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| International Collaboration of PeriAnaesthesia Nurses  ICPAN | Title: Global Advisory Council GAC  Terms of Reference | No. | Page 1 of 3 |
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| Effective Date: |
| Originated By:  Board of Directors, 2016 |

**Definitions:**

Chair: Will refer to the Chair of the Global Advisory Council (GAC) who will be the Vice-Chair of the ICPAN Board of Directors. The Chair shall call GAC meetings and oversee the activities of the GAC.

Director:

National Organizational Representative: Will be the appointed representative to the GAC from a member national perianaesthesia association.

ACPAN: Australian College of Peri Anaesthesia Nurses

ASPAN: American Association of PeriAnaesthesia Nurses

IARNA: Irish Anaesthetic and Recovery Nurses Association

**Purpose:**

The Global Advisory Council will:

1. Follow the Purposes, Goals and Objectives of the International Collaboration of PeriAnaesthesia Nurses, Inc.

2. Elect the Directors of the Corporation

3. Serve in an advisory capacity to the Board of Directors

**Reporting Structure:**

1.The ICPAN GAC Chair will report directly to the Chair of the Board of Directors.

2.The ICPAN GAC Chair will provide reports

a. to the ICPAN Board of Directors at the board meetings;

b. at the biennial general meeting; and

c. at the request of the Chair of the Board of Directors.

**Responsibilities:**

1. Each member will have one vote on all matters except where noted.

2. Will elect directors of the corporation based upon a slate of nominees proposed by the Board of Directors, as provided in Article 5.2 of the Bylaws;

3. Will approve the repeal or amendment of any provision in the Bylaws affecting the rights or authority of the GAC;

4. To serve in an advisory capacity to the Board of Directors by providing advice on

a. the development of the Conference Bid Selection Worksheet

b. the selection of the biennial conference site

c. the nomination of National Organizational Representatives to serve on committees

d. the review and approval/denial of organizational and individual membership applications to ICPAN

e. the recommendation of annual membership dues

f. the termination of the membership of any ICPAN member who does not adhere to the ICPAN Bylaws, policies and procedures.

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5) To participate in working parties as directed by the Board of Directors.

6) To remove a Director, with or without assignment of cause, by a two-thirds majority vote of all the members of the GAC at any meeting of the GAC.

**Membership Composition:**

1. The Chair
2. Conference Committee Chair
3. 1 National Organization Representative from ACPAN
4. 1 National Organization Representative from ASPAN
5. 1 National Organization Representative from (Canada)
6. 1 National Organization Representative from (Denmark)
7. 1 National Organization Representative from IARNA
8. 1 National Organization Representative from (Netherlands)
9. 1 National Organization Representative from (Sweden)
10. 1 National Organization Representative from (England)
11. 1 National Organization Representative from
12. 1 National Organization Representative from

**Terms of Membership:**

All members will assume and fulfill their responsibilities as expressly reserved to the GAC in the ICPAN Bylaws.

The term of membership will be a minimum of 2 years. (total terms to be decided by GAC)

Following one 2-year term, a National Organizational Representativeis eligible to be elected to the Board of Directors.

If a National Organizational Representative on the GAC is elected to the Board of Directors then that National Association may elect a new GAC member.

Members will support consensus decisions made and reflect these decisions during professional interactions.

Members will notify the Chair by email within seven (7) business days of their intent to attend or send regrets about a meeting.

Members will notify the Chair by email within three (3) months of their intent to attend or send regrets to an annual or biennial meeting.

Members will inform the Chair of the dates of planned vacation as a courtesy and for roll call.

Members will communicate with their national association when required on ICPAN business.

Members will respond to the Chair by email within a timely manner that information has been received.

A member of the GAC may resign by delivering a written resignation to the ICPAN Secretary. Such resignation shall be effective upon the date of receipt, unless specified to be effective at a later date.

A member of the GAC may be removed, with or without assignment of cause, by a two-thirds majority vote, when it is judged to be in the best interests of ICPAN. Notice of the removal action shall be provided to the member being removed as well as an opportunity for a hearing.

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**Frequency of Meetings:**

Regular meetings will be held (to be decided) at the call of the Chair.

The GAC shall hold a regular face-to-face meeting in conjunction with the ICPAN conference, which is held on a biennial basis.

Other GAC meetings may be requested by two (2) voting GAC members.

A proposal outlining the purpose of the meeting by the two (2) voting GAC members will be submitted to the Board of Directors for review.

A majority of the GAC shall constitute a quorum for the transaction of business at any meeting of the GAC.

At any meeting of the GAC at which a quorum is present, a majority of those GAC members present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation or these Bylaws.

Communication for Meetings:

One or more members of the GAC may attend any annual, regular, special or committee meeting of the GAC through telephonic, electronic, or other means of communication by which all members of the GAC have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting. Proxy voting shall not be permitted.