rights, privileges, duties and assets between the Chartered Local Association(s) in question.

- 4.09 When two (2) or more employers combine to become one (1) employer the Board will consider if it is appropriate to combine all Chartered Local Associations and Bargaining Units within that employer group into one (1) Chartered Local Association and one (1) Bargaining Unit.

In such cases, the Board of Directors shall give such directions as it deems fit to facilitate the merger.

- 4.10
- (a) All collective agreements with employers of members shall be signed and entered into by the Union as the contracting party on behalf of the members affected thereby, and the Union shall authorize a person or persons to sign any such agreements on its behalf. Any such agreement shall also be signed by one (1) or more representative(s) of those members of the Bargaining Unit(s) who are affected thereby. Any disagreement between the Union representative(s) and the Bargaining Unit as to whether any such collective agreement should be entered into shall be resolved by the Board of Directors.
 - (b) The above provisions shall also apply to Memoranda of Agreement reached at the Bargaining Unit level.
 - (c) In the event there are no Bargaining Unit representatives in place, any collective agreements or memoranda of agreements shall be signed by the Provincial President on behalf of the Bargaining Unit.

C. Board of Directors

(i) Composition

- 4.11 The affairs of the Union shall be managed by a Board of Directors which shall be composed of the following, each of whom shall be a member of the Union:
- (1) President;
 - (2) First Vice-President;
 - (3) One (1) Vice-President per Region (see Article 4.01 [geographic regions]).
 - (4) Treasurer (effective January 1, 2025).
- 4.12 (a) The term of office for the President, First Vice-President, Treasurer and the Vice-Presidents shall be three (3) years.
- (b) No member shall hold more than one (1) office or represent more than one (1) Region at the same time.
- 4.13 The President, First Vice-President, Treasurer and Vice-Presidents shall hold office from January 1 of the calendar year following the election to December 31 of the third calendar year following the election of said position, pursuant to Article 4.12.
- 4.14 The President, First Vice-President, and Treasurer shall be elected by the whole membership of the Union on the basis of one (1) vote per member of the Union.
- 4.15 Each of the five (5) geographic regions listed in Article 4.01 shall elect one (1) Vice-President in and from that specific geographic region. Each Vice-President shall be elected on the basis of one (1) vote per member in the geographic region from which the Vice-President is being elected. At the December Board meeting following the election of the new Vice Presidents, the new Board shall determine from amongst themselves one (1) Vice-President to fill each of the portfolios included in Article 4.19, but not limited to those portfolios. The new Board will ensure that each

Vice-President carries at least one (1) portfolio, and that all portfolios identified, as required, are filled.

- 4.16 In order to be eligible to be nominated and stand for election and hold a position on the Board of Directors, a member must have first served at least one full term in one of the following Local Executive or Bargaining Unit Leadership Team positions (or equivalent as determined by the Board of Directors):

- Local Coordinator;
- Bargaining Unit President;
- Bargaining Unit Vice-President; or,
- Grievance Chair.

(ii) Responsibilities

- 4.17 The Board of Directors shall have the power and authority to make policies consistent with this Constitution that relate to the administration of the affairs and activities of the Association.

- 4.18 The Board of Directors shall have the power and authority to make policies consistent with this Constitution that may limit the rights, privileges and obligations of members of the Association where members are in an actual or potential conflict of interest with the purpose and objectives of the Association. Conflicts of interest shall be determined on a case-by-case basis and include a conflict of interest for the purpose of the *Labour Relations Act* (Ontario).

- 4.19 The affairs of the Board of Directors shall be divided into specific portfolios, which will include but are not limited to:

- (1) Communications/Government Relations and Student Liaison
- (2) Political Action and Professional Issues
- (3) Human Rights/Equity
- (4) Local Finance
- (5) Occupational Health and Safety
- (6) Labour Relations
- (7) Education and Events

Effective 2025:

The affairs of the Board of Directors shall be divided into specific portfolios, which will include but are not limited to:

- (1) Communications/Government Relations and Student Liaison
- (2) Political Action
- (3) Human Rights/Equity
- (4) Professional Issues
- (5) Occupational Health and Safety
- (6) Labour Relations
- (7) Education and Events

- 4.20 The portfolio of Communications/Government Relations and Student Liaison shall be held by the President and the portfolio of Political Action and Professional Issues shall be held by the First Vice-President.

Effective 2025:

The portfolio of Communications/Government Relations and Student Liaison shall be held by the President and the portfolio of Political Action shall be held by the First Vice-President.

- 4.21 The duties of the Directors of the Union shall be as follows:

(a) President

The President shall preside at all meetings of the Board of Directors, the Biennial Convention, all special meetings and all sector and joint sector meetings. The President shall be the head of the Union and shall carry out the policies, and work toward the objectives of, the Union. In particular, the President, on behalf of the Board of Directors, shall maintain close and regular contact with the Local Coordinators and, in conjunction with the Local Coordinators, ensure that information is made available to members and that members have meaningful input into the affairs of the Union.

(b) First Vice-President

The First Vice-President shall preside at all meetings where the President is absent. The First Vice-President shall carry out the policies and work toward the objectives of the Union and shall be

charged with the responsibility and duties of the portfolio of Political Action.

(c) Vice-Presidents

The Vice-Presidents shall carry out the policies and work toward the objectives of the Union. Each Vice-President shall be charged with the responsibility and duties associated with their particular portfolio(s) and region; chair any committees associated with their portfolio(s); coordinate all membership activities related to their portfolio(s) and serve as the liaison between the Board of Directors and the Local Coordinators, Bargaining Unit Presidents and membership for all matters related to their portfolio(s).

(d) Treasurer

The Treasurer shall carry out the policies and work toward the objectives of the Union. The Treasurer shall ensure Local membership dues are spent with integrity by assisting Local Executives in developing strategic budgeting practices, and aligning Local financial policies with provincial financial policies so that the fiduciary requirements of the Locals are met. The Treasurer shall provide guidance and support to Local Treasurers, review summaries of Local Audits, approve supplemental funding requests and liaise with staff regarding financial education and resource development.

4.22 Any Director who shall for any reason cease to hold office shall forthwith turn over to the Board of Directors all documents, records, books, furniture, funds, chattels, assets and other property of the Union then in their possession, within fourteen calendar days.

4.23 In the event that the President, First Vice-President, Treasurer or a Vice-President should resign, die, be removed from office pursuant to Article 4.24 or 4.25, or otherwise cease to act, the Board of Directors shall immediately arrange for an election to fill the vacant position.

In the event of the resignation, death or removal from office of the President, First Vice-President or Treasurer, the Board of Directors will appoint another member of the Board of Directors to fill the vacant position on an interim basis until the election process has been completed.

- 4.24 The President, First Vice-President or Treasurer may be removed from office before the expiry of their elected term for conduct contrary to the ONA Constitution or the duties of their office following a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. Prior to conducting such a vote, the Board shall provide notice to the President, First Vice-President or Treasurer of any allegations or reasons leading to the calling of the vote and shall provide an opportunity for the affected Board member to provide a response.
- 4.25 A Vice-President may be removed from office before the expiry of their elected term for conduct contrary to the ONA Constitution or the duties of their office following a request by no less than two-thirds ($\frac{2}{3}$) of the Local Coordinators, or their nominees, of the Chartered Local Associations in the region in question vote in favour of that removal at a meeting called by the Board of Directors upon the written request of at least one-third ($\frac{1}{3}$) of the Chartered Local Associations in the region. Such request of the Chartered Local Associations must set out any allegations or reasons underlying the request for the vote. The affected Vice-President shall be provided an opportunity to respond to the allegations in writing and their response will be made available to the Chartered Local Associations prior to the vote.
- 4.26 The Board of Directors shall be responsible for the administration of the affairs and activities of the Union when the Union is not in meeting.
- 4.27 The Board of Directors shall be responsible for the formulation and development of the general collective bargaining objectives of the Union and the dissemination of the priorities and objectives to the members.
- 4.28 When not in session, the Board of Directors shall act or meet by letter, telephone, e-mail, or any form of electronic communication, on all matters of any nature requiring action by the Board of Directors. When the President or any other member of the Board of Directors desires that the Board of Directors take action, the President shall contact the other members of the Board of Directors by letter, telephone, e-mail or any form of electronic communication. Any action so taken by the Board of Directors shall constitute action of the Board of Directors as though in formal session and shall be reviewed at the next meeting of the Board of Directors and shall be a part of the minutes thereof.
- 4.29 To the extent necessary for the proper functioning of the Union, the Board of Directors or, with its authorization, the Chief Executive Officer shall employ, retain, direct, or fix compensation for staff personnel,

consultants from legal, accounting and other professional personnel, and engage and pay for the use of premises and equipment.

4.30 No monies of the Union shall be expended without the authorization of the Board of Directors or of such person or persons as the Board of Directors may authorize for this purpose or of a meeting of the Union, and the manner in which monies may be withdrawn or cheques issued by the Union shall be determined by the Board of Directors.

