

## **AWHONN PRINCIPLES FOR ETHICAL GOVERNANCE**

### **Framework**

AWHONN is a non-profit charitable/educational organization dedicated to promoting excellence in nursing practice, education and research in the areas of women’s health, obstetric and neonatal health. As an organization, AWHONN is committed to maintaining a governance structure and process that is open, fair, honest, respectful, responsible, and accountable. AWHONN’s governance process must comply with applicable law, AWHONN’s Articles of Incorporation and Bylaws, and policies adopted by the Board of Directors.

Certain recent laws and standards relating to governance of publicly held for-profit companies (such as the Sarbanes-Oxley Act) for the most part do not apply to non-profit organizations such as AWHONN. Nevertheless, they reflect public expectations that all large organizations will seek to implement more careful and accountable governance processes. In this context, AWHONN has undertaken to confirm certain commitments through these Principles for Ethical Governance. It should be emphasized that these Principles are designed to confirm the values that underlie AWHONN’s governance processes. They are not intended to replace or preempt the more specific allocations of roles and obligations that are described in AWHONN’s Bylaws, in Board policies, in charges to various committees, or in other AWHONN governance documents.

It is intended that these Principles govern all persons who agree to participate in AWHONN's governance, including: Board members, committee or task force members, persons elected to AWHONN positions, persons who hold positions in the governance of AWHONN Sections, and AWHONN staff. (People in these roles are referred to as “Officials.”) AWHONN employees, of course, have an overriding obligation to comply with established reporting relationships and employee policies as well.

### **Principles**

1. **Duty of Care.** The overarching obligation of all AWHONN Officials is to exercise an appropriate level of care and effort in fulfilling the roles they have agreed to assume. This obligation includes the duties to: prepare for meetings by reviewing materials; be informed on issues within the areas for which the Official has responsibility; to ask questions and respectfully challenge unclear or problematic information; and to use sound judgment in decision-making. The Duty of Care also requires that Officials attend scheduled meetings on a reasonably reliable basis, in accordance with AWHONN rules. Ultimately, it is the responsibility of the Board of Directors to exercise active oversight of AWHONN finances, programs and activities. In addition, AWHONN Officials should strive to help protect and advance its interests. Thus, an Official who learns of situations or practices that are contrary to the interests of AWHONN, or women’s and infants’ health, should bring them to the attention of the AWHONN Board.
2. **Duty of Loyalty.** People who are accomplished enough to be elected or appointed to leadership positions in a national organization such as AWHONN often have other positions, roles, and affiliations. However, both as a legal matter and as a matter of good governance, it is their obligation when they are performing a role within AWHONN, to place its interests above any other interest they may have. They must abide by AWHONN’s “Policy on Avoidance of Conflicts of Interest, Loyalty, and Confidentiality,” which provides more specific guidance. But in general, Officials must: (a) disclose to the relevant body (Board, Committee or staff supervisor) any significant, actual or potential, personal or professional, role or interest that might reasonably be viewed by others as compromising the proper and objective performance of their AWHONN role; and (b) withdraw from participating in any decision or matter in which they have such a conflict unless their participation is consented to by the appropriate AWHONN Official or body. In addition, Officials may never take advantage (on behalf of themselves or others) of an opportunity that originated with AWHONN and from which AWHONN itself could otherwise benefit. In

common sense language: an Official should place the interests and welfare of AWHONN first when he/she is wearing the AWHONN “hat.”

3. **Confidentiality**. In the course of performing roles for AWHONN, Officials often receive confidential information about AWHONN (such as business or publishing plans) or about individuals (such as staff). They must not disclose such information except if it is necessary to perform their AWHONN role or if they have been properly authorized to do so.
4. **Respect for Governance Roles**. A national organization such as AWHONN can only function because of the selfless devotion of many people to serving in a variety of governance roles. The allocation of responsibilities among the Board, Committees, Sections and staff is described in AWHONN’s Bylaws and policies. Officials should respect and adhere to these defined roles. For example, the fundamental roles of the Board are to establish broad goals and policies, approve budgets, and exercise oversight. The fundamental roles of staff are to implement policies and programs, manage day-to-day activities, and to keep the Board informed of important information. Neither Board members nor staff should seek to assume the roles of others.
5. **Avoiding Misuse of AWHONN Position**. No Official should use his/her AWHONN position to obtain some improper advantage or pursue some private interest. (For example, it would be improper for an Official who had a dispute with a vendor to the hospital in which she was a Director of Nursing to try to cause AWHONN to refuse to deal with that vendor or to adopt a policy directed against its products.) However, accurately sharing with colleagues in AWHONN information learned in practice would be customary and not improper.
6. **Clarifying When One Speaks for AWHONN**. In a variety of contexts, persons may write letters, give presentations, or attend meetings in which their private job or accomplishments, and their AWHONN role, may both be apparent. Unfortunately under legal doctrines such as “apparent authority,” some parties may claim (fairly or not) that they understood the person to be speaking for AWHONN. Therefore, Officials should always take reasonable measures to make clear when they are speaking for themselves, and when they have been properly authorized to speak on behalf of AWHONN.
7. **Finances**. All officials must comply with AWHONN’s financial policies and limitations, as described in the Bylaws, budgets or other policies. But in general: (a) the Board has an obligation to see that AWHONN operates within its available or realistically projected revenues; (b) Officials in charge of programs or activities should adhere to budgets (unless appropriate authority is obtained to depart from a previously approved budget); and (c) any official who has custody of AWHONN funds should take due care to protect such funds and to maintain proper records of revenues and expenses. As a matter of policy, AWHONN retains an independent accounting firm to prepare annually accurate, audited financial statements.
8. **Financial Dealings with AWHONN**. Officials should disclose any material financial interest they or immediate family members have (excluding holding of stock or other interests in public companies) in any entity (a) that does business with AWHONN, or is directly and materially affected by AWHONN, and (b) regarding which the Official is asked to participate in an AWHONN decision.
9. **Meetings**. AWHONN's Bylaws and policies include certain requirements for notices of meetings and the matters on the agenda; all Officials should comply with those policies. But at a minimum: (a) there should be a written agenda for each meeting; (b) the meeting should be confined to items on the Agenda, or new business duly raised and recorded in the minutes; (c) the minutes should reflect all important matters discussed or decisions made at a meeting; and (d) inappropriate matters (personal gossip, personnel matters, personal health issues) should not be discussed in AWHONN meetings.
10. **Publications**. AWHONN maintains detailed policies governing various kinds of publications. Officials should comply with those policies. But in general, Officials should strive to ensure that any AWHONN publications with

