

2024 Secretary - Treasurer, Secretary - Treasurer - Elect
Commitment, Responsibilities, Conflict of Interest Disclosure and Consent to Serve

Term Commitment

The Secretary/Treasurer Elect shall serve for a one-year term or until a successor is elected, followed by a one-year term as the Secretary/Treasurer. In the event that the Secretary Treasurer Elect position is vacated at the end of the term of office, the Secretary Treasurer shall remain in office until a person is elected into that position, or until a newly elected Secretary Treasurer Elect is fully oriented. If the Secretary Treasurer vacates the position and the Secretary Treasurer Elect is not fully oriented, the Executive Committee will appoint an interim Secretary Treasurer to fulfill the remainder of the term of office.

- Secretary - Treasurer: 12 months (January 1 through December 31st)
- Secretary - Treasurer Elect: 12 months (January 1 through December 31st)

Criteria:

- Shall be a member of AONL and a full member of NWONL.
- Hold a senior level position in a health care delivery organization.
- Demonstrated competence in organization fiscal management.
- Ability to make the time commitment associated with the role.
- Meet all requirements of NWONL full membership to include not being represented by a nursing union contract or employed by a labor organization that represents nursing.

Minimum Time Commitment Includes:

- Attendance at the Annual Membership meeting, Annual Conference, Virtual Summit and 4 board meetings a year, and a monthly executive committee call and/or finance committee meeting. May have accountability for other intermittent special meetings as needed.

Responsibilities As Secretary - Treasurer:

- Shall be a member of the Board of Directors, the Executive Committee, and the Finance Committee.
- Is responsible for assuring that minutes of the meetings of the Membership, Board of Directors and Executive Committee are recorded and distributed to all Board members.
- Shall assure that notices of the time, place, and purpose of all meetings are distributed.
- Shall assure that all papers, letters, and business records of the Organization are retained in accordance with any applicable legal requirements.

As Secretary - Treasurer Elect:

- Shall be a member of the Board of Directors, the Executive Committee, and the Finance Committee.
- May serve as a teller for all elections that occur during his/her term of office.
- Shall assume the responsibilities of the Secretary/Treasurer at the end term as Secretary/Treasurer Elect.
- Shall also assure that accurate, current lists of the names and addresses of members of the Organization are maintained, as well as officers, committee and commission members, the Board of Directors, Executive Committee and their terms of office are published and maintained.
- Is responsible for all funds of the Organization, and shall deposit such funds in a designated bank.
- Shall submit a written financial statement at each regularly scheduled meeting of the Board.
- Shall submit an annual written financial statement
- Shall give a written report at meetings of the Organization.
- Shall assure that an accurate list of paid members of the Organization is maintained.
- Shall assure that annual dues notices are sent no later than thirty (30) days prior to renewal date.
- Shall submit the books for review at the end of their term.
- Shall be a member and Chair of the Finance Committee.
- May serve as a teller for all elections that occur during his/her term of office.

As Member of Board of Directors:

- Reviews and puts forward revisions to the organization's mission, vision and values as deemed appropriate.
- Creates and advances a strategic plan to include the business and financial objective of the organization, with specific defined goals and action steps.
- Assures that all committees, commissions, and councils are functioning in alignment with the organization's strategic plan.
- Fosters the growth and development of the organization.
- Represents and acts on behalf of the membership.
- Oversees educational programming, leadership development activities, legislative activities to assure that they are in accord with the organization's mission, vision, values and strategic plan.
- Is accountable for all internal and external communications coming from the organization.
- Fosters the growth and development of appropriate organizational strategic partnerships.
- Is accountable for the hiring and supervision of the organization's Executive Director.
- Oversees the management of known or potential conflicts of interest.
- Functions as a steward to assure the organization's financial viability to include:
 - Participates in annual board giving to NWONL.
 - Promotes attendance at all NWONL events.
 - Assures that no conflicts of interest to the board position exist, and documents this on the NWONL conflict of interest report.
 - Promotes financial sponsorship of NWONL events.
 - Promotes industry participation in partnership with NWONL or through event exhibits.
- Gives voice and influence to the shaping of emerging professional agendas at the local and national level.
- Assures that board vacancies are filled through the defined election and appointment processes and that appointments are approved by a majority vote of the Board membership. Vacancies that occur in Regional Council Representative positions shall be filled by the respective Councils.

