



# Oklahoma Nurses Association

## Operating Policies

Amended by the ONA Board of Directors April 2, 2016

### 1.0 Board of Directors (BOD)

In accordance with Article IV, Section 2, of the Bylaws, the BOD will include four executive officers: president, vice-president, secretary/ treasurer, president-elect, five directors: education director, membership development director, political activities director; practice director, emerging nurse director, the ONA Consultant to ONSA, and six Region leaders. The executive officers and directors are to be elected by ONA membership for a two-year term

#### 1.1 Responsibilities

The BOD shall:

1. Establish policies and procedures for transaction of business, coordination of ONA activities, and operation and maintenance of a state headquarters.
2. Annually establish financial policies and procedures; adopt the budget for ONA based on the strategy plan; present an annual financial statement to the membership and the HOD; and provide for the annual audit or audit review by outside accountant.
3. Establish standing committees and task forces and shall define the purpose and delegated authority of those committees for fulfilling stated purpose and Strategic Plan.
4. Appoint Chairs for each standing committee and task force and provide a representative for organizations and public and governmental agencies.
5. Determine services to be offered to the Region
6. Control the use of the official insignia and procurement and sale of replicas thereof.

#### 1.2 Code of Fiduciary Responsibility

Officers and members of BOD and ONA Chief Executive Officer (CEO) will observe and sign the ONA Code of Fiduciary Responsibility. The Code of Fiduciary Responsibility covers the Duty of Care, Loyalty and Obedience as well as issues related to confidentiality and conflicts of interest.

The Code of Fiduciary Responsibility will be presented to BOD members each year at the annual BOD Retreat and is provided in the Appendix on page 32. Board members who are unable to attend the BOD retreat will sign the Code of fiduciary Responsibility as soon as possible after the retreat.

##### **Duty of Care**

Requires board members exercise the level of competence expected of similarly situated board members. Components of the Duty of Care are:

- Attend conference calls and meetings
- Participate in decision-making
- Exercise diligence and independent judgment
- Be reasonably informed
- Act honestly and in good faith
- Protect confidential information
- Business intelligence and other business planning documents

## **Duty of Loyalty**

Requires uncompromising devotion to ONA overall interests, to the organization itself, and not to:

- The constituency of selection or
- Self-interests

Components of the Duty of Loyalty

- Act in the best interest of the organization
- Refrain from misrepresentation and engaging in fraudulent acts
- Avoid actual, perceived, and potential conflicts of interest (business, financial, personal and professional) and promptly disclose them
- Promptly disclose business transactions

## **Duty of Obedience**

Requires board members to ensure the organization remains true to its mission, vision, and central purposes.

Components of the Duty of Cohesion/Obedience

- Ensure the mission, vision and strategic goals of the organization are reflected in decision-making
- Exercise commitment as a board member
- Act consistently with governing documents, committee purpose and function, desired outcomes and other society resources

### **1.3 Confidentiality**

BOD Members will not disclose, beyond its intended scope, any information, which is marked, designated, or treated as confidential by the BOD, Executive Committee or staff.

### **1.4 Conflict of Interest**

Any information, programs, research, services, and methods of operation developed by ONA are for all members. BOD members will not expropriate this information for themselves, their personal business or another organization they receive as a result of serving on the BOD. BOD members will not create any program that is in direct competition with an ONA program including the ONA Annual Conference, or other programs that ONA may develop in the future.

BOD members will openly disclose any actual, potential or perceived conflict of interest that may result from taking part in discussion or decision making on an issue while having business, professional, or personal interests that could bias decision making. The BOD has the sole responsibility for determining whether a BOD member's interests constitute a conflict and to determine the remedy.

### **1.5 Apparent Authority**

This policy statement provides guidance concerning who is authorized to make public statements on behalf of or as a representative of ONA and the manner in which such public statements should be handled. It also provides guidance as to the distribution of documents or other information from ONA by the BOD.

It shall be the policy of ONA that any official communications on behalf of ONA shall be at the direction of the President, BOD or staff. No statements shall be made, either verbal or written that conflict with the position or policy of ONA. Leadership should understand that by virtue of their position, that any statements may be perceived as official and made on behalf of ONA. To control official communications, stationary, business cards and permanent ONA name badges, shall be for the use of the elected President and staff only. Members of the BOD, committees or task forces may not use ONA Letterhead. Staff will prepare letters sent on behalf of ONA with a copy remaining in the office.

## **1.6 Whistleblower Protection Policy**

The Oklahoma Nurses Association (ONA) prides itself on its staff, board members and members observing high standards of business and personal ethics in conduct of their duties and responsibilities. Employees and representatives of ONA must practice honesty and integrity in fulfilling their responsibilities. They must comply with all applicable laws and regulations, including ethical business policies. As such, even though it is not obligated to do so, ONA has decided to voluntarily adopt a whistleblower protection policy.

