



'Planning a National Nursing Quality and Safety Alliance' Governance Issues and Bylaws Development

Background

The National Quality and Safety Alliance's (NQSA) operating procedures and bylaws need to be formulated prior to the launch of the Alliance in early 2010 and in absence of a voting membership.

To identify key issues that need to be resolved, the bylaws of six different types of organizations were researched by GW project staff and a comprehensive crosswalk was constructed based on the common elements found throughout these documents. The six types of organizations were a non-stock corporation, two collaboratives with a variety of stakeholders, a non-profit model, a research model, and guidelines from the National Association of Parliamentarians®. Based on these examples' relevance to NQSA, an inventory key governance issues has been compiled and preliminary language has been drafted¹ (table 1, *National Nursing Quality and Safety Alliance Articles of Governance Crosswalk*). At this stage, a priority has been given to the resolution of three time sensitive issues (attachment 1). These will be discussed during the October 22nd conference call. Furthermore, a number of issues have been identified but not yet resolved (e.g., appointment/election of Steering Committee principals and chair/vice chair, succession of vice chair) and these will be vetted before the year's end.

A corporate attorney, Paul Vishny of Seyfarth Shaw LLP, who specializes in the practice of association and non-profit law has been retained to finalize NQSA's bylaws. Additionally, Mr. Vishny will review and provide guidance for the development of operating procedures that will serve as NQSA's working, governing rules until the bylaws are ratified.

For those issues that are not the focus of discussion on the October conference call, project staff is seeking your feedback in writing or by email. For this purpose, by close of business, Friday, November 6th, please share any comments, concerns, or edits with the language drafted in table 1. All comments should be sent to Dr. Brenda Sheingold (npabhs@gwumc.edu). If you choose not to respond, project staff will assume the language that has been drafted is suitable. A final opportunity for convener review of the attorney draft of the bylaws will be made available electronically in early December.

¹ This language been previously reviewed by the corporate attorney retained to develop bylaws.

Attachment 1: Decision Items

1. What will the name of the Alliance be?

NOTE: Although a fundamental consideration in the development of bylaws, the discussion about the Alliance's name will take place during the discussion of NQSA's Brand Identity portion of the October 22nd agenda.

Response: Widmeyer Communications has suggested two names, and the rationale in addition to the working reference as the National Nursing Quality and Safety Alliance. An alternative to consider that may do a somewhat better job of communicating the organization's patient-centric approach (vs. nursing quality and safety) is the following:

Nursing Alliance for Patient Safety

The disadvantage is that this name does not include the word "quality," and alternatively another name could be:

Nursing Alliance for Quality Care

2. What guidelines should be followed regarding a policy to petition for a reduction or waiver of Principal and non-Principle dues?

Response: Explicit uniform criteria should be applied that demonstrate financial need. Examples of criteria are a lack of adequate revenue or the size of organizational membership. Petitions should be in the form of a written letter of request to the Steering Committee who will make a decision regarding dues reduction or waiver.

A reduction in dues to \$1,000.00 for Steering Committee Principals is suggested with no reduction suggested for non-Principals (i.e., because of the reasonably low contribution of \$750.00). The Steering Committee will decide on a case-by-case basis of financial need for dues reductions.

Additionally, at the option of the Steering Committee and by a vote of 2/3rds, dues may be altogether waived.

3. Why should the wording of the mission statement be revisited?

Response: The current wording of the Alliance's mission does not reflect laws that regulate tax exemption for the payment of member dues and needs refinement.

A proposed revision to the mission statement is currently under reviewed by Mr. Vishny and will be shared with you in advance of the October 22nd conference call.

Table 1: National Nursing Quality and Safety Alliance Articles of Governance Crosswalk

Topic/Issue/Decision/Rule	Conveners Comments	Convener Outcome (Approval)
Article I. Name, Purpose, Mission, Neutral Convener Role		
<p>1. The name of the organization</p> <p>TBD during October 22nd Convener Conference Call</p>		<p>Bylaw - _____</p>
<p>2. Mission Statement</p> <p>TBD during October 22nd Convener Conference Call</p>		<p>Bylaw - _____</p>
<p>3. Process for Revision of Mission Statement</p> <p>The Steering Committee, as referred to in Article IV., shall review the NQSA mission, scope and policies annually for appropriate alignment with the efforts and activities of the Alliance.</p> <p>The Steering Committee will propose modifications to the NQSA mission, scope or polices for presentation to the membership for voting.</p>		<p>Bylaw - _____</p>
<p>4. Purpose</p>		

