

Governance Policies

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Emergency Nurses Association

Governance Policy

1.01 Ordering of Credentials

A specific format and ordering of all credentials and honorifics following the name of a member of the Emergency Nurses Association will be followed and used for all ENA electronic and print media.

Revised and Approved 12/22

Revised and Approved 12/19

Revised and Approved 9/16

Revised and Approved 2/13

Revised and Approved 7/10

Approved 7/07

Policy

1.1 ENA will follow the American Nurses Credentialing Center statement entitled, "How to Display Your Credentials". Credentials will be sequenced as follows:

- i. Highest earned nursing educational degree, followed by degrees in other fields in descending order. For example, if a nurse has an MSN degree, BSN or ASN will not appear. If a nurse has a PhD in nursing and a master's degree in public health the designation will be PhD, MPH.
- ii. Licensure
- iii. State designations or requirements.
- iv. Nationally recognized certifications.
- v. Awards and honors such as fellowships in nationally recognized organizations.

1.2 The following credentials will **not** appear:

Local and regional certifications such as TNS and MICN.

Verification courses such as ACLS, ENPC, BLS, PALS, and TNCC.

1.3 To ensure international inclusivity, every attempt will be made to follow the procedures and incorporate international equivalent credentials.

Reference:

<https://www.nursingworld.org/~48fdf9/globalassets/certification/renewals/how-to-display-your-credentials>

Emergency Nurses Association

Governance Policy

1.02 Board of Directors' Meetings

- This policy outlines the basic framework for the frequency and structure of board meetings.

Revised and Approved 3/23

Revised and Approved 12/21

Revised and Approved 12/18

Revised and Approved 12/16

Revised and Approved 5/13

Revised and Approved 5/11

Revised and Approved 5/10

Approved 5/07

Policy

- 1.1 Regular meetings of the Board shall be held at least quarterly as determined by the Board.
- 1.2 The ENA President and/or Board may invite guests, including, without limitation, ENA staff, legal counsel and other advisors, to attend Board meetings, including those held in executive session, as deemed necessary to support the work of the Board.
- 1.3 Any member of the Board of Directors, including the chief staff officer may request that the Board move into executive session.
- 1.4 The secretary/treasurer (or their designee) shall maintain minutes of all meetings of the Board of Directors, including those held in executive session.

Emergency Nurses Association

Governance Policy

1.03 Member Disciplinary Procedures

- The following procedures shall govern any disciplinary proceedings of the Emergency Nurses Association (ENA) conducted to consider alleged violations of ENA's bylaws, policies, rules or regulations by a member.
- This policy does not apply to administrative decisions related to TNCC and ENPC course operations.

Revised and Approved 12/18

Revised and Approved 12/16

Revised and Approved 11/12

Revised and Approved 12/10

Reviewed and Approved 12/09

Approved 10/09

Policy

Registering a Complaint and Initiation of Proceedings

- 1.1 Complaints against members may only be submitted by an ENA member or employee and must be submitted within a reasonable period of time after the occurrence of the alleged act. Complaints must be submitted in writing to the ENA president via the ENA executive services department and signed by the complaining party. Complaints must include: (i) an authorization by the complainant(s) to forward the complaint to the involved member and/or any third parties that the board of directors deems relevant; (ii) a description of the alleged violation; and (iii) specific references to the activities or conduct supporting the complaint.
- 1.2 Complaints alleging election violations will be submitted to the Nominations and Elections Committee chairperson.
- 1.3 The Board shall appoint an ad-hoc disciplinary committee (the "committee") as necessary. The president shall select the chairperson of the committee from among the members of the committee. The chairperson of the committee, in consultation with the ENA president and legal counsel, shall review the complaint to determine whether it is appropriate for formal consideration by the full committee. If the chairperson of the committee, along with the president and legal counsel, determine that the complaint does not warrant such consideration, he or she shall so notify the complaining party and the matter will be closed.
- 1.4 If the matter is referred to the full committee, the committee shall determine whether the complaint warrants an investigation. If the committee determines that the complaint does not warrant an investigation, the president shall so notify the complaining party and the matter shall be closed. If the committee determines that the complaint does warrant an investigation, the chairperson shall notify the affected member that a complaint has been filed, an investigation will be conducted, and that the member shall be advised of the results. The notice shall be sent by overnight, registered, or certified mail, return receipt requested, to the affected member at the address listed for the member in ENA's records. The chairperson shall further notify the president that an investigation is in progress.

Investigation of the Complaint and Hearing

- 2.1 In conducting the investigation, the committee may request and obtain the assistance of ENA staff and consult with ENA legal counsel whenever in its judgment such consultation is necessary or appropriate, subject to approval by the president in consultation with the chief staff officer if needed. In addition, the committee may contact the complaining party, the affected party, and other relevant parties to obtain additional information, as necessary.

- 2.2 The committee may, but need not, conduct a hearing as part of its investigation. No adverse action shall be taken against an affected member without having first afforded him or her the opportunity for a hearing before the committee.
- 2.3 If the committee determines that a hearing is not warranted, the chairperson shall notify the affected member (by overnight, registered, or certified mail, return receipt requested), the complaining party and the president, and the matter shall be closed. The committee also may refer the complaint to an ENA state council or chapter.
- 2.4 If the committee determines that a hearing is warranted, the chairperson shall notify the affected party in writing, by overnight, registered, or certified mail, return receipt requested, of the date, time and location of the hearing, which shall be held no less than 30 days after the date of such notice. The hearing may be held in person, via teleconference, videoconferencing or other electronic means, as determined by the committee in its sole and absolute discretion.
- 2.5 During the hearing, the affected member shall have full access to the evidence against him or her, and shall have the right to: (i) participate in such hearing, with legal counsel if desired; (ii) rebut the information produced by the committee; (iii) present witnesses; and (iv) submit pertinent evidence.
- 2.6 An affected member who fails to attend a hearing shall be deemed to have waived his or her right to appear.
- 2.7 The committee may have legal counsel present at any such hearing to advise on issues of procedure and, under appropriate circumstances, to present the committee's position on a disciplinary matter.
- 2.8 A hearing may be postponed, recessed, or reconvened for good cause in the sole discretion of the committee.

Committee Findings and Recommendations

Upon the conclusion of the hearing, the committee shall convene in closed session (other than legal counsel and staff as appropriate) to determine whether an affected member has engaged in conduct for which disciplinary action should be taken.

