



Agnes Marshall Walker Foundation Candidate Guidelines For 2022 Officer and Director-at-Large Appointments

The Agnes Marshall Walker Foundation (AMWF) is an independent, not-for-profit foundation dedicated to supporting the profession of neuroscience nursing through education, research, professional development, and certification to promote excellence in patient care. AMWF was founded in 2013 as a result of a generous bequeath from Agnes Marshall Walker. AMWF works collaboratively with the American Association of Neuroscience Nurses (AANN) and the American Board of Neuroscience Nursing (ABNN) to help support neuroscience nursing education in Agnes's honor.

The Board of Directors shall be composed of no less than four (4) and no more than eight (8) members who shall be appointed in equal numbers by each of the Members and one Public, non-nursing, Member who is appointed by the Board.

Your decision to run for, or be appointed as, a Director of AMWF carries with it a serious responsibility. Individuals who serve on the BOD volunteer their personal time and effort into advancing the goals and objectives of AMWF. This candidate application booklet will help to inform you of those responsibilities.

Mission

The Agnes Marshall Walker Foundation (AMWF) is dedicated to supporting neuroscience nursing through education, research, professional development, and certification to promote excellence in patient care.

Objectives

The purposes of the Foundation are charitable, educational, and scientific. Specifically, the Foundation shall:

- a. Support neuroscience nursing through education, research, and professional development;
- b. Support certification to promote excellence in patient care; and
- c. Support the strategic initiatives of the American Association of Neuroscience Nursing and the American Board of Neuroscience Nursing.

Criteria for Office

Those serving as Board of Directors must have the following qualifications:

- Board members must be cognizant and supportive of AMWF's mission, purpose and goals
- Board members, except ad hoc members, must be current AANN members in good standing
- Board members must have demonstrated experience and expertise in the area of Neuroscience Nursing

Officers of AMWF

The officers of the AMWF shall consist of a President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

General Responsibilities for Officers and Directors

The general responsibilities of the Board of Directors are the following:

- Attends all Board meetings and actively participates in the discussion and decision-making process at the meetings

- Supports and upholds the decisions of the Board
- Maintains the confidentiality of all matters pertaining to AMWF
- Copies all correspondence relative to AMWF matters to the President of the Board and the AMWF Executive Director
- Answers all correspondence in a timely manner and maintains a record of such correspondence
- Informs the senior staff of changes in address, telephone number, fax number, e-mail address, or other contact information
- In conjunction with senior staff ensure assigned projects/activities stay within the approved budget
- Submits reimbursement forms and receipts in a timely manner, i.e., within thirty (30) days of expenditure
- Completes assigned tasks in a cost-effective, efficient manner
- Orients the successor to the position
- Completes the Conflict of Interest annually
- Completes the full term of office

President:

The President shall supervise and direct all of the business affairs of the Foundation, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

The responsibilities of the Board President are the following:

- Ensure the continued review and implementation of the mission/vision of the organization
- Orientation of all new Board members
- Preside over all meetings of AMWF and with the assistance of staff:
- Inform all appropriate individuals at least fifteen (15) days in advance of date and place of meetings, and forty-eight (48) hours' notice for emergency meetings
- If deemed necessary, schedule telephone calls to facilitate communication among Board
- Delegate projects, duties, and tasks to the members of AMWF as necessary
- Mentor new board members and incoming President
- Officially represent AMWF at the AANN annual meeting and organizational nursing meetings as necessary
- As needed, appoint committee chairs and members in conjunction with the Board
- Maintain open communication with the AMWF Executive Director and management staff related to the management of AMWF operations and grant administration
- Clarify policies and procedures of AMWF when necessary
- Maintain a list of current officers
- Complete the following correspondence:
 - Submit an annual report to AMWF, AANN, and ABNN
 - Respond to all correspondence directed to AMWF in a timely manner
 - Oversee, through the Executive Director and staff, the issuance of grants
 - Establish and maintain communication with liaisons of other nurse certifying organizations as deemed appropriate

Secretary/Treasurer:

The Secretary/Treasurer will work with staff to keep minutes of the meetings of the Board of Directors in one or more files or other electronic record maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and the Bylaws; shall be custodian of the corporate records; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Director, or his or her designee(s).

The duties of the Secretary are as follows:

- Oversee preparation the minutes of all AMWF meetings and conference calls
 - a. Request that any corrections and revisions of the minutes be submitted back to staff within thirty (30) days of reviewing the minutes

Treasurer:

The Secretary/Treasurer shall be the principal accounting and financial officer of the Foundation and shall be selected in accordance with the provisions of Article IX of the Bylaws; shall have an annual audit of the Foundation’s books conducted by a certified public accounting firm; and, in general, shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Director, or his or her designee(s).

The duties of the Treasurer are as follows:

- Coordinate all AMWF fiduciary issues with the Executive Director including:
 - a. Financial statement
 - b. Completion of the budget with BOD approval
 - c. IRS filings and audit
 - d. Investments and investment policy

Estimated Time Commitments

Time commitments vary according to time of year and project responsibility. Travel to the annual educational meeting and attendance at a minimum of two additional board meetings is required. Failure to attend any/or all AMWF board meetings or events may result in removal from the board. In addition to attending the Board meetings, which includes submitting and reviewing agenda materials, the candidate may assume the time commitment will be between 5 and 10 hours per year.

Application Process/Deadlines

One Director-at-Large position is open for the 2022 appointment. Candidates must submit a **typed, completed application, one (1) letter of reference, and a completed Code of Conduct and Disclosure Form and Conflict of Interest form.**

Applications must be submitted electronically by **December 15, 2021**. Send completed applications to:

Agnes Marshall Walker Foundation
Attention: Joey Maginot
jmaginot@amwf.org

The qualified candidates will be interviewed by the Nominating Committee members once all applications have been reviewed.

If you have any questions, please contact AMWF at **888.557.2266** or **847.375.4804**.