4.31 (a) The Board of Directors shall have full power and authority to set up committees of the Union and to determine the manner in which the chairperson and members of each committee shall be chosen from the members of the Union. Expression of interest forms shall be considered. The Board of Directors may delegate any of its powers to any such committee. These committees shall be subject to any restrictions or regulations imposed upon them by the Board of Directors. Where the members of a committee are elected by the general membership, the committee shall complete the term and task for which it was elected and shall report to membership.

(b) Every member of any such committee who shall for any reason cease to be a member of that committee shall forthwith turn over to the Board of Directors all documents, records, books, furniture, funds, chattels, assets and other property of the Union then in the member's possession and pertaining to that committee, within fourteen (14) calendar days.

(iii) Meetings

4.32 The Board of Directors shall meet at the call of the President or at the request of no fewer than three (3) members of the Board of Directors made in writing to the President. Subject to the provision of Article 4.33, in any event the Board of Directors shall meet at least once in every three (3) month period.

4.33 The time and place of meetings of the Board of Directors shall be determined by the President, provided that any meeting requested by no fewer than three (3) members of the Board of Directors pursuant to the provisions of Article 4.32 shall be held within thirty (30) days of the receipt by the President of such request. Every Director shall be given at

least fourteen (14) days' notice of such meetings, the notice to be in writing and to be sent by prepaid regular mail, facsimile transmission, e-mail or hand delivery. Such notice shall be deemed to have been received: in the case of regular mail on the seventh (7th) day after the date on which it was mailed; in the case of facsimile transmission or e-mail at the time of transmission; and in the case of hand delivery at the actual time of delivery. If regular mail service is not in operation, notice of such meeting shall be given by telephone or any expedient method of communication to be followed by a written notice when mail service resumes, if applicable.

- 4.34 Two-thirds ($\frac{2}{3}$) of the members of the Board of Directors shall constitute a quorum for the transaction of business.
- 4.35 Unless otherwise provided in the Constitution, any question arising at a meeting of the Board of Directors shall be decided by a majority vote of the Directors. Voting shall be by a show of hands unless a poll is requested. Each member of the Board of Directors shall be entitled to one (1) vote on each question which is voted upon at a meeting where the member is present, provided that in the case of a tie the chairperson shall be entitled to a casting vote in addition to the chairperson's vote as a member of the Board.
- 4.36 Minutes of all meetings of the Board of Directors shall be made available by the President to each Chartered Local Association at its request.

ONA Provincial Election Policy

This Policy applies to all candidates and anyone acting on behalf of a candidate. Any questions on the Policy should be directed to the ONA Chief Executive Officer (CEO) who serves as ONA's Chief Electoral Officer.

In the event that a provincial election issue is not specifically addressed in this Policy, then the Election Team, or if applicable, the CEO shall apply the intent of the Policy in making any determinations.

Candidate Eligibility

1. A member who allows their name to stand for an elected position must be a member with entitlements of the Ontario Nurses' Association (ONA) and currently employed in an ONA Bargaining Unit.
2. A member running for Provincial Office should be an active union member with a commitment to the advancement of the ONA.

In accordance with article 4.16 of the ONA Constitution, in order to be eligible to be nominated, stand for election and hold a position on the Board of Directors, a member must have first served at least one full term in one of the following Local Executive or Bargaining Unit Leadership Team positions (or equivalent as determined by the Board of Directors):

- Local Coordinator;
- Bargaining Unit President;
- Bargaining Unit Vice-President*; or,
- Grievance Chair.

*For purposes of this policy, the title of "Vice-President" refers to an elected position with a labour relations focus whose duties include acting in the capacity of Bargaining Unit President in their absence.

In assessing equivalency to the above noted positions, the Board will consider such factors as the role, responsibility and accountability of the position as outlined in Local policy. The process to be used by the Board in assessing equivalency is as follows:

The following process will be followed in the event a candidate seeks nomination who does not appear to meet the eligibility requirements outlined in article 4.16:

- (i) the Chief Electoral Officer will advise the prospective candidate that they may, if they wish, make written submissions to the Board of Directors identifying how their local leadership experience was "equivalent" in role, responsibility and accountability to those specified in article 4.16. The CEO will advise the prospective candidate of the time limit for providing such submission taking into consideration the election process.

- (ii) Such written submission shall be provided to the Board who will expeditiously consider the submission and make a determination, with short written reasons, as to whether the candidate has the required equivalent experience making them qualified to stand for election under Article 4.16.
 - (iii) Any Board member who would be running for election against the prospective candidate will be recused from participating in this decision.
 - (iv) The candidate will be notified of the decision as soon as possible. The decision will be final and binding.
3. A member may not run as a candidate for more than one (1) position on the Board of Directors during any one election.

Posting of Call for Nominations

4. All Bargaining Units will post the Call for Nominations in accordance with Article 7, Elections of the ONA Constitution.
5. The Call for Nominations will also be posted on the provincial ONA website. The Call for Nominations will inform prospective candidates that all candidates running for a Board position, including acclaimed candidates, must attend a mandatory orientation session on the Provincial Election Policy and processes in order to maintain their eligibility. The Call for Nominations will include the date, time and place that the orientation session will occur.

Nomination Process

6. All candidates must sign a Nomination Form which stipulates that they have read, understand and agree to abide by the ONA Provincial Election Policy and to attend a mandatory orientation session on ONA Provincial Election Policy and processes in order to maintain their eligibility. The Nomination Form must also be signed and dated by five (5) members with entitlements. (For Regional Vice-Presidents the Nomination Form must be signed by members with entitlements from their region.) **Note:** Board members and Election Team members cannot sign Nomination Forms for candidates.
7. When determining if a candidate or the nominators are members with entitlements, the CEO will check the membership status against the information maintained in the membership database.
8. A scanned copy of the completed and signed Nomination Form is to be sent in to the CEO via email by 4:00 p.m. ET on the date specified in the Call for Nominations. Candidates are responsible for confirming receipt by calling the CEO. Within two (2) business days the CEO shall verify to the candidate whether they have been nominated in accordance with the Constitution.

Ticket of Nominations

9. Candidates are required to submit a resume/CV, article and photograph to the CEO along with their Nomination Form. The resume/CV is to contain an overview of their past experience. The article should contain their aims and objectives for election to the office and their present beliefs in relation to the issues confronting the Ontario Nurses' Association relevant to the position they are seeking. The CEO is responsible for including these resumes/CVs and articles with the Ticket of Nominations.
10. The font size and length of information for inclusion in the Ticket of Nominations will be consistent. The article shall contain no more than 1,000 words.
11. The information provided by the candidate for inclusion in the Ticket of Nominations must be in MS Word format.
12. For the Ticket of Nominations and for any other election purposes, the candidates will be listed in alphabetical order by last name, by office.
13. Candidate contact information to be included on the Ticket of Nominations shall be at the candidate's discretion.
14. In accordance with article 7.07 of the Constitution, the Ticket of Nominations shall be posted on the ONA website.

Acclamations/Nominations from the Floor

15. Candidates whose nomination forms are received before the deadline will be acclaimed if there are only enough nominations to fill the number of positions. Nominations from the floor will only be for positions not filled in the first call for nominations. This call for nominations will occur at the first available Area Coordinators Conference, Provincial Coordinators Meeting or Biennial Convention as outlined in the Constitution.

Casting of Votes

16. Voting information will be provided to all members with entitlements up to the cutoff date determined by the Chief Electoral Officer.
17. A vote can only be cast by the person to whom the voting information is intended; voting by proxy is not permitted.
18. Members who do not receive or lose their voting information can request this information up to the cut-off time determined by the Chief Electoral Officer. Voting packages can only be provided to the member themselves.

Election Communication by Provincial Office

Notice for Posting

19. ONA will send out one notice to be posted in each relevant Bargaining Unit that contains the following information:
- i) The name and email address of each candidate.
 - ii) 1-800 ONA number.
 - iii) Basic voting information.
 - iv) ONA provincial website address.
 - v) Contact information for the Chief Electoral Officer (the CEO)
 - vi) The email address for the Election Team.

Provincial Website

20. ONA will publish each candidate's article (of no more than 1,000 words) that is submitted with their Nomination along with their photograph on the ONA provincial website.

Each candidate's article, photograph, resume/CV and email address will be promoted on the ONA provincial website. A link to any candidate's personal website can also be included when a request is made in writing with the website address to the CEO.

Mailing Labels

21. ONA leadership mailing labels will be provided for the use of candidates upon written request to the Office of the CEO. Candidates must specify which specific leadership mailing labels they are requesting. Such labels will be held in strict confidence by all candidates and will only be utilized for ONA election purposes. Candidates will be provided a maximum of two sets of labels at no cost. The candidate is responsible for all other costs associated with any mailings.