- 3.1 If the committee determines that disciplinary action should not be taken, the matter shall be closed.
- 3.2 If the committee determines, by a two-thirds vote of the committee members present, that the affected member has engaged in activity in violation of ENA's bylaws, policies, rules or regulations, the committee shall recommend to the ENA board of directors that disciplinary action be taken against the affected member. Such recommendations shall be in writing and shall set forth the committee's findings and recommended disciplinary action.
- 3.3 The affected member shall be provided with a copy of the committee's recommendation and shall have the right to have the ENA board of directors review the committee's recommendation.
- 3.4 The chairperson of the committee shall notify the following individuals of the committee's recommendation: the affected member (by overnight, registered, or certified mail, return receipt requested), the complaining party and the Board of Directors. Further, the chairperson shall notify the affected member of the procedures for requesting board review.
- 3.5 If no written request for Board review is received by ENA within 30 days after the committee notifies the member of its recommendation and the member's right to a review, the decision of the committee shall be final and implemented by the board of directors.

Board of Directors Review

- 4.1 If a request for board review is submitted by the affected member, the board of directors, in a timely fashion, shall review the findings and recommendations of the committee based only on the evidence upon which the recommendation was based.

- 4.2 The affected member shall be given at least 30 days notice of the date, time and place of the meeting at which the board of directors will consider the request. The affected member shall have the right to appear before the board in person and/or be represented by counsel to present reasons why the committee's recommendation should not be accepted.
- 4.3 The board may have legal counsel present at any such hearing to advise on issues of procedure and represent ENA's interests in the disciplinary matter.
- 4.4 Upon the conclusion of its review, the board shall affirm, overturn, or modify the recommendation of the committee. The action of the board shall be final.
- 4.5 The president shall notify the following individuals of the board's decision: the affected member (by overnight, registered, or certified mail, return receipt requested), the complaining party, the chief staff officer, and others as appropriate.

Forms of Discipline

The disciplinary measures which may be imposed upon a member may include, but are not limited to, one or more the following:

5.1 Member Privileges

A member may lose his or her ability to serve on committees, task forces, work groups and advisory boards for a defined period.

Censure

A written letter of censure sent advising the affected member that he or she has been found to have violated ENA's bylaws, policies, rules or regulations as charged, expressing appropriate concern and warning of the potential for more severe sanctions if a future violation occurs.

A written letter of censure similar in form to above which may, but need not, be published in summary form or otherwise by ENA.

Suspension

The member shall lose all rights of membership for the period imposed by ENA, up to three years.

Expulsion

The member shall lose all rights of membership in ENA. After a period of five years, the member may be reconsidered for membership upon her/his request and application.

Emergency Nurses Association

Governance Policy

1.04 Public Reporting and Transparency

- ENA believes in transparency and accountability to its members and therefore makes information available about governance, policies, and the association's financial condition.

Reviewed and Approved 12/22

Revised and Approved 12/19

Approved 7/16

Policy

1.1 ENA shall make the following information and documents available to members as well as such other information as may be required by applicable law. At a minimum, the following documents will be posted on the ENA website:

- Governance documents including:
 - A list of the current officers and directors of ENA
 - Articles of Incorporation
 - Bylaws
 - Code of Ethics
- Board Governance Policies including (but not limited to):
 - Conflict of Interest Policy
 - Whistleblower Policy
 - Executive Compensation Policy
 - Public Reporting and Transparency Policy
- Financial and IRS documents including:
 - IRS Form 990
 - Audited Financial Statements

Emergency Nurses Association

Governance Policy

1.05 Record Retention and Destruction

- This policy identifies the record retention responsibilities of ENA staff, volunteers, members of the ENA Board of Directors, and independent contractors for maintaining and documenting the storage and destruction of the organization's records.

Reviewed and Approved 12/22

Revised and Approved 12/19

Approved 12/16

Policy

- 1.1 ENA's policy is to maintain records in accordance with its Record Retention Policy. Accordingly, ENA records will be maintained for only so long as they are (i) necessary to the current conduct of ENA's business; (ii) required to be retained by statute, accreditation requirements or government regulation; (iii) relevant to pending, threatened or foreseeable investigations or litigation; or (iv) necessary for archival purposes in order to maintain an important historical record of ENA's activities.
- 1.2 For the purposes of this policy, a "record" is defined as a document, email, voicemail, calendar entry, publication, book, paper, photograph, map, audio/visual recording or other material (whether electronic, paper or other media), regardless of physical form or characteristics, that is created, received or maintained pursuant to applicable law or in connection with the transaction of official ENA business.

Emergency Nurses Association

Governance Policy

2.01 Board of Director Stipends

- To establish the stipends awarded to all members of the board of directors.

Reviewed and Approved 12/20

Approved 12/17

Revised and Approved 3/16

Revised and Approved 11/12

Revised and Approved 12/10

Revised and Approved 5/09

Approved 7/06

Policy

- 1.1 All members of the board of directors shall be provided with an annual stipend to help offset out of pocket expenses incurred as a part of fulfilling their duties while serving on the board.
- 1.2 The president and president-elect stipends will also factor in the time commitment required to serve in those roles.
- 1.3 A committee of disinterested members (i.e., members who are not on the board of directors) will be appointed by the President to review benchmarking data of comparable associations at least every two years to recommend the appropriate stipend amounts relative to prevailing practices for board compensation.
- 1.4 The stipend amounts for the board of directors shall be included in the annual budget review for approval and adoption by the board of directors.

Emergency Nurses Association

Governance Policy

2.02 Speaking on Behalf of ENA

- The ENA Board of Directors and any member designated to represent the association at a national or international level, is required to follow established guidelines for speaking on behalf of ENA to ensure consistent and accurate communication of official Emergency Nurses Association positions.

Revised and Approved 12/23

Revised and Approved 12/20

Revised and Approved 12/17

Revised and Approved 9/16

Reviewed and Approved 2/12

Reviewed and Approved 3/09

Approved 2/06

Policy

- 1.1 The current ENA president is the association's official representative and spokesperson.
- 1.2 The current ENA president has the authority to designate an alternative spokesperson from ENA membership or staff as needed.
- 1.3 Statements to the media, or in response to other inquiries, made by the current ENA president or any designated alternative spokesperson representing ENA shall reflect association positions or endorsements derived from formal board action, such as a vote, and deemed compliant with applicable governance policies and guidelines.

