

MISSOURI ENA CONFLICT OF INTEREST POLICY

- To exercise reasonable care in oversight of the affairs of Missouri State Emergency Nurses Association.
- To ensure the prudent management of Missouri State Emergency Nurses Association's resources.
- To avoid legal liability for any conflict of interest that may constitute a breach of the fiduciary responsibility.
- To minimize ethical dilemmas.

Approved: 11/2011

Policy

- A. All members, contractors, and volunteers are to act at all times solely in the best interest of ENA and to avoid relationships which may compromise, or have the appearance of compromising one's judgment in fulfilling their duties on behalf of ENA. In addition, the above mentioned may not use their position for individual advantage or advantage of a relative or business associate.
- B. All state council members, state committee members, chapter officers and volunteers will be expected to submit a conflict of interest statement to the compliance committee at the commencement of their term and annually thereafter. Such statements should include the disclosure of any connections with individuals or companies doing business with the organization. The above mentioned members should also disclose any leadership positions in organizations whose institutional goals may be in conflict with ENA such that acting in the interest of one organization may breach the duty of loyalty and fiduciary responsibility to the other.
- C. All state council members, state committee members, volunteers and chapter officers must make a full disclosure, in writing, of all relevant facts and circumstances whenever a conflict of interest exists or may appear to arise involving a state council member, employee, committee member or agent of ENA.
- D. All state council members, state committee members, volunteers, and chapter officers agree in writing to uphold the policy.
- E. Persons who enter into undisclosed conflicts of interest may be subject to disciplinary action, including dismissal from employment, office or appointment. In certain cases, personal liability and criminal prosecution may result.
- F. Any corrective actions requiring recusal or resignation will be reported to the ENA members.

Standards/Criteria

- A. Where conflict or potential conflict of interest exists, the individual must, at a minimum, notify the Executive Board and address the conflict in cooperation with the Compliance committee.
- B. Where a conflict or potential conflict is conditional, qualified or only potential, it may be sufficient to disclose the situation and pledge to remain objective and neutral with regard to the fulfillment of one's duties for ENA.

- C. Where there is a financial conflict, one may be required either (a) to disengage from any affiliation or dealings with a third party to eliminate the financial conflict or to refuse to accept or return any financial advantage gained; (b) recuse oneself from any deliberations or decision-making regarding the subject matter related to the conflict; or (c) resign from one's position with ENA.
- D. Where the conflict or potential conflict results from simultaneously holding leadership positions in ENA and another organization, one may be required to recuse himself or herself from any discussions or vote on matters giving rise to a conflict or potential conflict or to resign from office from either ENA or the other organization.
- E. An example of a conflict of interest follows:
 - Any member who is associated with a firm competing for a contract should abstain from discussion and voting in the selection process.
 - If a competitive bidding process results in the selection of that member's associated firm, he or she should disclose the affiliation and abstain from voting on future board actions connected with that firm's contact with the organization.
- F. The Compliance committee and Executive Board will review promptly each identified conflict or potential conflict with the legal counsel consultant. During the review process, information regarding the potential conflict will be communicated on a *need to know* basis.
- G. Each situation will be, to the extent possible, handled on a confidential basis.
- H. Decisions as to the appropriate action will take into account the nature of the conflict of interest, its origin and THE IMPORTANCE OR SCOPE OF THE TRANSACTIONS INVOLVED. Disciplinary actions against a member, including removal, for a conflict of interest, will be taken by the State Council in their sole discretion and in accordance with Missouri ENA's Bylaws.

Operational Procedure

- A. Each newly elected member of the state council and newly appointed or elected committee member, will complete a conflict of interest disclosure form prior to the first meeting. The Executive Director will review all volunteer disclosure statements.
- B. The Compliance committee will review all statements, and consult with others in confidence as needed and appropriate, to determine whether any conflicts exist.
- C. All state council members, state committee members, volunteers and chapter officers are expected to identify promptly any conflicts that arise during the course of the year and report by submitting a supplemental disclosure statement to the Compliance committee.
- D. The Compliance committee chair will report to the state council any conflicts of interest and a specific agenda will be included to allow opportunity for discussion and determination of action as indicated.

STANDARD PROCEDURES CONFLICT OF INTEREST POLICY STATEMENT

1. The Missouri Emergency Nurses Association ("Association") will not permit and has never permitted conflicts of interest on the part of its State Council members, Committee members, Chapter leaders, or Volunteers. Accordingly, no individual holding any of the above-mentioned positions shall knowingly allow himself/herself to become involved in a conflict of interest, either directly or through a member of his/her immediate family, or upon the discover thereof, allow such a conflict to continue.