Pursuant to this policy, any employee who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the CEO to allow ONA to investigate and, if applicable, correct the situation or condition. If the CEO is involved or is believed to be involved in the matter being reported, employees may, in the alternative, make a report to ONA's President or legal counsel. ONA will conduct an investigation and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

"Financial wrongdoing" 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 company officers or the accounting department (including deviation from full reporting of financial conditions).

If any employee reports in good faith what the employee believes to be a violation of the law and/or financial wrongdoing to ONA, its legal counsel, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is ONA's policy that there will be no retaliation taken against the employee.

Employees are reminded of the importance of keeping financial matters confidential. Employees with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the CEO or President in the absence of a CEO.

## **1.7 Meeting Minutes**

Board meetings will have a prepared agenda prepared by the President and CEO and provided to BOD members prior to the meeting. Minutes will be prepared after the meeting in collaboration with the Secretary/Treasurer providing a concise summary of important matters discussed including actions taken or conclusions reached by the BOD.

## **1.8 Board Meeting Absences**

Board members are to notify the President and/or CEO regarding their attendance at board meetings. Failure to communicate absences will result in an unexcused absence. Four or more consecutive unexcused absences from Board meetings may result in the BOD taking action to remove board members from their position.

## **1.9 Vacancies**

**In the event of vacancies:**

1. In the case of the resignation or other situation that causes the President to be unable to fulfill the term of ONA President, the Vice-President will serve as President for the remainder of the term. To serve as an ANA Representative the member must be elected as an ANA Representative.
2. In the case of another officer or director, the President may recommend an ONA Member to be appointed with the approval of the ONA BOD.

## **1.10 Responsibilities of Officers and Directors**

### **President**

1. The President is the highest elected officer of ONA; elected by a majority vote of the membership to serve initially as President-Elect, and then as President.
2. Serves as the ANA Membership Assembly Representative as elected by the ONA/ANA Members.
3. Serves as the official representative of ONA and as its spokesperson on matters of ONA policy and positions.
4. Serves as the Chair of the HOD, the BOD and BOD Executive Committee.
5. Serves as an ex-officio member of all committees except the Nominating Committee.
6. Carries out policies and priorities as set by ONA BOD.
7. May appoint task forces and fulfill other duties.
8. Monitors with the BOD and ONA CEO practice and environmental changes.
9. Provides leadership for the BOD.
10. Works with the ONA CEO to set the agenda for meetings as well as provides background material to the BOD to facilitate meetings.
11. Maintains current knowledge of the financial affairs of ONA.
12. Fosters a clear and open exchange of information among the BOD, between the BOD and ONA members as well as ONA staff; supports two-way communication with ANA.
13. Promotes unity within ONA and a cooperative climate with other nursing organizations.
14. Serves as liaison between the BOD and CEO.
15. Annually evaluates the CEO with input from the BOD.
16. Submits a written annual report to the HOD and membership.
17. Serves as a member of the Oklahoma Nurses Foundation.
18. Must be an ONA/ANA member.

### **Vice President**

1. The vice-president will assume the duties of the president in the president's absence or at the discretion of the president.
2. Serves on the Executive Committee of the BOD.
3. Collaborates with the President on leadership of ONA.
4. Attends BOD and Executive Committee meetings and ONA annual convention.
5. Serves as a BOD delegate to the HOD.
6. Serves as Chair of the Convention Committee and Awards Committee and is the liaison between these committees and BOD.
7. Submits a written annual report to the HOD and membership.
8. Serves as a member of the Oklahoma Nurses Foundation.
9. Performs other duties as assigned by the President or the BOD.
10. Must be an ONA/ANA member.

### **President-Elect**

1. The President-Elect is to shadow the President for two-years to learn the role and responsibilities of the highest elected officer of ONA. This individual is elected by a majority vote of the membership to serve as President-Elect for two years and then as President two years.
2. Serves as the ANA Membership Assembly Representative as elected by the ONA/ANA Members.

3. Serves on the Executive Committee of the BOD.
4. Collaborates with the President on leadership of the ONA.
5. Attends BOD and Executive Committee meetings and ONA annual convention.
6. Serves as a BOD delegate to the HOD.
7. Assists the President in monitoring with BOD and CEO practice and environmental changes.
8. Serves as the Vice Chair of the Convention Committee and Awards Committee
9. Serves on the Finance/Investment Task Force
10. Promotes unity within ONA and a cooperative climate with other nursing organizations.
11. Performs other duties as assigned by the President or the BOD.
12. Serves as a member of the Oklahoma Nurses Foundation.
13. Must be an ONA/ANA member.