Conflict of Interest Disclosure

Instructions: To the best of your knowledge, please answer each question. Attachment A provides definitions.

1. Please print the full name of any entity for which you serve as a trustee, director, or officer:
2. At any time during the most recent fiscal year, was any NWONL trustee, officer, or Key Employee (listed on Attachment A) a Family Member? If Yes, specify Name and Family Relationship:
3. At any time during the most recent fiscal year, did you have a Business Relationship, either individually or through an entity, with any NWONL trustee, officer, or Key Employee (listed on Attachment A)? If Yes, describe relationship:
4. Did you, or did any Family Member, engage in a Business Relationship or Transaction with NWONL or any of its Related Organizations during the most recent fiscal year? If Yes, describe relationship:
5. At any time during the most recent fiscal year, did you or a Family Member receive Grants or Assistance from NWONL or a Related Organization? If Yes, describe relationship:
6. Did any entity (other than a Section 501c tax- exempt entity) in which you or a Family Member served during the most recent fiscal year as an officer, director, trustee, Key Employee, partner, member, or shareholder, engage in a Transaction with NWONL or any of its Related Organizations during the most recent fiscal year? If Yes, describe relationship:

Consent to Serve Acknowledgement

To the best of my knowledge and belief, the above information is true and accurate. By signing below, I confirm I've read, understand, and hereby agree to comply and acknowledge my consent to service. If any situation should arise in the future that may involve me or a Family Member in a conflict of interest in accordance with NWONL's Conflict of Interest Policy, I will promptly provide a new Conflict of Interest Disclosure.

Signature: _____

Date: _____

Full Name (Printed): _____

Attachment A: NWONL Conflict of Interest Disclosure Questionnaire 2023

DEFINITIONS

Family Members include: Spouse, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half-blood) and spouses of all of these individuals except ancestors' spouse, unless the spouse is also an ancestor (e.g. does not include step parents or step grandparents).

Business Relationship includes each of the following:

- a) One person is employed by the sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, key employee, or greater than 35% owner.
- b) Both persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity.
- c) One person is transacting business with the other, other than in the ordinary course of either party's business on the same terms as generally offered to the public, directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$1,000 in the aggregate during the tax year. (Indirect transactions are transactions by one person with an organization with which the other person is associated as a trustee, director, officer, key employee, or greater than 35% owner.

For (a) and (b), ownership is measured by stock ownership (either voting power or value) of a corporation, profits, or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization or beneficial interest in a trust. Ownership includes indirect ownership (e.g. ownership in an entity that has ownership in the entity at issue): there may be ownership through multiple tiers of entities.

Transaction includes the following business transactions entered into by NWONL or a Related Organization that exceeds \$12,000:

- Sale, exchange, leasing or licensing of property
- Payment of compensation
- Lending of money or extension of credit
- Furnishing of goods, services, or facilities
- Transfer of income or assets
- Joint ventures in which NWONL and your capital interest or profits interest exceed 10%

Note: The following business transaction payments made during the year **need to not be reported**:

1. Cumulative payments under the same contract or transaction less than \$12,000 or that constitute less than 3% of the NWONL total revenues
2. Cumulative payments under all contracts or transactions during the year of less than \$12,000

3. Compensation of less than \$4,000 by NWONL to a Family Member.

Related Organizations for NWONL includes:

- Washington State Hospital Association
- Oregon Association of Hospitals and Health Systems
- Washington Center for Nursing
- Oregon Center for Nursing

Grants or Assistance includes: goods, services, use of facilities, scholarships, internships, prizes, and awards.

Key Employees means: an employee of an organization (other than an officer, director or trustee) who meets all three of the following tests:

- a) \$20,000 test. Receives reportable compensation from the organization and all Related Organizations in excess of \$20, 000 for the calendar year ending with the organization's tax year. Top 20 Test. Is one of the 20 employees (that satisfy the \$20,000 Test and Responsibility Test) with the highest reportable compensation from the organization and Related Organization for the calendar year ending with or within the organization's tax year.
- b) Responsibility test. The employee or Board member:
 - i) Has responsibilities, powers, or influence over the organization as a whole, similar to those of officers, directors, or trustees, or
 - ii) Manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole, or
 - iii) Has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.