ONA Membership Email

22. On behalf of the candidates, ONA will facilitate the sending of up to two (2) emails to ONA membership using ONA-sponsored mass email to members' personal email addresses. These emails will be sent from the CEO. After receiving the first email, a member may choose to have their name removed and not receive any further correspondence relating to the candidates.

Emails sent to membership in accordance with this provision will consist only of text (no pictures) with a maximum of 500 words per candidate. Attachments are not allowed, but candidates may provide a link to their personal social media platforms (Facebook page, website, etc).

Emails will be reviewed and approved by the Election Team to ensure compliance

with the Policy. Candidates will be advised as to the date that email content must be provided in advance for consideration by the Election Team in order to be included in the email to ONA membership.

ONA Leadership Email

23. On behalf of each candidate, ONA will facilitate the sending of up to three (3) emails to all local leaders using the Association's email system. These emails will be sent from the CEO. After receiving the first email from a candidate, a leader may choose to have their name removed and not receive any further correspondence from that candidate.

Individual candidate emails sent to leaders in accordance with this provision do not have a word limit and may include attachments.

Emails will be reviewed and approved by the Election Team to ensure compliance with the Policy. Candidates are to provide four business days notice of the proposed content of their email.

24. With the exception of the mailing labels or the email communications provided in #21 above, candidates must not utilize the ONA email system or any ONA contact lists for the purpose of campaigning. Any information gathered from any source must not be used unless permission has been granted by the member. **Note:** If consent is provided then a candidate may communicate to a leader's individual ONA email address.
25. For clarity, candidates who hold Local and/or Bargaining Unit Leadership positions within the Association are expected to continue fulfilling their duties during the election period. If a candidate must use the ONA email system in order to fulfil his/her duties, the candidate must ensure that the emails sent are not directly or indirectly campaign emails. Personal promotion on the ONA email system is strictly prohibited.

Meet the Candidates Session

26. ONA will host a virtual Meet the Candidates Session so that members can hear candidates explain their platforms and answer questions. These sessions will be arranged and facilitated by the Chief Electoral Officer. They will be recorded and then posted on the ONA provincial website so that members may access.

Campaigning

27. Active campaigning (speaking engagements, distributing materials/pamphleting, posting materials on websites and or bulletin boards, sending group emails, hosting campaign events, etc.) may begin upon the posting of the Ticket of Nominations on the ONA website and must cease on the close of the election. **Note:** This does not prohibit seeking support from members by or on behalf of a candidate prior to the close of nominations.

28. There will be no campaigning in workplaces without the consent of the Local Executive pursuant to Local policy and where required, the consent of the employer. Consent of the Local Executive will be given on a fair and equitable basis.
29. Candidates may provide election material to members for distribution to other members in their own Bargaining Unit on behalf of the candidate (subject to #28 above).
30. With the exception of meetings called in accordance with #47 below, candidates and their supporters will not go in to worksites, other than their own, for the purposes of campaigning.
31. Members and candidates shall ensure that patient care is not interrupted by campaigning. There shall be no distribution of campaign materials to members while providing patient care or during delivery of patient care.
32. Provincially elected Board members who are candidates must continue the business of the Association during the election period (Article 7, Elections A – Election of the Board of Directors). Board of Directors candidates may attend booked engagements but must not campaign while in attendance at said functions.
33. Campaigning is permitted before or after ONA functions/booked engagements but not during any breaks or meal periods.
34. No candidate may use the provincial resources of ONA (including financial, physical and human) to campaign except where identified specifically in this Policy. For example, candidates may not use photos taken by ONA staff or contractors. Official ONA logo promotional items, including ONA promotional pins, may not be used as giveaways as part of an election campaign.

Campaign Material/Behaviour

35. Election materials and behaviour must not violate the Ontario *Human Rights Code*. It is also a requirement that candidates, like all ONA members:
 - i) must act honestly and with integrity,
 - ii) must not make statements or take actions that are unduly personal, defamatory or malicious,
 - iii) are responsible for the actions of their campaign, including those participating or assisting in their campaign, and for their campaign materials,
 - iv) may openly and freely debate policies and positions.

These requirements apply to any context in which candidates and/or members are engaged in campaign-related communications, including those on social media.

For clarity, any concerns regarding campaign communications by candidates under this Policy, including at Local/Bargaining Unit Meetings and Area Coordinators

Conferences, shall, if necessary, be reviewed and considered by the Election Team.

36. Candidates who wish to post an image of a person in any campaign material on any medium (including hard copy and electronic) must have the expressed written consent of that individual prior to the publication of their image.
37. Campaign material may contain the ONA logo. Candidates should contact the Communications Team Intake to obtain the logo.
38. There will be no posting of campaign materials in workplaces without the agreement of the Local Executive and/or Bargaining Unit Leadership Team as defined by Local policy. In addition, where the collective agreement so requires, the consent of the employer must be sought. Should consent be granted, all posting of election materials will be done by the Local/Bargaining Unit Executive or designate. The only material required to be posted is the notice sent out by ONA referenced in #19 above.
39. The utilization of a Local or Bargaining Unit database is determined by the Local or Bargaining Unit Leadership Team as appropriate. The Local/Bargaining Unit may send out emails to their members on behalf of a candidate.

Electronic Communications and Social Media

40. Candidates may create and utilize personal election social media accounts during the campaign. Any use of such accounts must comply with this Policy. **Note:** This also applies to social media accounts that the candidate is not the administrator of.
41. Candidates will not call or send electronic communications to members at their employer email address for the purpose of campaigning. Candidates may use their campaign material to request members to contact them directly if they wish to speak to a candidate.
42. Candidates will respect requests from individuals not to send them any campaign-related electronic or social media communications.

Personal Endorsements

43. All members and leaders (except for Election Team members) can openly support the candidate of their choice.
44. Candidates who wish to utilize an image of a person must have the expressed written consent of that individual prior to the publication of their image.
45. With the permission of the endorser, endorsements for the purpose of campaigning may include the person's position within ONA.

Videos for President/First Vice-President/Treasurer

46. ONA will develop a personal video message (not to exceed five minutes in length) for the candidates running for President, First Vice-President and Treasurer. The Call for Nominations will include the date, time and place that the video message will be recorded.

Candidates will be video-taped in alphabetical order by last name, by office. There shall be no props or special backdrops used in the video. Candidates may utilize the teleprompter available from the videographer.

The CEO can at any time direct the candidate(s) to provide an advance copy of their video message for consideration by the Election Team for compliance with Election Policy.

47. The personal video messages will be added to the ONA provincial website so that members can view them at their convenience.

Local/Bargaining Unit Meetings

48. If a Local Executive and/or a Bargaining Unit Leadership Team chooses to hold any meeting(s) for the purpose of personally getting to know candidates, then all candidates must be offered the same courtesy and all be invited.
49. Invitations to Local/Bargaining Unit meetings will be sent to all candidates by a member of the Local Executive/Bargaining Unit leadership team at least two weeks in advance of the meeting. Candidates will be provided with the date and time of the meeting, including the amount of time available to them to speak.
50. If a candidate cannot attend the Local/ Bargaining Unit meeting to which she/he has been invited, the candidate may choose to send a letter or a personal video. The Local Coordinator/Bargaining Unit President holding the meeting will read the letter or show the personal video from the candidate.
51. A Local Executive, at its discretion, may choose to provide teleconferencing or videoconferencing where a candidate cannot attend the Local meeting in person. This shall be at the Local's expense. A Local that chooses to provide this option must do so to all candidates on a fair and equitable basis.

Area Coordinators Conference(s)

52. Candidates will be provided an opportunity to speak at the fall Area Coordinators Conference(s) (ACCs), for a specific amount of time as determined by the Region. All candidates must request attendance at an ACC through the Chair of the ACC. If a candidate cannot attend the ACC, the candidate may choose to send a letter or a personal video. A personal video of the candidate will be shown or a letter will be read

by a designate to a maximum time as determined by the Region. Candidates will be provided with the date and their allotted time to speak. Arrangements may also be made for teleconferencing or videoconferencing where a candidate cannot attend the ACC in person.

The five regional Vice-Presidents will gather information on upcoming ACCs and forward to the Office of the CEO. A letter will be sent to all candidates giving ACC dates and the names of who to contact to request attendance.

Close of Election

53. Candidates are to advise the CEO of the telephone number that they can be reached at upon close of the election. The CEO will place one call to each candidate prior to releasing the results of the election to membership.

