APHON Board Service Policy

Purpose

The Association of Pediatric Hematology Oncology Nurses (APHON) leaders have established this policy to enhance the clarity of the bylaws and establish expectations and procedures for Board members, provide guidance to the Leadership Development Committee (LDC), and ensure transparency to the APHON membership.

Contents

The following areas are included in this policy:

Policy

Board Member Roles and Responsibilities

Roles and responsibilities are directed by the strategic plan and the needs of the organization as determined by the Board and directed by the President. The following represent minimum requirements:

- Board members are expected to serve as stewards of APHON.
- Board members must sign and acknowledge a Code of Conduct document at the start of their term which will denote expectations on board meeting attendance, the Board liaison role, and other duties as defined by the Board. The Code of Conduct document will confirm that this policy has been reviewed by each Board member.
- Board members must annually sign the Conflict of Interest Disclosure Form and Confidentiality Form and adhere to all policies including those around document retention and data security practices. (*More below.)*
- Board members must attend a minimum of 75% of Board meetings and 75% of their assigned committee meetings per fiscal year, unless excused by the President.
- Board members are obligated to inform the President if they are unable to fulfill their duties or attend official meetings, allowing for an excused absence.
- Failure to attend the required number of meetings without an excuse from the President may lead to counseling with the President, which may progress to a recommendation for removal from the Board.

- In addition, failure to fulfill Board liaison duties to assigned committees, breach of confidentiality, failure to disclose conflicts, or engagement in ethical misconduct, may lead to disciplinary action, including the possibility of a recommendation for removal from the Board.
- Board members will ensure that an annual audit is conducted of the organizations finances and that the audit results are made available to APHON members.

Conflicts of Interest, Confidentiality Agreement, and Access to Information
Board members must avoid situations where their personal, professional, or financial interests could compromise their Board position.

- To minimize conflicts and maintain public trust, the Board should have a majority of independent, unrelated directors. Therefore, the Board should not exceed two individuals employed by the same institution serving at any one time.
- Conflict of Interest statements will be collected by the Executive Director and reviewed by the Secretary of the Board. Individuals have an obligation to inform the Executive Director if circumstances have changed, and an updated statement needs to be filed.
- The President shall be responsible for addressing conflicts.
- When conflicts arise, members must recuse themselves from related discussions and votes, and if necessary, leave the meeting during deliberation.
- Board members have access to essential information for governance, including financial reports, strategic plans, meeting minutes, and committee records. Confidential, sensitive or privileged information (including personnel matters, contract negotiations, and member data) must be strictly protected.

Industry/Pharma Employment Considerations
In this policy, “industry/pharma” refers to any commercial entity, including parent companies, subsidiaries, or affiliates, involved in the research, development, manufacture, marketing, distribution, or sale of healthcare-related products or services, such as pharmaceuticals, biologics, vaccines, medical devices, diagnostics, therapeutics, or regulated digital health products. Additionally, companies that provide commercial support services to these products, such as contract research or manufacturing organizations, medical communications/marketing firms, are also included.

- An individual is considered to have an industry/pharma affiliation if they are employed by, serve as an officer or board member of, or receive compensation from such an entity through consulting, advisory roles, speaker engagements, sponsored activities, or other paid professional relationships.
- Active APHON members employed by industry or pharmaceutical companies are eligible to serve on the Board (Bylaws Article II, Section 2A), but this should not exceed two of the nine Board seats.
- Per the Conflict of Interest Policy, these Board members must recuse themselves from conversations and activities that could negatively impact APHON’s status as an Accredited Provider of nursing continuing professional development (NCPD) activities in accordance with the American Nurses Credentialing Center (ANCC).

Ethical and Legal Concerns (Duty to Report)
As stewards of the organization, Board members are trusted by the members and the public to adhere to federal and state non-profit laws and to protect our 501(c)(3) tax status.

- Board members are obligated to promptly report any known or suspected ethical, legal, regulatory, or safety concerns to the President.