Emergency Nurses Association

Governance Policy

2.03 Use of ENA Name and Logo

- To protect ENA's intellectual property
- To manage and regulate the proper use of ENA's name and logo
- To safeguard ENA's reputation and integrity

Reviewed and Approved 12/21

Revised and Approved 12/18

Revised and Approved 12/17

Revised and Approved 9/16

Approved 9/10

Policy

- 1.1 ENA shall register its name, logos and other marks as necessary and appropriate.
- 1.2 ENA 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'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 service, program, publication or other entity.
- 1.4 ENA's name or logo may not be used in such a way as to give the impression that ENA owns, endorses or supports a publication, product, service, program, company or other entity unless such use is specifically approved in writing by ENA.
- 1.5 ENA 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 in its sole discretion and in accordance with ENA's policies on corporate support and endorsement. Such license agreements must comply with all legal requirements for proper trademark licenses
- 1.6 ENA may license its name, logo and/or membership list (collectively, the "ENA Marks") for use in connection with corporate support and/or endorsements only if:
 - a) The ENA Marks are used for the purpose of promoting or advancing ENA's purpose and mission, as determined by ENA in its sole discretion.
 - b) The use of the ENA Marks is provided on a non-exclusive basis.
 - c) The use of the ENA Marks does not constitute an endorsement of any particular product, service or corporation (unless ENA specifically intends to provide its endorsement).
 - d) The ENA 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's prior written approval.
 - e) All proposed uses of the ENA Marks are subject to the prior review and written approval of ENA.
 - f) The provision of goods and/or services under the ENA Marks does not reflect adversely upon the ENA or the ENA Marks.
 - g) ENA shall retain the right to terminate any use of the ENA Marks at any time and for any reason, upon reasonable prior written notice.
 - h) ENA shall, if possible, seek a royalty or other form of revenue stream as consideration for the

- use of the ENA 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 directors or its designee(s).
 - 1.8 Any unauthorized use of logo(s) or mark(s), should be reported to the chief staff officer or his or her designee(s) who shall consult with the president and legal counsel and enforce this policy consistent with good business practice and good relationships with members, keeping the ENA Board of Directors informed prior to actions taken.
 - 1.9 ENA's legal counsel shall maintain all registration files and initiate registration renewal in accordance with federal law and regulations. ENA should retain appropriate copies of trademark certificates.

Emergency Nurses Association

Governance Policy

2.04 State Council and Local Chapter Use of ENA Name and Logo

- To manage and regulate the proper use of ENA's name, logo and other trademarks by State Councils and Local Chapters
- To establish the terms and conditions under which the State Councils and Local Chapters may use ENA's names, logos and other trademarks
- To protect ENA's intellectual property
- To build, safeguard and promote ENA's brand, reputation and integrity

Revised and Approved 12/21

Approved 12/18

Policy

- 1.1 ENA 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.
- 1.2 The legal names of all State Councils and Local Chapters must (i) reflect the name of the region/area served; and (ii) comply with any naming conventions established by ENA in the Brand Guidelines, the ENA Brand Center or this policy.
- 1.3 ENA grants its State Councils and Local Chapters a royalty free, limited, revocable license to use the ENA name and logo ("ENA Marks") and the State Council/Local Chapter logos (the "Council/Chapter Marks") made available in the ENA Brand Center solely to indicate their affiliation with ENA and to signify their identity on all materials in accordance with the terms of this policy, the ENA Brand Center and the ENA Brand Guidelines, each as may be amended from time to time ("License").
- 1.4 In order to build a strong brand and unified organization, the State Councils and Local Chapters must use the Council/Chapter Marks provided by ENA and available in the ENA Brand Center and may not use any other logo or name in any manner whatsoever without ENA's prior written consent.
- 1.5 The Council/Chapter Marks, branding and style established by ENA in the ENA Brand Center and ENA Brand Guidelines for the State Councils and Local Chapters may not be altered, modified or changed in any manner by the State Councils or Local Chapters.
- 1.6 All State Council and Local Chapter correspondence, brochures, letterhead, mastheads, newsletters, marketing materials, publications, Web pages, or other materials or information produced, created, used or published by the State Council or Local Chapter, whether in printed or electronic form (collectively, "materials"), shall (i) through the use of name, identify the State Council/Local Chapter in a manner that clearly signifies its affiliation with the ENA; and (ii) bear the name and logos provided in the ENA Brand Center (e.g., the Council/Chapter Marks).
- 1.7 The State Councils and Local Chapters shall take all reasonable steps necessary to protect the ENA Marks and Council/Chapter Marks from unauthorized or inappropriate use, and shall have no right to assign, sub-license, or in any other manner transfer the right to use the ENA Mark or Council/Chapter Marks to any other party without ENA's prior written consent.

- 1.8 The State Councils and Local Chapters may not use the ENA Marks in a confusing manner or manner that would imply that the State Council's or Local Chapter's materials or activities are being conducted by ENA.
- 1.9 ENA shall have the right to reference the State Councils and Local Chapters in marketing, membership, and other materials, and to use the State Councils and Local Chapters names (and logos) for this purpose.
- 1.10 ENA may inspect all of a State Council/Local Chapter's use of the ENA Mark and Council/Chapter Marks and require that a State Council/Local Chapter (i) modify its use of the ENA Marks and/or Council/Chapter Marks in accordance with the ENA's instruction; or (ii) cease and desist any use of ENA's Marks or Council/Chapter Marks that ENA deems confusing or inappropriate. Councils/Chapters shall comply with any such requests as soon as practical, but in any event within no more than 15 days.
- 1.11 Except as expressly granted to the State Councils and Local Chapters under this policy, all rights, title and interest in and to the ENA Marks and Council/Chapter Marks shall at all times remain with ENA. The State Councils and Local Chapters shall not take any action that is inconsistent with the ENA's rights or that would impair ENA's rights. All goodwill and benefits accruing from use of the ENA Marks and Council/Chapter Marks shall inure to the benefit of ENA.
- 1.12 State Councils and Local Chapters shall not, at any time, seek to register the ENA Marks or Council/Chapter Marks in their own name.
- 1.13 The License shall terminate immediately in the event of the dissolution of a State Council or Local Chapter or revocation of its charter in accordance with the terms of ENA's bylaws and applicable policies.
- 1.14 State Councils and Local Chapters will notify ENA in writing promptly of any conduct by third parties of which they become aware that may be considered trademark infringement, trademark dilution, unfair competition, passing-off, or trade libel relating to the ENA Marks or Council/Chapter Marks. State Councils and Local Chapters shall not take any action on account of any such infringements or imitations without ENA's prior written consent.