The Election Team's Role in Overseeing a Fair and Democratic Election

54. A formal acknowledgement letter will be sent to any member elected/selected to the Provincial Election Team. The Chair of the Election Team will hold an orientation with the team so that they can be educated on their role and ONA's Election Policy.
55. The names of the Election Team members will be made public and shared with candidates so they are not approached by a candidate for support. The Election Team will be provided a copy of the Ticket of Nominations.
56. The First Vice-President of the Union or a Board Member Designate shall chair the Election Team but in no event shall a member of the Election Team be a candidate for election. This prohibition includes acclaimed candidates. The role of the Chair is to conduct Election Team meetings according to agreed upon rules of order. In the event that there is no Board member able to assume the role of Chair, a retired Board member may be chosen by the Board to fulfill this role.
57. ONA will provide resources to support the Election Team, consistent with ONA's financial policies and approved budgets. This support may include administrative support from ONA staff/and or legal advice from time to time, as necessary.

Questions or Complaints Under the Election Policy

58. It is understood that candidates will abide by the Election Policy of the ONA. Any alleged breach of the Policy will be addressed in accordance with this Policy and Article 7.19 of the ONA Constitution. For clarity, Article 7.19 states:

"Any member who wishes to make a complaint that the Union's Election Policy has been breached shall promptly do so in writing to the Chief Executive Officer providing as much detail as possible. The Chief Executive Officer shall forward the complaint to the Election Team once received. The Chief Executive Officer and/or their delegate shall investigate the complaint and forward the results of the

investigation to the Election Team. If, following a complaint or on its own notice, the Election Team is satisfied that the Election Policy has been breached by one or more members, it may take such action(s) it considers appropriate in accordance with Union Policy including but not limited to removal from the ballot. In addition to any action(s) taken in accordance with Union Policy, the Election Team may refer the matter directly to the Board of Directors for a hearing pursuant to Article 9. When such a referral is made, the Election Team shall be the complainant for the purposes of pursuing the complaint.”

Any hearing dealing with a breach of the Election Policy will be expedited and not subject to the timelines outlined in Policy 16.16. The date of such hearing will be determined by the Provincial President or designate.

59. The role of the Election Team is to oversee the election for compliance with ONA's Constitution and Policies and to consider and respond to complaints from union members with respect to an election process and/or with respect to compliance with ONA Election Policy. The role of the Election Team includes resolving any complaint received as the Election Team considers appropriate.
60. The Chief Electoral Officer receives the complaint on behalf of Election Team and gathers the necessary information to investigate the complaint. The Chief Electoral Officer will report the results of the investigation to the Election Team, in order for the Election Team to consider the complaint. Despite the foregoing, the Chief Electoral Officer, may, at their discretion, recuse themselves from any involvement in complaints and forward complaints directly to the Election Team where they deem it appropriate.
61. Where appropriate, the Election Team may provide the affected parties with notice of the concern and an opportunity to respond. The Election Team may direct any reasonable timeframe for its receipt of a response from the affected parties to ensure a timely investigation.
62. Where the Election Team determines, following an investigation, that there has been a breach of ONA policy, it may determine an appropriate remedy or take such actions it sees fit. The purpose of any action taken by the Election Team, short of a referral to a discipline hearing under Article 9, is to preserve election fairness and to mitigate the impact of the breach in a timely manner.
63. The Election Team may order remedies including but not limited to:
 - a. issuing directions or guidance to candidates and/or members;
 - b. directing the provision of certain information to the electorate to correct disinformation; and/or
 - c. publicly posting Election Team rulings, where appropriate.
64. If the Election Team determines that a violation has occurred that would affect the outcome of the election it may, in appropriate circumstances, remove a candidate from the Ballot and/or direct that the election be re-run.

65. Where appropriate, the Election Team may also refer a matter directly to the Disciplinary Panel for a discipline hearing pursuant to Article 9 of ONA's Constitution.

If you require further information or wish to confirm receipt of your nomination or have any questions in regards to this Policy, please email chiefelectoralofficer@ona.org. Complaints may be directed to the Election Team at ElectionTeam@ona.org.

BOARD OF DIRECTORS

COMMON MANDATE AND ACCOUNTABILITIES

The Board of Directors

The Board of Directors (the Board), on behalf of ONA membership, will govern in accordance with the membership Statement of Beliefs, Constitution, Vision, Mission, Values and ONA member policy. It has the statutory authority and obligation to protect and enhance the work and assets of ONA in the interests of all members. Thus, the Board will operate with integrity and in a transparent manner and must ensure that membership has a voice, is communicated to, informed, valued, respected and heard.

The Board, comprised of the President, First Vice-President, Treasurer and five regional Vice-Presidents, sets the strategic direction of the organization. The Board manages ONA's affairs between Biennial Conventions. The Chief Executive Officer (CEO) is an Executive Officer of the Union and the Board and acts as Board Secretary.

The term of office for all elected members is three years. No member may hold more than one office at the same time. The President, First Vice-President and Treasurer are elected by the entire membership, with one vote per member with entitlements. The members within their region elect the regional Vice-Presidents with one vote per member with entitlements.

Board Portfolios

The affairs of the Board shall be divided into specific portfolios, which will include but are not limited to those listed below.

1. Communications/Government Relations and Student Liaison Portfolios: President. President is also accountable for the portfolio of Provincial Negotiations and Provincial Political Action.
2. Political Action (Regional campaigns) Portfolio: First Vice-President.

Each Vice-President also holds a portfolio that is determined by the Board.

3. Occupational Health and Safety: Vice-President.
4. Human Rights and Equity: Vice-President.
5. Professional Issues: Vice-President.
6. Labour Relations (Contract Administration): Vice-President.
7. Education and Events: Vice-President.

Each Board member is responsible for tracking trends and issues in her/his respective portfolio and including that information in their report at Board and Provincial Coordinators Meetings (PCMs). Staff supports the Board regarding portfolio activities.

Board Meetings

The President shall determine the time and place of meetings of the Board. The process and frequency of meetings will be in accordance with ONA's Constitution.

The President, in consultation with the Board and CEO as Board Secretary, shall establish the agenda for each Board meeting. Board members and staff will work together to prepare joint documents as appropriate for the President and CEO in advance of each meeting. Once approved by the President, these materials shall be distributed in advance of each meeting to provide adequate time for Board review. Executives and managers and other staff will be incorporated into the itinerary as appropriate and assigned by the CEO.

Overall Responsibilities of the Board

The Board operates by delegating certain of its responsibilities to Management and reserving certain powers to itself. Its principal duties fall into these categories:

- Overseeing and approving on an ongoing basis ONA's Strategic Outcomes, targets and strategic planning process.
- Ensuring that membership dues are spent with integrity.
- Fulfilling its fiduciary duties and accountabilities
- Safeguarding the effective and efficient management of the organization as per policy.
 - Developing policies consistent with the Constitution that relate to the administration of the affairs and activities of the Union (including ongoing Policy Manual Reviews).
 - The Board has power and authority to make policies consistent with ONA's Constitution that may limit the rights, privileges and obligations of members of the Association where members are in an actual or potential conflict of interest with the purpose and objectives of the Association. Conflicts of interest shall be determined on a case-by-case basis, and includes a conflict of interest for the purpose of the *Labour Relations Act* (Ontario).
- Selecting the CEO.
- Setting goals and standards for the CEO, monitoring their performance and taking corrective action where necessary.
- Chairing and/or participating on the established Board Committees (e.g. Governance and Nominations, Quality of Service to Members, Enterprise Risk, Political Action) and Anti-Racism, Equity and Human Rights.
- Soliciting and representing the views and best interests of the membership through regular site visits, membership meetings of Bargaining Units and Locals, and attending members' political action events.
- Soliciting and representing the views and best interests of the membership through regional and provincial meetings, including Area Coordinators Conferences (ACCs), PCMs and the Biennial Convention.
- Coaching and mentoring of Local and Bargaining Unit Leaders to assist them in meeting their accountabilities to membership.
- Attending Local Executive and Bargaining Unit Leadership Meetings as necessary to resolve conflicts and facilitate effective meetings.
- Providing the bargaining mandate for staff contracts. Ratifying the unionized staff Collective Agreement.
- Making decisions, appointments and Board motions (such as Local/Bargaining Unit/Member Affairs and Local Finances, or taking action as required regarding affiliate positions).
- Fulfilling all accountabilities under the ONA Constitution.

- Ensuring compliance with all statutory and regulatory legal requirements.
- Acting as ONA's representatives at external meetings as appropriate.
- Serving as key contacts with our allies, as well as representing members' interest with the Ministry of Labour, Training, Skills and Development, the Ministry of Health, the Ministry of Long-Term Care and other government Ministries as appropriate.

Strategic Planning

The Board is responsible for creating and amending ONA's Strategic Outcomes and monitoring the implementation of the strategic plan. This includes ensuring the operating plan is consistent with these Outcomes and supports the achievement of ONA's targets. Progress shall be communicated regularly to leaders at provincial meetings. The Board in collaboration with the CEO provides risk tolerance direction for the organization.

Management, under the direction of the CEO, is charged with implementing the strategic plan, accountability framework and member driven Board targets for ONA. The strategic planning process includes collaboration by the Board and Management.