- These concerns may include conflicts of interest, harassment, financial irregularities, fraud, compliance issues, or reputational risks.
- If the concern is related to the President, it would be reported to another member of the Executive Committee. If the concern is related to headquarters staff, it will be reported to the management company.
- Concerns will be dealt with in a confidential manner and if necessary, APHON legal counsel will be consulted.

Term of Service Limits
Basic terms are outlined in APHON Bylaws Article III, Section 1. The following represent additional direction under this policy:

- The President shall serve for a term of two (2) years or until their successor is duly elected and qualified. An individual should only serve one term as APHON President.
- Other Board members may serve two terms in the same office unless otherwise specified in the Bylaws. This is for the position of Secretary, Treasurer and the Directors-at-Large. Terms may be consecutive or nonconsecutive.
- If an individual is appointed to fill a vacancy and has fulfilled more than 50% of the term, they will be documented as if they have completed the entire term.
- Board members seeking to serve a second term must notify the Leadership Development Committee and the President.
- To determine eligibility to serve an additional term, the President will provide the leadership Development Committee with documentation that the interested Board member has fulfilled their responsibilities as a Board member with competence and absent of performance concerns.
- Placement on the slate remains at the discretion of the Leadership Development Committee based on APHON's needs and strategic priorities.

Training and Orientation
All new Board members must complete orientation within 60 days of their election or appointment.

- Individuals must sign the Conflict of Interest Disclosure Form and Confidentiality Form upon election and prior to document access and orientation.
- The President and Executive Director are responsible for orientation.
- Orientation will include reviewing the APHON Bylaws, policies, fiduciary duties, conflict-of-interest requirements, and meeting procedures.
- Outgoing board members must provide a summary/orientation to the incoming board member about the responsibilities, expectations, committees, task forces, and other relevant information to help the incoming board member perform effectively.
- Outgoing Board members in specialized roles, such as the Treasurer and Secretary position, will be mentored by the outgoing board member in the same role.

Performance Concerns
APHON is Incorporated in the State of Tennessee and as such, those laws govern this area.

- If a Board member does not meet service expectations (e.g., attendance, conduct, confidentiality, disclosure obligations), the President initiates a documented process.
- This process involves an informal conversation and clarification of expectations, followed by a written notice with a corrective action plan and timeline.
- The Executive Committee then reviews the matter, and if concerns persist, the President recommends reassignment of duties or removal for that individual.

- Removal can be initiated by an affirmative vote of three of the four members of the Executive Committee. Cause is at the discretion of the Executive Committee.
- Removal must occur at a Board meeting specifically called for that purpose, and the meeting notice must clearly state that removal is on the agenda.
- The individual facing removal will be given notice and permitted to speak to the Board prior to the Board vote.
- Removal requires an affirmative vote of two-thirds (2/3) of the Board members then in office.
- This is a highly confidential proceeding and in the event of a removal, the APHON membership may only be notified of a vacancy on the Board.

Vacancies
Vacancies may arise through elections, resignation, removal, or inability to serve. In such cases, the Board may appoint an interim member to complete the remaining term as per the Bylaws Article III, Section 11.

Board Assignment of Management Duties
Under Bylaws Article III, Section 10 the Board of Directors Shall have general management of the affairs of the organization.

- To meet this duty the Board may choose to vet and hire a professional Executive Director and association management company to support the execution of the strategic plan and manage the day-to-day affairs of the organization.
- The Executive Director shall be an ex-facto (without a vote) member of the Board.
- The Executive Director is considered the Chief Staff Executive and holds operational and signature authority as defined by the Board and recognized by law.
- The President and Secretary shall conduct an annual performance review of the Executive Director in accordance with the guidelines of the management company.

Technology Use and Artificial Intelligence (AI)
Board members must demonstrate caution when selecting and utilizing technology tools.

- APHON’s content and intellectual property are proprietary.
- APHON proprietary data may not be uploaded or housed on unsecured servers, public forums, open access sites, or ‘free’ platforms. Caution must also be exercised when emailing documents versus using secure file transfer services.
- Board members must avoid situations where the use of AI could compromise (or appear to compromise) independent judgment.
- AI tools used for recording, transcription, summarization, or content generation must adhere to APHON’s confidentiality standards and be disclosed to participants.

Document control:

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