Emergency Nurses Association

Governance Policy

2.05 Approval of ENA Position Statements and Public Policy Statements

- To define where the authority rests to approve and issue ENA position and public policy statements.
- Public policy statements are defined as any letter or statement approved and issued by the national ENA office and directed to a federal, state or local official.
- Position statements are developed on topics pertinent to the emergency nursing profession or healthcare.

Revised and Approved 12/24

Revised and Approved 12/19

Approved 9/16

Policy

- 1.1 Only the ENA Board of Directors is authorized to approve ENA public policy statements and position statements.
- 1.2 In the event a time-sensitive public policy statement is required regarding a topic where no previous ENA statement exists and approval by the full board is not possible, the policy statement may be approved by the Executive Committee with subsequent notice to the Board.
- 1.3 Position statements are developed to express the beliefs held, encouraged and supported by ENA.
- 1.4 Permission to reprint public policy and position statements is not required. It is required, however, to include the citation indicating ENA copyright and the year it was last updated in all duplication.

Standards/Criteria

- 2.1 All position and public policy statements are freely and readily available to ENA members and the public (e.g., ENA website).
- 2.2 Designated ENA staff are permitted, without further approval, to issue subsequent and related statements or correspondence congruent with approved ENA position or policy statements.
- 2.3 The Chief Staff Officer or their designee is authorized to approve letters of support or other public policy statements that directly align with ENA's approved public policy and position statements, with subsequent notice to the ENA Board.

Emergency Nurses Association

Governance Policy

2.06 Board Review of Form 990

- The purpose of this policy describes the process for preparation and review of the Form 990.

Revised and Approved 12/23

Revised and Approved 12/21

Revised and Approved 12/18

Approved 9/16

Policy

- 1.1 The Emergency Nurses Association's Chief Operating Officer is responsible for the timely preparation of the Form 990.
- 1.2 Copies of the completed Form 990, including required schedules, will be reviewed by the Chief Staff Officer and the Finance Committee.
- 1.3 Any questions or concerns will be noted and addressed, and the Finance Department shall ensure that any appropriate changes are incorporated into the Form 990.
- 1.4 The Form 990 will be distributed to and approved by the ENA Board of Directors following Finance Committee review and approval.
- 1.5 The approved Form 990 shall be signed by the Chief Staff Officer or other authorized officer of ENA.
- 1.6 The Form 990 shall then be filed with the IRS on a timely basis.
- 1.7 The filed Form 990 shall be posted for member access on the ENA website.

Emergency Nurses Association

Governance Policy

2.07 ENA Board of Directors Roles and Responsibilities

- To clarify the roles and expectations of the board of directors.

Revised and Approved 3/23

Revised and Approved 12/19

Approved 9/16

Policy

- 1.1 The ENA Board of Directors play an active role in the ongoing strategic planning process to ensure the mission and values are translated into actionable and measurable goals, strategies, initiatives and programs.
- 1.2 Board members are expected to be prepared for and participate in meetings to ensure strategic, engaged dialogue. When in person Board meetings are held, in person attendance is expected.
- 1.3 It is the responsibility of the Board to ensure a clear and strategic leadership succession plan for the ENA Board of Directors.
- 1.4 Board members participate in an annual assessment process to support ongoing leadership development.
- 1.5 The Board's role to states and volunteer groups is to provide strategic leadership, communication, and ongoing support.
- 1.6 Newly elected officers and directors participate in a structured orientation held in conjunction with the December board meeting to become familiar with the organization and operation of ENA.
- 1.7 Board members are required to utilize their ENA email address provided by ENA to conduct ENA business. Emails should be checked frequently and responded to in a timely manner.
- 1.8 Board members must send notification to the Governance department in advance if they will be unavailable to participate via email.
- 1.9 The Board may make business decisions via email vote as permitted by the state of Illinois; however, the consent must be unanimous for approval or ratification. Consent is not considered unanimous if there are abstentions or wording changes. An email vote must be initiated by the Executive Services Department and sent to the Board with the motion being voted on. Results of the email board vote will be recorded and included in minutes.

Emergency Nurses Association

Governance Policy

3.01 Volunteer Groups

- Volunteer groups are established to support the mission and vision of ENA
- The volunteer group structure:
 - Accomplishes fulfillment of the strategic plan
 - Offers individuals an opportunity to contribute specific talents and expertise
 - Encourages broader member participation

Revised and Approved 7/20

Revised and Approved 12/17

Approved 9/16

Policy

- 1.1 Volunteer group appointments, including chairperson, are made by the president or president-elect and approved by the ENA Board of Directors with the exception of micro volunteering opportunities.
- 1.2 Due to the immediate need for a micro volunteer opportunity, the development is approved by the Executive Committee and appointments are made by the President.
- 1.3 President-elect will make committee appointments for the following calendar year to correspond with the year of their presidency.
- 1.4 The JEN Editor appoints members to the JEN Executive Editorial Board, which is then ratified by the ENA Board of Directors.

Standards/Criteria

- 2.1 Volunteer groups may also be referenced as committees, work teams, advisory councils, micro volunteering opportunity, editorial boards, etc.
- 2.2 Committees consist of groups of members with rotating expiring terms.
- 2.3 Work teams consist of groups of members assigned to a non-recurring term and remain in place until charges are completed.
- 2.4 Advisory councils consist of members assigned to specialty areas of focus including education, advocacy, practice resources, quality and safety, research and accreditation with expiring terms.
- 2.5 Nonmembers are allowed to serve on volunteer groups if specific subject matter expertise is identified.
- 2.6 Micro volunteering opportunity is a short term opportunity and consists of members assigned to a non-recurring term and remain in place until charges are completed.
- 2.7 Editorial boards consist of a group of members assigned to advise the editor of an ENA publication such as the *Journal of Emergency Nursing*. Terms will vary.

Emergency Nurses Association

Governance Policy

3.02 Responsibilities and Duties of the Finance Committee

The Committee's role is to execute its fiduciary responsibility assigned by the ENA Board of Directors and in accordance with the ENA Bylaws.