which they are involved: (a) are researched and written in accordance with generally recognized professional standards; (b) are accurate and balanced; and (c) avoid libelous or inappropriate material.

11. **Mutual Respect.** AWHONN is a large and diverse organization. AWHONN's members and Officials naturally disagree on many issues about which they may feel strongly. Nevertheless, all communications utilizing AWHONN-sponsored media (such as meetings, web-based media and publications) should be professional and respectful in tone and content.
12. **Public Policy and Governmental Representation.** Because of the collective expertise and hard work of its members and staff, AWHONN has established credibility among governmental and other policymakers. This is a valuable asset to be protected, so that AWHONN can continue to advocate effectively for women's and infants' health in Congress, federal agencies, state governments, and elsewhere. In order to maintain AWHONN's credibility, it is essential that Officials who are involved in governmental communications and representation (including but not limited to lobbying) on AWHONN's behalf observe certain guidelines. Among these are the following:
  - (a) An Official should communicate with government personnel on behalf of AWHONN only when authorized by the appropriate AWHONN officer or body.
  - (b) All communications to governmental personnel should be respectful, professional and accurate.
  - (c) Policy recommendations that have obvious and essential legal premises or implications should be reviewed with counsel beforehand whenever feasible.
  - (d) While communicating with governmental personnel on behalf of AWHONN, Officials should confine themselves to expressing accurately AWHONN's positions – and should not express their own personal views if they differ.
  - (e) If Officials are unexpectedly called upon (such as in a meeting or a hearing) to respond to inquiries from governmental personnel on issues outside those on which AWHONN has established policy, they should either decline or clearly state that they are expressing only their own personal views.
  - (f) Officials should take all reasonable steps necessary to avoid creating any confusion about which communications are official AWHONN positions and communications.
  - (g) In addition, AWHONN Officials who agree to participate in governmental representation have an obligation to know about and comply with applicable laws and rules (such as registration of lobbyists).
13. **Dealing with the Media.** In dealing with the media, as is governmental representation, AWHONN Officials should always conduct themselves so as to preserve and enhance the credibility of AWHONN. For example:
  - (a) In situations where media coverage will occur, an Official should only identify herself/himself as holding a position with AWHONN if the Official has been authorized to speak on behalf of AWHONN on the issue or type of situation. Otherwise, only the Official's other job or role should be cited.
  - (b) All communications to the media made in a person's role as an AWHONN Official should be well informed, factual, consistent with AWHONN policies, and made in a manner that reflects well on AWHONN.
  - (c) When communicating with the media on behalf of AWHONN, Officials should accurately express AWHONN's positions, and should not express their own personal views if they differ. If AWHONN does

not have any official position and has not published a study or guidelines on the issue, the Official should state that.

- (d) If a person is to be interviewed and will be identified as an AWHONN official, they should ordinarily notify AWHONN headquarters, to facilitate appropriate coordination and support.

14. **Electronic and Web-Based Communications.** Persons who elect to use AWHONN-sponsored web-based media (such as “listserv” media, internet “chat rooms” etc.) should be aware of the effects of such media and should use them in an appropriate manner and in accordance with applicable rules.
15. **Records.** Officials should maintain official AWHONN records (such as membership lists, minutes, drafts of publications, important correspondence) in a prudent and orderly manner so that they may be provided to AWHONN upon request. Such records should be disposed of only when they clearly are no longer needed, and then only in accordance with written AWHONN policy and after advance written notice to the appropriate AWHONN personnel. (These principles relate only to records of which the Official possesses the original or only version, and not to records for which AWHONN’s national office has copies.)
16. **Questions of Law or Proper Governance.** If an Official at any time has good cause to be concerned that AWHONN or other Officials are failing in a serious way to comply with law or AWHONN’s governance rules, the Official should feel free to communicate the matter to: (a) the AWHONN Official(s) with responsibility for the matter; (2) AWHONN’s Executive Director; and/or (c) AWHONN’s legal counsel.

I agree to abide by and act in accordance with AWHONN’s Ethical Principles.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

AWHONN Leadership Position: \_\_\_\_\_

**Please return the completed form to: [leadership@awhonn.org](mailto:leadership@awhonn.org)**