INTRODUCTION

Thank you for your service as a volunteer with the American Board of Perianesthesia Nursing Certification, Inc. (ABPANC). People who volunteer together have an impact on each other’s productivity and personal satisfaction in their volunteer experiences. In addition, how our volunteers act toward our stakeholders and the community-at-large will influence whether those relationships are successful for ABPANC. Overall, volunteers are expected to treat all parties working with ABPANC with dignity and respect, including (but not limited to) other volunteers, employees, contractors, and program participants. Please see the separate “Code of Conduct” policies for introductory information regarding ABPANC’s expectations. The following policies have been adopted to clarify our expectations for Directors, Officers, and other ABPANC volunteers, including but not limited to Committee Members, ABPANC Coaches, ABPANC ALRT Members, those participating in time-limited Task Forces such as the Role Delineation Study Advisory Team, Passing Point Study, etc.

1. Conflicts of Interest.

   A. It is the policy of ABPANC to require its volunteers to devote their loyalties to the interests of ABPANC and to keep themselves free of influences that may conflict or appear to conflict with representing ABPANC and ABPANC’s best interests. The purpose of this policy is to ensure that decisions about ABPANC operations and assets are made for the benefit of ABPANC and are not influenced by any personal profit or other benefit to individuals who take part in the decision.

   B. A “conflict of interest” is present when a volunteer has an outside personal or professional interest that overlaps with the interests of ABPANC in situations such as (but not limited to) a programmatic activity, contract, grant, or investment decision.

   C. If a volunteer wishes to consider an opportunity that is similar to any of the ones described below and in section G below, then the individual is expected to follow the disclosure and review process outlined in subsection N, below.

   D. Listed below are some examples of conflicts that are considered unacceptable for all volunteers and are not permitted during service with ABPANC and for a period of two (2) years after the conclusion of service:

   i. publicly advocating a position that is contrary to ABPANC policy;

   ii. accepting gifts of more than $150 in value or favors from ABPANC vendors (directly or through family members or business associates);

   iii. offering gifts of more than $150 in value or favors to ABPANC vendors; and

   iv. taking personal advantage of an ABPANC business opportunity discovered through service with ABPANC.

   E. The following list applies to key programmatic volunteers who participate in the examination development process, setting certification or recertification standards, and in reviewing disciplinary matters. Listed below are some examples of conflicts that are considered unacceptable for these volunteers and are not permitted during service with ABPANC and for a period of two (2) years after the conclusion of service:
i. participating in the examination development process for any other nursing certification examination program, including those that are listed below as having overlapping content to the CPAN/CAPA examinations: CCRN programs sponsored by the AACN Certification Corp.; Medical- Surgical Nursing Certification programs sponsored by MSNCB and ANCC; Perioperative Nursing Certification programs offered by the Competency and Credentialing Institute; and

ii. participating in exam preparation activities related to the ABPANC examinations (This prohibition does not apply to development or sale of products and services offered by ABPANC itself.).

F. Please see the separate “Protecting Confidentiality of Exams” Policy 5-3, regarding key programmatic volunteers who participate in the exam development process.

G. Listed below are some examples of other conflicts that may be problematic for all volunteers. If a volunteer wishes to consider an opportunity that is similar to any of the ones described below, then the individual should follow the disclosure and review process outlined in subsection N, below.

i. being an officer, director, employee, consultant, volunteer, or other participant in the operations of another organization related to the same or similar fields as ABPANC; and

ii. transacting business with ABPANC through the individuals’ own outside business or that of his/her family or friends.

H. It is generally not a conflict of interest for volunteers to participate in courses, workshops, and other programs related to general education for the nursing community (paid or unpaid) in general and the perianesthesia nursing specifically.

I. Volunteers may not promote the fact of their participation with ABPANC for commercial advantage in advertising or other business outside ABPANC. Volunteers may reference involvement with ABPANC only with a factual statement such as the following: “I have served for _[#]_ years as a __[officer / director / committee member ]__ with ABPANC.”