CEO Oversight

A search committee of the Board led by the President is responsible for the recruitment of a CEO through a review of selection criteria and contractual parameters, and a rigorous process of interviews, reference checks and contract negotiations. The ideal criterion should be accreditation as a Registered Nurse (RN) however evidence of excellent performance in leadership, operational and financial capacities are also required skill sets.

The Board is responsible for identifying and appointing the CEO as the Board's only employee and determining their employment contract and remuneration. The Board and CEO set goals for the CEO to strive towards upholding the organization's mission, vision and values and works towards achieving a culture of transparency with the Board. The CEO operationalizes the implementation of the Strategic Plan.

At no time shall a member of the Board of Directors serve as the Chief Executive Officer. In the event it is necessary to appoint an interim Chief Executive Officer, the Board of Directors shall make such interim appointment from members of the senior management team.

To the extent authorized by the Board of Directors pursuant to the provision of Article 4.29 of the constitution be responsible for all matters relating to staff, administrative personnel, premises and equipment.

The Board is responsible for approving and implementing a process for evaluating the CEO's annual performance. Consistent with these responsibilities, the Board establishes annual performance expectations, goals and objectives for the CEO and monitors progress against those expectations. While the Board shall hold a formal appraisal of the performance of the CEO, the President may provide periodic feedback and direction to

the CEO with respect to performance. The CEO assesses performance of the balance of the Executive Leadership Team and reviews the results with the Board as appropriate.

Financial Oversight and Stewardship

Fiscal responsibility is a cornerstone of the Board's accountability. The ONA Board reviews and approves the audited financial statements for ONA on the recommendation of the Chief Financial Officer. Management prepares the financial statements, and Management is responsible for their content. The Board shall be responsible to ensure the membership appoints an external auditor to audit the financial statements and the external auditor reports to the Board. It is the Board's duty to report to membership on the fiscal position of the organization.

The Chief Financial Officer is responsible to maintain a system of internal controls and supporting procedures designed to ensure the integrity and fairness of the financial statements. The Board oversees ONA's internal controls through operational Management's reporting on the nature of such controls including:

- Reviewing and approving a multi-year financial plan and annual business plan (including annual budget).
 - At the September Board of Directors Meeting, approve a projected budget for the following year.
 - Approving the revised Strategic Budget by December.
- Ensuring appropriate policies in place to protect assets and facilitate achievement of ONA's purposes in an efficient and effective manner. Recommended policies should include:
 - Expense allowances and approvals and oversight for Board members and Managers (including CEO) to support transparency and fiscal responsibility.
 - Purchasing commitments of strategic importance, including consultants, legal services, real estate, long-term leases, collective agreement, staff benefit/compensation and labour affiliates.
 - Purchasing administration that establishes minimum thresholds for quoting and tendering, and approval process.
 - Fraud policy to define fraudulent activities and prescribe appropriate procedures to handle.
 - Cash Management.
 - Cheque signing.
 - Investing excess funds.
 - Investment policies that identify and are regularly assessed for asset mix and categories, risk tolerance, and authority to invest.
 - Loans and borrowing (i.e. credit card and line of credit limits).
 - Receiving and reviewing the monthly financial statements including the quarterly variance reports.
 - Reviewing and approving yearly Audited Statements.
 - Updating membership on the fiscal viability at membership meetings.

The Board has direct accountability for specific budgets. It also has direct accountability for consultant/contract services that exceed \$10,000 that must be approved with a two-

thirds Board majority. The CEO will discuss with the President any contracts of less than \$10,000.

Management prepares regular reports that include the financial statements, evidence of processes for comparative pricing of purchases exceeding \$5,000, reporting on investment categories and performance.

Human Resources Oversight and Stewardship

- Establishing the Collective Agreement negotiating mandate (for SEIU agreement).
- Approving a bargaining mandate and ratifying the staff Collective Agreement.
- Reviewing and approving salary grids, compensation programs (including benefits, vacation entitlements).
- Reviewing and approving compensation package (including all benefits) for the CEO.
- Ensuring legislative requirements are met, including: tax remittances and reporting, statutory obligations, WSIB, taxable benefit treatment, benefits (including pension, insurance) plan remittances and reporting.
- Ensuring capacity exists to monitor new legislative requirements (such as the *Accessibility for Ontarians with Disabilities Act [AODA]*).
- Ensuring hiring of staff is appropriately authorized (and within budget).
- Ensuring Management develops both a system of Performance Management of staff as well as a Succession Management Plan for key functions considered to be of strategic importance to ONA.

Asset Oversight and Stewardship

- Ensuring internal controls are in place to safeguard assets.
- Ensuring processes are in place that support management information needs for reliability and completeness of information, and that critical information is protected for purposes of retention, archiving, privacy, legislative needs and disaster recovery.
- Ensuring Records Management and Retention policies exist and support the organization's risk management, operational needs and legislative/statutory requirements.
- Approving resource allocation (financial, staff, equipment, time) in a manner consistent with and supportive of the achievement of strategic goals.

Board Effectiveness

The Board will:

1. Operate in all ways mindful to the membership as owners of the organization.
2. Direct, control and monitor on an ongoing basis the organization through the establishment of a strategic plan and its implementation, including regular updates at Board meetings.
3. Inspire and motivate the organization by being an ambassador, igniting pride in ONA. The Board member's role is to be a champion, create champions and advocate the Union advantage.
4. Govern with excellence through regular attendance, preparation for meetings, policy-making principles, respect of roles, self-monitoring and self-evaluation, ensuring the

continuance of governance capability and consistently fulfilling Board commitments. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force.

5. Ensure the long-term sustainability of our Union through a focus on our organizational objectives and challenges and opportunities to and for our members. Ensure communication with leaders and membership on issues of importance.
6. Emphasize continued Board development by including orientation of new Board members and ongoing education in the Board's governance process, and periodic discussion of process improvement.
7. Fiercely protect the reputation of our great Union in the public domain.

Enablers of Board Effectiveness

- Management ensuring that Board materials are distributed to Board members well in advance of regularly scheduled meetings to allow for sufficient review of materials.
- Conducting periodic effectiveness assessments of the ONA Board through a self-assessment or other form of assessment process that includes taking into account the views of members and leaders.
- Conducting surveys, focus groups and opinion analyses – within prescribed limits – that inform the ONA Board as to the views and expectations of membership.
- Regular reporting of external and internal Board committee work.
- Management support in assisting members of the ONA Board in understanding the Union's business.
- Ongoing education and training for members of the ONA Board with respect to governance and their accountabilities.

Board Members' Code of Conduct

Board members will sign an annual Agreement and Affirmation of Compliance with the Conflict of Interest and Code of Conduct Policy (Policy 5.15).

Board Members Rules of Engagement

Board members will abide by the Board-established rules of engagement and will sign the rules of engagement annually.

Collaborative Leadership Framework

Board members will champion use of this guide to ensure collaboration between operations and governance promoting structure and role clarity.

The President's Role

The President is the head of the Union. The President assures the integrity of the Board's process, and secondarily, represents the Board to membership and outside parties.

Accordingly the President plays an instrumental role in ensuring effective ONA Board and Management decision-making through the use of processes and controls to ensure membership dues are deployed in the best interests of members; and fostering an environment where the ONA Board's governance practices are recognized for being thoughtful and reflective of the needs of membership; and that ONA is broadly recognized

as a proactive union committed to improving the economic welfare and quality of work life for its members.

The President's role is complex, demanding significant and well-developed facilitation that fosters a constructive board culture, provides effective oversight and cultivates a productive relationship with Management based on partnership and accountability.

Key Responsibilities of the President:

- Ensuring an effective Board: The President has a key role in presiding over ONA Board meetings, ensuring the will of the full Board prevails and that there is maximum support for Board decisions.
- Managing key stakeholder relationships: The President commits considerable time and effort to communication with members, senior government officials, other unions and stakeholders.
- Leading the development and implementation of a member engagement strategy that builds affinity leading to action in support of the sustainability of our Union.
- Overall governance effectiveness: The President is primarily responsible for effective development, implementation of and accountability for ONA's strategic plan and ONA member policies. The President is authorized to use any reasonable interpretation of the provisions in these policies.
- Ensuring a constructive partnership and relationship with the CEO: The relationship between the CEO and President is of critical importance to the success of ONA.
- Developing recommendations for Portfolio and external and internal committee roles.
- Chair all meetings of the Board, Provincial Coordinators Meetings, Biennial Conventions, Special and Sector meetings, and between Board meetings make decisions on behalf of the Board (consistent with policies, practices, mission, vision and values of ONA).
- Facilitate the availability and flow of information among members, leaders, the Board and CEO.
- Representation and voice of the Board to the broader membership.
- Act as the chief spokesperson of ONA and be ex-officio on all ONA member Teams.
- President of ONA Liability Ltd.
- Member of the National Executive Board of the Canadian Federation of Nurses Unions.
- Delegation by the President of work to the Board members as required.