2. 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 the Association or any of its subsidiaries or affiliates, involves a possible conflict of interest.
3. The Association recognizes that there are many situations which give rise to a conflict of interest. It intends to approach each case objectively, giving full recognition to all attendant circumstances.
4. Situations in which a conflict of interest would or might arise (and should be reported immediately to the Association) include, but are not limited to, the following:
 - A. Involvement with the Association's clients, providers, vendors or insurers.
 - 1) Ownership of a material interest in any client, provider, vendor, insurer or other entity with which the Association, 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 the Association, its affiliates or subsidiaries.
 - 3) The acceptance, directly or indirectly, of payments, services or loans from an entity with which the Association 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 position.
 - 1) Use of such information in a manner, which is or can be detrimental to the Association's interest.
 - 2) The disclosure of or other misuse of confidential information of any kind obtained through the individual's connection with the Association.
 - C. Interest in or position with a competitor or potential competitor.
 - 1) The ownership, directly or indirectly, by an officer or director of a material interest in any entity which competes or might compete with the Association, or one of its affiliates or subsidiaries.
 - 2) Acting as a director, officer, partner, consultant, employee or agent of any enterprise which is in actual or potential competition with the Association, or one of its affiliates or subsidiaries.
5. After reading this Policy Statement, a Conflict of Interest Disclosure Statement will be completed by the above-mentioned on an annual basis prior to the first state council meeting following the annual election.
6. Candidates for executive council and committee chair positions must have a current *Conflict of Interest Disclosure Statement* on file with the compliance committee prior to being allowed to apply for such position.
7. The Compliance committee will review each completed *Conflict of Interest Disclosure Statement*. If a clear, potential or questionable conflict of interest is identified, this issue will become a matter for state council consideration.
8. The state council exclusive of interested members, shall review and resolve each issue in order to prevent conflict(s) that might be to the detriment of the Association in consultation with National ENA legal counsel. The discussion and resolution of each actual or potential conflict will be recorded in accord with standard procedures for state council minutes.



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9. In some circumstances, full disclosure of the facts by the member is all that is necessary to enable the Association to protect its interests, and those of its members. If no improper motivation appears to exist and the Association's interests have not suffered, prompt elimination of the outside interest may be necessary. Should the state council find, however, that an inexcusable violation of Association's policy is involved, more drastic action will be taken, including, when appropriate, removal from office or position and reimbursement to the Association for any financial detriment it may have suffered as a result of the conflict.

10. In all instances in which a director has reported that a potential conflict of interest exists with respect to a proposed transaction under state council consideration, that member will not be entitled to participate in discussions regarding the transaction or to vote. Furthermore, such transaction shall not be approved unless and until (1) the material facts of the transaction and member's interest or relationship are disclosed or known to the state council or when deemed appropriate by the president, the entire executive committee, and (2) the council or committee authorizes, approves or ratifies the transaction by the affirmative vote of a majority of disinterested directors, even though the disinterested directors be less than a quorum.

11. The presence of the member, who is directly or indirectly a party to the transaction being considered by the council, or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the state council or a committee takes actions on the transaction. A member is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the member has a material financial interest or of which the member is an officer, director or general partner.

12. Conflict of Interest Disclosure Statements are confidential and will not be used by the Association for its benefit, or any reviewing Association member for his benefit.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Instructions for completing questionnaire:

1. Please read the attached Missouri Emergency Nurses Association Conflict of Interest Policy Statement before completing this questionnaire.
2. If additional space is needed for answering a question, please attach an additional sheet and indicate the number of the question which is being answered.
3. The terms "family relationship" and "immediate family" as used herein, refer to any relationship by blood, marriage or adoption not more remote than first cousin.
4. The term "affiliate" means any organization that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with the Association.
5. If any item is inapplicable, answer "none" or "n/a" as appropriate.
6. After completing the questionnaire, please sign and date it and return it to the Association.



CONFLICT OF INTEREST DISCLOSURE STATEMENT

I. NAME AND BACKGROUND INFORMATION

A.

Name: _____

Address: _____

Position with Association: _____

B. I hereby state that I or members of my immediate family have the following affiliations or interests and have taken part in the following transactions that, when considered in conjunction with my position with or relation to the Missouri Emergency Nurses Association ("Association") or any of its affiliates or subsidiaries, might possibly constitute a conflict of interest. (Check "none" where applicable.)

II. OUTSIDE INTERESTS

Identify any position held by yourself or a member of your immediate family in any outside concern from which the Association or any of its subsidiaries or affiliates secures goods or services or that provides services competitive with the Association or any of its subsidiaries or affiliates.

(_____) none

III. INVESTMENTS

List and describe, with respect to yourself or a member of your immediate family, all investments that might be considered a "material financial interest", as described below:

- A. Capital stock, obligations, or a combination of both, of any concern the capital stock or obligation of which are listed on any nationally recognized securities exchange, having an aggregate value in excess of \$500,000; or
- B. Any interest in any other outside concern, with the exception of the holding of indebtedness; or
- C. Holding of indebtedness of any outside concern, other than those mentioned in subparagraph A above, in any amount in excess of \$100,000.

(_____) none



CONFLICT OF INTEREST DISCLOSURE STATEMENT (continued)

IV. OUTSIDE ACTIVITIES

List any other activities in which you or your immediate family are engaged that might be regarded as constituting a conflict of interest, giving particular attention to activities rendered as a director, manager, consultant or employee of any outside concern that does business with or competes with the Association or any of its subsidiaries or affiliates, and to activities in which it would be possible to disclose or use information relating to the Association or any of its subsidiaries or affiliates for your advantage or of that of a member of your immediate family.

(_____) none

V. GIFTS, GRATUITIES AND ENTERTAINMENT

List and describe any gifts, gratuities or entertainment that you or members of your immediate family have received from any person or outside concern that does business, hopes to do business, or competes with the Association or any of its subsidiaries or affiliates. (If you have received such benefits, please approximate their value. Do not list gifts or entertainment of nominal value.)

(_____) none

ACKNOWLEDGEMENT AND SIGNATURE

I hereby agree to report to the President any changes in the response to each of the foregoing questions which may result from changes in circumstances before completion of my next Conflict of Interest Disclosure Statement.

The information I have given in this Statement is complete and accurate to the best of my knowledge.

Signature

Position

Date