J. The lists above should not be viewed as being all-inclusive. It is not possible to list all the possible conflicts that may arise in the course of service with ABPANC.

K. Reputation and standing in the community are important to ABPANC. For this reason, volunteers are expected to disclose actual conflicts as well as situations that may simply appear inappropriate to other stakeholders.

L. Volunteers are encouraged to consider the questions listed below in order to determine if a matter should be brought to the attention of ABPANC.

i. “Would someone else think that my participation in this other activity gives me some motivation to not put ABPANC’s interests first?”

ii. “How easily could my participation in this other activity be portrayed negatively with respect to ABPANC?”

M. At the start of service with ABPANC, all volunteers will be asked to complete the attached ABPANC Volunteer Disclosure Form. Volunteers will also be asked to complete an updated Disclosure Form each year. If something changes during the year, then the individual is expected to promptly follow the disclosure and review process outlined in subsection N, below (instead of waiting until the next form is due).
N. Conflicts/perceived conflicts/potential conflicts will be addressed on a case-by-case basis using the following procedure.

i. **Consult CEO.** If a volunteer believes that he/she has an opportunity that may present a conflict of interest with his/her duty to ABPANC, then the individual is expected to discuss the matter with the CEO before proceeding. If someone is concerned about a possible conflict of interest on the part of another individual, then he/she should bring the matter to the CEO's attention. The CEO will communicate the conflict/potential conflict to the President.

ii. **Initial Review by CEO & President.** If the CEO and President determine that the situation clearly does not present a conflict of interest, then no further action will be taken. If the CEO and President determine that a conflict of interest may exist, then the CEO and President, after consulting with legal counsel, will collect information and forward the matter to the Executive Committee.

iii. **Full Review by Executive Committee.** The Board of Directors hereby delegates authority to review conflicts of interest to the Executive Committee. The Executive Committee will determine:

   a. Does a conflict exist? The individual may state his/her position on the matter in writing and respond to any questions posed by Executive Committee members, in writing. The individual may not be present during the Executive Committee deliberation.

   b. If a conflict exists, the Executive Committee will determine the best way to address the situation. The Executive Committee will determine what is fair, reasonable, and in the best interests of ABPANC. This may be to permit the volunteer to participate in the opportunity that presents a conflict, to ask the volunteer to not participate, or other action. If the conflict arises from a business transaction with ABPANC, then the Executive Committee will not approve the transaction if another party without a conflict of interest could provide the same quality of goods or services on similar or better terms.

iv. **Records.** The minutes of the Executive Committee meeting will record:

   a. a summary of the situation,

   b. the fact that the individual in question did not participate in the discussion or vote,

   c. whether the Executive Committee determined that a conflict exists, and, if so, the decision as to how to manage the conflict, and

   d. the names of the Directors who participated in the vote.

O. The Executive Committee may refer a conflict of interest matter to the Board of Directors for review.

2. **Confidentiality.**

A. ABPANC is a nonprofit corporation and tax-exempt under Section 501(c)(6). For these reasons, many details about ABPANC’s operations will become public information through filings with governmental agencies. It is the policy of ABPANC that information reported in these filings is to be kept confidential until the time that the filings are submitted.

B. In addition, any other non-public information about ABPANC’s operations is to be kept confidential unless/until the information is made public by ABPANC. For example, the names of successful candidates are to
be kept confidential until announced by ABPANC. The requirement to maintain confidentiality applies during and after service with ABPANC. Confidential information includes (but is not limited to):

i. information about the development and administration of the ABPANC examinations, including (but not limited to) examination questions and answers, scoring standards, and candidate scores;
ii. information about candidates and certificants;
iii. details of Board of Directors and committee discussions;
iv. addresses, phone numbers, and other non-public information relating to the Board of Directors, committees, other volunteers, and contractors;
v. information received by ABPANC from third parties under an obligation of confidentiality;
vi. information about ABPANC’s contractual relationships with vendors and other third parties; and
vii. matters designated confidential by the Board of Directors or the CEO.

