



EMERGENCY NURSES ASSOCIATION

Texas State Council

Texas Emergency Nurses Association
2018 1st Quarter Board of Directors Meeting
February 9th, 2018 10:00am-12:00pm
Seabrook, Texas

Board members present:

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| President: | Steven J Jewell, BSN, RN, CEN, CPEN, | San Antonio Chapter |
| President-Elect: | Melanie Aluotto, MSN, RN, CEN NEA-BC, | Houston Chapter |
| Treasurer: | Dan DiDonato, BSN, RN, CEN, | Texas 10-59 Chapter |
| Treasurer-Elect: | Polly Johnson, RN, | West Texas Panhandle Chapter |
| Secretary: | Carol Twombly, MSN, RN, | San Antonio Chapter |
| Director: | Jody Bauer, MBA, MSN, RN, | Dallas County Chapter |
| Director: | Crissie Richardson, MS, RN, CEN, CPEN, | Central Texas Chapter |
| Past-President: | Marcia Fuller, MAHN, BSN, RN, CEN, CPEN, | Rio Bravo Chachalacas Chapter – attended by phone |
| Parliamentarian: | Barry Hudson, BSN, RN, CPEN, | Tarrant County Chapter |

Guests:

| | | | |
|----------------------|-------------|--------------------|---------------|
| Vicki Wooddell | Houston | Dan York | North Texas |
| Alex Lugo | Tarrant Co | Karima Durrazai | Texas 10-59 |
| Susan Douglass | San Antonio | Carolyn Jackson | Central Texas |
| Jeff Carico | Gulf Coast | Cassandra Campbell | Central Texas |
| Vanessa Lozada | Dallas | Teresa Coyne | Texas 10-59 |
| Scott Flockhart | Dallas | Pat Yancy | Tarrant Co |
| Rhonda Manor-Coombes | Austin | Christine Russe | Dallas Co |
| Valarie Brumfield | Gulf Coast | Cindy Allison | Dallas Co |
| Yvonne Moseley | San Antonio | Kayla Cehand | Central Texas |
| Joanne Craze | Hi Plains | Mary Leblond | San Antonio |
| Gwen Medley | Gulf Coast | Kristine Powell | Tarrant Co |
| Sally Snow | Tarrant Co | | |

Minutes

Standing agenda items

1. Call to order / welcome.....Steven J Jewell
The meeting was called to order at 1001.
2. Review of board meeting rules Barry Hudson
Per national those attending by Webex or phone are allowed to vote
3. Approval of agenda..... Board members
Agenda was approved without change
4. Approval of minutes October 9th, 2017 (vote required)..... Board members

Minutes were approved without change

5. Board reports (board business only)
 - a. President: Steven J Jewell –
 - i. Gulf Coast Chapter was thanked for setting up the venue for the Leadership Seminar, Board Meeting and State Council meeting
 - ii. Attended SCLO.
 - iii. Will be the opening speaker at the TSNA Conference
 - b. President-Elect Melanie Aluotto
 - i. Attempted to reach to East Texas and El Paso – no response.
 - ii. Attended SCLO
 - iii. Recognized Exec. Director Taskforce and Sally Snow for their work.
 - c. Treasurer: Dan DiDonato
 - i. Attended: SCLO
 - ii. Deferred other reports to Treasurer's Report.
 - d. Treasurer-Elect Polly Johnson
 - i. Reached out to Hi Plains Chapter as Board Liaison - will meet today.
 - ii. El Paso – deferred - trying to work with this at risk chapter until decisions are made at the Board and State Council level.
 - e. Secretary: Carol Twombly –slow , conflict of interest forms
 - i. Board E-Votes between sessions
 - 1) Use of TxENA website for registration of ENAF Geriatrics webinar 'Care of the Elderly Patient' May 22, 2018. Decision: Approved. Registration information can be found on the TxENA website Education tab.
 - 2) Does TxENA forward outside surveys / questionnaires to our members? Decision: Not approved. Will add the following survey/questionnaire verbiage to the website: 'For students, educators, and researchers requesting member participation: ENA prohibits the distribution of non-ENA surveys, links to surveys, or requests for research participants to its members. ENA does not share member email addresses. If you would like to inquire further about a research request, please contact ENA at IENR@ena.
 - ii. Attended SCLO
 - 1) Conflict of Interest Statement: It was recommended at SCLO that members of the Board members complete a Conflict of Interest form. COI forms were handed out to the Board members to complete.
 - f. Director: Jody Bauer:
 - i. Attended SCLO and brought back information regarding membership which was included in the Leadership Conference and presented at the membership round table on February 8th.
 - g. Director : Crissie Richardson
 - i. Attended SCLO. Obtained several good ideas regarding focusing on recruitment of members
 - h. Past-President Marcia Fuller -
 - i. Parliamentarian Barry Hudson – no report
6. Texas ENA Foundation Report Christine Russe
 - a. Will add report to quarterly Board meeting agenda
 - b. The following items were accomplished since the Q4 2017 State Council meeting:
 - i. Marcia Fuller appointed a pro tem board.
 - ii. 501(c)3 status - approved
 - iii. Employee ID number obtained.
 - iv. Started to solicit for corporate trustees – 1 check already received.

