

### AMERICAN BOARD OF PERIANESTHESIA NURSING CERTIFICATION, INC.

#### STATEMENT OF FIDUCIARY RESPONSIBILITY

The members of the American Board of Perianesthesia Nursing Certification, Inc. ("ABPANC") understand the importance of serving ABPANC to the best of their ability and with the highest degree of undivided duty, loyalty, and care. Accordingly, the Board adopts the following policy for ABPANC officers, directors, committee chairpersons and committee members, staff and designated representatives of the Board ("ABPANC representatives"). In addition, ABPANC Representatives are expected to adhere to the tenets described in the Code of Conduct.

1. ABPANC representatives are committed to furthering the best interests of ABPANC and shall undertake full disclosure of any actual, apparent or potential conflict of interest when such becomes known to ABPANC representatives. ABPANC representatives shall not profit personally from their affiliation with ABPANC, or favor the interests of themselves, relatives, friends, supporters, or other affiliated organizations over the interests of or bring their interests into conflict or competition with the interests of ABPANC. Any honoraria received in connection with speaking about ABPANC certification shall be contributed to the ABPANC Research Fund; provided, however that any honoraria received from speaking at the ASPAN national annual meeting shall be donated to the ASPAN Foundation.
2. Upon commencing service with ABPANC, all ABPANC representatives shall file with the Board a statement disclosing all business, financial and organizational interests and affiliations they or persons close to them have which could be construed as related to the profession of ABPANC or as related to the interests of ABPANC. In addition to the rules established in policy 5-3, no officer or director of ABPANC shall serve as an officer, director, or committee chair of any local, state, or national organization related to perianesthesia nursing, including but not limited to ASPAN, AORN, or the Certification Board of Perioperative Nursing, during their tenure on the ABPANC Board of Directors. In addition, while committee membership or participation in projects or activities is not automatically precluded, such involvement must be reviewed and approved by the ABPANC Executive Committee to ensure that no actual or potential for conflict of interest or antitrust violations exist.
3. Whenever the Board is considering a matter which presents an actual or apparent conflict of interest for any ABPANC representatives, the individual shall fully disclose his or her interest in such a matter. Disclosure shall also be made if the conflict arises in the course of the individual's duties for ABPANC. The disclosure shall be recorded promptly in writing and shall be recorded in the Board minutes. A director may disqualify himself or herself from voting.
4. Upon each disclosure of a possible conflict of interest, a determination shall be made by the Board, after consultation with counsel and in accordance with all applicable law, as to the participation of the individual in the matter and, in the case of a director, as to participation in voting on the matter. The disclosure and vote shall be recorded in the minutes.
5. Whenever a director is involved in a transaction with the Board in any capacity other than as a director, disclosure shall be made as provided above and the Board shall review the transaction to determine whether it is favorable to ABPANC before considering whether to approve it. Any transaction in which a director has a financial interest may be undertaken by ABPANC if the director has fully disclosed the material facts of his relationship or interest in the transaction, the transaction is authorized in good faith by a majority of the disinterested directors and the transaction is fair to ABPANC as of the time it is authorized by the Board.