C. Each volunteer shall protect confidential information from disclosure and maintain it in strict confidence. Each volunteer shall not use confidential information about ABPANC for any purpose other than to carry out his/her volunteer responsibilities. A volunteer may discuss confidential information only with other ABPANC volunteers, contractors, and staff who have a need to know the information. Communications with outside parties should be limited to public information about ABPANC programs and activities or other publicly available information pertaining to ABPANC’s industry in general.

D. Volunteers are responsible for maintaining the security of all ABPANC property, materials, and confidential information (both print and electronic) entrusted to them. Examination materials must be kept under secure conditions. Volunteers are permitted to access and use the property and files of ABPANC only for the purpose of carrying out their volunteer duties. At the end of volunteer service, or at any other time at the request of the CEO, volunteers must return all ABPANC property, materials, and information that are in their possession. Volunteers are not permitted to retain copies in their personal files.

3. ASPAN Representative. The ASPAN Representative to the Board of Directors shall abide by the policies adopted for all volunteers (above). In addition:

A. The ASPAN representative to the ABPANC Board of Directors is not permitted to simultaneously participate in the ABPANC exam development process, in setting certification or recertification standards, or in reviewing disciplinary matters.

B. From time to time, the ABPANC Board of Directors may need to discuss issues related to the ABPANC-ASPN working relationship. The ASPAN Representative may state his/her position on the matter and respond to any questions posed by the Board of Directors, but may not be present during the Board of Directors deliberation on the matter.

C. On occasion the ABPANC Board of Directors may discuss confidential information and may ask the ASPAN Representative to step out of the Board room.

D. In addition to the expectations established for all volunteers in the Conflict of Interest policy (above), the ASPAN Representative is reminded that non-public information is not to be shared with ASPAN unless/until the information is clearly identified by the ABPANC Board of Directors as appropriate to share with ASPAN.

4. Statement of Fiduciary Duty for Directors & Officers. The directors and officers of a nonprofit corporation are required to serve the corporation with undivided loyalty, care, and obedience. The provisions below are intended as reminders of this fiduciary duty obligation.
A. Duty of Loyalty. Each Director and Officer shall act in a manner consistent with the best interests of ABPANC.

i. Directors and Officers shall abide by the Conflict of Interest policy adopted for all volunteers (above). In addition, a Director or Officer may not participate in the Board vote regarding a conflict that involves the Director or Officer.

ii. Directors and Officers are not permitted to simultaneously serve as a director, officer, or committee chair of any other local, state, or national organizations related to perianesthesia nursing, including but not limited to ASPAN, AORN, Competency and Credentialing Institute (the Certification Board for Perioperative Nursing), Medical-Surgical Nursing Certification Board, ANCC, or AACN Certification Corporation (CCRN programs).

iii. In addition, service as an ASPAN Component leader, committee member or other volunteer with outside organizations is not encouraged due to not only potential conflicts but work load issues and requires review and approval by the ABPANC Executive Committee prior to commencing service with the outside organization.

B. Duty of Care. Each Director and Officer shall act with care and diligence in serving ABPANC. Directors and Officers are expected to fully prepare for and participate in meetings, and to complete assignments on schedule. Directors and Officers shall share with the Board any information that may be relevant to the Board’s decision-making (other than information that is protected from disclosure by law, a legally enforceable obligation of confidentiality, or a professional ethics rule).

C. Duty of Obedience. Each Director and Officer shall act in compliance with the law and with ABPANC’s Articles of Incorporation, Bylaws, and other corporate policies.

i. Directors and Officers shall abide by the Confidentiality policy adopted for all volunteers (above).

ii. Directors and Officers shall not exercise their authority on an individual basis. They may act only with the full Board of Directors or the Executive Committee, or as expressly delegated by the Board of Directors.

iii. If a Director or Officer has significant doubts about a course of action of the Board of Directors, then he/she shall raise the concern with the Executive Committee or the Board of Directors. When appropriate, Directors and Officers will seek independent expert advice from the ABPANC auditor, legal counsel, or other ABPANC advisor.

