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

Name .................................................................................................................................... 3  
Mission and Objectives .......................................................................................................... 3  
Expectations of Board Members ............................................................................................ 3  
Board Meeting Travel ............................................................................................................ 4  
Role of the ENA Foundation Board of Trustees: Roles and Responsibilities ...................... 4  
Board Leadership .................................................................................................................. 5  
  Chairperson ................................................................................................................................... 5  
  Chairperson-elect ........................................................................................................................... 6  
  Past Chairperson ............................................................................................................................ 6  
Officer Nominations and Elections ......................................................................................... 6  
  Members-At-Large ................................................................................................................................. 6  
  Chair-elect ..................................................................................................................................... 6  
Application Process Timeline ................................................................................................. 7  
Board Orientation .................................................................................................................... 7  
Resignation and Removal of Officers ..................................................................................... 7  
Committees ............................................................................................................................. 7  
  Fundraising Committee .................................................................................................................. 8  
  Scholarship Committee ................................................................................................................... 8  
  Research Committee ...................................................................................................................... 8  
Committee Membership and Application ............................................................................... 8  
Appendix  
  Chair Elect Nominating Procedures and Policy ................................................................. 9  
  ENA Foundation Trustee Selection Policy ........................................................................ 11  
  ENA Foundation Code of Ethics Policy ............................................................................. 12  
  Record Retention Policy ........................................................................................................... 14  
  Whistleblower Policy ................................................................................................................... 15  
  Logo Usage Policy ...................................................................................................................... 17
**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 Emergency Nurses Association 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 healthcare, 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 philanthropic endeavors; and
G. Support the strategic initiatives of the Emergency Nurses Association, an Illinois not-for-profit corporation.

**Expectations of Board Members**

- Participate and contribute in all board meetings and conference calls as required.
- Actively liaison to 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
  o Fundraising activities and campaigns
  o Conference events and activities
  o 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 ENAF 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 ENAF 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.
  - Make a personally significant gift
  - Cultivate prospective donors
  - Solicit donations
  - Provide stewardship to donors
- Support the development of new strategic programs.
  - Academic scholarships
  - Continuing education scholarships
  - Research grants
  - Philanthropic endeavors
- Review and select scholarship and grant award recipients
  - 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 serves 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.
• Serves 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

Chair-Elect
Nominations and election of the Chair-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 Chair 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 Chair 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**  Chair 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 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 Foundation Board of Trustees to raise money and support the mission.
• Fundraising
• Scholarship
• Research

Fundraising Committee
• Provide advice and guidance to the 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
• Serves 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 Chair.
• The ENA Foundation Committee and members receive directions from the Foundation Chair 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 Chair-Elect following the close of the
national volunteer call process. The Chair-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 Chair-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.
Emergency Nurses Association Foundation

Governance Policy

Nominating Procedures and Policy – Chair Elect

Purpose To establish a fair and equitable process for nominating, vetting, and selection of the Chair Elect position on the ENA Foundation Board of Trustees.

Policy

1.1 Per the ENA Foundation by-laws, the ENA Foundation Chairperson-Elect shall be elected by the Foundation Board of Trustees from amongst any member of the Foundation Board of Trustees including:
   i. Members at Large
   ii. Corporate Members
   iii. Presidential Appointees

1.2 A call for chair-elect nominees shall go to all trustees of the Foundation Board no less than three weeks prior to the deadline for submission

1.3 Interested individuals must submit a statement of intent by a deadline set forth by the nominating committee, which shall be no less than 90 days prior to the ENAF Annual Meeting, to be held at ENA Annual Conference.
   i. The current ENA Foundation chairperson will liaise with the ENA Foundation Director to confirm receipt of any and all Statement of Intents, ensure completion of applications, and create a pre-slate of candidates to present to the ENA Foundation Trustees.

1.4 Statement of Intent must address the following:
   i. Reason for wanting to serve as leader of the ENA Foundation
   ii. Philanthropic experience with the ENA Foundation, State Challenge, and/or other organizations.
   iii. Goals/vision for the Foundation
   iv. Envisioned impact

1.5 A Nominating Committee comprised of the current Board Chair, the Immediate Past Chair and the current Chair-elect, will solicit candidate feedback from the full Board of Trustees as follows:
   i. Trustees will have the opportunity to review all submitted statements of intent
   ii. Chair-elect candidates will be given the opportunity to address the board in advance of the nominating committee selecting the final slate. This time is limited to the candidate’s statement, no questions will be taken.
   iii. Trustees will have the opportunity to submit their non-binding recommendation for chair-elect via electronic survey

1.5 The Nominating Committee will review the candidates based on the following criteria:
i. Past ENA (local, state, and national) leadership
ii. Prior experience and participation as member of the ENA Foundation Board of Trustees
iii. Fundraising and philanthropic experience
iv. Recommendations from the Board of Trustees

1.6 The nominating committee shall slate one candidate based on the criteria listed above, to be approved by the ENA Board of Directors, the sole voting member of the ENA Foundation.

i. All candidates will be notified by the Nominating Committee of the final slate prior to the ENA Board vote.