6. All ABPANC representatives shall permanently hold all matters, except those publicly reported, pertaining to all ABPANC examinations in the strictest confidence, and shall not discuss, disclose, report or express in any way matters concerning the evolution, development, production, administration, scoring or reporting of such examinations. These matters include but are not limited to examination questions and answers, scoring standards, identity of candidates, performance of individual candidates, results of examinations or any evaluation of examinations. ABPANC representatives shall not release any materials connected with any ABPANC Examination to any person or entity, or make examination materials available for any purpose whatsoever, except as specifically authorized by ABPANC. ABPANC representatives may not copy or retain any question or material for their files and are required to keep examination materials under secure conditions.
7. ABPANC representatives are specifically prohibited from participating in (whether or not for profit) the development, translation, production, copying, publication or distribution of, teaching or promotion of any course, program, workshop or materials specifically directed toward preparation for any ABPANC certification examination at any time during their service to ABPANC and for a period of two (2) years after service to ABPANC. ABPANC representatives shall disclose to the Board of Directors any activity which appears to be prohibited by this Statement for discussion and review by the Board.
8. ABPANC representatives are specifically prohibited from reviewing or approving applications for ABPANC recertification which require review or approval of a continuing education course offered by the affected ABPANC representatives. ABPANC representatives may recuse themselves deliberation of review or approval of any such individual application.
9. All ABPANC representatives are directed not to reference involvement with the ABPANC in the promotion, preparation, publication and/or presentation of any materials or activities regarding preparation for any ABPANC certification examination.
10. Whenever any ABPANC representatives shall discover an opportunity for business advantage which is relevant to the activities of the ABPANC, the opportunity belongs to the ABPANC and the individual shall present such an opportunity to the Board. Only at such time as the Board by recorded vote determines not to pursue the matter and relinquish such an opportunity may the individual consider it a matter of possible personal benefit. A business opportunity exists whenever ABPANC is financially able to undertake it; it is within ABPANC's line of business and ABPANC is interested in the opportunity.
11. When approved by vote of the Board, all officers, directors and designated Board representatives shall conduct Board matters in confidence.
12. ABPANC representatives shall not accept or offer favors or gifts of a value of over \$150 from or to anyone who does business with ABPANC. Board members shall read and understand the articles of incorporation, bylaws, corporate policies, and financial statements. The ABPANC Board of Directors shall routinely verify that all state, federal and local tax payments, registrations, and reports have been filed in a timely and accurate manner. Board members shall fully prepare for and participate in Board and relevant committee meetings. Board members shall be cautious and protective of the assets of the Association and insure that they are used in the pursuit of the mission of the Association.
13. Board members shall never exercise authority as Board members except when acting in meetings with the full Board, the Executive Committee, or as delegated by the Board.
14. The Board of Directors may delegate to its Executive Committee or other committee consisting of Board members review of conflicts described by this Statement.

## AMERICAN BOARD OF PERIANESTHESIA NURSING CERTIFICATION, INC. POLICY

### CODE OF CONDUCT FOR THE BOARD OF DIRECTORS

**PURPOSE:** To describe the behaviors and responsibilities of members of the Board of Directors that guide the decisions, procedures, and systems of ABPANC in a way that contributes to the welfare of its key stakeholders, and respects the rights of all affected by its operation.


The members of the Board of Directors of the American Board of Perianesthesia Nursing Certification, Inc. (ABPANC) acknowledge and accept the scope and extent of our duties as directors. We have a responsibility to carry out our duties in an honest and businesslike manner and within the scope of our authority, as set forth in the General Corporation Laws of the State of Delaware under which ABPANC is organized as a not-for profit corporation (income tax exempt under Section 501(c) (6) of the Internal Revenue Code), and in the Articles of Incorporation and Bylaws of ABPANC.

Directors are entrusted with and are responsible for the oversight of the assets and business affairs of ABPANC. As Directors we will act within the bounds of the authority conferred upon us and with the duty to make and enact informed decisions and policies in the best interests of ABPANC, its stakeholders, business partners and customers.

The reputation of ABPANC is the future of ABPANC. Our success is built on a foundation of personal and professional integrity. ABPANC's mission is to protect the public by assuring a certification process for perianesthesia nurses through its administration of the CPAN and CAPA certification programs that validates knowledge gained through professional education and experience, ultimately promoting quality patient care. Directors will demonstrate their respect for the value of ABPANC's reputation, the importance of our mission and support of our organizational values by carrying out their duties in an honest, fair, diligent and ethical manner.

The ABPANC Board of Directors has adopted the following Code of Conduct as an adjunct to the Statement of Fiduciary Responsibility and our Directors are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow. Board Members will:

- Act in the best interests of, and fulfill their fiduciary obligations to, ABPANC, its stakeholders, business partners and customers;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves at all times in a professional, courteous and respectful manner to maintain the reputation of ABPANC;
- Comply with all applicable laws, rules, regulations and guidelines;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest;
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of ABPANC and its Board of Directors;
- Respect the confidentiality of information relating to the affairs of ABPANC acquired in the course of their service as Directors, except when authorized or legally required to disclose such information.



A Director who has concerns regarding compliance with this Code should raise those concerns with the ABPANC President and members of the Executive Committee. They will determine what action shall be taken to deal with the concern. Waiver of any part of this Code for any Director is very unlikely to be in the best interest of ABPANC. Waivers of and modifications to the Code must be approved by the Executive Committee and submitted to the Board of Directors for final review and approval.