- v. Held meeting with ENA CFO and Strategic Planner at SCLO re the TxENA Foundation
 - 1) All documents required by Texas for the creation/formation of the TxENA Foundation were sent prior to the meeting including a guide for starting non-profit organizations in Texas.
 - 2) ENA's major concern was the impact of the TxENA Foundation (TxENAF) on the ENAF. Were assured the TxENAF was being started to help increase contributions to ENAF.
 - 3) ENA will have meeting to discuss TxENA Foundation on March 9th in Chicago. Christine Russe will reach out to several individuals to ensure we are well represented. Monies for travel of the chair will be added to the budget.

Discussed.

Recommendations to Board:

- i. Hold off on election of TxENA Foundation Board until hearing back from ENA
- ii. Bring the scholarship committee responsibilities back to the TxENA so the scholarship process can move forward.
 - 4) Need chair for committee and to mentor a second person. Polly Johnson is considering this. Anyone interested is to discuss this with the Steven Jewell.
- iii. Will continue to work on all policies and SOPs while waiting for ENA decision

All recommendations were approved.

Action section (votes required)

- 7. Morgan Stanley Wealth Management (professional invitation).....Steven J Jewell
Thomas Fitzsimmons, Senior Vice-President provided an investment portfolio update and presentation to the Board.
 - a. Portfolio Summary: Total value \$516,959. Have made most of the returns in last few years. Average annual return 6.34% over the last 10 years.
 - b. Need to have appropriate asset allocation balance between risk and conservative investment. If market remains the same, the \$517,000 will result in \$21,000 of income/year.
 - c. The establishment of the TxENA Foundation will:
 - i. Add additional monies in different types of donations.
 - ii. Have a tax benefit
 - iii. Provide additional asset protection

- 8. Treasurer's & Finance Committee report Dan DiDonato
 - a. 2017 Working Budget:
 - i. TNCC did better than expected
 - ii. Harvey Relief Fund generated \$36,704. All monies distributed to the 30 applicants
 - iii. Have a surplus of \$33,186.92 from 2017
 - b. Q4 2017 Treasure's Report presented – Approved
 - c. Investment to ENAF:
 - i. Currently the TxENA contributes to two (2) named scholarships; Vicki Patrick - \$5000 and Mary Leblond - \$5000. These scholarships can be awarded to nurses in any part of the United States.

Recommendation to Board: Donate an additional \$20,000 to the ENAF for the Texas Endowment Fund for Texas scholarships. The total, \$30,000 to ENAF will be counted as part of the State Challenge. These funds do not include any monies being donated toward the State Challenge from the chapters and individual members.

Discussed. Approved.

Open discussion

9. 2018 Strategic Plan review Steven J Jewell
2017 Strategic Plan was sent out to the Board members for comments. No comments received. Further discussion held until the State Council meeting.
10. Ansley Faith Gollihugh Assistance Fund report..... Dan DiDonato
Currently there are no monies in the account. Will need to start accumulating funds.
11. Legislative lobbyist investigative report..... Cassandra Campbell
Over last several years the TxENA has not been apprised of several bills brought up to the legislative bodies which affected us and other nursing organizations. TxENA is a member of NLAC but the organization is not focused on only emergency issues. We need a lobbyist or lobby firm to represent us and keep us informed on bills and issues which directly/indirectly impact emergency nurses. Discussed.

Recommendation to the Board: Move forward with the formation of a search committee to investigate the feasibility and costs associated with obtaining a lobbyist. Approved: Will take to State Council.

12. Association Operations Manager report Melanie Aluotto
A task force was formed at the Q4 2017 State Council meeting to investigate the feasibility and costs associated with hiring an association operations manager.
- a. Job Description – see document. Received information from ENA
 - b. Cost - approximately \$32,000/year
 - c. Would potentially have to buy our own indemnity and health insurance.
- Discussed.