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<p>NQSA will work to ensure that:</p> <ul style="list-style-type: none"> • Patients receive the right care at the right time by the right professional. • Nurses are actively advocate and are accountable for consumer • Policymakers recognize the contributions of nurses in advancing consumer-centered high quality care. 		<p>Bylaw - _____</p>
<p>5. Neutral Convener Role</p> <p>NQSA operates semi-independently as a separate, but affiliated, entity of a ‘host’ organization. NQSA is self governing but is not separately incorporated.</p> <p>The Alliance has a distinct budget for which it is accountable and generates its own funds for programmatic activities; however, some benefits (e.g., accounting, human resource, information and technology support services) are provided by the host organization as part of the administrative arrangement.</p> <p>A dedicated staff, appropriate for scale, will be hired by the host organization to implement NQSA’s mission and priorities.</p>		<p>Bylaw - _____</p>

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Article II. Membership		
<p>6. Eligibility for membership (3 Key Criteria)</p> <ul style="list-style-type: none"> Any national nursing organization based in the United States and has a national mission, scope or membership – including professional organizations, specialty societies, and labor groups are qualified and eligible to join as a full member. Any organization that represents the health-related needs, interests, and concerns of patients, consumers, or family members and is based in the United States is eligible for membership. NQSA members must support the mission established for NSQA and have a direct interest in its purpose and priorities. 		<p>Bylaw - _____</p>
<p>7. Transfer of Membership Interest</p> <p>Membership may not be transferred to any other individual or organization except as the result of a merger, acquisition or reorganization of an existing member organization.</p>		<p>Bylaw - _____</p>

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Article III. Dues and Finances		
<p>8. Annual Dues and Finances</p> <p>A. Funds</p> <p>Primary funding for NQSA’s launch will be from private philanthropy; therefore, significant contributions from members – at least initially – will not be required.</p> <p>However, to achieve an investment in NQSA, generate additional resources, and meaningfully engage the broader nursing community, a symbolic contribution from each member is required.</p> <p>A significant differential between dues for Principals and non-Principals has been established.</p>		<p>Bylaw - _____</p>
<p>B. Steering Committee (“Principal”) Member Dues</p> <p>Principal organizations - \$2,500/year, unless changed by a majority vote of the steering committee members. Continued Steering Committee membership is contingent upon being up-to-date on membership dues.</p>		<p>Bylaw - _____</p>
<p>C. Members-at-large (“Non-Principal”) Dues</p> <p>Non-principal organizations - \$750/year, unless changed by a majority vote of the steering committee members. Continued steering committee membership is contingent upon being up-to-date on membership dues.</p>		<p>Bylaw - _____</p>

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<p>D. Dues payment</p> <p>Dues shall be payable on January 1st each year and become delinquent ninety (90) days thereafter. Any organization or individual delinquent in dues after the 90 day grace period may be removed from the membership roles.</p> <p>Dues from members of the Steering Committee and Members-at-large will be collected at the same time.</p> <p>Membership in NQSA shall be activated/renewed upon payment of Alliance dues.</p>		<p>Bylaw - _____</p>
<p>E. Dues payment process</p> <p>Project staff from the host organization will invoice all members for dues payment 30 days prior to the due date.</p>		<p>Bylaw - _____</p>
<p>F. Due Date for NQSA Dues</p> <p>The initial due date for membership dues shall be January 1, 2010 and (TBD) thereafter.</p>		<p>Bylaw - _____</p>

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<p align="center">G. Membership Fiscal Year</p> <p>The fiscal membership year shall be (TBD)</p>		<p align="center">Bylaw - _____</p>
<p align="center">H. Application to Petition for a Dues Reduction</p> <p>A reduction in NQSA membership dues shall be based upon the size (number of active members registered) or on the revenue of a petitioning organization or entity.</p> <p>A written request from the petitioning organization shall detail the reasons for the reduction and be submitted to the Steering Committee for 2/3 majority vote, one (1) month in advance of a committee meeting.</p> <p>Petitioning organizations will be notified of the Steering Committee’s decision by host organization staff.</p>		<p align="center">Bylaw - _____</p>
<p align="center">I. Application to Petition for a Dues Waiver</p> <p>A waiver from NQSA membership dues shall be based upon the size (number of active members registered) or on the revenue of a petitioning organization or entity.</p> <p>A written request from the petitioning organization</p>		<p align="center">Bylaw - _____</p>

