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**CHARTER
OF THE
CERTIFICATION COUNCIL
COMPETENCY AND CREDENTIALING INSTITUTE**

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ARTICLE I. NAME

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The name of this council shall be the CCI Certification Council, also known as “the council,” an autonomous division within the Competency & Credentialing Institute (CCI).

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ARTICLE II – PURPOSE

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The purpose of the CCI Certification Council is to maintain and oversee the operation of CCI’s established certification programs in a manner consistent with recognized national accreditation standards, in alignment with CCI’s mission and values, and with the highest level of professional integrity. The certification council shall have the sole authority for establishing, reviewing, and maintaining essential certification program policies and procedures as it deems necessary to carry out its purpose.

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ARTICLE III – COUNCILORS

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Section 1. Composition

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There shall be seven councilors: five certificant councilors and two public councilors. among which all CCI accredited certification programs must be represented. Councilors may hold more than one certification to meet this requirement.

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Section 2. Eligibility

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- A. Certificant councilors: Each certificant councilor must possess at least one CCI certification, have earned a minimum of a Bachelor of Science in Nursing (BSN) degree or its equivalent as defined by the council, and have previous experience on a test development committee.
 - B. Public councilors: The public councilors shall be subject to such eligibility criteria as stated by ABSNC and NCCA Standards for Accreditation of Certification Programs.
 - C. The following persons are not eligible for councilor positions: current CCI board members or CCI employees, anyone in an elected AORN position, and anyone involved in delivering or developing preparation courses or products within the prior three years.

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Section 3. Terms of Office

- A. Councilors shall serve staggered three-year terms and may not serve for more than two terms, or six years in the aggregate, except for a councilor who has filled a vacancy for less than half of a term.
- B. Councilors shall be elected for their initial term by those persons who have been

47 granted a CCI certification (“certificants”). A councilor may be re-elected to a second
48 consecutive three-year term only by the certification council. Councilors who are not
49 re-elected to a second consecutive three-year term may later be re-elected by the
50 certificants.

51 Section 4. Limitations

52 Councilors shall be required to sign a consent-to-serve form and non-compete
53 agreement prior to becoming a candidate. In addition, during the term of service and for
54 three years afterward, members of the certification council are prohibited from (1)
55 participating in the development or delivery of any training program or product designed
56 or intended to prepare individuals to take a CCI certification exam; (2) taking any CCI
57 certification exam; or (3) involvement in the development or leadership of any
58 competing certification programs.

59 Section 5. Nomination and Election

60 A. The nominating committee shall be composed of three members appointed by the
61 certification council, none of whom shall be a CCI board member or candidate for
62 election to the council.
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64 B. The nominating committee shall define a broad set of competencies based on the
65 needs assessed by the council, shall recruit and screen candidates for council
66 positions, and prepare a ballot of qualified candidates for the election.

67 C. The election may be conducted by any voting method, provided that the voting
68 method and deadlines are approved by the certification council at least 45 days
69 before the voting period begins, and provided that all certificants are given the
70 opportunity to vote. A quorum of certificants shall equal the number of votes cast. A
71 plurality vote shall elect, and ties shall be broken by lot.

72 *(Proviso: The first council will be composed of seven councilors appointed by the CCI*
73 *Board. Two certificant councilors will be appointed for a four-year term, two certificant*
74 *councilors and one public councilor will be appointed for a three-year term, and one*
75 *certificant councilor and one public councilor will be appointed for a two-year term. All*
76 *subsequent terms shall be three-year terms.)*
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78 Section 6. Vacancy and Removal

79 Councilors may resign from the council at any time by submitting a resignation to the
80 chair or, in the case of the chair, to the vice chair. Resignations may specify an effective
81 date, but the final determination shall be made by the council. Vacancies shall be filled
82 by the council as soon as practicable for the remainder of the term. A councilor may be
83 removed by a two-thirds vote of the entire council.
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86 **ARTICLE IV – OFFICERS**

87 Section 1. Officers.

88 The officers of the council shall be a chair and a vice chair.

89 A. Chair -- The chair shall preside over all meetings and perform such other duties
90 as may be prescribed by the governing documents or the council.
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92 B. Vice Chair – The vice chair shall perform the duties of the chair in his or her
93 absence and shall perform such other duties as may be prescribed by the
94 governing documents or the council.
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96 Section 2. Election and Term of Office

97 The officers shall be elected by the members of the certification council from among the
98 councilors who have completed at least one year of service on the council. Officers shall
99 serve for a term of one year or until a successor is elected and assumes office. No
100 officer shall serve more than two terms in the same office. Service for more than half of
101 a term shall be considered a full term. *(Proviso: the officers for the first year of this*
102 *council shall be chosen by the CCI Board of Directors, and such service shall not be*
103 *counted toward these term limits.)*
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105 Section 3. Vacancy and Removal.