Recommendation to the Board: Continue to investigate this position, the cost of insurance, potential for use of a contracted position and other issues. Task Force to report back to the Board at the Q2 meeting in April, 2018.

13. Texas ENA chapter compliance status Carol Twombly
See compliance report. Have several chapters which have not provided updated reports for the Q4 2017. 2017 Annual Chapter Report statistics was received from Component Relations on Feb. 5th so additional report may have been received by national. Committee reports, Q1 2018 Chapter Reports and Officer Reports are due Feb. 10th.
14. ByLaw Change: Addition of Directors..... Karima Durrzai/Dan DiDonato
The addition of two (2) new directors would bring additional people on to the Board and would not only add additional diversity but would help foster new people on the Board. The cost of two new positions would be \$6000. Discussion took place regarding the charges and responsibilities of these positions. Suggestion was made to only have one additional director due to having an even number of voting members on the Board. Clarified the SOP regarding which and when Board members vote was done and the fact there is currently an odd number of Board members who vote. Discussed.

Recommendation: Bring to the State Council a bylaws change to add 2 new directors - Approved

15. ENA Foundation update Steven J Jewell
See financial report.
16. State Achievement Award update..... Steven J Jewell

Steven Jewell is working on this. Will be asking for additional information from Board members and committee chairs in a few days and then will send it out for it to be reviewed.

17. At-risk Chapter update Melanie Aluotto
 Multiple attempts have been made to reach officers and members of El Paso and East Texas chapters with no success. To dissolve the chapters would adversely impact the members in those areas. We need to keep the chapters but change their status. Last year the ENA provided an option to dissolution in the SOP section – Management of State Councils and Chapters. If accepted, it permits the Board to take over the operations of the chapters while attempting to resolve their issues and providing them with time and the support necessary to become a functioning chapter again. Doing this would require a change in the SOPs. Discussed.

Recommendation: The TxENA Board of Director to take conservatorship of El Paso and East Texas chapters until such time as they are re-established or the decision is made to dissolve the chapters. Approved.

Steven will discuss this with the Board and other members to determine who would be available to help with this. The SOP Committee will be charged the look at the ENA policy and develop a TxENA SOP on the management of such chapters.

18. IRS reporting by CPA Marcia Fuller
 National recommended due to the size of the TxENA, we use CPA for tax filing and monetary issues. This provides an unbiased review of our financial practices with a checks and balances. Discussed.

Motion: Starting with the 2017 tax preparation, the TxENA will always use a CPA/CPA firm to do the TxENA taxes and to provide a review of our books. Note: This is not an audit but a general review of QuickBooks. Discussed. Approved.

19. Injury Prevention challenge:.....Steven Jewell
 Reminder to all - the Injury Prevention Committee issued a challenge for all chapters to have an Injury Prevention activity during the month of May, 2018.

20. The meeting was adjourned at 1200.

21. Executive Session February 10, 2018

An Executive Session was held on February 10, 2018 at 2:35pm.

All board members were present except for Marcia Fuller, Immediate Past President. Discussed was the issue surrounding reporting members leaving the State Council meeting prior to providing their report(s). It was decided to amend the SOPs to include verbiage in Committee Chair charge/responsibilities regarding 'must attend the full State Council meeting to obtain credit for attending. If the Committee Chair needs to leave early they must notify the president. The president will adjust the meeting schedule to accommodate the departure, as needed, for a valid reason'. Barry Hudson will discuss SOP changes with Karima Durrazai, Chair of the Bylaws and SOPs Committee.

The meeting was adjourned at 2:47pm.

Assignments Table – February 9, 2018 Board Meeting.

| Item | Assigned to | Due Date |
|---|-----------------|------------------|
| Update on ENA's decision regarding TxENA Foundation and status of policies and SOPs (as needed) | Christine Russe | Q2 Board Meeting |

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| Update on donations to the ENAF for the State Challenge | Dan DiDonato | Q2 Board Meeting |
| Update on legislative lobbyist position | Cassandra Campbell | Q2 Board Meeting |
| Update on investigation of insurance costs and other issues related to the Association Manager position | Melanie Aluotto | Q2 Board Meeting |
| Update on State Achievement Award | Steven Jewell | Q2 Board Meeting |
| Update on SOPs for conservatorship of at risk chapters | Karima Durrazai | Q2 Board Meeting |
| Update on obtaining a CPA to do 20107 taxes | Dan DiDonato | Q2 Board Meeting |
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Members and Guests must register at the beginning of the meeting.

If a guest or member wishes to address the Board of Directors, they will need to introduce themselves and which chapter they are from. Then be recognized by the President for approval.

Approved: April 19, 2018