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Revised and Approved 12/21
Revised and Approved 12/18
Revised and Approved 9/16
Revised and Approved 9/13
Reviewed and Approved 7/10
Approved 7/07

Policy

- 1.1 The Finance Committee's composition and fiduciary responsibilities are outlined in ENA's bylaws.
- 1.2 Operating within the scope of the fiduciary responsibilities outlined in the ENA bylaws, the Finance Committee will:
 - a. Oversee the financial planning and management of ENA.
 1. Oversee the investment of funds.
 2. Review investment performance.
 3. Monitor implementation of the allocation strategy by the investment managers.
 4. When necessary, interview investment companies and make recommendations to the board of directors about services provided and whether to initiate, continue, or terminate services offered by investment companies.
 5. Evaluate the performance of the investment manager(s) over time.
 - b. Ensure accurate and complete financial records are kept.
 1. Ensure all legal reporting requirements are met.
 2. Ensure accurate and timely financial reports are conveyed to the board of directors.
 - c. Make fiscal recommendations to the board of directors.
 1. In conjunction with the ENA staff, make recommendations for an annual budget to the board of directors.
 2. Make budget amendment recommendations that may be required throughout the year to the board of directors.
 3. In conjunction with the ENA staff, make recommendations on significant financial decisions that are not part of the annual budget to the board of directors.
 4. Review budget reports, monitor financial statements, and anticipate potential financial needs.
 5. Draft, review, and/or recommend changes for organizational fiscal policies for the board of director's consideration.
 - a) Investment policies
 - b) Reserves policies
 - c) Internal controls and procedures
 - d) Other financial-related policies as may be required
 - d. Oversee the independence of ENA's audit functions and its compliance with legal and ethical standards.
 1. Meet at least annually with the independent auditor to discuss the audit in detail and to review the sufficiency of internal controls and procedures.

2. Arrange for a summary presentation for the ENA Board of the audit and management letter of the independent auditor.
3. Ensure staff has a plan to carry out the recommendations in the management letter of the independent auditor.
4. Ensure policies are in place as to how the independent auditor relationship will be administered
5. Review IRS Form 990 prior to approval by the ENA Board of Directors.

Emergency Nurses Association

Governance Policy

4.01 Providing Support and Endorsement

- To minimize liability, ensure ethical decision making and avoid conflicts of interest, or the appearance thereof, ENA has adopted the following policy on providing support and endorsements.
- To facilitate requests from external organizations or individuals for ENA's support or endorsement.

Revised and Approved 12/24

Revised and Approved 12/21

Revised and Approved 12/17

Revised and Approved 12/16

Revised and Approved 5/12

Revised and Approved 2/10

Revised and Approved 12/01

Approved 12/00

Policy

- 1.1 ENA retains sole discretion to determine which organizations, companies, services, products, programs, positions, and campaigns it will support or endorse.
- 1.2 ENA endorsement or support of any organization, company, service, product, program, position, or campaign must be approved in advance by the board of directors. If a deadline or particular situation requires immediate action, the executive committee may take action, to approve such endorsement or support. Any actions taken by the Executive Committee will be reported to the board.
- 1.3 ENA's endorsement or support of any organization, company, service, product, program, position, or campaign shall only be available to the extent that such endorsement or support:
 - a) Is deemed consistent with ENA's purposes and/or does not expressly violate ENA's policies or positions
 - b) Advances the field of emergency nursing
 - c) Does not compete with products and/or services offered by ENA
 - d) May be beneficial to its members
 - e) Is non-discriminatory
 - f) Does not violate intellectual property rights
 - g) Is not otherwise illegal
 - h) Is not deemed offensive
 - i) Does not negatively impact ENA
- 1.4 ENA support or endorsement does not connote exclusivity. ENA is generally free to support other similar organizations, companies, services, products, positions, programs, or campaigns (unless otherwise agreed to by ENA pursuant to the terms of a written agreement).
- 1.5 ENA will not warranty or guarantee the performance of any product or service and will require the use of appropriate disclaimer language in connection with its endorsement of any product and/or service.
- 1.6 ENA will not support, sponsor or co-sponsor any programs or publications that are tied to the products or services of a corporate supporter unless such program or publication clearly discloses such corporate support.

- 1.7 ENA may license its name, logo, and/or membership list (collectively, the “ENA Marks”) for use in connection with support and/or endorsements only if done so in alignment with governance policy 2.03, Use of ENA Name and Logo. All such use of the ENA Marks must be pursuant to the terms of a written agreement in a form acceptable to ENA in its sole discretion. Endorsements shall only be made pursuant to a written agreement including appropriate indemnification from the endorsed party, in a form acceptable to ENA in its sole discretion.
- 1.8 The board of directors or executive committee may seek guidance on requests for support and endorsement from appropriate staff members and/or other resources as dictated by the request.

Emergency Nurses Association

Governance Policy

4.02 External Liaison Collaborations and Liaison Appointments

- Collaboration with other organizations is integral to advancing the mission of ENA.
- Participation in external liaison collaborations, creating opportunities for ENA to lead collaboration and appointment of appropriate individuals to participate in external liaison arrangements, brings value to both ENA and the other organizations involved.

Revised and Approved 12/23

Reviewed and Approved 12/20

Revised and Approved 12/16

Revised and Approved 12/11

Reviewed and Approved 5/11

Approved 12/09

Policy

- 1.1 The creation of collaborative opportunities and the appointment of ENA external liaisons to requesting organizations will be considered carefully, selected based on expertise and availability and reviewed on an ongoing basis annually.

Standards/Criteria

- 2.1 An external liaison collaboration involves the ongoing participation by ENA, at the request of an external organization, on a specific project or the proactive creation of a stakeholder group by ENA to advance issues and opportunities in emergency nursing.
- 2.2 Decision-making regarding ENA's participation in or the creation of external liaison collaborations will include consideration of congruency/alignment with the strategic plan, ENA's mission and vision, budgetary issues and the overall financial status of the association.
- 2.3 Creation of or participation in external collaboration opportunities that don't align with existing positions, ENA's public policy agenda or mission require approval by the ENA Board in advance of execution.
- 2.4 The president will be informed of external liaison collaborations and appointments based on above criteria. The president will be consulted as appropriate to ensure various opportunities for member engagement and alignment with topic and expertise.
- 2.5 All ENA external liaison collaborations and appointments will be reported to the board on a quarterly basis.

Emergency Nurses Association

Governance Policy

4.03 Receiving Corporate Support

- To provide guidance on situations in which ENA receives corporate support and ensure the integrity of that support and the associations programs.