1.8 A final ratifying vote by board of trustees, by a simple majority, will take place in advance of the Annual Meeting
Emergency Nurses Association Foundation
Governance Policy

Board Membership Appointment and Application Process

**Purpose**
To establish a fair and equitable process for applications, vetting, and appointments for members of the ENA Foundation Board of Trustees.

1. Applications for the Foundation Board of Trustees must be submitted through the online portal and will be open to eligible applicants May 1 and close May 31.

   1.1. The application for ENA members will include the following information:
   - i. Application
   - ii. High resolution photograph
   - iii. Conflict of Interest Disclosure

1.2. Following the close of the application process, all qualified individuals will be presented to the ENA Foundation Nominating Committee (consisting of the Chairperson, Chairperson-Elect and the Immediate Past Chairperson of the Foundation Board of Trustees).

1.3. The Nominating Committee will share the full list of qualified applicants to the Board of Trustees, in advance of selecting a final slate. The Nominating Committee will select members for nomination to the Board of Trustees based on the applicant’s demonstrated history in fundraising and ability to advance the mission of the ENA Foundation.

1.4. The Nominating Committee will select an uncontested slate of candidates to be submitted to the ENA Board of Directors, the sole voting member of the ENA Foundation, for final approval.

1.5. The Nominating Committee will notify all candidates of the results and share with the Board of Trustees.

1.6. New Foundation Board of Trustees members will take office beginning January 1.

2. President’s appointment to the Board of Trustees

   2.1. The incoming ENA President will select the presidential appointee for a one-year term during the national committee selection process in October prior to the start of their term.
Emergency Nurses Association Foundation

Governance Policy

Ethics and Code of Conduct

Purpose To set forth principles of ethical conduct as they relate to the governance of ENA Foundation. To provide guidelines to protect the integrity of ENA Foundation and maintain appropriate representation of the organization.

Policy

1.1 Board of Trustees Ethics Statement: To ensure that the Emergency Nurses Association Foundation Board of Trustees makes a genuine commitment to a high standard of ethics for the overall good of this association foundation. To encourage ethical decisions and responsible behavior.

1.2 ENA Foundation Board of Trustee Member Code of Ethics. A member of the ENA Foundation Board of Trustees agrees to:

- Represent the interests of all people served by ENA Foundation
- Abide by the ENA Conflict of Interest Policy
- Keep confidential information confidential
- Approach all board issues with an open mind, prepared to make the best decision for the ENA Foundation
- Do nothing to violate the trust of those who elected the trustees to serve
- Focus efforts on the mission, vision and purpose of the ENA Foundation and not on personal goals
- Exercise authority as a board of trustee member only when acting in a meeting with the full board or as delegated by the board chair
- Adhere to the ENA Foundation policy regarding ENA Foundation name and logo usage

1.3 Speaking on Behalf of the ENA Foundation. Members of the Board of Trustees and all ENA members are required to follow established guidelines to ensure the integrity of the Emergency Nurses Association Foundation and appropriate representation of ENA Foundation and its official positions.

1.3.1 The ENA Foundation Chair is the official spokesperson in all matters related to the Emergency Nurses Association Foundation.

1.3.2 Former and current individual board members, all ENA members, and staff will not make official statements and/or imply that they are speaking on behalf of the Emergency Nurses Association Foundation unless they are authorized to do so by the ENA Foundation Chair or ENA Chief Executive Officer

Adopted by the ENA Foundation Board of Trustees - January 24, 2019
1.3.3 Former and current board members will not make or imply an endorsement of any kind on behalf of ENA Foundation. This function is reserved exclusively for the current ENA Foundation Board of Trustees and requires a formal action (i.e. vote) of the board.
Emergency Nurses Association Foundation

Governance Policy

Document Retention and Destruction

Purpose This policy identifies the record retention responsibilities of ENAF staff, volunteers, members of the ENAF Board of Trustees, and independent contractors for maintaining and documenting the storage and destruction of the organization’s documents and records.

Policy

1.1 ENA Foundation document retention and destruction is maintained by ENA according to the policies and operational procedures put in place by that entity (ENA Record Retention Policy).

1.2 It is the policy of ENA that its records be retained only so long as they are (1) necessary to the current conduct of the association’s business; (2) required to be retained by statute or government regulation; or (3) relevant to pending, threatened or foreseeable investigations or litigation. In furtherance of this policy, ENA has adopted the attached “ENA Record Retention Schedule” (Schedule) and the following protocol and procedures for its record management program, which shall be strictly observed by ENA and its officers, directors, staff and committee members.