Duties of the President:

- Ensure effective operation of the Board in conformity with the highest standards of governance.
- Set a Board agenda that is primarily focused on strategy, performance, value creation and accountability, and ensure that the Board considers issues relevant to those areas.
- Ensure that Board members receive accurate, timely and clear information, in particular about ONA performance.

- Foster a constructive tone between Board members during meetings so that the ONA Board works as a cohesive team, proactively addressing and resolving issues that may threaten Board unity.
- Promote the independent thinking and decision-making of the Board, while building consensus among Vice-Presidents who may bring disparate views – from their Regions and Portfolios – to Board deliberations and the decision-making process.
- Lead the Board in constructive discussion and timely resolution.
- Maintain appropriate meeting decorum and addressing Board member performance issues as required.
- Manage the Board to ensure that adequate time is allowed for discussion of all agenda items (in particular strategic issues) and to ensure that complex or contentious issues are dealt with effectively, making sure in particular there is sufficient time to consider them.
- Ensure that the will of the ONA Board prevails in its decisions.
- Ensure and cultivate common sense communication between the Board and staff utilizing the collaborative leadership framework guide and support the CEO and ONA operations to do the work of the Union.
- Oversee equitable opportunities for Board members to participate in ONA activities having regard to factors such as experience and individual development.
- Ensure effective communication with leaders, members and other relevant stakeholders and that the Board understands the views of these groups.
- Ensure that the Board determines the nature and extent of the significant risks ONA is willing to tolerate in the implementation of its strategy, and that the Board reviews on an ongoing basis the effectiveness of risk management and internal control systems.
- Ensure that all Board Portfolios are properly established, composed and operated.
- Ensure proper disclosure in provincial meetings of ONA leaders as to the progress of bargaining, strategic plan, recruitment and retention and so forth.
- Ensure Board members continually update their skills, knowledge and familiarity with ONA as required, fulfilling their role both on the Board and in their Portfolios.
- Regularly review and agree with each Board member how to meet their training and development needs and address the needs of the Board as a whole.
- Ensure comprehensive and tailored orientation programs for Board members.
- Lead the Board through self-reflection/evaluation; annually lead the Board through the Evaluation of the CEO (April Board).

First Vice-President's Role

The First Vice-President shall act as a designate for the President in their absence at internal and external meetings of the Union. The First Vice-President shall carry out the policies and work toward the objectives of the Union and shall be charged with the responsibility and duties of the portfolio of Political Action (Regional campaigns) (see page 10).

- Member of the National Executive Board of the Canadian Federation of Nurses Unions.

Secretary's Role

The CEO as Secretary is accountable to the Board for completeness, accuracy and security of Board membership records.

1. Board agendas will be forward-looking and created in consultation with the President supported by materials that are current and clear in identifying significant issues that demand the Board's attention, decisions, appointments or motions as required.
2. The minutes and action plans of Board meetings will be succinct records of motions passed and failed, brief summaries of discussions, and, where requested by individual directors, Board Members statements for the record.
3. Membership resolutions passed and currently in effect since inception will be available for Board reference.
4. Proper notice of meetings will be posted or circulated as applicable.

Board/Staff Collaboration

The Board of Directors' official connection to ONA operations will be through the CEO. However, positive and respectful communication between members of the Board, Executives, Managers and staff as appropriate is encouraged for the identification of critical incidents, serious issues, member conflict, trends, complaints and irregularities that point to potential "hot spots." There should be a mutual understanding of each other's roles and of the need for supportive teamwork and framework in the best interests of members. Utilizing the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

The CEO will collaborate with the President to seek, as fiscally appropriate, opportunities to connect staff with members such as attending ACCs, PCMs, PLMs, the Biennial Convention, educational sessions, rallies, phone banks, Bargaining Unit or Local general meetings, Bargaining Unit walkabouts and Nursing Week events.

Board members support ONA's Collaborative Leadership Framework Guide which provides a framework for and promotes effective collaboration between the Board of Directors, Executives and managers. The Guiding Statement of the Guide is as follows:

Board of Directors and the Executive Team/Managers can build trust and collaborate by:

- *Creating common goals and work together to achieve them*
- *Striving for balanced member participation*
- *Being engaged, approachable, and available for open communication on important issues*
- *Fostering the ability to build and rebuild trust*
- *Developing the capacity to deal constructively with conflict and difficult issues*

Board of Director Responsibilities

All Board members at all times must demonstrate leadership and model the values of the organization's Vision, Mission and Values. Leadership of the Board can be demonstrated by:

- Representing the best interests of members in the fight for quality care and appropriate staffing levels for RNs and health-care professionals and increasing their awareness of the challenges facing Unions in Ontario and across the country.
- Ensuring constituent views are appropriately solicited through membership research, and moreover, that ONA decisions are founded in members' values, needs and priorities.
- Participating in Focus Groups as required.
- Playing an active role in succession planning by mentoring and coaching Local/Bargaining Unit leaders – encouraging them to seek out and mentor members. This may include sending them to PCMs, PLMs and Biennial Conventions, and enrolling them in education to promote their future activity in the Union.
- Assist Local Coordinators in ensuring every bargaining unit has a Bargaining Unit President and bargaining unit leadership team.
- Advocating for effective workplace policies and complaint investigation procedures, providing policies, procedures and support mechanisms for the investigation and resolution of membership complaints as per the Statement of Beliefs.
- Ensuring communication to all sectors (including health-care professionals and designated groups) is effective and timely; developing a process to evaluate and incorporate feedback received.
- Conducting site visits; meeting members in their places of employment.
- Acting as mentor/leader and guide at ACCs.
- Providing verbal E-scans to the President weekly.
- Relaying any issues of significance to the President.
- Mentoring, coaching and supporting other Board members.
- Liaising with staff as necessary regarding member concerns.
- Participating in Regional Service Team meetings.

Portfolio Responsibilities

Each Board member is responsible for one or more portfolios. The ONA Constitution further defines the roles.

1. Portfolio holders attend meetings (as required) on the topics of that Portfolio.
2. Portfolio holders are responsible to be aware of themes/issues of their Portfolio, report to the Board and work with the staff as appropriate.
3. Portfolio holders act as a liaison between Bargaining Units, Locals and the Board.

Communications and Government Relations and Student Liaison Portfolio (held by the President)

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.
- Work toward increasing evidence of public awareness and understanding of ONA membership issues.
- Carry the organizational message consistently to members, public and stakeholders with timely/relevant information.
- Increase members/public/government understanding of professional and Union issues.

- Stay informed and incorporate trends as they develop, keeping in mind diversity such as geography, sectors, and work units. At a minimum, continue to meet monthly with members in rotating locations across the province to personally gather feedback and demonstrate support of them.
- Facilitate resolution of intra-membership disputes.
- Be the Union's representative at provincial, national and international events. Support ONA Bargaining Unit, Local and Regional events.
- Lead liaison with the Canadian Nursing Students' Association (CNSA) representatives.
- Some aspects of the Portfolio are shared with the entire Board, therefore delegate as appropriate.
- In conjunction with staff, develop a communications plan to ensure timely information is delivered to the membership, key stakeholders and the public.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Political Action (Regional campaigns) Portfolio (held by the First Vice-President)

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.
- Promote and encourage the members to be politically proactive to influence health care political decisions.
- Attend external meetings for local political issues and keep the Board and members apprised.
- Ensure that the important issues are communicated to ONA members from other stakeholder organizations as appropriate.
- Support and inform the members and leaders on local political issues. Encourage and provide the tools to support the members to become politically active.
- Represent ONA at affiliate group meetings.
- Track and approve political action activities through monitoring Policy 26.11 funding for community activism and local political action.
- Act as Chair of the LEAP Advisory Team.
- Act as Chair of the Election Team.
- Develop, working in unison with the staff, a plan to assist members to be informed to lobby on ONA priorities.
- As part of a greater member engagement strategy, support as appropriate a formal or informal political action network.
- Be an informed and effective media spokesperson for ONA.
- Represent ONA at affiliate group meetings.
- Member of the National Executive Board of the Canadian Federation of Nurses Unions.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Occupational Health and Safety Portfolio

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.

