Operations Manual

This manual defines the requirements and procedures for the effective operation and management of the ENA Foundation to maximize consistency between Board transitions.

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Name

The name of the corporation shall be the ENA Foundation, an Illinois not-for-profit corporation ("Foundation").

Purposes

The purposes of the Foundation are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Mission & Objectives

Mission:
The ENA Foundation is a non-profit organization that supports the global emergency nursing community and the patients they serve through education, research, and philanthropic endeavors.

Objectives:

A. Promote the value of education and research to potential donors.
B. Enhance the scientific evidence in emergency nursing by funding research grants.
C. Fund scholarships for the education of nursing professionals in support of improving care and treatment of emergency patients.
D. Educate the public on the role of emergency nurses in health care, education and illness and injury prevention.
E. Identify opportunities to promote emergency nursing education and research in underserved areas across the globe.
F. Support the emergency nursing community through additional philanthropic endeavors.
G. Support the strategic initiatives of the Emergency Nurses Association, an Illinois not-for-profit corporation.

Expectations of Board Members

- Participate in and contribute to all board meetings and conference calls as required.
- Actively liaison with state council leaders and fundraising chairs for fundraising activities and provide information in coordination with the ENA Board of Directors state liaison. Corporate Trustees have no state liaison assignments.
- Actively participate in and promote all foundation outreach and events including:
    - Fundraising activities and campaigns
    - Conference events and activities
    - Scholarship, grant, and philanthropic opportunities
- Confidentiality

    - Discussions at meetings are confidential and cannot be disclosed to others until such information has been deemed public record.
- Official Board Communications
    - Board of Trustees members should be available for any matters that need immediate attention, either by text or email. Trustees must commit to regular monitoring of their ENA email account.
- Conflict of Interest Policy
    - Each board member, upon joining the Board and annually, completes the Conflict of Interest form.
    - A conflict of interest is defined as an actual or perceived interest by Foundation board members in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.
    - Board officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organizational duties, seek only the furtherance of the ENA Foundation mission. At all times, officers and Board members are prohibited from using their Foundation title or the organization's name or property for private profit or benefit.
    - Any possible conflict of interest shall be disclosed by the person or persons concerned.
    - When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. When there is doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board, exclusive of the interested person(s).
    - Members shall not use their position on the Board for product endorsement.

Board Meeting Travel

The ENA Foundation staff coordinates meeting logistics, such as meeting rooms and hotel room block for the in-person Board meetings. The Foundation Board of Trustees will be provided with information to make timely travel arrangements. Expenses related to travel for the foundation trustees is covered by the ENA Foundation. Travel expense reimbursement for necessary business expensed are to be followed as outlined in the **ENA Travel Expense Reimbursement Policy and Procedures** (see appendix).

ENA Foundation Board of Trustees: Roles and Responsibilities

The role of the ENA Foundation Board of Trustees is to ensure adequate resources for the ENA Foundation to fulfill its mission, purpose, and objectives.

Responsibilities:

- Promote the mission of the foundation.
    - Champion the value of education, research, and philanthropy to potential applicants and donors.
    - Understand the fiduciary responsibilities of the ENA Foundation
- Engage and participate in fundraising activities on behalf of the foundation including:
    - Make a personally significant gift
    - Cultivate prospective donors
    - Solicit donations
    - Provide stewardship to donors
- Support the development of new strategic programs including:
    - Academic scholarships
    - Continuing education scholarships
    - Research grants
    - Philanthropic endeavors
- Review and select scholarship and grant award recipients for:
    - Academic scholarships
    - Continuing education scholarships
    - Research grants

Board Leadership

Officers of the Board

The Officers of the Board include the Chairperson, the Immediate Past Chairperson and the Chairperson-elect. The Chairperson, Immediate Past Chairperson and the Chairperson-elect comprise the Nominating Committee.

The Chairperson-elect is a three-year leadership commitment. He/She/They serve as Chairperson-elect for one year. In the beginning of the second year of the term, this individual becomes the Chairperson for one year. Beginning in the third year, this individual moves into the role of Immediate Past Chairperson.

Officer Duties

Terms of Service: January - December of the calendar year

Chairperson Term: 1 year

- Serve on the Foundation Board of Trustees for the ENA Foundation.
- Attend onsite meetings at ENA conferences and events.
- Serve as spokesperson for the ENA Foundation (or delegate this duty as appropriate) including but not limited to:
    - Speaking at opening sessions for Leadership Orientation and Annual Conference
    - Participation in articles for ENA Connection magazine

    - Represent the ENA Foundation at special interest groups or meetings as needed
- Serve as chair for all Foundation Board of Trustees meetings and conference calls.
- Mentor the chairperson-elect.
- Motivate and encourage the Foundation standing committees and fundraising chairs in the overall fundraising and philanthropic efforts.
- Correspond with ENA Foundation contributors.
- Provide orientation and mentorship to new board members.
- Appoint members to the scholarship, fundraising, and research committees.
- Regularly liaisons with the ENA President to ensure the actions of the ENA Foundation and the ENA remain in alignment.
- Serve as liaison to the Emergency Medicine Foundation Board of Directors

Chairperson-elect **Term: 1 year**

- Serve on the Board of Trustees for the ENA Foundation.
- Participate in all board meetings and conference calls.
- Observe and learn from the current chair (mentee).
- Motivate and encourage the Foundation standing committees and fundraising chairs in the overall fundraising efforts.
- Performs the duties of the chairperson when current chairperson is not able to be present to perform those specific duties/roles.
- Attend onsite meetings at ENA conferences and events.
- Motivate and encourage the Foundation Board of Trustees in the overall fundraising and philanthropic efforts.