Reviewed and *Approved 12/24*

Approved 12/21

Policy

- 1.1 ENA retains sole discretion to determine which companies or products may participate in the various marketing, advertising, exhibiting and sponsorship opportunities available through ENA.
- 1.2 Participation in such opportunities shall only be available to companies, services, products, programs, campaigns and organizations that:
 - a) Are deemed consistent with ENA's purposes and/or do not expressly violate ENA's policies
 - b) Do not compete with products and/or services offered by ENA
 - c) May be beneficial to its members
 - d) Advance the field of emergency nursing
 - e) Are non-discriminatory
 - f) Do not violate intellectual property rights
 - g) Are not otherwise illegal
 - h) Are not deemed offensive
 - i) Do not negatively impact ENA
- 1.3 ENA will accept corporate support only for activities that are consistent with ENA's purposes.
- 1.4 ENA will take steps to avoid accepting corporate support in a form or manner that could be interpreted as ENA's general endorsement of a corporate supporter, its products, or services (e.g. beyond the scope of the intended endorsement which should be limited to a particular product or service).
- 1.5 ENA will not warranty or guarantee the performance of any product or service and will require the use of appropriate disclaimer language in connection its acceptance of corporate support.
- 1.6 ENA shall at all times make decisions with respect to policies, programs and publications independent of corporate support and shall avoid actions that would give the appearance that corporate support had any influence on, or was a factor in making, such decisions.
- 1.7 ENA will accept funds for educational programs and publications, provided that:
 - a) ENA will have responsibility for the criteria, objectives, content and quality of such programs and publications.
 - b) ENA will avoid the appearance that corporate supporters have authority to make decisions regarding program or publication content, program development, speaker/author selection, or the like.
 - c) All decisions with respect to programs and publication will be made by ENA staff, members or agents who have no conflict of interest with the funding source.

- 1.8 ENA will not accept funds for, nor will it sponsor or co-sponsor, any programs or publications that are tied to the products or services of a corporate supporter unless such program or publication clearly disclose such corporate support.
- 1.9 ENA may acknowledge corporate support, provided any such acknowledgement only is made in a manner that minimizes the likelihood that the income from corporate support will be considered taxable by the Internal Revenue Service as unrelated business income.
- 1.10 ENA may license its name, logo, and/or membership list (collectively, the “ENA Marks”) for use in connection with corporate support only if done so in alignment with governance policy 2.03, Use of ENA Name and Logo.
- 1.11 The receipt and use of corporate support, including, without limitation, a corporate supporter’s use of the ENA Marks, will be subject to a written agreement in a form acceptable to ENA in its sole discretion.
- 1.12 For purposes of this policy, “corporate support” does not include paid advertising by corporate supporters for ENA programs or publications or payment for goods or services provided to the corporate supporter by ENA (e.g., exhibitor fees, annual meeting registration fees).

Emergency Nurses Association

Governance Policy

5.01 Contract Execution and Unbudgeted Expenditures

The Emergency Nurses Association holds that the Chief Staff Officer (CSO) has financial responsibilities in managing the affairs of the organization including the signing of contracts.

Revised and Approved 12/23

Revised and Approved 12/21

Revised and Approved 12/18

Revised and Approved 12/17

Revised and Approved 9/16

Review and Approved 2/13

Revised and Approved 9/10

Revised and Approved 5/09

Revised and Approved 12/08

Approved 5/05

Policy

- 1.1 It is the policy of ENA to grant authority to the Chief Staff Officer or their designee to negotiate, finalize and sign all contracts except for new contracts with auditors, the editor of the Journal of Emergency Nursing, legal counsel, the Chief Staff Officer, and any consultants engaged by the ENA Board of Directors, and make expenditure as long as the financial implications are included in the organization's budget. The Chief Staff Officer may negotiate, finalize and sign all renewal contracts with existing providers of audits, *JEN* editing services, and legal services.
- 1.2 The Chief Staff Officer is authorized to sign unbudgeted contracts and/or make unbudgeted expenditures up to an aggregate amount of \$100,000 annually. The Chief Staff Officer will notify and organization's finance leader of such action for budget monitoring purposes and the Finance Committee will be informed of unbudgeted activity quarterly.
- 1.3 If the financial implication of signing a contract and/or making an expenditure that is not included in ENA's budget, but the dollar amount of the contract exceeds the \$100,000 threshold, review and recommendation by the Finance Committee and approval of the Board or in the essence of time, the Executive Committee is required before authority to sign the contract or make the expenditure is granted. This would include any agreements entered into for future budget year commitments.
- 1.4 Severance packages will be made in accordance with best practice and through consultation with the ENA Human Resources Department and employment attorney. The Chief Staff Officer will be authorized to approve such agreements. The Finance Committee will be advised, should the amounts of severance exceed the funds available within the staffing budget.
- 1.5

Emergency Nurses Association

Governance Policy

5.02 Expenditures by ENA for Incidental Contributions or Gifts

- ENA will follow the procedures below for making incidental expenditures or contributions from the Emergency Nurses Association to charitable organizations and individuals.

Revised and Approved 12/18

Revised and Approved 9/16

Revised and Approved 9/11

Approved 12/08

Policy

- 1.1 Minor expenditures or contributions (usually less than \$100) may be authorized to send flowers to someone who is in the hospital, memorial donations upon the deaths of past or current board members, staff and their immediate families, etc. These disbursements must be authorized by the Chief Staff Officer and/or president.

Emergency Nurses Association

Governance Policy

5.03 Statement of Compensation Philosophy for Executive Staff Officers

- The Board of Directors of Emergency Nurses Association adopts this statement of its philosophy of executive compensation to guide its decisions and those of the Compensation Committee in developing and maintaining a compensation and benefit program for executive staff officers.

Revised and Approved 3/22

Revised and Approved 12/18

Revised and Approved 12/16

Revised and Approved 7/16

Approved 2015

Policy

Guiding Principles

- 1.1 The executive compensation and benefit program is designed to:
- A. Support ENA's ability to attract and retain a highly talented team of executives with the ability and dedication to effectively lead and manage the association.
 - B. Support ENA's mission, strategies, and goals to advance excellence in emergency nursing.

Compensation Philosophy

- 2.1 Emergency Nurses Association intends to offer its executives compensation and benefits competitive with those offered by other professional societies and associations comparable to in nature, size, and scope of services.
- A. Peer Groups – The peer groups to be considered in evaluating the competitiveness and reasonableness of executive compensation at ENA are a blend of similarly situated professional societies and associations including but not limited to healthcare. The data points included in ENA's market benchmarks will be selected based on appropriate matches such as job level, organization size (revenue/operating budget), scope, industry and geography. When appropriate for-profit executive compensation data will be included.
 - B. Published Surveys – The published surveys to be considered in evaluating the competitiveness and reasonableness of executive compensation at ENA will be specialty or commercially available surveys. The data will be selected based on job level, organization size (revenue/operating budget, full-time employee count), scope, industry and geography. When appropriate for-profit data sources will be included.
- 2.2 Competitive Position – ENA will position executive compensation near the median level for executives within ENA's peer group.
- A. Actual salaries will reflect the incumbent's experience, competencies, performance, and marketability.
 - B. Benefits will be generally comparable to those provided to executives of other organizations in ENA's peer groups.
 - C. ENA will not use a formal incentive compensation plan but will reward performance through salary increases, special awards and competitive benefits.
 - D. Perquisites will be provided only as appropriate and as needed for business purposes.