- Provide leadership and act as a resource for members, informing them of emerging trends, workshops and health and safety legislative changes that affect members.
- Network with other groups regarding health and safety issues and solutions.
- Provide input to and report regarding ONA member issues to the Ministry of Labour and external Boards, such as the Workers Health & Safety Centre (WHSC) and Occupational Health Clinics for Ontario Workers (OCHOW); and liaise with the Public Services Health & Safety Association (PSHSA).
- Liaise with membership and staff concerning health and safety issues.
- Facilitate member health and safety teleconnects or webinars that are reflective of identified membership priorities.
- Develop recommendations to bring to the Board of Directors.
- Represent ONA at affiliate group meetings (as required) relating to their portfolio.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Human Rights and Equity Portfolio

- As an Advisory Committee of the Board, uphold ONA's Vision, Mission, Values, Statement of Beliefs, Constitution, and Mandate of the Anti-Racism, Equity and Human Rights Committee.
- Report to the Board recommendations from the Human Rights and Equity Team to assist Board with strategic direction for Human Rights and Equity and ARAO initiatives
- Report to annual Caucus meeting ONA's work on Human Rights and Equity issues. Conversely, review E-scan of each Caucus and report back to the Human Rights and Equity team and Board of Directors.
- Ensure the development and ongoing support of Bargaining Unit Human Rights and Equity Representatives.
- Identify emerging issues and education needs, and report to the Board through feedback from ONA members, staff and the Human Rights and Equity Team.
- Facilitate member human rights and equity teleconnects or webinars that are reflective of identified membership priorities.
- Act as Chair of the Anti-Racism, Equity and Human Rights Committee.
- Ensure development and dissemination of the Human Rights and Equity Bulletin.
- Represent ONA at affiliate group meetings (as required) relating to their portfolio.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Professional Issues Portfolio

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.
- Attend external meetings for professional issues and keep the Board and members apprised.
- Support and inform the members and leaders on professional issues.
- Lead liaison with College of Nurses of Ontario (CNO) issues.
- Represent ONA at affiliate group meetings.
- Facilitate member professional practice teleconnects or webinars that are reflective of identified membership priorities.

- Develop, working in unison with the staff, a plan to assist members to be informed to lobby on professional issues.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Labour Relations Portfolio (Contract Administration)

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.
- As a Contract Administration Committee member, represent members' labour relations concerns to the Committee and the Board of Directors. Ensures a continuous two-year review cycle is implemented to review direction to ensure leaders utilize the most current and up-to-date positions and guidance while also having a fulsome historical knowledge base.
- Act as a facilitator in resolving conflict with respect to Policy 14.1 Grievances – Member's Rights and Resolution of Conflict.
- Facilitate member labour relations (contract administration) connects that are reflective of identified membership priorities.
- Represent ONA at affiliate group meetings (as required) relating to their portfolio.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Education and Events Portfolio

- Uphold ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.
- Represent members and their educational concerns/needs to ME Team and the Board so that the Board may set the strategic direction for member education.
- Work with ME Team to provide appropriate and relevant educational opportunities for all ONA members.
- Assist Locals with education planning as needed.
- Work with members, Local leaders and the Board to increase the awareness of educational opportunities.
- Monitor and report back to the Board on the feedback from participants in all full and half-day workshops and the Novice and Advanced Leadership programs to ensure they have had reasonable opportunity to apply their learning.
- Support succession planning by monitoring the targets on the progression into leadership roles of graduates from ONA educational programs such as the Novice Leadership Program and the new Bargaining Unit President education.
- Facilitate member education teleconnects or webinars that are reflective of identified membership priorities e.g. annual Secretary education.
- Represent members and their provincial meeting concerns/needs to the Membership Experience/Events Team
- Represent ONA at affiliate group meetings (as required) relating to their portfolio.
- Utilize the Collaborative Leadership Framework as the guide to collaboration for role clarity with governance and operations.

Treasurer's Role

The Provincial Treasurer upholds ONA's Vision, Mission, Values, Statement of Beliefs and Constitution.

The Provincial Treasurer works with the Local Executive Teams specifically the Local Treasurers and the Manager – Local Finance to ensure financial stability of the Local through strategic/fiscal planning within the framework of ONA's mandatory financial policies, local financial policies and ONA's Constitution.

Duties and Responsibilities Include:

Governance

- Mentor/Coach Local Treasurers (new and existing) to understand their responsibilities and accountabilities – on-boarding of new Treasurers from the Governance perspective.
- Educates the Local Executives on their fiduciary responsibilities.
- Supports and guides Locals when doing strategic fiscal planning, so that ONA's Constitution and ONA mandatory financial and Local policies are adhered to when doing strategic/fiscal planning.
- Supports and guides Locals so that ONA policies are followed regarding the accounting of Special Levies and compliance of investment policies.
- Supports and guides Locals so there are up to date membership approved Local financial policies regarding Local expenditures.
- Supports and guides Locals so that the approved turnover process is followed when a new incoming Local Treasurer is onboarded.
- Review summary of Local Audits and make recommendations to the Board of Directors regarding outstanding audits and management letters. Notifies Board Members and discusses concerns with the Regional VP. The Treasurer will follow up with respective Locals when management letters show ongoing issues.
- Assist Local Executives in understanding the organizational financial policies and the impact on the development of Local financial policies; provide follow-up guidance to the Treasurers and Local Coordinators as appropriate so that the fiduciary requirements of the Locals are met.
- Ensure membership dues are spent with integrity by assisting Local Executives to identify financial concerns and develop strategic budgeting practices.
- As per the ONA Policy Manual, assist Bargaining Unit Presidents in conjunction with Local Coordinators and the PSLRTA Specialist in preparing a budget to enable member-leads to conduct a campaign to recruit and retain ONA members impacted by the *Public Sector Labour Relations Transition Act (PSLRTA)*.
- Assists Regional VP with Executive conflict when financial issues are involved.

Communication/Knowledge

- Builds and develops an effective working relationship with others including but not limited to Local Treasurers, Manager – Local Finance, SimplyHelp Team and Chief Financial Officer.

- Liaises with Local auditors on the request of Local or as necessary.
- Works with the Local Executive to interpret monthly Local and audited financial statements as requested.
- Disseminating financial information throughout the Local, and Provincially, when necessary, e.g., at Executive and Local Meetings, and per Local Financial Policy Guide.
- Assist Locals in setting budgets where requested.
- Assist Locals in resolving Local financial issues and provide financial advice (from a Governance perspective).
- Submit quarterly Board reports; working with Manager – Local Finance to understand the SimplyHelp statistics, address and communicate Local concerns and trends.
- Collaborate with the Finance and Communications teams to produce the Dollars and Sense Newsletter.

Supplementally Funded (SF) Locals

- Approve supplemental funding requests; includes initial payment and review of the mid-term financial statements, as requested by the Locals to determine if the remaining SF funding is required.
- Working with SF Local Treasurers to understand SF policies and to assist the Local Treasurer in meeting their financial obligations. Address any unusual and unforeseen expenses as necessary.
- Working with the Manager – Local Finance to confirm SF budgets and year-to-date spending that will be included in the SF Year-End Calculation Workbook.
- Meeting with Local Treasurers and Local auditors when requested to review and confirm the SF Year-End Calculation Workbook.
- Working with the Manager – Local Finance to track and establish any unused SF education budget that must be carried forward into the next fiscal year as per policy.

Local Treasurer Education

- Working with the Manager – Local Finance, and SimplyHelp Team to understand the service tickets logged and nature of the requests submitted to SimplyHelp for assistance.
- Participate as a Subject Matter Expert (SME) from the Governance and Local Treasurer perspective on creating learning plans on specific topics.
- Will be required to lead some of the Governance topic sessions.
- Develop and lead Treasurer Connects on an as needed basis.
- Liaise with the Membership Education (ME) and Membership Experience and Events (MEE) Teams regarding financial workshops. Participate in Treasurers Workshops and Conferences.

Administration/Board Oversight

- Assisting Administrators with Locals/BU when in Administration with regards to Finance - includes budget creation, policy and process development and updates.

- Assisting Local Executives when in Board Oversight with regards to Finance.
- Assist with forensic audits for Locals under Administration, as necessary.

Provincial Duties

- Meets with the Manager – Local Finance on a regular basis to discuss issues, trends and planning.
- Works with Manager – Local Finance to establish a local portion funding model, communicate any significant member count changes that would facilitate a change in the funding of monthly local dues.
- Working with the Manager – Local Finance update Local Budget Template, test for errors and useability.
- Discuss and review the year-end dues reconciliation (completed annually) and will communicate any over funding or under funding to Locals.
- Approve all provincial salary replacement and expense forms for Board Committees. Gather information from the VPs or designate to understand committee attendance.
- The Treasurer will review for correctness and completeness of all provincial salary and expense forms for 1st collective agreements and provincial negotiations teams before submitting to the President for final approval.
- Annually in June, review the Local Financial Policy Guide and provide recommendations to the Board for approval at September Board.
- Review and approve attendance funding for all provincial events to include Biennial, Provincial Leadership Meeting, Annual Treasurers Conference, and New Executive Partnership Workshop, New Local Treasurer and New Local Coordinator Workshop.
- Provide recommendations to the Board regarding BUP paid time, bargaining unit allowance, northern and travel allowance. Flag updates and notify Locals accordingly.
- Review the status of the new Bargaining Unit Educational Support Grant once approved by the Regional VP.