Past Chairperson **Term: 1 year**

- Serve on the Board of Trustees for the ENA Foundation.
- Participate in all board meetings and conference calls as required.
- Continue to mentor the current chairperson.
- Attend onsite meetings at ENA conferences and events.
- Motivate and encourage the Foundation Board of Trustees in the overall fundraising efforts.
- Serve as the awards and nominations committee chair.
- Serve as the nominating committee chair.
- Review the Orientation Manual and other policies and procedures as necessary.

Nominations and Elections

Chairperson-elect

Nominations and election of the Chairperson-elect is outlined in the ENA Foundation Chair Elect Nominating Policy (12.12.19) *see attached appendix.*

Members-at-Large

Nominations and elections of Trustees (Members at Large and Corporate/Industry) are outlined in the ENA Foundation Trustee Selection Policy (12.12.19) - *see attached appendix.*

Nomination and Election Timeline

March	Nominating Committee to review upcoming vacancies for the following year
May 1	Call for applications for vacant Trustee positions and Chairperson-elect position
May 31	Deadline for all applications
June	Application review by the Nominating Committee
July	Nominating Committee to share full list of applicants to Board of Trustees and solicit feedback. Statements of Intent for Chairperson-elect candidates will be shared with the Board of Trustees and those candidates given the opportunity to address the Board.
August	A final, uncontested slate provided to the ENA Board for approval. All candidates to be notified by Nominating Committee.
September	Chairperson-elect final ratifying vote by ENA Foundation Trustees

Board Orientation

All current and incoming board members are to participate in an ENA Foundation orientation in December following their election.

Included in (but not limited to) the board orientation process, are the following:

- ENA Board of Director's Roster
- ENA Foundation Bylaws
- Board of Trustees Roles and Responsibilities
- Roberts Rules
- Effective Board Meetings
- Conflict of Interest
- ENA Foundation Operations Manual

Resignation and Removal of Officers

Any member of the ENA Foundation Board of Trustees may resign at any time by giving written notice to the Chairperson. In addition, any member of the Foundation Board of Trustees may be removed by ENA whenever, in its judgment, the best interests of the Foundation would be served by such removal. Vacancies shall be filled by the Chairperson in accordance with ENA Foundation bylaws.

Committees

The Board has the following standing committees that work with the ENA Foundation Board of Trustees to raise money and support the mission:

- Fundraising
- Scholarship
- Research

Fundraising Committee

- Provide advice and guidance to the ENA Foundation Board of Trustees with respect to the mission and strategic outlook of the Foundation as it relates to raising money to further the mission and objectives.
- Review and revise the Fundraising Manual as indicated.
- Serve as support to State Fundraising chairs for state related fundraising activities.
- Additional charges as designated by ENA Foundation leadership.

Scholarship Committee

- Review and score applications for ENA-designated scholarships for its membership.
- Provide guidance and strategic outlook for future scholarships as it relates to Foundation direction.
- Additional charges as designated by ENA Foundation leadership.

Research Committee

- Review and score applications for ENA designated research grants and seed grants.
- Provide guidance and strategic outlook for future research as it relates to engaging ENA membership on available research and successful funding of research.
- Additional charges as designated by ENA Foundation leadership.

Committee Membership Application Process and Appointment

Membership on a standing committee of the Foundation is open to:

- ENA members of good standing
- Individuals meeting such qualifications as may be established by the Foundation
    - Standing committees may be terminated or repurposed by a majority vote of the Foundation Board of Trustees
    - The standing committees may only be established by the Foundation Board of Trustees

Expectations of Committee Leaders and Members

- The ENA Foundation Committees and members report to the Foundation Chairperson.
- The ENA Foundation Committees and members receive directions from the Foundation Chairperson and other members of the Board of Trustees on tasks to be completed.

Committee Membership Appointment and Application Process

The ENA Foundation Committees (Fundraising, Scholarship, and Research) will all be part of the ENA National Volunteer call process and applicants will follow the same process to apply for an ENA Foundation Committee process as for a national volunteer opportunity. Call dates will be

set by ENA. The ENA Foundation Committees are open to ENA members only who can apply for up to 2 volunteer groups. Members will apply via their ENA profile, within the call dates. Term dates for all volunteer groups includes in the National call will begin on January 1 of the following year.

ENA Foundation Committee members are selected by the Chairperson-elect following the close of the national volunteer call process. The Chairperson-elect will review the application statements and select committee members. All committee member appointments are reviewed by the incoming ENA Board President. Committee members will be notified through the national volunteer call process and will receive an email notification from the Chairperson-elect in November following the close of the volunteer process.

Each committee position is a two-year term and is eligible for re-application the following year.