



BOARD/GOVERNANCE POLICY

Title: Duties, Authority, and Prerogatives of Officers and Directors	Number: (insert policy #- optional)
Cross Reference: (include other policies that may relate)	
Approved by: Illinois State Council Board of Directors	Origination Date: 1/7/2016
Revised by: Illinois State Council Board of Directors	Approval Date: 11/19/2016
	Revision Date: 7/12/2016

POLICY:

- 1.1 The clear responsibilities and authority of Illinois ENA officers and board members will enable leadership to more effectively promote the mission, vision, and values of Illinois ENA.

POLICY BACKGROUND:

- 2.1 The *Bylaws* call for officers and directors.
- 2.2 The board of directors is the corporate body composed of officers and directors elected by members as designated in the bylaws. Members of the Illinois ENA board of directors assume obligations, expectations, and responsibilities outlined in the bylaws and these policies.

OPERATIONAL PROCEDURE:

Each newly elected officer and director will receive an orientation designed, directed, and provided by the board leadership.

- 3.1 All officers and directors share the following duties and responsibilities to:
 1. Represent the interest of Illinois ENA members and the specialty of emergency nursing as a whole.
 2. Act as a vigilant protector, gracious ambassador, and energetic champion of the association.
 3. Set policies to govern and guide the association.
 4. Oversee Illinois ENA's financial integrity and accountability.
 5. Maintain and update Illinois ENA's mission, vision, and goals through strategic planning.
 6. Submit agenda items for board meetings, perform due diligence in evaluating the topics appearing on the board's agendas and adequately prepare for discussions.
 7. Attend all meetings of the board of directors.
 8. Support the decisions of the board as a whole.
 9. Participate in external and internal committee assignments.
 10. Serve as board liaison to assigned committee(s).
 11. Attend and participate in state council quarterly meetings, annual meetings, and special events as directed.

3.2 Officers

1. The *Bylaws* require five officers: president, president-elect, secretary, treasurer, and treasurer-elect (in alternating years)

President:

The president has, by virtue of the Illinois ENA bylaws, policy, and tradition, certain roles, authority, and prerogatives.

1. Manages the affairs of the Illinois ENA
2. Provides leadership to the board of directors.
3. Coordinates the board of directors' activities.
4. Mentors the president-elect.
5. Provides oversight of officer and director role transitions.
6. Provides information from ENA national to the membership.
7. Serves as a resource on emergency nursing issues.
8. Chairs the board of directors and state council meetings.
9. Appoints committee chairs/co-chairs on an annual basis for the years of the president's term in consultation with the president-elect.
10. Implements activities as directed by ENA national.
11. Assigns liaisons to each committee from the board of directors.
12. Represents or designates a representative for:
 - a. Annual ENA business meeting (General Assembly)
 - b. ENA State and Chapters Leader Orientation
 - c. Lobby Day
 - d. Additional meetings/conferences as selected by the board of directors
13. Develops the board of directors, committee, and special interest group charges in conjunction with the board of directors for the year.
14. Presents the committee and special interest group chairs with charges for the year.
15. Approves state council budget in cooperation with the board of directors.
16. Submits annually the officers' report and annual report to ENA national.
17. Submits annually the ENA State Council Achievement Award application to ENA national, as appropriate.
18. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
19. Serves as board liaison to assigned committee(s) and/or special interest group(s).
20. Serves as an active member on at least one committee.
21. Attends the ENA State and Chapter Leaders Orientation and promotes ENA membership throughout Illinois.