Emergency Nurses Association

Governance Policy

6.01 Board Ethics Statement

- To ensure that the Emergency Nurses Association governing body makes a genuine commitment to its ethics initiative for the overall good of this association.
- To encourage ethical decisions and responsible behavior.

Revised and Approved 12/20

Approved 12/17

Revised and Approved 9/16

Revised and Approved 9/11

Approved 9/08

Approved 7/04

Policy

- 1.1 The ENA Board of Directors will adopt and abide by a stated Code of Board Member Ethics.

Standards/Criteria

- 2.1 In addition to the ENA Bylaws, the ENA Code of Ethics, the Confidentiality, Expectations and Agreement Policy and the Conflict of Interest Policy, the ENA board of directors will be accountable to itself for its conduct and will abide by the Board Member Code of Ethics. This statement promotes the highest standards of association service and personal conduct. Adherence to these standards is expected from the board members and serves to ensure confidence in the integrity and service of ENA's leaders.
- 2.2 A Board Member Code of Ethics sets forth principles of ethical conduct as they relate to the governance of ENA.

ENA Board Member Code of Ethics

A member of the ENA Board of Directors agrees to:

- Represent the interests of all people served by ENA
- 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 ENA
- Do nothing to violate the trust of those who elected the board to serve
- Focus efforts on the mission, vision and purpose of ENA and not on personal goals
- Exercise authority as a board member only when acting in a meeting with the full board or as delegated by the board or president.
- Support and uphold the board's decisions.

Emergency Nurses Association

Governance Policy

6.02 Whistleblower Protection

- 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 is in compliance with the Sarbanes-Oxley Act of 2002.

Revised and Approved 12/18

Revised and Approved 9/16

Revised 12/11

Approved 9/08

Revised 9/05

Approved 12/04

Policy

- 1.1 The Emergency Nurses Association, including the ENA Board of Directors 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, including the ENA Board of Directors 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. It is possible that a criminal action could be brought against ENA for terminating an employee because he or she reports a suspected violation of federal law.
- 2.2. All whistleblower complaints must be reported and addressed in accordance with the Whistleblower Operational Policy.

Emergency Nurses Association

Governance Policy

6.03 Conflict of Interest

- To provide for the disclosure and appropriate handling of actual, potential or apparent conflicts of interest.
- To exercise reasonable care in oversight of the affairs of Emergency Nurses Association.

Revised and Approved 12/18

Revised and Approved 12/17

Revised and Approved 12/16

Revised and Approved 11/12

Revision Approved 3/09

Revision Approved 12/08

Approved 12/02

Policy

- 1.1 ENA recognizes that its members have significant professional, business and personal interests and relationships. Therefore, ENA has determined that the most appropriate manner in which to address actual, potential or apparent conflicts of interest is initially through liberal disclosure of any relationship or interest which might be construed as resulting in such a conflict. Disclosure under this Conflict of Interest Policy ("Policy") should not be construed as creating a presumption of impropriety or as automatically precluding someone from participating in an ENA activity or decision-making process. Rather, it reflects ENA's recognition of the many factors that can influence one's judgment, and a desire to make as much information as possible available to other participants in ENA-related matters to allow them to properly weigh/address the interests of others and, as necessary, to implement a plan to properly manage conflicts.

- 1.2 All Members of the Board of Directors, JEN Editor, committee members, volunteers and other individuals involved in a decision-making process on behalf of ENA (collectively, "Covered Persons") are to act at all times solely in the best interest of ENA and to fully disclose any personal, professional or business interests that conflict, potentially conflict, or appear to conflict, directly or indirectly, with the affected activity or decision. Conflicting interests may relate to ENA's programs and services (e.g., educational courses) or its operations (e.g., contracts with third parties). In addition, Covered Persons may not use their position for individual advantage or for the advantage of a relative or business associate.

In addition, Covered Persons are obligated to disclose the positions they hold or relationships they have with other organizations or entities that may conflict, directly or indirectly, with their ENA activities. They also must disclose any significant financial interest in, or other relationship with, an entity having a "commercial interest" in the outcome of the decision. A commercial interest may exist not only where the entity's products or services are under consideration by ENA, but also where the entity's products or services are in competition or potential competition with those under consideration. By the disclosure of such interests, other participants will have the opportunity to take potential biases into consideration. In addition, the Board of Directors (or, as applicable, committee members) will be in a better position to determine whether the participant may have an interest in conflict with the interests of ENA that requires further management, beyond mere disclosure.

- 1.3 All Covered Persons must comply with this Policy and annually sign and submit a disclosure form (i) acknowledging that he or she is aware of and has read the Policy; and (ii) disclosing the information described above. If, subsequent to any such annual disclosure (but prior to execution of a new annual disclosure form), a Covered Person becomes aware of a relationship required to be so disclosed, such Covered Person shall promptly make the required disclosure by submitting

a revised Disclosure Statement identifying the organization, business, group, entity, etc. and describing the nature of the relationship.

Candidates for national board positions must file a completed Disclosure Statement along with their completed application for office.

Each newly appointed or elected committee member must complete a Disclosure Statement as part of the application process.

- 1.4 The Chief Staff Officer and President will review all volunteer disclosure statements in which a conflict is disclosed, and consult with others in confidence as needed and appropriate, to determine whether any conflicts exist and recommend appropriate action to the Board of Directors or committee, as applicable. It is the responsibility of the disinterested members of the board or, as applicable, committee members, to interpret and apply this Policy after taking into consideration the Chief Staff Officer's recommendation and the advice of legal counsel, if necessary. Inasmuch as the Policy is stated in general terms, the board or its designee(s) should use their best judgment in doing so.
- 1.5 All Covered Persons must make a full disclosure of all relevant facts and circumstances whenever a conflict of interest exists or may appear to exist. In the event a Covered Person determines he or she has a conflict of interest on a particular matter under discussion or consideration, he or she must disclose the conflict to the Board of Directors, or to the other committee members, as applicable, whether or not the conflict was previously included in the conflict disclosure form. Board members also must make any conflict of interest disclosures at a board meeting according to the agenda.
- 1.6 Persons who fail to disclose a conflict (or potential conflict of interest) in accordance with this Policy may be subject to disciplinary action, including dismissal from office or appointment.
- 1.7 The Board of Directors or Chief Staff Officer will review promptly each identified conflict or potential conflict and will seek legal counsel as needed. If disclosure of a conflict would result in the publication of confidential information, the Covered Person may elect to disclose the details of the conflict confidentially to the Chief Staff Officer. However, such confidential disclosure must allow for notification of the fact that a conflict exists to the other affected Covered Persons, even if the details are kept confidential. During the review process, any confidential information regarding the potential conflict will be communicated on a *need to know* basis.
- 1.8 The Chief Staff Officer will report to the Board of Directors in executive session any actions recommended to be taken to manage conflicts of interest and a specific agenda item will be included to allow opportunity for discussion and determination of action as indicated.