Strikes

- Work with Regional VP regarding the release of the start-up funds.
- Meet with the BU Treasurer to establish a finance committee that supports strike pay and reimbursement of expenses/benefits (health benefits to be managed by an external third party).
- Review with the BU Treasurer their role and accountabilities.
- Assist the BU Treasurer in developing a donation tracking document.
- Upon request will assist in the development of the hardship criteria.
- Submit a reconciliation as per the strike manual requirements.
- Communicate with the Chief Financial Officer, President and Board of Directors as information regarding the strike arises.

Demergers

- Working with the Manager – Local Finance to review the assumptions used in determining the monies to be transferred to the Local where the bargaining unit is being transferred.
- Meeting with both parties to review and mediate should the amount to be transferred not be agreed upon.



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Policy:

Conflicts of interest, whether actual or perceived, are based on particular facts and circumstances. This policy identifies circumstances which may give rise to a conflict of interest, be it actual, perceived or potential and the process to disclose any such conflict. In addition, this policy provides guidance to Board Members on when to notify the Provincial President, other Board members about an actual, perceived, or potential conflict of interest and seek the objective and expert advice of ONA Counsel. Often, the sooner the conflict of interest is identified and disclosed, and advice is sought, the easier it is to deal with the consequences of a conflict. In general, Board Members should raise concerns even if they are unsure if a conflict of interest exists.

Board members will sign an annual Agreement and Affirmation of Compliance with the Conflict of Interest and Code of Conduct Policy (attached as Appendix A).

Note: In accordance with ONA Policy 5.14 Whistle-Blower Protection, the ONA Board of Directors have a duty to take appropriate and timely action in respect of any illegal or unethical activity they may witness or become aware of within ONA in order to safeguard ONA assets, protect ONA's reputation and, where crimes appear to have been committed, to ensure wrongdoers are reported to the police.

A. Conflict of Interest

1. Definitions

For the purposes of this Policy:

A "conflict of interest" is a situation in which a Board Member has a professional or personal interest that could reasonably be expected to affect the independence or judgment of the Board Member in the performance of their duties. A conflict of interest may be actual or potential or the situation may have the appearance of a conflict of interest; and,

A "Related Person" in relation to a Board Member, means:

- (i) the Board Member's spouse or common-law partner;
- (ii) any relatives (most typically immediate family members) of the Board Member;
- (iii) any trust, of which the Board Member or a spouse (including a common-law partner) or relative of the Board Member, is a beneficiary, but does not include a registered pension plan or any trust established under a collective agreement;
- (iv) a corporation or partnership over which the Board Member or the Board Member's spouse (including a common-law partner) or relative exercises



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- ownership rights or control; or
- (v) the Board Member's business partner.

2. Obligations - General

Board Members should have a sound understanding of their fiduciary responsibility to ONA members so they can promptly identify and anticipate when a conflict of interest may arise. Board Members are encouraged to raise the issue and consult with the Provincial President (or First Vice-President if the conflict of interest relates to the Provincial President) and if further guidance is required after consultation, seek the legal advice of ONA Counsel about whether an actual, perceived, or potential conflict of interest exists and what steps should be taken in such circumstances. In resolving any conflict, Board Members must ensure that their actions are consistent with their fiduciary responsibilities, this Policy and other applicable law.

A Board Member must not exercise their duties as a Board Member if the Board Member has an actual, perceived or potential conflict of interest. In particular, a Board Member must not participate in decisions, or attempt to influence the Board in making any decisions, that might result in the Board Member's or a Related Person's personal or private gain.

To effectively manage a conflict of interest, the Board Member should raise, consult, seek advice if needed, and disclose the conflict in accordance with the process set out below.

3. Disclosure at Meetings

At the opening of each meeting of the ONA Board of Directors or of the Discipline Panel of the Board, as the case may be, the Board Member must declare any actual, perceived or potential conflict of interest that they have in relation to any item on the meeting agenda. Any declaration of a conflict by a Board Member should be recorded in the minutes of the meeting. When a conflict has been declared in relation to any agenda item, conflicted Board Members should absent themselves and not participate in any discussion of the item.

The Board Member must not discuss the matter with any other Board Member or otherwise attempt to influence the decision of another Board Member in relation to the matter.

A conflicted Board Member is not, under any circumstances, permitted to vote



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on an agenda item in which they have an actual, potential or perceived conflict of interest.

4. Disclosure Other Than at Meetings

If a Board Member becomes aware of a conflict of interest at any time other than during a meeting, the Board Member should disclose the conflict to the Provincial President as appropriate, and the conflict will be recorded at the opening of the next meeting that the Board Member attends.

The prohibition against personal gain in section 2 above applies to all aspects of ONA's or its members' property, including assets, information or opportunities.

Accordingly, Board Members shall not use confidential information obtained as a result of their duties on the ONA Board of Directors for personal or private gain or advantage, or for the personal or private gain or advantage of a Related Person.

In general, advice of ONA Counsel should be obtained after Board Members have spoken to the Provincial President (or with the First Vice-President if the conflict of interest relates to the Provincial President) and any doubts or concerns remain in relation to a conflict of interest, actual or potential, whether the issue arises at a meeting of the Board or Discipline Committee or otherwise.

5. Obligations

Without limiting the general obligations set out above, Board Members must ensure that they do not (and take reasonable steps to ensure that Related Persons do not):

- (i) engage, directly or indirectly, in any business transaction or private arrangement for personal profit or gain which arises from their position as a ONA Board Member;
- (ii) accept goods or services from a third party vendor or service provider to ONA on terms that are more favourable than those generally available to the public;
- (iii) accept any remuneration, gift or benefit from a third party vendor or service provider to ONA under circumstances from which it could reasonably be concluded that the remuneration, gift or benefit was intended to influence the Board Member in their duties or was intended as a reward for decisions



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or actions taken by the Board Member. Nothing in this Policy precludes the Board Members from participating in any social or educational event that is sponsored by a third party vendor or service provider to ONA or accepting any gift or benefit (including any invitation for meals or entertainment), provided that such gift or benefit is reasonably modest in value and the giving and receiving of such gift or benefit is consistent with normal industry practice and could not reasonably be perceived as influencing the Board Members' decision-making; or

- (iv) enter into any business or financial transaction, whether directly or indirectly, which would result in a conflict of interest.
- (v) After ceasing to be a Board Member, taking improper advantage of information obtained while serving as a Board Member.

6. Compliance

To assist the Board to fulfil its fiduciary responsibilities and obligations to ONA members, and to assist fellow Board Members, where a Board Member believes that another person has an actual or perceived conflict of interest, such Board Member shall:

- (i) advise the person of their belief, and if necessary, advise the Provincial President or Chair of the Discipline Committee at the commencement of the meeting or during the course of the meeting as the conflict arises; or
- (ii) seek advice as necessary from the Provincial President and if further guidance and legal advice is required from ONA Counsel.

The ONA Board of Directors may approve exceptions to this Policy on the basis of individual events and circumstances where they determine, after due consideration and with the benefit of advice from ONA Counsel, that no material conflict of interest is likely to arise and the interests of ONA members and Board Members will not be adversely affected.

If the ONA Board of Directors is satisfied that a Board Member has breached this Policy, the Board may impose any sanction it considers appropriate in the circumstances.

B. **Code of Conduct**

The Board commits itself to ethical, business-like and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.



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1. The loyalty and good faith of Board members is unwavering in its dedication to act in the best interests of membership. This accountability supersedes any advocacy or interest groups and membership on other Boards or administrations as well the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members understand and are in compliance at all times with their fiduciary responsibility.
 - A. Board members ensure procedures are open and that opportunities are equally accessible through fair and transparent competitive processes.
 - B. Board members declare possible and unavoidable conflict of interest; absenting themselves without comment during deliberations and from any vote.
 - C. If Board members are interested in employment within ONA or should their family members or close associates be similarly interested, they respect ONA's Employment Policy and due process in recruitment.
 - D. Should a Board member be interviewed for employment within ONA, they must temporarily withdraw from Board deliberations, voting and access to applicable Board information at point of interview.
3. Board members are compliant with expectations that are explicitly set forth in Board policies.
4. Board members promote a safe environment free from harassment and discrimination.
5. Board members respect the seriousness of conducting the business of governance.
 - A. Board members will come prepared to participate in informed dialogue and decision-making.
 - B. Board members maintain in-camera Board business confidences and present a unified front to members and the public. Board members speak with one voice and maintain solidarity.
6. Board members hold the organization in the highest regard, safeguarding its reputation as a passionate advocate for the improved economic status and working conditions for RNs and health-care professionals.
7. Board members, Local Executives and Bargaining Unit leaders must conduct elections in compliance with Constitutional requirements and policies. Board members may openly support the candidate of their choice during ONA provincial elections recognizing that:



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- A. Board members must respect ONA's resources as tools in support of political action on behalf of members rather than individual political aspirations.
- B. Board members must exclusively conduct the work of the Union during the performance of their Board activities that excludes campaigning for themselves or any other member during the performance of their Board activities.

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