106 A. In case of a vacancy in the office of chair, the vice chair shall assume the position of
107 chair for the remainder of the term. The resulting vacancy in the office of vice chair
108 shall be filled for the remainder of the term by the council at its earliest opportunity.
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110 B. The chair or vice chair may be removed from office by a two-thirds vote of the
111 remaining members of the council.
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114 **ARTICLE V – CERTIFICATION COUNCIL**
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116 Section 1. Description

117 The certification council shall be an autonomous division within the Competency &
118 Credentialing Institute, and as such bound by the governance of the CCI Board of
119 Directors in all areas not under its sole authority.
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121 Section 2. Authority

122 The certification council shall have the sole and independent decision-making authority
123 for the areas of its defined roles and responsibilities, including but not limited to:

- 124 • Governing the CCI certification programs;
- 125 • Determining examination content, development, and passing scores, and,
126 although the actual tasks may be delegated to committees of subject-matter
127 experts (SMEs) or vendors, ensuring that the oversight and final decisions rest
128 with the council;
- 129 • Defining eligibility requirements for certification and recertification;
- 130 • Creating and enforcing policies determining the level of information and
131 verification that will be required to determine that eligibility and recertification
132 requirements have been met;
- 133 • Monitoring processes for examination administration, including ensuring that the
134 examinations are administered in a secure and standardized manner, and
135 determining how irregularities are managed and investigated;
- 136 • Creating and enforcing policies regarding the ongoing operations of the
137 certification program, such as confidentiality, conflict of interest, examination

- 138 development and administration, disciplinary matters, requests for
139 reconsideration and appeals, security, accommodations, non-discrimination,
140 quality assurance, and others as deemed necessary to maintain the integrity of
141 the program;
- 142 • Establishing, reviewing, and maintaining essential certification program policies
143 and procedures;
 - 144 • Establishing and administering a code of conduct, fiscal responsibility policy, and
145 disciplinary procedures;
 - 146 • Designating and approving appointments to subject matter expert (SME)
147 committees; and
 - 148 • Ensuring the accuracy of publications for applicants and candidates regarding
149 qualification, certification, and recertification.

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151 **Section 3. Limitations**

152 The council shall not have the authority to:

- 153 • Develop, deliver, endorse, or approve/accredit any educational or training
154 products;
- 155 • Develop new credentials or discontinue current credentials;
- 156 • Enter into contracts or grant arrangements for certification and recertification
157 activities;
- 158 • Develop its own budget and funding, other than providing input as requested by
159 CCI; or
- 160 • Determine CCI policy outside of its specific credentialing responsibilities, for
161 example: strategic planning, financial oversight, marketing and communications,
162 personnel, administrative operations, or other areas of operational management.

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164 **Section 4. Responsibilities**

165 The council shall provide reports and advice to the CCI Board of Directors as requested
166 or as deemed necessary by the council.

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168 **Section 5. Compensation**

169 The members of the certification council shall not be compensated for their service as
170 councilors, but may be reimbursed for reasonable expenses pursuant to CCI policy.

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172 **Section 6. Indemnification**

173 Any present or former director or officer of the corporation shall be indemnified by the
174 corporation against all reasonable costs, expenses, and counsel fees paid or incurred in
175 connection with any action, suit, or proceeding to which any such person may be made
176 a party by reason of their being or having been such a director or officer except in
177 relation to matters as to which such person shall be found guilty of willful negligence or
178 misconduct.

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181 **ARTICLE VI – MEETINGS**

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183 **Section 1. Regular and Special Meetings**

- 184 A. The council shall hold a regular meeting at least four times per year, and at least one
185 of those meetings must be held in person. Other meetings may be held by telephone
186 conference call or other electronic means provided that all participants can hear and
187 speak to one another in real time.
- 188 B. Special meetings of the council may be called by the chair and shall be called at the
189 request of three councilors.

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191 Section 2. Notice and Quorum

192 Fourteen days' notice shall be required for a regular meeting of the council, and three
193 days' notice shall be required for a special meeting of the council. A quorum for any
194 meeting of the council shall be a majority of the council, and no action may be taken in
195 the absence of such quorum. Notice may be waived before, during, or after a meeting.

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197 Section 3. Voting

198 Proxy voting shall not be permitted. Voting by any method other than during a telephone
199 conference call or in-person meeting shall require the unanimous written consent of all
200 councilors. Such consents shall be filed with the minutes describing the action taken.

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203 **ARTICLE VII – COMMITTEES**

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205 The council shall have a nominating committee and such other committees as it deems
206 necessary to carry out the work of the council, as described in the council rules. All
207 committees shall function in an advisory capacity to the council.

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210 **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

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212 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
213 shall govern this council in all cases to which they are applicable and are not
214 inconsistent with the CCI bylaws, this charter, and any special rules of order the council
215 may adopt.

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218 **ARTICLE IX – AMENDMENT**

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220 A. Amendments to this charter may be recommended by the council officers, any three
221 councilors, or the CCI Board of Directors.
- 222 B. The exact text of the amendment shall be sent to all members of the council and the
223 CCI Board at least 14 days before it will be taken up by the council.
- 224 C. Except for Article V, Sections 1, 2, and 3, a majority vote of the entire council shall
225 be required to send amendments to the CCI Board of Directors for ratification. A
226 majority vote of the entire CCI Board shall be required to grant final approval.
227 Amendments to Article V, Sections 1, 2, and 3 shall not require approval of the CCI
228 Board.