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<p>shall detail the reasons for a dues waiver and be submitted to the Steering Committee for a 2/3 majority vote.</p> <p>Petitioning organizations will be notified of the Steering Committee's decision by host organization staff.</p>		
<p style="text-align: center;">J. Application to Petition for a Dues Academic Scholarship</p> <p>National student associations or student foundations that meet the NQSA eligibility criteria may apply for a dues reduction or waiver from the Steering Committee.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">K. Changes in Dues Criteria</p> <p>Changes to the dues structure must be approved by a 2/3 majority vote of the NQSA Steering Committee.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">L. Loans</p> <p>No loans shall be contracted on behalf of NQSA and no evidence of indebtedness shall be issued in the name of NQSA unless authorized by a 2/3 majority vote of the active membership.</p>		<p>Bylaw - _____</p>

Topic/Issue/Decision/Rule	Conveners Comments	Convener Outcome (Approval)
Article IV. Member Voting Processes		
<p>4. Member Rights and Voting</p> <p>A. Eligibility</p> <p>Each member organization eligible to vote shall appoint one voting representative to cast the organization's vote in NQSA elections.</p>		<p>Bylaw - _____</p>
<p>B. Amendments</p> <p>Steering Committee members shall be entitled to vote on any amendment to the Bylaws recommended by the Steering Committee.</p>		<p>Bylaw - _____</p>
<p>C. Reaching Consensus</p> <p>Consensus will be reached through a democratic process that will typically rely on active deliberation and conclusion drawing. In the event that a formal vote is required to determine the degree of agreement on a particular matter, each Steering Committee organization will be granted one vote (one vote per organization).</p> <p>Consensus will be sought on approval items - to include white papers, position statements, work group products, membership applications, petitions for dues reductions, waivers and scholarships, strategic and business plans, appointments to work groups and the Steering Committee. Consensus is defined as agreement by 2/3 of the members eligible to vote.</p>		<p>Bylaw - _____</p>

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<p style="text-align: center;">D. Non-voting Members</p> <p>Non-voting members of NQSA will be the Executive Director and Student Associations.</p> <p>The Steering Committee shall have the authority to establish and define other non-voting categories of membership.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">E. Voting by Proxy</p> <p>A proxy vote is defined as a non-voting representative of the member voting in absence of the NQSA representative for that body.</p> <p>No proxy voting is allowed.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">F. Definition of a Quorum</p> <p>A quorum is defined as at least 2/3 of the full Steering Committee (i.e. 6 principals) and 2/3 of the full membership.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">G. Procedure for Counting the Vote</p> <p>All votes shall be collected by ballot and counted by NQSA project staff.</p>		<p>Bylaw - _____</p>

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<p align="center">H. Voting Action Outcomes</p> <p>On strategic and/or policy decisions, consensus of at least 2/3 of voting Principals in attendance is required for action/approval.</p>		<p align="center">Bylaw - _____</p>
<p align="center">I. Resignation of Steering Committee Member</p> <p>Principals may resign from the Steering Committee at any time. Resignations must be submitted in writing to project staff. Once the resignation has been filed, the following action will be taken:</p> <ol style="list-style-type: none"> 1. For any Principal of one of the original eight convener organization, a replacement will be appointed by that organization. 2. For any other Principal, the existing process will be utilized to appoint/elect a replacement. 3. A replacement will serve the Principal's original term of office. 		<p align="center">Bylaw - _____</p>
<p align="center">J. Resignation of Member-at-large</p> <p>Members may resign NSQA at any time. Resignations must be submitted in writing to project staff. Once the resignation has been filed, project staff will notify the Steering Committee.</p> <p>No portion of member dues will be reimbursed.</p>		<p align="center">Bylaw - _____</p>

