



Conflict of Interest Policy

Article I Purpose

To protect this tax-exempt organization's (Indiana State Council of the Emergency Nurses Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Financial Interest:
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organizations is negotiating a transaction or arrangement.
2. Interested Person:
Any member of the Indiana State Council of the Emergency Nurses Association who has a direct or indirect financial interest.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. ENA:
Emergency Nurses Association

Article III Procedures

1. Duty to Disclose:
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee, Board, and/or membership of the Indiana State Council of the ENA considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the executive/board/business meeting while the determination of a conflict of interest is discussed and voted upon. The remaining executive committee/board/members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the executive, board, or business meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the executive committee/board/membership shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive committee/board/membership shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

- a. If the executive committee/board/membership has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive committee/board/membership determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the executive committee/board/business meeting shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. A voting member of the Indiana State Council of the ENA who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. Voting members of the Indiana State Council of the ENA whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, will not be prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

1. Each Officer, Board member, and committee member shall annually sign a statement/disclosure form which affirms such person: has received a copy of the Conflicts of Interest policy, has read and understands the policy, and has agreed to comply with the policy.
2. The Conflict of Interest policy will be on the website for all membership.
3. Any member who does business with the Indiana State Council of the Emergency Nurses Association shall sign a disclosure form.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with members or other organizations conform to the Organization's written policies, and are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result impermissible private benefit or in an excess benefit transaction.

When conducting the periodic reviews, the Organization may but need not, use outside advisors. If outside experts are used, their use shall not relieve the Organization of the responsibility for ensuring periodic reviews are conducted.

Effective: 10/2011

Approved: 10/2011

Revised/Reviewed: 3/12/2015, 1/2016