

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

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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.