### **Secretary/Treasurer**

1. Ensures written records are maintained of all meetings.
2. Provides oversight of ONA fiscal affairs.
3. Notifies members in writing of meetings of the HOD.
4. Provides reports and interpretation of ONA's financial condition to the HOD, the BOD and ONA membership.
5. Serves as a member of the BOD and the Executive Committee.
6. Works with the President and CEO regarding issues of financial concern to ONA.
7. Attends BOD and Executive Committee meetings and ONA annual convention.
8. Serves as a BOD delegate to the HOD.
9. Serves as Chair of Finance/Investment Task Force
10. Serves on the Membership Development Fund Committee
11. Submits a written annual report to HOD and membership
12. Serves as a member of the Oklahoma Nurses Foundation.
13. Performs other duties as assigned by the President or BOD.
14. Must be an ONA/ANA member.

### **Education Director**

1. Oversees professional development offerings of ONA.
2. Serves as a member of the BOD.
3. Serves as a liaison with organizational units (e.g. ONA Provider or Approver units).
4. Serves as Chair of Education Committee.
5. Recommends, provides and encourages continuing education workshops and/or conferences.
6. Attends BOD and Executive Committee meetings and ONA annual convention.
7. Serves as a BOD delegate to the HOD.
8. Submits a written annual report to the HOD and membership.
9. Serves as a member of the Oklahoma Nurses Foundation.
10. Performs other duties as assigned by the President or the BOD.
11. Must be an ONA/ANA member.

### **Membership Development Director**

1. Oversees issues dealing with membership and the membership development fund.
2. Serves as a member of the BOD.
3. Serves as Chair of Membership Development Fund Committee.
4. Serves on the Finance/Investment Task Force
5. Evaluates developments in membership.
6. Attends BOD and Executive Committee meetings and ONA annual convention.
7. Serves as a BOD delegate to the HOD.
8. Submits a written annual report to the HOD and membership.
9. Serves as a member of the Oklahoma Nurses Foundation.
10. Performs other duties as assigned by the President or the BOD.
11. Must be an ONA/ANA member.

### **Political Activities Director**

1. Oversees the political activities affecting nurses, nursing, nursing practice and ONA.
2. Serves as a member of the BOD.
3. Serves as Chair Governmental Activities Committee
4. Communicates with policy related organization units such as ONA's Lobbyist, CEO, Oklahoma Board of Nursing (OBN), Political Activities Committee (ONA-PAC), and ANA political organizational units.
5. Attends BOD and Executive Committee meetings and ONA annual convention.
6. Serves as a BOD delegate to the HOD.
7. Submits a written annual report to the HOD and membership.
8. Serves as a member of the Oklahoma Nurses Foundation.
9. Performs other duties as assigned by the President or the BOD.
10. Must be an ONA/ANA member.

### **Practice Director**

1. Oversees issues dealing with professional nursing practice.
2. Serve as a member of the BOD.
3. Serves as Chair of Professional Practice in the Workplace Committee.
4. Evaluates developments and changes in health care and the effects on nursing practice.
5. Recommends, provides and encourages professional development offerings on issues related to nursing practice.
6. Serves as a resource for advice and interpretation of *ANA Nursing Scope and Standards of Practice*, *ANA Social Policy Statement* and *ANA Code of Ethics for Nurses*.
7. Attends BOD and Executive Committee meetings and ONA annual convention.
8. Serves as a BOD delegate to the HOD.
9. Submits a written annual report to the HOD and membership.
10. Serves as a member of the Oklahoma Nurses Foundation.
11. Performs other duties as assigned by the President or the BOD.
12. Must be an ONA/ANA member.

### **Emerging Nurse Director**

1. Oversees issues related to the Emerging Nurses statewide interest group.
2. Serves as a member of the BOD.
3. Recommends, provides and encourages professional development offerings on issues related to Emerging Nurses.
4. Attends BOD and Executive Committee meetings and ONA annual convention.
5. Serves as a BOD delegate to the HOD.
6. Serves as a BOD delegate to the HOD.
7. Submits a written annual report to the HOD and membership.
- ~~8.~~ Serves as a member of the Oklahoma Nurses Foundation.
9. Performs other duties as assigned by the President or the BOD.
10. Must be a registered nurse for 5 or fewer years when elected.
11. Must be an ONA/ANA member.

### **ONA Consultant to ONSA**

1. The ONA Consultant serves as a liaison between the Oklahoma Nurses Student Association (ONSA) and ONA.
2. Serves as a member of the ONA BOD.
3. Maintains channels of communication between ONSA and ONA.
4. Attends BOD meetings and ONA annual convention.
5. Serves as a BOD delegate to the HOD.
6. Submits a written annual report on behalf of ONSA to the HOD and membership.
7. Performs additional duties as assigned by the president or BOD.
8. Must be a member of ANA/ONA.