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<p style="text-align: center;">K. Absences - Steering Committee</p> <p>A Steering Committee member shall be terminated for excess absences - defined as two unexcused absences from any two consecutive in-person Steering Committee meetings held annually. A Steering Committee member may be removed for any other reasons by a 2/3 vote of the remaining Steering Committee members.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">L. Absences - Member-at-large</p> <p>Members at large shall be terminated for excess absences - defined as two consecutive unexcused voting absences. A Member-at-large may be removed for other reasons by a 2/3 vote of the Steering Committee members.</p>		<p>Bylaw - _____</p>
<p style="text-align: center;">5. Steering Committee</p> <p style="text-align: center;">A. Role of Steering Committee</p> <p>NSQA's Steering Committee and the Principals who comprise it will represent the Alliance's leadership. To that end, the Steering Committee will provide strategic direction and have ultimate accountability for the Alliance's vision and daily operations. The Steering Committee will meet twice yearly in Washington, DC</p> <p>A code of conduct addressing the fiduciary responsibilities of the Steering Committee will be designed to be consistent with the Sarbanes-Oxley</p>		<p>Bylaw - _____</p>

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Act of 2002 (See http://www.gpo.gov/fdsys/pkg/PLAW-107publ204/content-detail.html .)		
<p align="center">B. Size</p> <p>The number of Principals appointed to the Steering Committee will not exceed 17.</p>		Bylaw - _____
<p align="center">C. Composition</p> <ul style="list-style-type: none"> • Convener Nursing Organizations (8) • Executive Director (1) • Non-convener nursing organizations (3) • Consumer Organizations (3) • Other organizations (2) 		Bylaw - _____
<p align="center">D. Term of Steering Committee Members</p> <p>Terms of service on the Steering Committee will be staggered (1, 2, or 3 year terms), to enable continuity while ensuring adequate succession.</p> <p>Steering Committee members may serve up to two consecutive terms.</p> <p>Initially, project staff will assume responsibility for conducting a random process to assign the staggered terms. Thereafter the terms will be for 2 years.</p>		Bylaw - _____

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<p style="text-align: center;">E. Duties of Executive Director</p> <p>The Executive Director is hired by the host organization and has day-to-day responsibility for the organization, including carrying out the organization’s goals and policies. The Executive Director will attend all Steering Committee meetings, report on the progress of the organization, answer all questions of the Steering Committee members and carry out the duties described in their job description.</p> <p>The Executive Director is an employee at will and shall hold office until his or her death, resignation or removal.</p>		<p style="text-align: center;">Bylaw - _____</p>
<p style="text-align: center;">F. Duties of Steering Committee Chair</p> <p>The Chair of the Steering Committee must represent one of the original eight convener organizations.</p> <p>The Chair will preside over the NQSA meetings and oversee the strategic and operational direction of the Alliance.</p> <p>Specifically the Chair will ensure that:</p> <ul style="list-style-type: none"> • Meetings are run effectively and efficiently. • All approval items are addressed. • All relevant issues are discussed. • Appoint work group Chairs • Coordinate activities with other external organizations. 		<p style="text-align: center;">Bylaw - _____</p>

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<p align="center">G. Duties of Steering Committee Vice Chair</p> <p>The Vice-Chair will preside over the NQSA meetings and oversee the strategic and operational direction of the Alliance in absence of the Chair.</p>		<p align="center">Bylaw - _____</p>
<p align="center">H. Length of Term for Chair and Vice Chair</p> <p>A two year term will be assumed by the Chair and Vice-Chair with the option to be appointed for a second two year term.</p>		<p align="center">Bylaw - _____</p>
<p align="center">I. Compensation</p> <p>Steering Committee members shall serve without compensation. Principal's travel and direct expenses to the two in-person Steering Committee meetings will be covered by the Alliance.</p>		<p align="center">Bylaw - _____</p>
<p align="center">6. Neutral Convener Personnel and Staffing</p> <p>NQSA will initially be "hosted" by The George Washington University (GW) in Washington, DC and supported in part with selected administrative services provided by GW (e.g., accounting, information technology support, human resources, etc.).</p> <p>Staffing decisions will be made by the GW leadership.</p>		<p align="center">Bylaw - _____</p>

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Article V. Meetings		
<p>7. In-Person Meetings</p> <p>A. Steering Committee Meetings The Steering Committee of NQSA shall meet semi-annually at a time and place determined by project staff.</p>		Bylaw - _____
<p>B. Membership Meetings</p> <p>TBD</p>		Bylaw - _____
<p>C. Notice of Meetings</p> <p>Project staff shall notify Steering Committee members through electronic mechanisms at least 30 days prior to a meeting to ensure that Principals may participate in deliberations and decision-making processes.</p>		Bylaw - _____
<p>D. Telephone Meetings</p> <p>The Steering Committee of NQSA shall meet as needed by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.</p>		Bylaw - _____
<p>E. Meeting Materials - Project Staff</p> <p>NQSA project staff shall assure that materials (e.g. agendas, items for decision, speaker information, and slides) are made available within a reasonable period of time prior to meetings.</p>		Bylaw - _____