President-Elect:

1. Learns the role of the president.
2. Performs duties assigned by the president.
3. Develops the board of directors, committee, and special interest group charges in conjunction with the board of directors for the year.
4. Recommends committee chairs/co-chairs for the upcoming year.
5. Appoints committee chairs/co-chairs for the preceding year following the conclusion of the president-elect's term, in consultation with the president.
6. Assumes the duties of president in the event the president is unable or as delegated.
7. Attends board of directors and state council meetings.
8. Represents Illinois State Council as a delegate at the annual ENA national business meeting (General Assembly).
9. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
10. Develops the board of directors, committee, and special interest group charges in conjunction with the board of directors for the year.
11. Approves state council budget in cooperation with the board of directors.
12. Assists with submission annually of the officers' report and annual report to ENA national.
13. Assists with submission annually of the ENA State Council Achievement Award application to ENA national, as appropriate.
14. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
15. Serves as board liaison to assigned committee(s) and/or special interest group(s).
16. Serves as an active member on at least one committee.

Secretary:

1. Attends state council and board of directors meetings and records the minutes and proceedings (e.g., votes).
2. Distributes state council and board of directors meeting minutes to the board of directors within one (1) week of the meetings.
3. Facilitates posting of approved meeting minutes (i.e., state council meeting, board of directors meeting, committee meetings, and special interest group meetings) in the members' only section of the website on no less than a quarterly basis.
4. Makes draft state council and board of directors meeting minutes available at appropriate meetings for review and approval.
5. Maintains a current calendar of Illinois State Council, committee, and special interest group meetings, webinars, and conference calls.

6. Collects and facilitates posting of committee and special interest group membership on the website on no less than an annual basis.
7. Collaborates with the directors during state council and board of directors meetings to facilitate webinar and/or conference call capabilities.
8. Sends correspondence (e.g., sympathy cards, thank you cards, etc.) on behalf of the state council as directed by the board of directors or the president.
9. Approves state council budget in cooperation with the board of directors.
10. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
11. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
12. Serves as board liaison to assigned committee(s) and/or special interest group(s).
13. Serves as an active member on at least one committee.
14. Attends the ENA State and Chapter Leaders Orientation

Treasurer:

1. Attends to the financial affairs of the state council by maintaining the day-to-day flow of liquid assets, including monthly reconciliation of bank account statements, quarterly reconciliation of ENA assessments (e.g., membership assessments, ENPC and TNCC assessments, etc.).
2. Attends board of directors and state council meetings, and provides a financial report that includes the financial (e.g., profit and loss statement, financial summary) and investment status of the Illinois ENA as of the last day of the preceding fiscal quarter at each of these meetings.
3. Mentors the treasurer-elect.
4. Monitors income and expenditures on a regular basis and pays expenditures.
5. Ensures all expenses are submitted via the appropriate Illinois ENA form with appropriate receipts and documentation attached in a timely manner.
6. Pays nominal expenditures and reimbursements within 30 days of receipt for payment request, except for urgent matters.
7. Ensures honorarium requests are submitted via the appropriate Illinois ENA form with appropriate approval, and paid only after a completed W-9 Form is received on no less than an annual basis.
8. Reimburses board of directors and committee chairs/co-chairs for official Illinois ENA business expenses according to the approved budget.
9. Reimburses travel expenses based on the current General Services Administration (GSA) rate and according to the approved budget.
10. Selects a bookkeeper for the treasurer's term according to Illinois ENA policy and with approval by the board of directors.

11. Coordinates the long-term investments of the state council and corresponds with the long-term investment fund manager/financial advisor as requested by the board of directors or president.
12. Facilitates changes in long-term investments in consultation with the financial advisor, as requested and approved by the board of directors, or by the treasurer, president, and one additional officer (i.e., president-elect, secretary, treasurer-elect).
13. Facilitates the annual budget meeting during the month of October for the preceding year by providing board of directors and committee chairs/co-chairs with the current year-to-date profit and loss statements and previous year's budget information.
14. Prepares a proposed budget for the preceding year after the annual budget meeting and presents it to the board of directors for approval during the board of directors meeting immediately preceding the annual budget meeting.
15. Facilitates annual tax preparation by the Illinois ENA certified public accountant (CPA) by:
 - a. Submitting records of payees from the preceding year and completed W9 forms no later than January 15 annually;
 - b. Submitting required documents upon request by the CPA, including but not limited to the preceding year annual profit and loss statement, and summary of financial accounts (e.g., bank account statements, long-term investment statements);
 - c. Presenting the final tax filing as submitted by the CPA for approval by the board of directors in a timely manner;
 - d. Signing and mailing the approved tax filing to the Internal Revenue Service and Illinois Department of Revenue no later than May 15;
 - e. Requesting and submitting a tax filing extension, as approved by the Board of Directors;
 - f. Submitting a copy of the final and submitted tax filing to ENA Component Relations no later than May 31;
 - g. Files the annual financial report with ENA Component Relations no later than May 31 annually.
 - h. Maintains current board of director's roster and contact information with the Illinois ENA CPA, long-term investment fund manager/financial advisor, and general counsel.
16. Arranges for financial records audit per Illinois ENA policy and as deemed appropriate by the board of directors.
17. Maintains current bank account signers and contact information, according to Illinois ENA policy.
18. Oversees bank account signers' debit cards, including appropriate use and submission of appropriate and timely documentation, and cancellation and