Directors will sign the Statement of Fiduciary Responsibility annually declaring that they have read, understand and will voluntarily and without reservation, fully comply with the Statement of Fiduciary Responsibility and Code of Conduct. Signed originals will be kept in ABPANC archives in accordance with established records retention policies and procedures.

## AMERICAN BOARD OF PERIANESTHESIA NURSING CERTIFICATION, INC. POLICY

### CODE OF CONDUCT FOR INDIVIDUALS REPRESENTING ABPANC

**PURPOSE:** To describe the behaviors and responsibilities of individuals representing ABPANC in a way that contributes to the welfare of its key stakeholders, and respects the rights of all affected by its operation.

Representatives of the American Board of Perianesthesia Nursing Certification, Inc. (ABPANC) acknowledge and accept the scope and extent of the roles and responsibilities as defined in ABPANC's policies and procedures. Representatives have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority.

The reputation of ABPANC is the future of ABPANC. ABPANC's success is built on a foundation of personal and professional integrity. ABPANC's mission is to protect the public by assuring a certification process for perianesthesia nurses through its administration of the CPAN and CAPA certification programs that validates knowledge gained through professional education and experience, ultimately promoting quality patient care. Representatives will demonstrate their respect for the value of ABPANC's reputation, the importance of its mission and support of its organizational values by carrying out their duties in an honest, fair, diligent, respectful, ethical and professional manner.

The ABPANC Board of Directors has adopted the following Code of Conduct as an adjunct to the Statement of Fiduciary Responsibility and Representatives are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow.

Representatives will:

- Act in the best interests of, and fulfill their obligations to ABPANC, its stakeholders, business partners and customers;
- Act honestly, fairly, ethically, respectfully, and with integrity;
- Conduct themselves at all times in a professional, courteous and respectful manner to maintain the reputation of ABPANC;
- Comply with all applicable laws, rules, regulations and guidelines;
- Act in good faith, responsibly, with due care, competence and diligence;
- Disclose potential conflicts of interest that they may have regarding their responsibilities and role with ABPANC;
- Make available to and share with ABPANC any information as may be appropriate to ensure proper conduct and sound operation of ABPANC;
- Respect the confidentiality of information relating to the affairs of ABPANC acquired in the course of their service, except when authorized or legally required to disclose such information.

A Representative who has concerns regarding compliance with this Code should raise those concerns with the ABPANC President. The President will determine what action shall be taken to deal with the concern. Waiver of any part of this Code for any Representative is very unlikely to be in the best interest of ABPANC. Waivers of and modifications to the Code must be approved by the ABPANC Executive Committee and submitted to the Board of Directors for final review and approval.

Representatives will sign the Statement of Fiduciary Responsibility annually declaring that they have read, understand and will voluntarily and without reservation, fully comply with the Statement of Fiduciary Responsibility and Code of Conduct. Signed originals will be kept in ABPANC archives in accordance with established records retention policies and procedures.

## **DISCLOSURE STATEMENT AND ACKNOWLEDGMENT**

Disclosure of the following information is required of all officers, directors, and other volunteer representatives of ABPANC. Please answer the following questions and include the same information for members of your immediate family (parents, spouse, children, and spouse's parents).

1. Please list the name, address, phone number and type of business of your current employer. If self-employed, so state and give the same information.

Current Employer Information:

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_

Describe Type of Business:

2. Do you serve as an officer, director, or committee member with any organization serving the interest of perianesthesia nursing certification other than ABPANC or your employer? If so, please list the organization(s) and your interest(s) or position(s) in the organization(s).
3. Please describe any other financial or other business interest you may have involving perianesthesia nursing certification not disclosed above.

### **THIS SECTION MUST BE READ AND COMPLETED**

I acknowledge that I have received and read the Statement of Fiduciary Responsibility and Code of Conduct (specific to my role) of ABPANC. I do not have any actual, apparent or potential conflicts of interest which are not listed on the Disclosure Statement, above, and agree to abide by the Statement of Fiduciary Responsibility and Code of Conduct. I understand that it is my responsibility to inform ABPANC, in writing of any change in circumstances relating to the Statement of Fiduciary Responsibility and/or Code of Conduct.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date