5. No Harassment Policy. ABPANC supports an environment of dignity and respect for all stakeholders. Volunteers shall not engage in any behavior that interferes with ability of someone else to participate in ABPANC activities, including (but not limited to) other volunteers, employees, contractors, and program participants. Volunteers shall not make unwelcome sexual advances or engage in other unwelcome verbal or physical conduct of a sexual or offensive nature. Every volunteer is responsible for respecting other stakeholders. The Board of Directors is responsible for leading by example, behaving as a model for all volunteers, and creating an atmosphere free of misconduct.

A. Misunderstandings or disagreements can arise in any organization. To ensure effective working relations, it is important that such matters be resolved before serious problems develop.

B. All volunteers are asked to report any conduct that could be a violation of ABPANC policy or otherwise problematic. Concerns should be brought to the attention of the President. If the concern is about the President, it should be brought to the attention of the CEO. If a volunteer is concerned about possible illegal practices or serious violations of ABPANC policies, then please consult the separate “Whistleblower Protection” policy.

C. ABPANC takes complaints seriously. Reports will be promptly investigated. Every volunteer is expected to cooperate with an investigation conducted by ABPANC. Investigations will be kept confidential to the extent possible and consistent with the need to conduct a thorough and fair investigation.

D. If ABPANC determines that there has been a violation of ABPANC policy or other misconduct, then appropriate corrective action will be taken. Corrective action may include (but is not limited to): (i) voiding any transaction in which a conflict of interest was present; (ii) requiring the volunteer in question to make ABPANC whole for any damages incurred as a result of his/her violation; and/or (iii) recommending removal of the volunteer from his/her position with ABPANC.

E. ABPANC prohibits retaliation against any volunteer for reporting concerns or complaints, or for assisting in a complaint investigation. However, if ABPANC determines that a report was not made in good faith or that someone has provided false information, then action may be taken against the offending volunteer.
AMERICAN BOARD OF PERIANESTHESIA NURSING CERTIFICATION, INC. ABPANC VOLUNTEER
DISCLOSURE FORM
OF POTENTIAL/ACTUAL CONFLICT OF INTERESTS

Please answer the following questions about your outside activities that may be related to ABPANC, its programs, or the field of perianesthesia nursing. Overlapping interests frequently arise in nonprofit organizations and are normal. It is a reflection that dedicated and well-qualified individuals often play multiple roles within a professional field. The key is to be aware of the possibility for actual as well as perceived conflicts and to be prepared to manage them in a fair and open manner. In responding to these questions, please note that answering the question does not automatically indicate that the relationship or transaction was inappropriate.

1. **Paid Work.** Please list the companies and other places where you perform paid work (employers, commercial companies, research institutions, government agencies, etc.).

______________________________________________________________________________

2. **Volunteer/Unpaid Work.** Please list the organizations and other places where you volunteer or otherwise perform unpaid work as an officer, director, committee member, etc., i.e., an ASPAN Component

______________________________________________________________________________

3. **Doing Business with ABPANC.** Do you have any connection with a vendor that is doing business with ABPANC?

_____ no

_____ yes; explanation: __________________________________________________________

4. **Family and Business Associates.** If any of your family members or business associates has a connection with ABPANC or the field of perianesthesia nursing similar to the questions asked about you above, then please describe those connections here.

______________________________________________________________________________

5. **Other.** Please list any other information that you think may be helpful for ABPANC to know about you, your family members, and your business associates.

______________________________________________________________________________

By signing below, I confirm that I do not have any possible conflicts that are not listed on this Disclosure Statement.

Signature: ________________________________

Print Name: ________________________________ Date ____________