destruction of debit cards from holders that are no longer authorized per Illinois ENA policy.

19. Maintains current records of Illinois ENA physical assets.
20. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
21. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
22. Serves as board liaison to assigned committee(s) and/or special interest group(s).
23. Serves as an active member on at least one committee.
24. Attends the ENA State and Chapter Leaders Orientation.

Treasurer-Elect:

1. Works with the treasurer to learn the role of treasurer
2. Attends board of directors and state council meetings.
3. Performs duties as assigned by the president or treasurer.
4. Collaborates with the treasurer in the facilitation of the annual budget meeting and development and presentation to the board of directors for approval of the proposed annual budget.
5. Assists the board of directors in approval of the annual budget.
6. Assumes the office of the treasurer in the event the treasurer is unable to.
7. Assists the treasurer with submission annually of the tax filing and financial report to ENA Component Relations.
8. Assists the treasurer with submission annually of the Illinois Secretary of State Not-for-Profit Annual Report.
9. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
10. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
11. Serves as board liaison to assigned committee(s) and/or special interest group(s).
12. Serves as an active member on at least one committee.
13. Attends the State and Chapter Leaders Orientation, as determined by the board of directors.

3.3 Directors

1. The bylaws require two directors, elected in altering years.

Directors:

1. Performs duties as assigned by the president or board of directors.
2. Attends board of directors and state council meetings
3. Collaborates with the secretary during state council and board of directors meetings to facilitate webinar and/or conference call capabilities, including identification of educational presentations, timely submission of CNE application to ENA national, and ensuring compliance CNE rules (e.g., collecting attendee information and evaluations, distributing CNE certificates, maintaining CNE records, etc.).

4. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
5. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
6. Assists the board of directors in approval of the annual budget.
7. Serves as board liaison to assigned committee(s) and/or special interest group(s).
8. Serves as an active member on at least one committee.

3.4 Non-Voting Members

Immediate Past President:

1. Provides consultation to the president and board of directors as a non-voting member.
2. Performs duties assigned by the president.
3. Mentors the president.
4. Preparing a slate of candidates for annual elections, in conjunction with the Awards and Nominations Committee.
5. Attends board of directors and state council meetings.
6. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
7. Assists with development of the board of directors, committee, and special interest group charges for the year.
8. Serves as a resource on emergency nursing issues.
9. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
10. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
11. Serves as board liaison to assigned committee(s) and/or special interest group(s).
12. Serves as an active member on at least one committee.

Immediate Past Treasurer:

1. Advising the treasurer.
2. Attends board of directors and state council meetings.
3. Performs duties as assigned by the president or treasurer.
4. Collaborates with the treasurer in the facilitation and development of the proposed annual budget.
5. Advises the board of directors in approval of the annual budget.
6. Promotes ENA membership recruitment, retention, and engagement throughout Illinois.
7. Supports the board of directors in carrying out the Illinois ENA Strategic Plan.
8. Serves as board liaison to assigned committee(s) and/or special interest group(s).
9. Serves as an active member on at least one committee.