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<p align="center">F. Meeting Materials - Members</p> <p>Members are expected to review meeting materials before and otherwise prepare for NQSA meetings. Discussion time shall be used for clarification and debate, not primarily to inform the Steering Committee members about workgroup activities since the previous meeting.</p>		<p align="center">Bylaw - _____</p>
Article VI. Work Groups		
<p align="center">8. Work Group Representation</p> <p align="center">A. Standing Work Groups</p> <p>Standing work groups shall include those that serve two primary purposes:</p> <ul style="list-style-type: none"> • Operational - including, but not limited to, membership, nominating, and finance work groups, etc.; and • Strategic - including but not limited to, a work group that provides strategic direction on each of NQSA's three primary purposes. 		<p align="center">Bylaw - _____</p>
<p align="center">B. NQSA Operational Work Groups</p> <p align="center"><i>I. Membership</i></p> <p>Identifies, cultivates, recruits, and retains potential NQSA members.</p> <p align="center"><i>II. Nominations</i></p> <p>Identifies cultivates, and nominates potential NQSA members for leadership positions (e.g., Steering</p>		

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<p>Committee and Work Groups).</p> <p>III. Finance Recommends financial policies, reviews, and presents the annual budget to the Steering Committee, and monitors NQSA's financial position.</p> <p>IV. Development Strategically identifies and supports ongoing efforts to fundraise on behalf of NQSA.</p>		<p>Bylaw - _____</p>
<p>C. NQSA Strategic Work Groups</p> <p>I. Consumer Undertakes efforts to inspire continued trust in nursing among the public.</p>		<p>Bylaw - _____</p>
<p>II. Performance Measurement and Improvement Support the development of an agenda for measure development. Oversees and drives quality improvement campaigns.</p>		<p>Bylaw - _____</p>
<p>III. Policy Formulates Alliance policy/recommendations on policy issues related to quality, safety, and value to include review and comment on testimony and proposed regulations. Monitors, influences, and advocates for nursing on these issues.</p>		<p>Bylaw - _____</p>

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<p align="center">D. NQSA Ad-Hoc Work Groups</p> <p>Ad-Hoc Work Groups may be appointed at the discretion of the Steering Committee or Steering Committee Chair or Vice Chair. Such work groups shall remain active until they have accomplished the purposes for which they were appointed.</p>		<p align="center">Bylaw - _____</p>
Article VII. Parliamentary Authority		
<p>Procedure</p> <p>The latest revised edition of Robert’s Rule of Order shall prevail at all meetings. As a rule, NQSA should govern itself by consensus.</p>		<p align="center">Bylaw - _____</p>
Article VIII. Conflicts of Interest		
<p>Disclosure Statement for Potential Conflicts of Interest</p> <p>All NQSA Steering Committee members shall agree to abide by the following statement:</p> <p>An NQSA Steering Committee member shall disclose to the Steering Committee and GW personnel any professional or proprietary interest which may present a conflict of interest in matter pending before the NQSA or any of its work groups.</p> <p>If after disclosure, the Steering Committee or GW personnel believes that a Steering Committee member’s professional or proprietary interest would prevent that participant from objective voting on a particular pending matter , that member shall refrain from voting or otherwise participating</p>		<p align="center">Bylaw - _____</p>

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<p>in any decision on the matter.</p> <p>Steering Committee members shall sign a Conflict of Interest statement annually,</p>		
Article IV. Amendments		
<p>Amendments</p> <ol style="list-style-type: none"> 1. The bylaws may be amended when necessary by 2/3 majority of the Steering Committee. 2. Proposed amendments must be submitted to the Executive Director for distribution to the Steering Committee. 		<p>Bylaw - _____</p>
<p>Dissolution</p> <ol style="list-style-type: none"> 1. In order to dissolve NQSA, the Chair must present a resolution recommending that the organization be dissolved to the active membership. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days notice has been provided to each member in good standing. 		<p>Bylaw - _____</p>
Article X. Certification		
<p>Ratification</p> <p>These bylaws were approved at a meeting of the Steering Committee by a 2/3 majority vote on XXX, 2010.</p>		<p>Bylaws Ratified - _____</p>