Further Explanation

1. In general, any outside activity or direct or indirect financial interest which might, in any way, adversely influence or appear to influence an individual's judgment in the performance of his duties to ENA or any of its subsidiaries or affiliates, involves a possible conflict of interest.
2. ENA recognizes that there are many situations, which give rise to a potential conflict of interest. It intends to approach each case objectively, giving full recognition to all attendant circumstances.
3. Situations in which a conflict of interest would or might arise (and should be reported immediately to ENA) include, but are not limited to, the following:
 - A. Involvement with ENA's members, sponsors, donors, providers, vendors, consultants or insurers.
 - 1) Ownership of a material interest in any member, sponsor, donor, provider, vendor, consultant, insurer or other entity with which ENA, or one of its affiliates or subsidiaries, does business.
 - 2) Acting in any capacity, including as a director, officer, partner, consultant, employee, distributor, agent or the like, for any entity which does business with ENA, its affiliates or subsidiaries.

- 3) The acceptance, directly or indirectly, of payments, services or loans from an entity with which ENA or one of its affiliates or subsidiaries does business. This includes gifts, trips, entertainment or other favors, of more than nominal value, but excludes loans for publicly-held insurance companies and commercial or savings banks at normal rates of interest.
- B. Misuse of information to which an officer or director has access by reason of his or her position.
 - 1) Use of such information in a manner, which is or can be detrimental to ENA's interest.
 - 2) The disclosure of or other misuse of confidential information of any kind obtained through the individual's connection with ENA.
- C. Interest in or position with a competitor or potential competitor.
 - 1) The ownership, directly or indirectly, by a Covered Person of a material interest in any entity which competes or might compete with ENA, or one of its affiliates or subsidiaries.
 - 2) Acting as a director, officer, partner, consultant, employee or agent of any entity which is in actual or potential competition with ENA, or one of its affiliates or subsidiaries.
4. The President and Chief Staff Officer will review each completed Disclosure Statement where possible conflicts are identified and determine which actual, potential or perceived conflicts of interest involving a Covered Person must be disclosed to the board (or other committee) and which, if any, require further management. Any possible further management will be addressed by the Board.
5. The Board of Directors, exclusive of interested members, shall review each conflict disclosed in the course of a Board meeting or in a Disclosure Statement (in consultation when necessary with ENA's legal counsel), and determine whether any action, other than mere disclosure, is required. The discussion and resolution of each conflict will be recorded in accord with standard procedures for board meeting minutes.
6. In some circumstances, full disclosure of the facts by the Covered Person is all that is necessary to enable ENA to protect its interests, and those of its members. Should the Board find, however, that proper management of a conflict of interest requires more than disclosure, additional action may be taken, including, when appropriate, recusal or even removal from a position.
7. In all instances in which a Covered Person has reported that a potential conflict of interest exists with respect to a proposed transaction under board or committee consideration, that Covered Person will not be entitled to participate in discussions regarding the transaction, except to the extent specifically requested by the board or committee, or to vote. Furthermore, such transaction shall not be approved unless and until (1) the material facts of the transaction the Covered Person's interest or relationship are disclosed or known to the board or committee and (2) the board or committee authorizes, approves or ratifies the transaction by the affirmative vote of a majority of disinterested board members (or committee members, as applicable), even though the disinterested board members (or committee members, as applicable) are less than a quorum.
8. The presence of the board member, who is directly or indirectly a party to the transaction being considered by the board, or a board member who is otherwise not disinterested, may be counted in determining whether a quorum is present but such person's vote may not be counted when the Board of Directors or a committee of the board takes actions on the transaction. A board member is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the board member has a material financial interest or of which the board member or a member of the board member's family (parent, spouse, domestic partner or child) is an officer, director, employee or general partner.
9. Disclosure Statements are generally confidential but may be disclosed as necessary to protect the interests of ENA. They may not be used by any ENA member for his or her benefit.

Emergency Nurses Association

Governance Policy

6.04 Confidentiality: Expectations and Agreement

- To define board officers, directors and committee members' responsibility with respect to maintaining the confidentiality of sensitive information.
- To ensure that all information, which is confidential, privileged, propriety or which is not publicly available (collectively "Confidential Information") is not disclosed inappropriately.
- It is inevitable that committee, work team, advisory council, editorial boards and special interest group members of the Emergency Nurses Association will be entrusted with confidential information. Hereafter, "committee" applies to all volunteer groups.
- It is in the best interests of the organization that such individuals agree not to divulge this information and accept a confidentiality agreement.

Revised and Approved 12/18

Revised and Approved 12/17

Revised and Approved 12/16

Updated and Approved 5/11

Updated and Approved 9/08

Approved 8/05

Policy

- 1.1 The board of directors, chief staff officer and executive staff may make determinations regarding what information/documents are confidential. Examples of confidential information include but are not limited to contracts, sensitive product related materials, discussions during executive session, unapproved draft documents and personnel matters.
- 1.2 It is the ENA's policy that board officers, directors and committee members may never disclose, divulge or make accessible confidential information obtained through their affiliation with ENA to any person, including relatives, friends, business and professional associates other than to persons who have a legitimate need for such information and to whom ENA has authorized disclosure.
- 1.3 Board officers, directors and committee members shall use confidential information solely for the purpose of performing their duties as an officer, director or committee member of the association.
- 1.4 Every board officer, director and committee member agrees to maintain custody and security of clearly identified confidential information and materials. If individuals acquire confidential or proprietary information, such information is to be handled in strict confidence and discussed on a need-to-know basis only.
- 1.5 The obligation never to disclose confidential information continues after the completion of a board officer's or director's term of office, or an individual's service on a committee.
- 1.6 This policy is not intended to prevent disclosure where disclosure is required by law.