1.3 Donor records, which include written agreements between the donor and ENAF with regard to any contribution, email communication or notes of or recordings of an oral discussion between the charity and the donor where the representative of the charity made representations to the donor with regard to the contribution on which the donor may have relied in making the gift, will be maintained as follows:

   1. Donation records of endowed funds Permanently
   2. Donation records of significantly restricted funds Permanently
   3. Donation records 10 years

1.4 Application forms and other pre-award documentation for scholarship and grants awarded through ENA Foundation will be maintained as follows;

   1. Application records of funded scholarships and grants 10 years
   2. Final reports resulting from funded research grants 10 years
   3. Application records of unfunded scholarships and grants 2 years

Adopted by the ENA Foundation Board of Trustees - January 24, 2019
Emergency Nurses Association Foundation

Governance Policy

Whistleblower Protection

Purpose
- To protect a person who reports an activity viewed as unlawful or unethical from retaliatory action.
- To establish a mechanism to report such activity.
- To ensure that the Emergency Nurses Association Foundation is in compliance with the Sarbanes-Oxley Act of 2002.

Policy

1.1 The Emergency Nurses Association Foundation, including the ENFA Board of Trustees and employees, will not take retaliatory action against or interfere with the lawful employment or livelihood of any employee (temporary or permanent), contractor, or ENA member, who, in good faith reports the following which are considered “protected disclosures”:

(i) any activities suspected to be in violation of state or federal law;

(ii) a suspicion of financial wrongdoing which may include, but is not limited to:
- questionable accounting practices
- fraud or deliberate error in financial statements or recordkeeping
- deficiencies of internal accounting controls
- misrepresentations to Association officers or the accounting department (including deviation from full reporting of financial conditions)

(iii) a concern relative to an activity suspected to be illegal, dishonest, fraudulent and/or unethical.

1.2 The Emergency Nurses Association Foundation, including the ENAF Board of Trustees and employees, will not take retaliatory action against or interfere with the lawful employment or livelihood of any employee (temporary or permanent), contractor, or ENA member, who, in good faith:

(i) has refused to obey an illegal or unethical request; or

(ii) assists in an investigation concerning wrongdoing.

Standards/Criteria

2.1 Criminal whistleblower provisions of Sarbanes-Oxley Act of 2002 apply to not-for-profits.

Adopted by the ENA Foundation Board of Trustees - January 24, 2019
Use of ENA Foundation Name and Logo

Purpose
To protect ENA Foundation’s intellectual property. To manage and regulate the proper use of ENA Foundation’s name and logo. To safeguard ENA Foundation’s reputation and integrity.

Policy
1.1 ENA Foundation shall register its name, logos and other marks as necessary and appropriate.
1.2 ENA Foundation shall take all necessary and appropriate steps to preserve and protect the registration and usage of its intellectual property and all of its marks, whether registered or not.
1.3 Members, unauthorized individuals or institutions may not use ENA Foundation’s name or logo in conjunction with marketing, e.g., in such promotional materials as e-mails, letters, speeches, brochures, letterhead, Web sites, advertisements or business cards, for the purpose of selling a non-ENA Foundation service, program, publication or other entity.
1.4 ENA Foundation’s name or logo may not be used in such a way as to give the impression that ENA Foundation owns, endorses or supports a publication, product, service, program, company or other entity unless such use is specifically approved in writing by ENA Foundation.
1.5 ENA Foundation may permit the use of its name, mark(s) and logo(s) by corporations or other entities pursuant to the terms of a written license agreement as determined by ENA Foundation in its sole discretion and in accordance with ENA Foundation’s policies on corporate support and endorsement. Such license agreements must comply with all legal requirements for proper trademark licenses.
1.6 ENA Foundation may license its name, logo and/or membership list (collectively, the “ENA Foundation Marks”) for use in connection with corporate support and/or endorsements only if:
   a) The ENA Foundation Marks are used for the purpose of promoting or advancing ENA Foundation’s purpose and mission, as determined by ENA Foundation in its sole discretion.
   b) The use of the ENA Foundation Marks is provided on a non-exclusive basis.
   c) The use of the ENA Foundation Marks does not constitute an endorsement of any particular product, service or corporation (unless ENA Foundation specifically intends to provide its endorsement).
   d) The ENA Foundation Marks do not appear alongside the name, trademark, service mark, or logo of any association or corporation other than that of the corporate supporter (or endorsed party) without ENA Foundation’s prior written approval.
   e) All proposed uses of the ENA Foundation Marks are subject to the prior review and written approval of ENA Foundation.
   f) The provision of goods and/or services under the ENA Foundation Marks does not reflect adversely upon the ENA Foundation or the ENA Foundation Marks.
g) ENA Foundation shall retain the right to terminate any use of the ENA Foundation Marks at any time and for any reason, upon reasonable prior written notice.

h) ENA Foundation shall, if possible, seek a royalty or other form of revenue stream as consideration for the use of the ENA Foundation Marks. Such revenue stream shall, when possible, be constructed to avoid the generation of unrelated business income tax.

1.7 Any authority or approval required under this policy may only be granted by the board of trustees or its designee(s).

1.8 Any unauthorized use of logo(s) or mark(s), should be reported to the chief executive officer or his or her designee(s) who shall consult with the chair and legal counsel and enforce this policy consistent with good business practice and good relationships with members, keeping the ENA Foundation Board of Trustees informed prior to actions taken.

1.9 ENA Foundation’s legal counsel shall maintain all registration files and initiate registration renewal in accordance with federal law and regulations. ENA Foundation should retain appropriate copies of trademark certificates.